



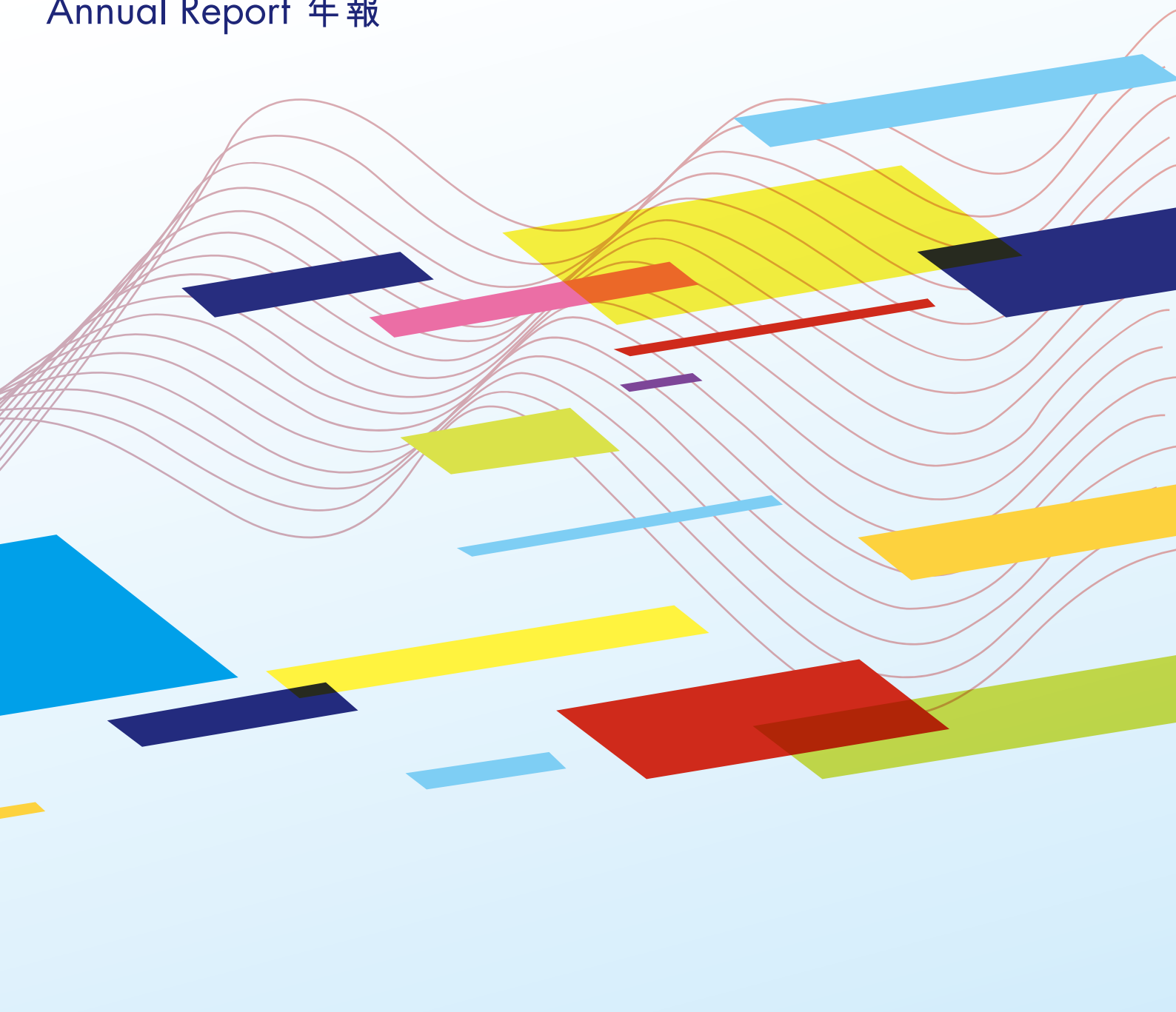
CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Stock Code 股份代號：162)

2018/19

Annual Report 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive and Non-executive Directors

Mr. Wu Yijian (*Chairman*)
Mr. Chen Shuai (*Vice Chairman*)
Mr. Chan Wai Kwong, Peter (*Vice Chairman*)
Mr. Cao Yonggang
Mr. Qu Jiaqi
Mr. Sha Yingjie

Independent Non-executive Directors

Mr. Tsang Kwok Wai
Mr. Ruan Xiaofeng
Dr. Cao Guoqi

AUDIT COMMITTEE MEMBERS

Mr. Tsang Kwok Wai (*Chairman*)
Mr. Chen Shuai
Mr. Ruan Xiaofeng

NOMINATION COMMITTEE MEMBERS

Mr. Tsang Kwok Wai (*Chairman*)
Mr. Chen Shuai
Mr. Cao Yonggang
Mr. Ruan Xiaofeng
Dr. Cao Guoqi

REMUNERATION COMMITTEE MEMBERS

Mr. Ruan Xiaofeng (*Chairman*)
Mr. Chen Shuai
Mr. Tsang Kwok Wai

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. Leung Kee Wai

STOCK CODE

162

COMPANY WEBSITE

www.cgrh.com.hk

董事會

執行與非執行董事

吳一堅先生 (*主席*)
陳帥先生 (*副主席*)
陳為光先生 (*副主席*)
曹永剛先生
曲家琪先生
沙英杰先生

獨立非執行董事

曾國偉先生
阮曉峰先生
曹國琪博士

審核委員會成員

曾國偉先生 (*主席*)
陳帥先生
阮曉峰先生

提名委員會成員

曾國偉先生 (*主席*)
陳帥先生
曹永剛先生
阮曉峰先生
曹國琪博士

薪酬委員會成員

阮曉峰先生 (*主席*)
陳帥先生
曾國偉先生

首席財務官及公司秘書

梁基偉先生

股份代號

162

公司網址

www.cgrh.com.hk

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 301, 3/F, OfficePlus@Wan Chai
303 Hennessy Road, Wanchai, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

PRINCIPAL BANKERS

The Bank of East Asia
Bank of China
China Construction Bank
Industrial and Commercial Bank of China
Hankou Bank
Nanyang Commercial Bank
China Merchants Bank
China Everbright Bank
Ping An Bank

AUDITOR

KPMG
Certified Public Accountants

LEGAL ADVISERS

Sidley Austin (Hong Kong Law)
Conyers Dill & Pearman (Bermuda Law)

總辦事處兼主要營業地點

香港灣仔軒尼詩道303號
協成行灣仔中心3樓301室

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心54樓

百慕達主要股份登記及過戶處

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

主要往來銀行

東亞銀行
中國銀行
中國建設銀行
中國工商銀行
漢口銀行
南洋商業銀行
招商銀行
中國光大銀行
平安銀行

核數師

畢馬威會計師事務所
執業會計師

法律顧問

盛德律師事務所（香港法律）
Conyers Dill & Pearman（百慕達法律）

Financial Highlights and Key Performance Index

財務摘要及關鍵業務指標

FINANCIAL HIGHLIGHTS

財務摘要

		2019 二零一九年 RMB million 人民幣百萬元	2018 二零一八年 RMB million 人民幣百萬元
Gross revenue ⁽¹⁾	總收益 ⁽¹⁾	2,729.1	3,093.1
Revenue	收益	1,054.1	1,159.1
EBITDA	稅息折舊及攤銷前利潤	(16.4)	285.4
EBIT ((Loss)/profit from operations)	稅息前利潤 (經營(虧損)/溢利)	(159.7)	143.5
(Loss)/profit attributable to equity shareholders of the Company	本公司股東應佔(虧損)/溢利	(261.6)	27.2
Basic (loss)/earnings per share	每股基本(虧損)/盈利	(11.3) cents 分	1.2 cents 分

		At 31 March 2019 於二零一九年 三月三十一日 RMB million 人民幣百萬元	At 31 March 2018 於二零一八年 三月三十一日 RMB million 人民幣百萬元
Net assets of the Group	本集團資產淨值	4,088.2	4,385.6
NAV per ordinary share ⁽²⁾	每股普通股資產淨值 ⁽²⁾	3.44 yuan 元	3.69 yuan 元

Notes:

- (1) Gross revenue represents the gross amount arising from the sales of goods, concession sales charged to retail customers, rental income from operating leases and management and administrative service fee income charged to tenants.
- (2) NAV per ordinary share represents the total equity attributable to equity shareholders of the Company per ordinary share.

附註:

- (1) 總收益指銷售商品、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額。
- (2) 每股普通股資產淨值指本公司股東應佔每股普通股權益總額。

Financial Highlights and Key Performance Index

財務摘要及關鍵業務指標

KEY PERFORMANCE INDEX

關鍵業務指標

		2019	2018
		RMB	RMB
		二零一九年	二零一八年
		人民幣元	人民幣元
Sales per ticket ⁽¹⁾	交易單價 ⁽¹⁾	1,250	1,251
Annualized area efficiency (per m ²) ⁽²⁾	年度化坪效(每平方米) ⁽²⁾	31,600	36,300

Notes:

- (1) Sales per ticket represents gross revenue per total number of transactions of department stores.
- (2) Annualized area efficiency represents annualized gross revenue per department store average operating area.

附註:

- (1) 交易單價指百貨商場總收益除以總交易單數。
- (2) 年度化坪效指年度化總收益除以百貨商場平均經營面積。

Five Years Summary Financial Information

五年財務資料摘要

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度
(Expressed in Renminbi ("RMB")) (以人民幣(「人民幣」)呈列)

RESULTS

業績

	Year ended 31 March 截至三月三十一日止年度			Fifteen months ended 31 March 2016 RMB'000 截至 二零一六年 三月三十一日 止十五個月 人民幣千元	Year ended 31 December 2014 RMB'000 截至 二零一四年 十二月三十一日 止年度 人民幣千元
	2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元		
Revenue	收益				
- Continuing operations	- 持續經營業務	1,054,065	1,159,060	1,144,753	1,603,739
- Discontinued operations	- 終止經營業務	-	-	-	-
		1,054,065	1,159,060	1,144,753	1,603,739
(Loss)/profit attributable to equity shareholders	股東應佔 (虧損)/溢利				
- Continuing operations	- 持續經營業務	(261,575)	27,234	(352,337)	22,181
- Discontinued operations	- 終止經營業務	-	-	-	-
		(261,575)	27,234	(352,337)	22,181

ASSETS AND LIABILITIES

資產及負債

	As at 31 March 於三月三十一日				As at 31 December 2014 RMB'000 於二零一四年 十二月三十一日 人民幣千元
	2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元	2016 RMB'000 二零一六年 人民幣千元	
NON-CURRENT ASSETS	非流動資產	7,199,981	7,279,287	7,104,859	7,238,892
CURRENT ASSETS	流動資產	1,061,670	1,200,911	1,245,330	1,587,518
DEDUCT:	減:				
CURRENT LIABILITIES	流動負債	2,040,450	1,932,084	1,769,159	2,634,471
NET CURRENT LIABILITIES	流動負債淨額	(978,780)	(731,173)	(523,829)	(1,046,953)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	6,221,201	6,548,114	6,581,030	6,191,939
DEDUCT:	減:				
NON-CURRENT LIABILITIES	非流動負債	2,132,976	2,162,515	2,263,725	1,563,530
NET ASSETS	資產淨額	4,088,225	4,385,599	4,317,305	4,628,409

Chairman's Statement

主席報告

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors (the "Board") of Century Ginwa Retail Holdings Limited (the "Company"), I am pleased to present the audited results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2019 ("the year").

BUSINESS REVIEW

In the first quarter of 2019, China's consumer goods market was generally stable, the consumption structure continued to optimize and upgrade, consumption patterns continued to innovate and develop, and the old and new kinetic energy conversions in the consumer sector were steadily advanced, and the consumption potential of residents was further released. Consumption is still the first driving force for economic growth.

The domestic retail market was generally stable, and consumption continued to play a fundamental role. The consumer goods market as a whole maintained a steady growth. In terms of nominal growth rate, in the first quarter of 2019, the total retail sales of consumer goods increased by 8.3% year-on-year. Although the growth rate dropped by 1.5 percentage points as compared with the same period of last year, it was the same as that of the fourth quarter of last year. Among them, the increase in March was 8.7%, and the growth rate was 0.5 percentage point higher than that in January and February, which was a new high in the past six months. In terms of actual growth rate, after deducting the price factor, the total retail sales of consumer goods in the first quarter increased by 6.9%, 0.9 percentage point higher than the fourth quarter of last year.

Domestic consumption continued to play a major role in economic growth. According to estimates, the contribution of final consumption expenditure to economic growth in the first quarter was 65.1%, which was significantly higher than the contribution of the gross capital formation and net exports of goods and services to economic growth.

主席報告

本人謹代表世紀金花商業控股有限公司（「本公司」）董事會（「董事會」），欣然呈報本公司及其附屬公司（「本集團」）截至二零一九年三月三十一日止年度（「本年度」）之經審核業績。

業務回顧

二零一九年一季度，中國消費品市場總體平穩，消費結構持續優化升級，消費方式不斷創新發展，消費領域新舊動能轉換穩步推進，居民消費潛力進一步釋放，消費仍是經濟增長的第一驅動力。

國內零售市場總體平穩，消費繼續發揮基礎性作用。消費品市場總體上保持平穩增長。從名義增速看，二零一九年一季度，社會消費品零售總額同比增長8.3%，增速雖比上年同期回落1.5個百分點，但與上年四季度持平。其中，三月份增長8.7%，增速比一月及二月份加快0.5個百分點，為近半年新高。從實際增速看，扣除價格因素，一季度社會消費品零售總額增長6.9%，比上年四季度加快0.9個百分點。

國內消費繼續發揮對經濟增長的主引擎作用。據測算，一季度最終消費支出對經濟增長的貢獻率為65.1%，明顯高於資本形成總額及貨物和服務淨出口對經濟增長的貢獻率。

Chairman's Statement

主席報告

BUSINESS REVIEW (continued)

In the first quarter, the online retail sales of national physical goods increased by 21.0%, which was 12.7 percentage points higher than the total retail sales of consumer goods, accounting for 18.2% of the total retail sales of consumer goods, and an increase of 2.1 percentage points over the same period of last year. In the first quarter, the retail sales of supermarkets and convenience stores above designated size increased by 7.5% and 10.5% respectively, which were 3.7 and 6.7 percentage points higher than the growth rate of retail sales of units above designated size. The business model such as professional stores continued to maintain the trend of growth on the basis of the recovery growth of the previous year. Its growth rate and the growth rate of retail sales of units above designated size was same basically.

For the Xi'an department store market in the first quarter of 2019, the city's total retail sales of consumer goods reached RMB117,492 million, representing a year-on-year increase of 5.6%. The retail sales of consumer goods of units above designated size was RMB55,508 million, representing an increase of 0.2%. Of which, the online retail sales of units above designated size reached RMB8,395 million, representing an increase of 14.3%.

Following the appearance of a large number of large-scale retail department stores in the previous year, 22 large-scale famous shopping malls will bloom in Xi'an in 2019, which will create the largest scale and number of stores in Xi'an. While enriching the retail department store market, it had further exacerbated the competition in the department business model, and it had reached the stage of whitewashing in the true sense.

業務回顧 (續)

一季度，全國實物商品網上零售額增長21.0%，增速比社會消費品零售總額高12.7個百分點，占社會消費品零售總額比重為18.2%，比上年同期提高2.1個百分點。一季度，限額以上超市、便利店零售額分別增長7.5%和10.5%，比限額以上單位商品零售額增速高3.7和6.7個百分點。專業店等業態在上年恢復性增長的基礎上繼續保持增長態勢，增速與限額以上單位商品零售額增速基本持平。

西安百貨市場於二零一九年一季度，全市實現社會消費品零售總額人民幣1,174.92億元，同比增長5.6%。限額以上單位消費品零售額人民幣55.08億元，增長0.2%，其中，限額以上單位實現網上零售額83.95億元，增長14.3%。

繼上年度較多數量大零售百貨商場悉數登場，二零一九年將迎來22個較大的知名商場綻放西安，創西安開店規模和數量的歷史之最。在豐富了零售百貨市場的同時，更加劇了百貨業態的競爭，到了真正意義上的白熱化階段。

BUSINESS REVIEW (continued)

In 2018, the Company persisted in fine-quality positioning, insisted on exclusive service and adhered to distinctive operations, achieving initial results. In order to achieve sustainable development, the Company has implemented the "One Store, One Positioning" strategy. The Company's senior-level team has determined the positioning of the stores of the Century Ginwa Xi'an Department Stores Business Sector, correspondingly making the positioning of the stores more comprehensible and clearer, thereby reducing the internal competition situation. Thirdly, in terms of management work, the Company continued to optimize its organizational structure, initially established a new flat management plan and simplified the work process. On the basis of salary adjustments in the previous year, the Company continued to optimize the salary incentive mechanism this year. Fourthly, the Company continued to increase the intensity of expansion work. On 6 December 2017, the Company successfully rooted in Shaanxi Chenggu County in the form of commercial output, gradually expanded the brand influence and scale of Century Ginwa. The cooperation project with Qian County is proceeding in an orderly manner, and the Company will follow the light asset management model subsequently and increase the layout of business outlets around Xi'an. In the fifth place, the ability to innovate has been continuously strengthened; new technologies have been applied to expand business areas, increasing office efficiency. The Company adopted "Tangerine" paid control platform, corporate "WeChat" management platform and the "Ding Talk" online system. The rigors of these managements are all laying a solid foundation for the retail transformation of the present and the future of Century Ginwa.

G98 Omni-channel Intelligence Service Platform Project

G98 Omni-channel Intelligence Service Platform has already finished the development of "Blue Ocean Project" in the beginning of 2018, establishing the global shopping channel. Currently, the platform has 12 overseas supply chains covering 5 major categories and involving 390 brands. This has supplemented the number of brands and categories under the offline store, broadened the cooperation channels, and enhanced the competitive advantages of the same business model in the Century Ginwa and the region.

業務回顧 (續)

二零一八年，公司堅持精品定位，堅持尊享服務，堅持特色經營，取得了階段性成果。為了實現可持續發展，真正落實了一店一定位，公司高層團隊確定了世紀金花西安百貨事業部各店定位的規則，從而使各門店定位更加明確、清晰，從而降低內部競爭狀況。第三，在管理工作方面，公司繼續優化組織機構，初步確立了新的扁平化管理方案，簡化工作流程，在上年薪酬調整的基礎上，今年繼續優化薪酬激勵機制。第四，繼續加大拓展工作力度，二零一七年十二月六日公司以商業輸出形式，成功落地陝西城固縣，逐步擴大世紀金花的品牌影響力及規模，今年和乾縣的合作項目正在有條不紊的推進中，後續公司會遵循輕資產管理的模式，在西安市周邊加大經營網點的佈局。第五，創新能力不斷強化，應用型技術擴展業務領域，提升辦公效率。紅橘費控平臺的搭建、企業微信管理平臺搭建，以及釘釘考勤系統上線等，這些管理的夯實，都是為現在及今後世紀金花的零售轉型夯實基礎。

G98全管道智慧服務平臺專案

世紀金花G98全管道智慧服務平臺於二零一八年初已完成藍海專案開發，建立了世紀金花全球購管道。目前平臺已擁有海外供應鏈12條，覆蓋5大品類，涉及品牌390個，補充了線下開店的品牌數量與品類，拓寬了合作管道，更增強了世紀金花與區域相同業態的競爭優勢。

Chairman's Statement

主席報告

Looking ahead, despite the adverse effects brought by various domestic and foreign unfavorable economic factors, the situation may not have significant difference in the short run. However, regarding the acceleration of the pace of reform and further adjustment of economic structure, China's economy is in progress while maintaining stability. In particular, the Central Committee for Comprehensive Deepening Reform organized to expand domestic demand and increase household consumption. It reviewed and approved a series of deepening reform documents, two of which involved promoting consumption: "Opinions on Improving the Mechanism of Promoting Consumption and Further Stimulating the Consumption Potential of Residents" (《關於完善促進消費體制機制進一步激發居民消費潛力的若干意見》) and "Implementation Plan for Improving the Mechanism for Promoting Consumption (2018-2020)" (《完善促進消費體制機制實施方案(2018—2020年)》), which will be of great benefit to the retail industry. It is foreseen that the rapid urbanization will lead to the gradual change of consumption ratios and structure, which further stimulates the potential demand under consumption upgrade. Subsequent to the vertical deepening of the national system transformation and reform, the national policies will create a macro-environment conducive to enterprise development. We will also timely adjust its strategies and develop future-proof policies for the updated situation.

In the aspect of existing business expansion, based on the successful practice and experience of the trendy department store and the supermarket business of the Group, the existing business will be integrated and optimized, while considering the coverage of second-tier cities in Shaanxi to achieve healthy growth of scale.

In the aspect of business diversification which increases profit sources, the Company will further develop brand agency business and introduce well-known domestic and foreign brands to enter the northwest market, so as to provide consumers with more quality choices and provide operational management services to the franchise stores. By reducing channels to directly provide goods to consumers, the pattern of profit distribution will be changed. With our strong brand strength, outstanding operating efficiency, good financial performance and loyal customer base, we believe the Company will maintain its leading position in the marketplace among the industry and generate better returns for our shareholders.

展望未來，儘管受國內外經濟諸多不確定因素的影響，短期內現狀可能不會有大的改觀，但隨著國內改革步伐加快和經濟結構調整的深入推進，中國經濟將呈現穩中有進的態勢，特別是中央全面深化改革委員會部署擴大內需，增加居民消費，審議通過了一系列深化改革文件，其中有兩份涉及促進消費：《關於完善促進消費體制機制進一步激發居民消費潛力的若干意見》和《完善促進消費體制機制實施方案(2018—2020年)》。這對於零售行業是重大利好。城鎮化的加速推進將逐漸改變消費的比例和結構，進一步釋放消費升級的潛在需求。隨著國家體制轉型和改革的縱向深入，國家政策層面一定會創造更有利於企業發展的宏觀環境。我們也將在與時俱進的情況下，及時調整戰略和制定相應政策。

在現有業務拓展方面，基於本集團流行百貨和超市業務上的成功實踐和經驗積累，將對現有業務進行整合優化，考量對陝西二線城市的覆蓋，實現規模的良性增長。

在拓展多元化業務增加盈利來源方面，我們將進一步發展品牌代理業務，引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。通過壓縮管道把商品更直接地供應給消費者，從而改變利潤分配的格局。我們相信公司憑藉雄厚的品牌實力、傑出的營運效率、良好的財務表現和忠實的顧客基礎，本公司充滿信心將繼續在行業中保持領先地位，致力為股東帶來更好的回報。

Chairman's Statement

主席報告

APPRECIATION

On behalf of the Board, I would also like to extend my sincere thanks to our shareholders, investors, customers, suppliers, bankers and business associates for their continued strong support.

Wu Yijian

Chairman

Hong Kong, 28 June 2019

致謝

本人謹此代表董事會向各股東、投資者、客戶、供應商、往來銀行及業務夥伴致以摯誠謝意，感激彼等一直以來之鼎力支持。

吳一堅

主席

香港，二零一九年六月二十八日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL RESULTS

During the year under review, the performance of the Group was illustrated as follows.

- (i) Gross revenue of the Group for the year ended 31 March 2019 decreased to RMB2,729.1 million as compared to RMB3,093.1 million for the year ended 31 March 2018. The decrease was primarily due to increased market competition arising from surrounding shopping malls and online retail shops which leads to a decrease in concession sales during the year.
- (ii) Annualized area efficiency (annualized gross revenue per department store average operating area) for the year ended 31 March 2019 was RMB31,600 per square meter, as compared to RMB36,300 for the year ended 31 March 2018.
- (iii) Revenue of the Group for the year ended 31 March 2019 decreased to RMB1,054.1 million as compared to RMB1,159.1 million for the year ended 31 March 2018. It was because net income from concession sales decreased by 16% compared to the same period last year.
- (iv) The rental income and management and administrative service fee income of the Group for the year ended 31 March 2019 were RMB133.6 million, as compared to RMB127.7 million for the year ended 31 March 2018.
- (v) The Group's operating loss for the year ended 31 March 2019 was RMB159.7 million as compared to the operating profit of RMB143.5 million for the year ended 31 March 2018. Regardless of the impairment losses on goodwill of RMB194.7 million recorded in this year, the operating profit margin (profit from operation over gross revenue) decreased from 4.6% to 1.3%.

財務業績

於回顧年度內，本集團的表現如下所示。

- (i) 本集團截至二零一九年三月三十一日止年度之總收益減少至人民幣2,729,100,000元，而截至二零一八年三月三十一日止年度為人民幣3,093,100,000元。減少主要由於周邊購物中心和網上零售店鋪之市場競爭加劇導致年內特許專櫃銷售減少所致。
- (ii) 截至二零一九年三月三十一日止年度之年度化坪效（年度化總收益除以百貨商場平均經營面積）為每平方米人民幣31,600元，而截至二零一八年三月三十一日止年度為人民幣36,300元。
- (iii) 本集團截至二零一九年三月三十一日止年度之收益下降至人民幣1,054,100,000元，而截至二零一八年三月三十一日止年度為人民幣1,159,100,000元。下降是由於相比去年同期特許專櫃銷售淨收入下降16%。
- (iv) 截至二零一九年三月三十一日止年度，本集團之租金收入及管理及行政服務費收入為人民幣133,600,000元，而截至二零一八年三月三十一日止年度為人民幣127,700,000元。
- (v) 本集團截至二零一九年三月三十一日止年度之經營虧損為人民幣159,700,000元，而截至二零一八年三月三十一日止年度為經營溢利人民幣143,500,000元。不考慮本年度錄得之商譽減值虧損人民幣194,700,000元，經營溢利率（經營溢利除以總收益）由4.6%下降至1.3%。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL RESULTS (continued)

- (vi) Net finance costs for the year ended 31 March 2019 were RMB88.1 million (2018: RMB97.0 million). The change in net finance cost was mainly due to increase in interest expenses capitalised.
- (vii) The Group's loss for the year ended 31 March 2019 and loss attributable to shareholders of the Company were RMB263.8 million (profit for 2018: RMB23.6 million) and RMB261.6 million (profit attributable to shareholders of the Company for 2018: RMB27.2 million) respectively.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2019, the Group's consolidated net asset value was RMB4,088.2 million (2018: RMB4,385.6 million). As at 31 March 2019, the Group had cash at bank and on hand amounting to RMB544.7 million (2018: RMB614.7 million). The current ratio of the Group as at 31 March 2019 was 0.52 (2018: 0.62). The gearing ratio, being bank and other loans less cash at bank and on hand and short-term investments divided by the total equity, as at 31 March 2019, was 0.45 (2018: 0.36).

BUSINESS REVIEW

Looking back to the year, the PRC retail industry will continue to face challenges and be subject to internal and external factors including macroeconomic fluctuation, government policy guidance, rapid growth of other retail channels such as e-commerce and rising costs.

By adhering to the principle of managing its financial resources in a prudent manner, the Group will optimize its cost structure, improve its management efficiency and strengthen its capability. It will strive to make progress in the PRC market which is full of opportunities and challenges, in order to create values for its customers and maximize the returns to its shareholders.

財務業績 (續)

- (vi) 截至二零一九年三月三十一日止年度，財務費用淨額為人民幣88,100,000元(二零一八年：人民幣97,000,000元)。財務費用淨額變動乃主要由於利息開支資本化增加所致。
- (vii) 截至二零一九年三月三十一日止年度，本集團虧損及本公司股東應佔虧損分別為人民幣263,800,000元(二零一八年溢利：人民幣23,600,000元)及人民幣261,600,000元(二零一八年本公司股東應佔溢利：人民幣27,200,000元)。

流動資金及財政資源

於二零一九年三月三十一日，本集團之綜合資產淨值為人民幣4,088,200,000元(二零一八年：人民幣4,385,600,000元)。於二零一九年三月三十一日，本集團之銀行結存及手頭現金為人民幣544,700,000元(二零一八年：人民幣614,700,000元)。於二零一九年三月三十一日，本集團之流動比率為0.52(二零一八年：0.62)。於二零一九年三月三十一日之資本負債比率(即銀行及其他貸款減銀行結存及手頭現金及短期投資後除以權益總額)為0.45(二零一八年：0.36)。

業務回顧

回首本年度，內地百貨業形勢仍具挑戰，行業短期內仍會持續受到宏觀經濟波動、政府政策導向、電商等其他零售管道快速增長、成本上升等內外因素左右。

本集團將堅持審慎理財的原則，優化成本結構，提升管理效率，加強能力建設，在充滿機遇和挑戰的中國零售市場砥礪奮進，為客戶創造價值，為股東帶來更高回報。

Management Discussion and Analysis

管理層討論及分析

FUTURE PLAN AND OUTLOOK

Looking ahead, despite the adverse effects brought by various domestic and foreign unfavorable economic and diplomacy factors, the development situation of the domestic retail market may not have significant difference in the short run. However, regarding the acceleration of the pace of reform and further adjustment of economic structure, China's economy is in progress while maintaining stability, the competition will become more intense, then the market rules for survival of the fittest will be more prominent.

The Company will also adjust its strategy and formulate corresponding policies in a timely manner in the face of many unfavorable conditions.

In the aspect of existing business expansion, based on the successful practice and experience of the trendy department store and the supermarket business of the Group, we will continue to strive for the healthy growth of scale for coverage of second-and third-tier cities.

In the aspect of business diversification which increases profit sources, we will further develop brand agency business and introduce well-known domestic and foreign brands to enter the northwest market, so as to provide consumers with more quality choices and provide operational management services to the franchise stores. By reducing channels to directly provide goods to consumers, the pattern of profit distribution will be changed. With our strong brand strength, strong management practice ability, superior geographical position and a large number of loyal customer bases, we are confident that the Company will maintain its leading position in the industry and generate better returns for our shareholders.

Looking back to the year, the challenges in the PRC retail industry have intensified and the industry will be subject to internal and external factors including macroeconomic fluctuation, government policy guidance, rapid growth of other retail channels such as e-commerce, rising operational costs, capital liquidity shortages and financing difficulties.

By adhering to the principle of managing its financial resources in a prudent manner, the Group will optimize its cost structure, improve its management efficiency and strengthen its capability. It will strive to make progress in the PRC market which is full of opportunities and challenges, in order to create values for its customers and maximize the returns to its shareholders.

未來計劃及展望

展望未來，受國內外經濟、外交等諸多不確定因素的影響，國內零售市場的發展現狀短期內不會有大的改觀，但隨著國內改革步伐加快和經濟結構調整的深入推進，中國經濟發展將呈現穩中有升的態勢，競爭更趨激烈，優勝劣汰的市場法則表現的更加突出。

本公司也將在面臨諸多不利條件的情況下，及時調整戰略和制定相應政策。

在現有業務拓展方面，基於本集團流行百貨和超市業務上的成功實踐和經驗積累，繼續爭取在二三線城市的覆蓋實現規模的良性增長。

在拓展多元化業務增加盈利來源方面，我們將進一步發展品牌代理業務，引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。通過壓縮管道把商品更直接地供應給消費者，從而改變利潤分配的格局。我們相信公司憑藉雄厚的品牌實力，較強的管理實踐能力，優越的地理位置及擁有大批忠實的顧客基礎，本公司充滿信心將繼續在行業中保持優勢地位，致力為股東帶來更好的回報。

回首本年度，內地百貨業形勢挑戰加劇，行業短期內仍會持續受到宏觀經濟波動、政府政策導向、電商等其他零售管道快速增、經營成本上升、資金流動性短缺和融資困難等內外因素困擾。

本集團將堅持審慎理財的原則，優化成本結構，提升管理效率，加強能力建設，在充滿機遇和挑戰的中國零售市場砥礪奮進，為客戶創造價值，為股東帶來更高回報。

Management Discussion and Analysis

管理層討論及分析

FUTURE PLAN AND OUTLOOK *(continued)*

Cooperation with Investment Fund

After successful introduction of Hony Capital, a leading private-equity firm in China sponsored by Legend Holdings, in late 2010 to acquire the Company's convertible bonds amounting to HK\$1,330.5 million, the cooperation between Hony Capital and the Group has become closer. In December 2012, Hony Capital had not only made additional capital contribution to the Group of US\$60 million (approximately HK\$470 million) for business expansion and as working capital, but also used all of its existing convertible bonds to subscribe for non-redeemable convertible preferred shares which reduced the debt burden of the Group, substantially increased shareholders' capital and strengthened the financial position. As at the date of this announcement, Hony Capital held 28.07% of the Company's ordinary share capital in issue and was the Company's second largest shareholder.

Optimize business structure and focus on the concept of new retail

In 2018 and 2019, the Company will focus on the concept of new retail, to achieve "technology upgrades, service upgrades, management upgrades". In the specific business operations, brand adjustment, membership recruitment, service techniques, teams of talents and other aspects, the Company will abandon the original inertial thinking, and constantly adopt new technologies and new methods to achieve new breakthroughs in all aspects; at the same time, the Company will implement planning and design in precise marketing, management effectiveness, safety operations, and other aspects one by one, and achieve the matching of responsibilities and rights. Specific strategies include the following five aspects:

Strategy I: Plan implementation. Thoroughly complete the various business indicators of the year 2019. In the aspect of brand adjustment, we must complete the brand adjustment plan of 2019 according to the time node. It also clarifies the overall operational planning work in the future.

Strategy II: Active expansion. Continue to promote the work of Xi'an's global center project in an orderly manner. At the same time, on the basis of comprehensive investigations, we will continue to explore expansion projects in second-and third-tier cities in the Shaanxi province.

未來計劃及展望 (續)

與投資基金之合作

自二零一零年底我們成功引入聯想控股旗下中國領先的私募基金弘毅投資認購本公司13.305億港元可換股債券後，雙方合作更趨緊密。於二零一二年十二月，弘毅投資向本集團增加投資共6,000萬美元（約4.7億港元）作為拓展業務及營運資金。又使用全部現有可換股債券認購不可贖回的可換股優先股，使本集團債務負擔降低的同時，也大幅提升了股東資本，強化了財務狀況。於本公告日期，弘毅投資持股佔本公司已發行普通股股本28.07%，為本公司第二大股東。

優化業務結構及專注於新零售理念

二零一八年至二零一九年，本公司將圍繞新零售的理論，實現技術升級、服務升級、管理升級。在具體的經營工作、品牌調整、會員招募、服務手段、人才梯隊等方面摒棄原有的慣性思維，不斷採取新技術、新方法，實現各方面的新突破，同時，本公司將在精準行銷、管理效能、安全運營等方面一一落實規劃設計，實現責權相配。具體的策略包括以下五個方面：

策略一：落實規則。全面完成二零一九年各項年度經營指標，在品牌調整方面，要按時間節點完成二零一九年的品牌調整計畫，並明確今後整體運營規劃工作。

策略二：積極拓展。繼續推進西安全球中心項目工作有序開展。同時，基於全面調研基礎上，繼續挖掘陝西省內二三線城市拓展專案。

Management Discussion and Analysis

管理層討論及分析

FUTURE PLAN AND OUTLOOK (continued)

Optimize business structure and focus on the concept of new retail (continued)

Strategy III: Capital protection. Strengthen revenue, use new types of financing channels tools, optimize the receivable turnover period and create a healthy capital liquidity environment.

Strategy IV: Driven innovation. Integrate consumer finance and internet financial products; meanwhile analyze the consumption behavior data of members, and develop the mobile application of shopping guides.

Strategy V: Management effectiveness. Fully embody the corporate culture effectiveness, performance management effectiveness and communication mechanism efficiency, and integrate the application of new management technologies.

CONTINGENT LIABILITIES

The Group's contingent liabilities are disclosed in note 30 to the financial statements.

DIVIDENDS

The directors do not recommend the payment of a dividend in respect of the reporting year (2018: HK\$Nil).

HUMAN RESOURCES

As at 31 March 2019, the number of the Group's staffs was approximately 7,000 (2018: 6,900), including directly employed approximately 1,700 (2018: 1,800) full time employees, and the remaining were concession sales staffs managed on behalf of the suppliers. Most of the employees are employed in Mainland China. The directly employed employees' remuneration, promotion and salary increments are assessed based on both individuals' and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. Apart from the general remuneration package, the Group also granted share options and discretionary bonus to the eligible staffs based on their performance and contribution to the Group. The Group regards high-calibre staffs as one of the key factors to corporate success.

未來計劃及展望 (續)

優化業務結構及專注於新零售理念 (續)

策略三：資金保障。加大營收力度，運用新型融資管道工具，優化貨款賬期，創造一個良性的資金流動性環境。

策略四：創新驅動。整合消費金融及互聯網金融產品；同時分析會員消費行為資料，以及導購端移動應用的開發。

策略五：管理效能。充分體現企業文化效能、績效管理效能、溝通機制效能工作，整合發揮管理新技術的應用。

或然負債

本集團之或然負債於財務報表附註30中披露。

股息

董事不建議就本報告年度派付任何股息 (二零一八年：零港元)。

人力資源

於二零一九年三月三十一日，本集團合計員工約7,000名 (二零一八年：6,900名)，其中，直接聘用約1,700名 (二零一八年：1,800名) 全職僱員，其餘為代供應商管理的特許專櫃員工。大部份僱員均受僱於中國內地。直接聘用僱員之薪酬、晉升及加薪幅度乃根據個人及本集團之表現、僱員之專業及工作經驗、並參考當時市場慣例及標準來評估釐定。除了一般薪酬計劃外，本集團亦根據合資格僱員之表現及其對本集團之貢獻，向其授出購股權及酌情花紅。本集團認為優秀僱員是企業能成功發展之關鍵因素。

Management Discussion and Analysis

管理層討論及分析

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

Decrease in carrying value of assets measured at fair value

Due to the recent uncertainties surrounding the stock markets in the PRC, the Group's investments in Ginwa Enterprise A-Shares have experienced a decrease in value by approximately 22% since the end of the reporting period.

於報告期後的重大事件

按公允值計量之資產之賬面值減少

由於近期中國股票市場存在不確定性，自本報告期末起，本集團於金花企業A股的投資價值下降約22%。

Biographies of Directors

董事履歷

EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

Mr. Wu Yijian (“Mr. Wu”)

Mr. Wu, aged 58, was appointed as Chairman of the Company on 7 January 2011 and re-designated to an Executive Director of the Company on 19 February 2013. Mr. Wu currently holds the directorship of certain subsidiaries of the Company, and he was the executive director from January 2001 to May 2008, the chairman from May 2003 to May 2008 and the non-executive director of the Company from January 2011 to 18 February 2013 respectively.

Mr. Wu graduated in Huazhong Normal University with a Master degree in Economic Management (Political Economy). He was granted the national titles of “Ten Most Outstanding Youth of China” in 1996, “Contribution Award of International Excellent Entrepreneur” in 1997, “Chinese Excellent Youth Entrepreneur” in 2002 and “National Outstanding Builders of Socialism with Chinese Characteristics” in 2004. Mr. Wu is chairman of Ginwa Enterprise (Group) Inc. (a company listed on the Shanghai Stock Exchange) and the chairman of the board and the president of Ginwa Investments Holding Group Ltd. (“Ginwa Investments”). He is also the vice-chairman of the China Civil Chamber of Commerce, chairman of the Chairmen Board of China Federation of Industrial Economics, vice-president of the China Association of Small and Medium Enterprises, vice-president of China International Chamber of Commerce for the Private Sector, Secretary-general of Augmented Reality Alliance China, vice-chairman of the China Red Ribbon Foundation, expert committee member of The People’s Government of Shaanxi Province Consult Committee, president of Shaanxi Business Promotion Association, vice-president of Shaanxi General Chamber of Commerce, honorable president of Shaanxi Chamber of Commerce of Shanxi Merchant and honorable president of Shenzhen M & A Association of Listed Companies.

Mr. Wu is also the sole director of Maritime Century Limited (“MCL”), the substantial shareholder of the Company. MCL is wholly and beneficially owned by Ginwa Investments. Ginwa Investments is held as to 92% beneficially by Mr. Wu. Therefore, Mr. Wu thru MCL was beneficially interested in 336,166,156 ordinary shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

執行董事與非執行董事

吳一堅先生（「吳先生」）

吳先生，58歲，於二零一一年一月七日獲委任為本公司之主席及於二零一三年二月十九日獲調任為本公司之執行董事。吳先生為本公司數間附屬公司之董事，亦分別於二零零一年一月至二零零八年五月期間出任本公司執行董事、於二零零三年五月至二零零八年五月期間出任本公司主席及於二零一一年一月至二零一三年二月十八日期間出任本公司非執行董事。

吳先生畢業於華中師範大學，取得經濟管理（政治經濟學）碩士學位。彼曾榮獲「一九九六年中國十大傑出青年」、「一九九七年國際優秀企業家貢獻獎」、「二零零二年全國優秀青年企業家」及「二零零四年優秀中國特色社會主義事業建設者」等多項殊榮。吳先生現為金花企業（集團）股份有限公司（一間於上海證券交易所上市之公司）董事長及金花投資控股集團有限公司（「金花投資」）董事局主席兼總裁。彼亦現任中國民間商會副會長、中國工業經濟聯合會主席團主席、中國中小企業協會副會長、中國民營經濟國際合作商會副會長、中國增強現實產業聯盟秘書長、中華紅絲帶基金副理事長、陝西省人民政府決策諮詢委員會專家委員、陝西省創業促進會會長、陝西省總商會副會長、陝西省晉商商會名譽會長及深圳市上市公司併購協會名譽會長。

吳先生亦為本公司主要股東Maritime Century Limited（「MCL」）的唯一董事。MCL為金花投資全資及實益擁有之公司。金花投資由吳先生實益擁有92%。因此，根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部所界定，吳先生通過MCL於本公司實益擁有336,166,156股普通股股份。

Mr. Chan Wai Kwong, Peter (“Mr. Chan”)

Mr. Chan, aged 66, was re-designated to an Executive Director and the Vice-chairman of the Company on 7 August 2015. Mr. Chan graduated with a bachelor degree in Social Science (Economics) from The University of Western Ontario, Canada, in 1978. He has over 20 years’ experience in marketing and business development. He was an executive director of Zhi Cheng Holdings Limited (a company listed on the GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) with Stock Code: 8130) from 8 April 2014 to 1 April 2015 and Gold Tat Group International Limited (a company listed on the GEM of the Stock Exchange with Stock Code: 8266) from 27 March 2003 to 13 October 2014.

Mr. Sha Yingjie (“Mr. Sha”)

Mr. Sha, aged 62, was appointed as an Executive Director of the Company on 1 July 2007 and holds the directorship of certain subsidiaries of the Company. Mr. Sha is currently the deputy financial controller of Ginwa Investments. He once worked as the financial controller of Xi’an Supply Station of XiBei Electrical Engineering Company Limited and the financial controller of Xi’an Taiwan Hotel.

Mr. Sha has over 20 years of working experience in commerce and finance. Mr. Sha received management education and training in Mainland China. He also holds a master degree in business administration from The Open University of Hong Kong. He was awarded China career manager in June 2003 and was appointed taxation practice review inspector by Xi’an Tax Bureau in the PRC since 2014. He obtained a chief financial officer qualification certificate in respect of business administration position in 2007. In 2012, he was admitted as an affiliate member of The Association of International Accountants.

Mr. Chen Shuai (“Mr. Chen”)

Mr. Chen, aged 45, was appointed as a Non-executive Director of the Company on 3 December 2010. He was also appointed as a member of each of the audit committee and remuneration committee of the Company on 7 January 2011 and the nomination committee of the Company on 7 March 2012. He currently holds the directorship of certain subsidiaries of the Company.

陳為光先生（「陳為光先生」）

陳為光先生，66歲，於二零一五年八月七日獲調任為本公司執行董事及副主席。陳為光先生於一九七八年畢業於加拿大西安大略大學，獲頒社會科學（經濟）學士學位。彼在市場推廣及業務發展方面擁有逾二十年經驗。彼於二零一四年四月八日至二零一五年四月一日期間為智城控股有限公司（一間於香港聯合交易所有限公司（「聯交所」）GEM上市之公司；股份代號：8130）的執行董事及於二零零三年三月二十七日至二零一四年十月十三日期間為金達集團國際有限公司（一間於聯交所GEM上市之公司；股份代號：8266）的執行董事。

沙英杰先生（「沙先生」）

沙先生，62歲，於二零零七年七月一日獲委任為本公司執行董事，亦為本公司數間附屬公司之董事。沙先生現時為金花投資財務副總監。彼曾於西北機電公司西安供應站出任財務總監及於西安臺灣酒店出任財務總監。

沙先生擁有逾二十年商業及財務工作經驗。沙先生曾於中國內地接受管理教育及培訓，並於香港公開大學進修工商管理深造課程。彼於二零零三年六月取得中國職業經理人資格，並自二零一四年起獲中國西安市國家稅務局聘為稅務執法糾風監督員。彼於二零零七年取得企業管理崗位財務總監資格證書。彼於二零一二年獲得國際會計師公會國際會計師資格。

陳帥先生（「陳先生」）

陳先生，45歲，於二零一零年十二月三日獲委任為本公司非執行董事。彼並於二零一一年一月七日獲委任為本公司審核委員會和薪酬委員會之成員及於二零一二年三月七日獲委任為本公司提名委員會成員。彼亦為本公司數間附屬公司之董事。

Biographies of Directors

董事履歷

Mr. Chen joined Hony Capital in 2003. As at the date of this annual report, Hony Capital, through Glory Keen Holdings Limited, was beneficially interested in (i) 322,727,272 ordinary shares of the Company, representing approximately 28.07% of the number of ordinary shares of the Company in issue, (ii) the security interest over 336,166,156 ordinary shares held by MCL under a share charge created in favour of Glory Keen Holdings Limited, and (iii) 1,177,068,181 convertible preferred shares of the Company. Mr. Chen directs city services, hotel management, investments in financial services, culture and media, consumer goods and retail and construction material sectors of Hony Capital. Mr. Chen has extensive experience in investment management, supplier management and retail business.

Prior to joining Hony Capital in 2003, Mr. Chen had worked in an investment company, a PRC retail chain and department store and a PRC domestic comprehensive supermarket company. Mr. Chen holds an Executive Master of Business Administration degree from The China Europe International Business School. He received his bachelor degree in economics from Beijing Forestry University. Currently, Mr. Chen acts as a director of Shanghai SMI Holding Co., Ltd. (a company listed on the Shanghai Stock Exchange with Stock Code: 600649) and Shanghai Environment Group Co., Ltd. (a company listed on the Shanghai Stock Exchange with Stock Code: 601200).

Mr. Cao Yonggang (“Mr. Cao”)

Mr. Cao, aged 47, was appointed as a Non-executive Director of the Company on 17 May 2015. He was also appointed as a member of each of the audit committee and the nomination committee of the Company on 17 May 2015. He has resigned as a member of the audit committee of the Company on 16 January 2019.

Mr. Cao joined Hony Capital in 2004 and is currently its managing director. He is responsible for the management of the risk management and compliance department, human resources department, department of Hony Capital. As at the date of this annual report, Hony Capital, through Glory Keen Holdings Limited, was beneficially interested in (i) 322,727,272 ordinary shares of the Company, representing approximately 28.07% of the number of ordinary shares of the Company in issue, (ii) the security interest over 336,166,156 ordinary shares held by MCL under a share charge created in favour of Glory Keen Holdings Limited, and (iii) 1,177,068,181 convertible preferred shares of the Company.

陳先生於二零零三年加入弘毅投資。於本年報日期，弘毅投資(i)通過榮建控股有限公司於本公司實益擁有322,727,272股普通股股份，佔本公司已發行的普通股數目約28.07%；(ii)就質押由MCL持有336,166,156股普通股股份予榮建控股有限公司之股份押記股份的抵押權益；及(iii)1,177,068,181股本公司可換股優先股。陳先生於弘毅投資主導城市服務、酒店管理、金融服務、文化及傳媒、消費品及零售與建築物料行業之投資。陳先生於投資管理、供應商管理及零售業務方面擁有豐富經驗。

於二零零三年加入弘毅投資之前，陳先生已在一間投資公司、一間中國零售連鎖百貨商場及一間中國國內綜合超市公司任職。陳先生持有中歐國際工商學院頒發之高層管理人員工商管理碩士學位。彼獲頒北京林業大學經濟學學士學位。目前，陳先生擔任上海城投控股股份有限公司（一間於上海證券交易所上市之公司；股份代號：600649）及上海環境集團股份有限公司（一間於上海證券交易所上市之公司；股份代號：601200）之董事。

曹永剛先生（「曹先生」）

曹先生，47歲，於二零一五年五月十七日獲委任為本公司非執行董事。彼並於二零一五年五月十七日獲委任為本公司審核委員會和提名委員會之成員。彼於二零一九年一月十六日辭任本公司審核委員會之成員。

曹先生於二零零四年加入弘毅投資，現時出任其董事總經理。彼主要負責管理弘毅投資之公司法律風險的管控、人力資源等方面的事務。於本年報日期，弘毅投資(i)通過榮建控股有限公司於本公司實益擁有322,727,272股普通股股份，佔本公司已發行的普通股數目約28.07%；(ii)就質押由MCL持有336,166,156股普通股股份予榮建控股有限公司之股份押記股份的抵押權益；及(iii)1,177,068,181股本公司可換股優先股。

Prior to joining Hony Capital, Mr. Cao was an attorney at the Jingtian & Gongcheng Law Firm. He is currently a supervisor of Happigo Home Shopping Co., Ltd. (a company listed on the Shenzhen Stock Exchange with Stock Code: 300413). He was the chairman of supervisory board of Changsha Zoomlion Heavy Industry Science & Technology Development Co., Ltd. (a company listed on the Shenzhen Stock Exchange with Stock Code: 157) for the period from 22 July 2010 to 29 June 2015. He received a bachelor of arts degree in civil and commercial law from Tianjin Nankai University, a master degree in international law from Peking University, a master of laws degree in international law from the Erasmus University in Rotterdam and a master of business administration degree from the China Europe International Business School.

Mr. Qu Jiaqi (“Mr. Qu”)

Mr. Qu, aged 60, was re-designated to a Non-executive Director of the Company on 19 February 2013. Mr. Qu currently holds the directorship of certain subsidiaries of the Company and was an Executive Director from 11 August 2007 to 18 February 2013. He is currently executive vice president of Ginwa Investments. Mr. Qu worked with several other large department stores and shopping malls in Xi’an, China.

Mr. Qu has over 30 years of working experience in department store business. Mr. Qu received management education and training in Mainland China. He also received training in High Level Business Administration from The Open University of Hong Kong. He was awarded the “Shaanxi Province Outstanding Young Entrepreneur” in October 2000 and “China Professional Operational Management Master” in 2005. Mr. Qu is also a representative of the 13th and 14th Xi’an City People’s Assembly.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tsang Kwok Wai (“Mr. Tsang”)

Mr. Tsang, aged 49, was appointed as an Independent Non-executive Director of the Company on 25 September 2008. Mr. Tsang is a fellow member of The Hong Kong Institute of Certified Public Accountants, ACCA and The Taxation Institute of Hong Kong. Mr. Tsang has over 20 years of experience in accounting and finance. At present, he practices public accounting.

加入弘毅投資之前，曹先生在北京競天公誠律師事務所任職。彼目前擔任快樂購物股份有限公司（一間於深圳證券交易所上市之公司；股份代號：300413）之監事。彼曾於二零一零年七月二十二日至二零一五年六月二十九日期間為長沙中聯重工科技發展股份有限公司（一間於深圳證券交易所上市之公司；股份代號：157）之監事會主席。彼持有天津南開大學法學民商法學士學位、北京大學法學碩士學位、荷蘭鹿特丹大學法學碩士學位及中歐國際工商管理學院工商管理行政碩士學位。

曲家琪先生（「曲先生」）

曲先生，60歲，於二零一三年二月十九日獲調任為本公司非執行董事。曲先生為本公司數間附屬公司之董事，亦於二零零七年八月十一日至二零一三年二月十八日期間出任本公司執行董事。彼現時為金花投資常務副總裁。曲先生曾於中國西安多間大型百貨商店及購物中心任職。

曲先生在經營百貨商店業務方面擁有逾三十年豐富經驗。曲先生在中國內地學習管理及接受有關培訓，亦於香港公開大學進修工商管理深造課程。他於二零零零年十月獲頒「陝西省傑出青年企業家獎」，更於二零零五年被喻為「中國商業經營大師」。曲先生亦是第十三及十四屆西安市人民代表大會代表。

獨立非執行董事

曾國偉先生（「曾先生」）

曾先生，49歲，於二零零八年九月二十五日獲委任為本公司獨立非執行董事。曾先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員，以及香港稅務學會資深會員。曾先生在會計及財務方面擁有逾二十年經驗。彼現時從事會計工作。

Biographies of Directors

董事履歷

Mr. Tsang is currently the company secretary of Shanxi Changcheng Microlight Equipment Co. Ltd. (a company listed on the GEM of the Stock Exchange with Stock Code: 8286) and Green International Holdings Limited (a company listed on the Stock Exchange with Stock Code: 2700).

Mr. Ruan Xiaofeng (“Mr. Ruan”)

Mr. Ruan, aged 48, was appointed as an Independent Non-executive Director of the Company on 17 May 2015. Mr. Ruan is currently the Deputy General Manager of Bozhi Technology (Beijing) Limited and the chairman of the supervisory board of New Star Energy Stock Company.

Mr. Ruan was the senior investment manager of Hony Capital from 2003 to 2009. He previously worked in ZTE Capital and TCL Ventures as vice president and executive director respectively and served as a law lecturer mainly for corporate law, tax law and securities law in the arts and law faculty in Beijing University of Chemical Technology. During that period, he was a part-time lawyer in a number of law firms. He has solid legal practice experience and is familiar with corporate governance, corporate finance and investment, mergers and acquisition, business restructuring. He holds a master of business administration degree from the China Europe International Business School and a bachelor degree and a master of economic law degree from the Law School of Jilin University.

Dr. Cao Guoqi (“Dr. Cao”)

Dr. Cao, aged 55, was appointed as an Independent Non-executive Director of the Company on 5 November 2015. Dr. Cao graduated from the Shanghai University of Finance and Economics, the University of Hong Kong, and the Shanghai Academy of Social Sciences and holds a Ph.D. degree in Economics. He has over 20 years of experience in project financing and investment, finance, fund investment and management, mergers and acquisitions, and corporate advisory.

曾先生現為山西長城微光器材股份有限公司（一間於聯交所GEM上市之公司；股份代號：8286）及格林國際控股有限公司（一間於聯交所上市之公司；股份代號：2700）之公司秘書。

阮曉峰先生（「阮先生」）

阮先生，48歲，於二零一五年五月十七日獲委任為本公司獨立非執行董事。阮先生目前擔任博知科技（北京）有限公司副總經理及中成新星油田工程技術服務股份有限公司之監事會主席。

阮先生於二零零三年至二零零九年期間任職弘毅投資之高級投資經理。彼曾在中興資本與TCL創投分別擔任副總裁及執行董事之職務，更在北京化工大學文法學院法律系擔任講師，主講公司法、稅法及證券法，期間在多家律師事務所出任兼職律師之職務。彼擁有多年法律實務工作經驗，並熟悉公司治理、企業投資融資業務、收購、兼併及整合業務。彼持有中歐國際工商學院之工商管理碩士及吉林大學法學院經濟法專業碩士研究生學歷。

曹國琪博士（「曹博士」）

曹博士，55歲，於二零一五年十一月五日獲委任為本公司獨立非執行董事。曹博士先後畢業於上海財經大學、香港大學、上海社會科學院，持有經濟學博士學位。彼在項目投融資、財務、基金投資運作、兼併收購、企業諮詢等領域擁有逾二十年的經驗。

Biographies of Directors

董事履歷

Dr. Cao is the executive director and general manager of Probest Limited and Master Energy Inc. He is also the deputy president of the Asian Economics Research Institute at the Shanghai University of Finance and Economics, an EMBA professor of Hunan University, a MBA supervisor at the Advanced Institute of Finance of the Shanghai Jiaotong University, and a research fellow at the Shanghai Institute of Development Strategy. From April 2014, he takes the position as the chairman of SBI China Capital Group. Currently, Dr. Cao acts as an executive director of China Smartpay Group Holdings Limited (a company listed on the GEM of the Stock Exchange with Stock Code: 8325) and an independent non-executive director of Dongwu Cement International Ltd. (a company listed on the Stock Exchange with Stock Code: 695).

Dr. Cao was an independent non-executive director of Shanghai Jiaoda Withub Information Industrial Co. Ltd. (a company listed on the GEM of the Stock Exchange with Stock Code: 8205). He was a probationary economist in the International Currency Department of the Economic and Financial Affairs Councils, European Communities, as well as a project coordinator of the World Bank. He co-founded Shanghai Jingcheng Internet Consulting Co. Ltd. with Shanghai Jiaotong University, and was elected as Chairman and CEO.

曹博士現任香港Probest Limited及Master Energy Inc.之執行董事及總經理，並兼任上海財經大學亞洲經濟研究所副所長、湖南大學EMBA教授、上海交通大學高級金融學院MBA導師、上海發展戰略研究所研究員。二零一四年四月起彼擔任軟庫中華金融集團主席。目前，曹博士擔任中國支付通集團控股有限公司（一間於聯交所GEM上市之公司；股份代號：8325）之執行董事及東吳水泥國際有限公司（一間於聯交所上市之公司；股份代號：695）之獨立非執行董事。

曹博士曾任上海交大慧谷信息產業股份有限公司（一間於聯交所GEM上市之公司；股份代號：8205）之獨立非執行董事。彼曾任歐共體經濟和金融事務委員會國際貨幣處見習經濟學家及世界銀行項目協調員。彼曾與上海交通大學聯合創辦上海精成網絡諮詢有限公司，並擔任該公司董事長和總經理。

Directors' Report

董事會報告

The directors have pleasure in presenting their report together with the audited financial statements for the year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the subsidiaries are set out in note 16 to the financial statements.

BUSINESS REVIEW

Environmental Protection

In order to promote corporate governance, drive environmental protection proactively, facilitate relationships among stakeholders and contribute to the society, the management has established Environmental, Social and Governance (“ESG”) Committee to set targets, policies, procedures and guidelines for ESG related matters so as to promote the sustainable development of the community where the Group's business is operated. Five Task Forces are set up under the ESG Committee. Members in the Task Forces come from the elites of relevant departments responsible for assisting the ESG Committee in promotion of the corresponding ESG related matters, establishment of key performance indicators and periodic effectiveness assessment. ESG Committee is responsible to report to the board of directors periodically the status of execution and recommendations of improvements.

The Group has set up an energy conservation project team to implement a number of energy saving and emission reduction measures in offices, department stores and supermarkets to reduce electricity consumption, discharge of pollutants, and to avoid wastage of resources. For achieving the concept of “Green management and balanced development”, the Group will continue to review and monitor the implementation of each measure, and optimize the measures based on their effectiveness.

Compliance with Laws and Regulations

The Group has ensured and will continue to ensure full compliance with relevant laws and regulations that have significant impact on its operations, including but not limited to laws and regulations in relation to product safety and liabilities, customer rights protection, employment and occupational safety and laws and regulations relating to property leasing and property management.

The management will monitor the impact for any changes in the relevant laws and regulations from time to time and seek external advice if considered necessary.

董事欣然提呈本年度之報告，連同經審核財務報表。

主要業務

本公司之主要業務為投資控股。各附屬公司之主要業務載於財務報表附註16。

業務回顧

環境保護

為了提升企業管治、更積極推動對環境的保護、促進持份者關係和回饋社會，管理層已成立環境、社會及管治（「ESG」）委員會，就環境、社會及管治相關事宜制定目標、政策、程序及指引，以實質行動推動本集團的業務和營運業務的社區可長久地持續發展。ESG委員會屬下設有5個小組，小組成員來自各有關部門的骨幹，分別負責協助ESG委員會監督各部門推展環境、社會及管治相關事宜、協助制定關鍵績效指標及定期評估成效。ESG委員會須定期向董事會彙報執行情況及提出優化建議。

本集團已成立節能專案小組，在辦公室、百貨商場及超級市場實施多項節能、減排的措施，以減少電力消耗、污染物的排放，以及避免浪費資源。本集團會繼續檢討及監察各項措施的推行情況及按成效不斷優化，並貫徹「綠色經營、均衡發展」之理念。

遵守法律及法規

本集團已確保及將繼續確保完全遵守對本集團營運有重要影響的相關法律及法規，包括但不限於有關商品安全及責任、保障顧客權利、僱員及職業安全的法律及法規和有關於物業租賃及物業管理的法律及法規。

管理層將不時監察任何有關法律及法規的變更所產生之影響，及於需要時尋求外界意見。

BUSINESS REVIEW (continued)

Principal Risks and Uncertainties

Principal business activities of the Group are the retail services at its department stores. The risks associated include burglary, fire, significant incidents, cash storage and in transit. The Group has followed relevant laws and regulations to set up security measures to lower the chance of these risks, to protect the security of human lives and inventories and to minimize any loss.

For other risks, such as credit risks, interest rate risks, liquidity risks, currency risks and equity price risks, and risk reduction measures, please refer to "Financial Risks Management and Fair Value" in note 28 to the financial statements.

Relationships with key stakeholders

The Group firmly believes that maintaining good relationship with key stakeholders (including employees, customers, vendors, governing bodies and shareholders) is the key element to ensure long-term success and continual profit growth.

(1) Employees

Employees are the most important and valuable assets of the Group. The Group has established comprehensive talent recruitment and sound performance appraisal policies to reward and recognize performing employees with competitive remuneration package, and to promote them with career development and progression by appropriate training and providing them with equal opportunities within the Group for career development.

(2) Customers

Our customers come from buyers of department stores. Through good standards of the look, appearance and actions of employees, the Group creates a good service model to customers. The Group not only devotes to set up a consistent labelling system and clear pricing system, but also endeavors to eradicate the selling of fake and inferior quality products. The Group treasures complaints and comments from customers. In order to provide excellent customer services and to increase market share and business expansion, the Group has set up various channels to strengthen the communication with customers, including customer satisfactory surveys, customer opinion cards and website of the Company.

業務回顧 (續)

主要風險及不確定性

本集團的主要業務活動在百貨商場提供零售服務，其面臨多種主要風險，包括盜竊、火災、重大特別事故等、現金的儲存和運送等。就上述的風險，本集團已按相關法律及法規制定安全措施，以減低風險出現的機會，確保人身及存貨的安全，同時將損失減至最低。

其他風險，包括信貸風險、利率風險、流動資金風險、貨幣風險和權益價格風險；及減低風險措施詳情，於財務報表附註28「財務風險管理及公允值」闡述。

與主要持份者的關係

本集團深信與主要持份者（包括僱員、客戶、供應商、監管機構及股東）維持良好關係，是確保長期成功及盈利持續增長的要素。

(1) 僱員

僱員是本集團最重要及具價值的資產。本集團制定了完善的人才招聘和表現評核制度，以優厚的薪酬及福利，獎勵及表揚表現優秀的員工，並透過適當培訓及提供平等的機會協助他們在集團內發展事業及晉升。

(2) 客戶

本集團的主要客戶是百貨商場的零售顧客。透過規範員工的儀容、儀表及行為舉止，塑造本集團良好的服務形象。本集團除了致力為商品設立統一的標識、明確的價格，極力杜絕假冒偽劣商品的出售。本集團重視顧客的投訴和意見，並已建立各種方式加強客戶與本集團之間的溝通，包括顧客滿意度問卷調查、顧客意見卡及本公司網站，以提供卓越優質的客戶服務，增加市場滲透及擴展業務。

Directors' Report

董事會報告

BUSINESS REVIEW (continued)

Relationships with key stakeholders (continued)

(3) Goods Suppliers and Services Providers

The Group adheres to open, fair and transparent criteria in choosing goods suppliers and services providers and has set up a vendor evaluation system. The evaluation will base on prices, quality, costs, delivery and after-sales services after strict execution of purchase procedures and goods/services inspection standards. In order to ensure sustainable quality of goods and services supply, the Group will carry out continual monitoring and periodic examination of all vendors.

(4) Regulators

The Group operates in the retail business through different department stores which are subject to the jurisdictions of the national and local regulators. Along with compliance with applicable laws, rules and regulations, each department store of the Group has taken steps to ensure that relevant local concerns, customs and changes of laws or regulations have been accounted for.

(5) Shareholders

For communication, shareholders may contact the Group via "contact us" section of the website of the Company. Besides, the Group will also communicate with shareholders through printed or online version of notices, announcements, annual and interim reports. Annual general meeting provides a forum for shareholders to exchange views with the Board of the Group.

RESULTS AND DIVIDENDS

The loss and cash flows of the Group for the year ended 31 March 2019 and the state of affairs of the Company and of the Group as at 31 March 2019 are set out in the financial statements on pages 109 to 118.

The directors do not recommend the payment of a dividend in respect of the year ended 31 March 2019.

業務回顧 (續)

與主要持份者的關係 (續)

(3) 商品及服務供應商

本集團堅持採用公開、公平及透明的準則來篩選商品及服務供應商，並已建立一個供應商評估系統，在嚴格執行商品的採購和商品及服務驗收標準程序後，以價格、品質、成本、遞送及售後服務等來進行評估。本集團對供應商進行長期監控和定期審查，並不時檢查以確保繼續獲得高品質的供應及服務。

(4) 監管機構

本集團透過不同百貨商場在零售業運作，由全國及當區的監管機構規管，除遵守相關法律、規則及法規外，本集團旗下的每個百貨商場也採取措施，確保營運顧及當地的關注和慣例及不斷更新的法規。

(5) 股東

股東可透過本公司網站的「聯絡我們」網頁與本集團溝通。此外，本集團會透過印刷及網上版本的通告、公告、年度及中期報告等與股東溝通。股東週年大會為股東提供與本集團董事會交流意見的平台。

業績及股息

本集團於截至二零一九年三月三十一日止年度之虧損及現金流量，以及本公司與本集團於二零一九年三月三十一日之財政狀況載於財務報表第109至118頁。

董事不建議就截至二零一九年三月三十一日止年度派付任何股息。

FINANCIAL SUMMARY

The summary of the consolidated results of the Group for the three years ended 31 March 2019, 2018, 2017 and the fifteen months ended 31 March 2016 and the year ended 31 December 2014 and the assets and liabilities of the Group as at 31 December 2014 and as at 31 March 2016, 2017, 2018, 2019 are set out on page 6.

SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 March 2019 are set out in note 27 to the financial statements.

SHARE AWARD SCHEME

On 17 October 2014, the Company adopted the Share Award Scheme under which the shares of the Company (the "Awarded Shares") may be awarded to any member of management and employee (either full time or part time) of any member of the Group, Directors (including executive Directors, non-executive Directors and independent non-executive Directors), any suppliers, customers, shareholders, advisers (professional or otherwise), joint venture and service providers to any member of the Group from time to time (the "Selected Participants") pursuant to the terms of the Scheme Rules and the Trust Deed of the Share Award Scheme. The Share Award Scheme became effective on the adoption date and, unless otherwise terminated or amended, will remain in force for 10 years from that date, i.e., 16 October 2024.

The maximum aggregate nominal value of the Awarded Shares which may be awarded to a Selected Participant under the Share Award Scheme shall not exceed 1 per cent of the issued share capital of the Company at the date of such award.

When a Selected Participant has satisfied all vesting conditions specified by the Board of the Company at the time of making the award and become entitled to the shares of the Company forming the subject of the award, the trustee shall transfer the relevant Awarded Shares to that participant. The Selected Participant however is not entitled to receive any income or distribution such as dividend derived from the unvested Awarded Shares allocated to him/her.

As at the date of this annual report, the Company has purchased 3,070,000 shares of the Company through the trustee in the open market on the Stock Exchange for the purpose of Share Award Scheme and no share was granted by the Company under Share Award Scheme.

財務概要

本集團於截至二零一九年、二零一八年、二零一七年三月三十一日止三個年度及截至二零一六年三月三十一日止十五個月及截至二零一四年十二月三十一日止年度之綜合業績，以及本集團於二零一四年十二月三十一日及二零一六年、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與負債概要載於第6頁。

股本

本公司截至二零一九年三月三十一日止年度股本之變動詳情載於財務報表附註27。

股份獎勵計劃

於二零一四年十月十七日，本公司採納股份獎勵計劃。據此，本公司股份（「獎勵股份」）可根據股份獎勵計劃的計劃規則及信託契據條款授予本集團任何成員公司之任何管理層成員及僱員（全職或兼職）、董事（包括執行董事、非執行董事及獨立非執行董事）、本集團任何成員公司不時之任何供應商、客戶、股東、顧問（專業或其他類型）、合營企業及服務供應商（「獲選參加者」）。股份獎勵計劃於採納日期生效，除非另行終止或修訂，否則計劃將自該日期起十年（即至二零二四年十月十六日）有效。

根據股份獎勵計劃向每名獲選參加者所授出的獎勵股份，累積面值上限不能超過本公司於有關獎勵日期之已發行股本的百分之一。

倘獲選參加者符合本公司董事會於作出有關獎勵時列明的全部歸屬條件，便可獲取有關獎勵的本公司股份，受託人須向該名參加者轉讓有關獎勵股份。然而，獲選參加者無權收取任何來自分配予彼的未歸屬獎勵股份的收入或分派如股息。

截至本年報日期，本公司已通過受託人在聯交所之公開市場購入了3,070,000股本公司股份以用於股份獎勵計劃，本公司沒有根據股份獎勵計劃授出股份。

Directors' Report

董事會報告

RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 March 2019 are set out in note 27 to the financial statements.

As at 31 March 2019, the Company's reserves (including retained profits, if any, and contributed surplus, subject to equity shareholders' approval) amounting to RMB995,255,000 (2018: RMB995,255,000) were available for distribution to the Company's shareholders. In addition, the share premium of the Company in the amount of approximately RMB1,136,595,000 (2018: RMB1,136,595,000) may be distributed in form of fully paid bonus shares.

RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF scheme, each of the Group and its employees make monthly contribution to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the employer's and the employee's contributions are subject to a cap of monthly earnings of HK\$30,000 and thereafter contributions are voluntary. As stipulated by the rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for its employees in the PRC. The Group contributes to retirement plans at specified percentages of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

FIXED ASSETS

Details of movements in fixed assets of the Group during the year ended 31 March 2019 are set out in note 12 to the financial statements.

BANK AND OTHER LOANS

Details of bank and other loans of the Group during the year ended 31 March 2019 are set out in note 24 to the financial statements.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 31 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of the year ended 31 March 2019 or at any time during the year ended 31 March 2019.

儲備

本集團及本公司之儲備於截至二零一九年三月三十一日止年度之變動詳情載於財務報表附註27。

於二零一九年三月三十一日，本公司可供分派予其股東之儲備（包括保留溢利（如有）及繳入盈餘（須取得股東之批准））為人民幣995,255,000元（二零一八年：人民幣995,255,000元）。此外，本公司之股份溢價金額約為人民幣1,136,595,000元（二零一八年：人民幣1,136,595,000元），可以繳足紅股形式分派。

退休福利

本集團安排其香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立受託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員各自須每月按僱員薪金（定義見強制性公積金法例）的5%作為計劃供款。僱主及僱員之供款以每月薪金30,000港元為上限。另可作自願性額外供款。根據中國法律及法規之規定，本集團為其中國僱員於國家資助退休計劃作出供款。本集團按其僱員基本薪金之特定百分比向該退休計劃作出供款；除此以外，概無進一步實際繳付退休金或退休後福利之責任。國家資助退休計劃將負上向退休僱員支付退休金之全部責任。

固定資產

本集團之固定資產於截至二零一九年三月三十一日止年度之變動詳情載於財務報表附註12。

銀行及其他貸款

本集團之銀行及其他貸款於截至二零一九年三月三十一日止年度之詳情載於財務報表附註24。

董事在合約中之權益

除財務報表附註31所披露者外，於截至二零一九年三月三十一日止年度年結日或截至二零一九年三月三十一日止年度任何時間，本公司各董事概無在本公司或其任何附屬公司所訂立之任何重要合約中擁有重大權益。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company who held office during the year ended 31 March 2019 and up to the date of this annual report were:

Executive Directors

Mr. Wu Yijian (*Chairman*)
Mr. Chan Wai Kwong, Peter (*Vice Chairman*)
Mr. Kam Hou Yin, John (*Chief Executive Officer*)
(resigned on 31 October 2018)
Mr. Sha Yingjie

Non-Executive Directors

Mr. Chen Shuai (*Vice Chairman*)
Mr. Cao Yonggang
Mr. Qu Jiaqi

Independent Non-Executive Directors

Mr. Tsang Kwok Wai
Mr. Ruan Xiaofeng
Ms. Sun Zhili
(resigned on 19 October 2018)
Dr. Cao Guoqi

In accordance with Bye-Law 87(1) of the Company, Mr. Chan Wai Kwong, Peter, Mr. Chen Shuai, Mr. Cao Yonggang, Mr. Ruan Xiaofeng and Dr. Cao Guoqi will retire from the office of directorship by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from the Independent Non-Executive Directors, Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng, Ms. Sun Zhili and Dr. Cao Guoqi, and considers them to be independent for the year ended 31 March 2019. The Company considers that each of such Independent Non-Executive Directors to be independent from the Group based on the Guidelines set out in Rule 3.13 of the Listing Rules.

Biographical details of the directors of the Company are set out on pages 18 to 23.

董事及董事之服務合約

於截至二零一九年三月三十一日止年度及截至本年報日期止，本公司之在任董事如下：

執行董事

吳一堅先生 (主席)
陳為光先生 (副主席)
金孝賢先生 (行政總裁)
(於二零一八年十月三十一日辭任)
沙英杰先生

非執行董事

陳帥先生 (副主席)
曹永剛先生
曲家琪先生

獨立非執行董事

曾國偉先生
阮曉峰先生
孫枝麗女士
(於二零一八年十月十九日辭任)
曹國琪博士

根據本公司細則第87(1)條，陳為光先生、陳帥先生、曹永剛先生、阮曉峰先生及曹國琪博士將輪席告退董事職務，但符合資格並願意於即將舉行之股東週年大會上重選連任。

本公司已接獲各獨立非執行董事（即曾國偉先生、阮曉峰先生、孫枝麗女士及曹國琪博士）就其獨立身份發出之年度確認書，認為彼等於截至二零一九年三月三十一日止年度均屬獨立人士。根據上市規則第3.13條所載指引，本公司認為上述各獨立非執行董事均為本集團的獨立人士。

本公司董事之履歷詳情載於第18至23頁。

Directors' Report

董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (continued)

None of the directors had entered into any service contract with any member of the Group which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

EMOLUMENTS OF DIRECTORS AND TOP FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the directors and top five highest paid individuals of the Group are set out in notes 8 and 9 to the financial statements.

CONNECTED TRANSACTIONS

During the year ended 31 March 2019, the following transactions between certain connected parties (as defined in the Listing Rules) and the Group have been entered into and/or are ongoing for which relevant announcements and independent shareholders' approval, if necessary, had been made and obtained by the Company in accordance with Chapter 14A of the Listing Rules.

Continuing connected transactions

On 13 February 2015, the Company's three subsidiaries, as lessors, entered into tenancy agreements (the "Tenancy Agreements") with Xi'an Century Ginwa Epin Life Supermarket Company Limited ("Xi'an Epin"), as tenant, in respect of renting at Bell Tower Store, Hi-Tech Store and Nandajie Store for operations of supermarket business for a period of three years commencing from 16 February 2015, at annual rental of RMB5.6 million, RMB0.8 million and RMB0.3 million respectively. Xi'an Epin terminated the Tenancy Agreement for Nandajie Store in December 2015. Renting to Xi'an Epin for operation of supermarket business in the Group's department stores can enhance the product mix. As at the date of the Tenancy Agreements, Xi'an Epin was wholly-owned by Ginwa Investments, which was in turn beneficially owned as to 92% by Mr. Wu Yijian, an Executive Director and Chairman of the Company, and was therefore a connected person of the Company. The transactions under the Tenancy Agreements constituted continuing connected transactions for the Company.

董事及董事之服務合約 (續)

各董事概無與本集團任何成員公司訂立本集團不可於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

董事及五名最高薪人士之酬金

本集團董事及五名最高薪人士之酬金詳情載於財務報表附註8及9。

關連交易

截至二零一九年三月三十一日止年度，按上市規則第14A章的規定，若干關連人士(按上市規則定義)與本集團進行的下列交易經已訂立及/或持續進行，而本公司已根據上市規則的規定作出相關公告及獲得獨立股東批准(如需要)。

持續關連交易

於二零一五年二月十三日，本公司旗下之三家附屬公司作為出租人，與承租人西安世紀金花宜品生活用品有限公司(「西安宜品」)就鐘樓百貨、高新百貨及南大街百貨內經營超級市場訂立場地租賃協議(「場地租賃協議」)，自二零一五年二月十六日起計為期三年，年租分別為人民幣5,600,000元、人民幣800,000元及人民幣300,000元。西安宜品於二零一五年十二月終止就南大街百貨之場地租賃協議。本集團百貨商場向西安宜品出租作超級市場營運可提升產品組合。於場地租賃協議日期，西安宜品由金花投資全資擁有，而金花投資由本公司之執行董事兼主席吳一堅先生實益持有92%權益，故西安宜品為本公司之關連人士。場地租賃協議項下之交易構成本公司之持續關連交易。

CONNECTED TRANSACTIONS (continued)

Subsequent to the entering into of the Tenancy Agreements, Ginwa Investments transferred all its equity interests in Xi'an Epin to an independent third party of the Group. Following the aforesaid transfer, Xi'an Epin ceased to be a connected person of the Company under Chapter 14A of the Listing Rules. As a result of which, the Tenancy Agreements and the transactions contemplated thereunder ceased to constitute as continuing connected transactions for the Company pursuant to the Listing Rules.

Further details of the significant related party transactions undertaken in the normal course of business of the Group are provided under note 31 to the financial statements. None of these related party transactions constitutes a connected transaction or continuing connected transaction as defined under the Listing Rules that is required to be disclosed, except for those described above in the paragraphs headed "Continuing connected transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

關連交易 (續)

於訂立場地租賃協議後，金花投資已將其於西安宜品之全部股權轉讓予本集團之一名獨立第三方。於上述轉讓後，根據上市規則第14A章，西安宜品已不再為本公司之關連人士。因此，根據上市規則，場地租賃協議及其項下擬進行之交易不再構成本公司之持續關連交易。

該等重大關連人士交易的資料已於財務報表附註31中進一步披露，並均為本集團之正常業務。該等關連人士交易沒有構成根據上市規則須予披露的關連交易或持續關連交易，上述提及之「持續關連交易」的段落（此等交易已遵守根據上市規則第14A章的披露要求）除外。

Directors' Report

董事會報告

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

As at 31 March 2019, the interests and short positions of the directors and chief executives of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be entered into the register required to be kept under section 352 of the SFO or otherwise were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) and/or the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules (the "Model Code"), were as follows:

(a) Long positions in the shares of the Company

Name of director	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
董事姓名	權益性質	所持已發行普通股數目	已發行普通股股本概約百分比
Mr. Wu Yijian 吳一堅先生	Interest in a controlled corporation 於受控制法團持有權益	336,166,156	29.24%
Mr. Sha Yingjie 沙英杰先生	Personal interests 個人權益	1,551,500	0.13%

Save as disclosed above, as at 31 March 2019, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares of HK\$0.10 each of the Company, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO.

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉

於二零一九年三月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有須載入根據證券及期貨條例第352條之規定所存置之登記冊之權益及短倉，或根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所之權益及短倉（包括根據證券及期貨條例相關規定被視作或當作擁有之權益及短倉）及／或根據上市規則當中上市發行人董事進行證券交易的標準守則（「標準守則」）而須知會本公司及聯交所之權益及短倉載列如下：

(a) 本公司股份中之長倉

除上文所披露者外，於二零一九年三月三十一日，本公司董事或主要行政人員概無根據證券及期貨條例第XV部第7及第8分部擁有或根據證券及期貨條例相關規定而被視作或當作於本公司每股面值0.10港元之股份中擁有任何權益或短倉、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份或債券的任何權益或短倉，或根據標準守則而須知會本公司及聯交所的任何權益，或須載入本公司根據證券及期貨條例第352條之規定所存置之登記冊之任何權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

(b) Long position in the share options of the Company

In accordance with the terms of the share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 15 February 2011 (the "Share Option Scheme"), the Company may grant options to the eligible person of the Company to subscribe for shares in the Company, subject to a maximum of 30% of the issued ordinary share capital of the Company from time to time excluding for this purpose shares issued in the exercise of options for the purpose of providing incentives or rewards to selected eligible person for their contribution to the Group. The Share Option Scheme became effective on 15 February 2011 and unless otherwise cancelled or amended according to the Share Option Scheme, will remain in force for 10 years from that date. Eligible person under the Share Option Scheme includes the followings:-

- (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (iv) any person or entity whose service to the Group or business with the Group contributes or is expected to contribute to the business or operation of the Group as may be determined by the directors from time to time.

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

(b) 本公司購股權之長倉

按照本公司根據二零一一年二月十五日通過之普通決議案所採納的購股權計劃(「購股權計劃」)之條款，本公司可向本公司之合資格人士授出購股權，以認購本公司股份，惟數額以本公司不時已發行普通股股本的30%為限。就此而言，此計劃不包括因行使用作獎勵或獎賞對本集團有所貢獻的指定合資格人士而授出的購股權而發行之股份。購股權計劃自二零一一年二月十五日起生效。除非根據購股權計劃之規定撤銷或作修訂外，購股權計劃將於該日起計十年內有效。購股權計劃之合資格人士包括下列各方：—

- (i) 本公司、附屬公司或聯號公司之任何董事、僱員或顧問；或
- (ii) 全權託管對像包括本公司、附屬公司或聯號公司之任何董事、僱員或顧問之任何全權信託；或
- (iii) 本公司、附屬公司或聯號公司之任何董事、僱員或顧問實益擁有之公司；或
- (iv) 董事不時酌情認定之任何人士或實體，其為本集團提供服務或其曾經或將會對本集團之業務或營運有所貢獻。

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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

(b) Long position in the share options of the Company (continued)

Without prior separate approval from the Company's shareholders, (i) the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10% of the shares of the Company as at the date of the shareholders' approval of the option limit; and (ii) the maximum number of shares issued and to be issued upon exercise of the options granted to each eligible person under the Share Option Scheme (including both exercised and outstanding options) in any 12-month period shall not (when aggregated with any shares of the Company subject to options granted during such period under any other share option scheme of the Company) exceed 1% of the shares of the Company in issue for any time being.

Any grant of options to any directors, chief executive or substantial shareholders (as such terms as defined in the Listing Rules) of the Company, or any of their respective associates under the Share Option Scheme or any other share option scheme of the Company or any of its subsidiaries shall be subject to the prior approval of the independent non-executive directors or shareholders of the Company as the case may be. Without prior separate approval from the Company's shareholders, the maximum number of shares issued and to be issued in respect of which options granted and may be granted to a substantial shareholder or an independent non-executive director of the Company in the 12-month period up to and including the date of such grant shall not (i) exceed 0.1% of the shares of the Company in issue on the date of such grant; and (ii) have an aggregate value, based on the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million.

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

(b) 本公司購股權之長倉 (續)

在未另行獲本公司股東事先批准之情況下，(i)因行使根據購股權計劃及本公司之任何其他購股權計劃將予授出之全部購股權而可能發行之股份總數不得超過於股東批准購股權限額當日之本公司股份之10%；及(ii)於任何十二個月期間因行使各合資格人士根據購股權計劃獲授之購股權（包括已行使及未行使購股權）而已發行及將予發行之最高股份數目（在與根據本公司之任何其他購股權計劃於該期間授出之購股權所涉及之本公司任何股份合計後）於任何時候均不得超過本公司已發行股份之1%。

根據購股權計劃或本公司或其任何附屬公司之任何其他購股權計劃向本公司之任何董事、主要行政人員或主要股東（該等詞彙之定義見上市規則）或彼等各自之任何聯繫人授出購股權須獲本公司之獨立非執行董事或股東（視情況而定）事先批准。在未另行獲本公司股東事先批准之情況下，截至及包括該授出日期止十二個月期間因本公司主要股東或獨立非執行董事獲授及可能獲授之購股權獲行使而已發行及將予發行之最高股份數目：(i)不得超逾本公司於該授出日期之已發行股份之0.1%；及(ii)按本公司股份於該授出日期在聯交所每日報價表所列之本公司股份收市價所計算得出之價值總額不得超逾5,000,000港元。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

(b) Long position in the share options of the Company (continued)

The exercise price of the share options shall be at least the higher of (i) the nominal value of the shares; (ii) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; and (iii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant (subject to Share Option Scheme adjustments).

As at the date of this annual report, the total number of shares available for issue under the Share Option Scheme was 33,000,000, representing 2.87% of the issued share capital of the Company. Set out below are the details of movements in the outstanding share options granted under the Share Option Scheme for the year ended 31 March 2019:

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

(b) 本公司購股權之長倉 (續)

購股權之行使價須至少為下列各項之較高者：(i)股份面值；(ii)按聯交所發出之每日報價表所示，股份於授出日期之收市價；及(iii)按聯交所發出之每日報價表所示，股份於緊接授出日期前五個營業日之平均收市價（按購股權計劃作出調整）。

截至本年報日期，根據購股權計劃可供發行之股份總數為33,000,000股，佔本公司已發行股本2.87%。下文載列截至二零一九年三月三十一日止年度，根據購股權計劃授出的尚未行使的購股權的變動詳情：

Name of grantee	Date of grant	Exercise price (HK\$)	Vesting and exercise period	Number of share options 購股權數目				
				Outstanding as at 1 April 2018 於二零一八年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited/ Expired during the year 年內沒收/失效	Outstanding as at 31 March 2019 於二零一九年三月三十一日尚未行使
Mr. Wu Yijian	30 May 2013	1.76	30 May 2013 to 29 May 2019	1,150,000	-	-	-	1,150,000
吳一堅先生	二零一三年五月三十日		二零一三年五月三十日至二零一九年五月二十九日					

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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

(b) Long position in the share options of the Company (continued)

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

(b) 本公司購股權之長倉 (續)

Name of grantee	Date of grant	Exercise price (HK\$)	Vesting and exercise period	Number of share options 購股權數目				
				Outstanding as at 1 April 2018 於二零一八年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited/Expired during the year 年內沒收/失效	Outstanding as at 31 March 2019 於二零一九年三月三十一日尚未行使
Mr. Qu Jiaqi 曲家琪先生	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	4,000,000	-	-	-	4,000,000
Mr. Sha Yingjie 沙英杰先生	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	2,500,000	-	-	-	2,500,000
Other employees of the Group (in aggregate) 本集團其他僱員 (合共)	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	33,555,000	-	-	1,000,000	32,555,000
Other eligible persons 其他合資格人士	27 Sep 2017 二零一七年九月二十七日	0.32	27 Sep 2017 to 26 Sep 2019 二零一七年九月二十七日至二零一九年九月二十六日	33,000,000	-	-	-	33,000,000
Total 總計				74,205,000	-	-	1,000,000	73,205,000

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

(b) Long position in the share options of the Company (continued)

- a. The closing price per share immediately before the date of grant of 28 May 2013 was HK\$1.78.
- b. The closing price per share immediately before the date of grant of 30 May 2013 was HK\$1.73.
- c. The closing price per share immediately before the date of grant of 27 September 2017 was HK\$0.26.

All the interests stated above represents long positions. Neither long nor short positions were recorded in the register maintained by the Company under Section 352 of the SFO as at 31 March 2019.

Save as disclosed above, as at 31 March 2019, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or are required pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS

Interests of shareholders discloseable pursuant to the SFO

The register of substantial shareholders required to be kept under section 336 of the SFO shows that as at 31 March 2019, the Company had been notified of the following substantial shareholders' interests and short positions, being interests of 5% or more of the Company's issued ordinary share capital. These interests are in addition to those disclosed above in respect of the directors or chief executives of the Company.

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

(b) 本公司購股權之長倉 (續)

- a. 緊接於二零一三年五月二十八日之授出日期前，每股股份收市價為1.78港元。
- b. 緊接於二零一三年五月三十日之授出日期前，每股股份收市價為1.73港元。
- c. 緊接於二零一七年九月二十七日之授出日期前，每股股份收市價為0.26港元。

上述所示所有權益均為長倉。於二零一九年三月三十一日，本公司根據證券及期貨條例第352條之規定存置之登記冊並無任何長倉及短倉記錄。

除上文所披露者外，於二零一九年三月三十一日，本公司董事或主要行政人員概無擁有下述權益，即根據證券及期貨條例第XV部第7及第8分部，或根據證券及期貨條例相關規定而視作或當作擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券的任何權益及短倉；或須知會本公司及聯交所之任何權益；或須載入根據證券及期貨條例第352條規定所存置之登記冊內之任何權益；或根據標準守則而須知會本公司及聯交所之任何權益。

主要股東

根據證券及期貨條例須予披露之股東權益

於二零一九年三月三十一日，根據證券及期貨條例第336條存置之主要股東登記冊顯示，本公司獲知會，下列主要股東於本公司已發行普通股股本中擁有5%或以上權益及短倉。該等權益為上述所披露本公司董事及主要行政人員擁有之權益以外之權益。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS (continued)

主要股東 (續)

(a) Long position/short position in the shares of the Company

(a) 本公司股份之長倉／短倉

Name of shareholder	Long positions/ short positions	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
股東名稱	長倉／短倉	權益性質	所持已發行 普通股數目	佔本公司 已發行普通股 股本之概約百分比
Maritime Century Limited	Long positions 長倉	Corporate interests 公司權益	336,166,156 (Note 1) (附註1)	29.24%
Ginwa Investments Holding Group Ltd. 金花投資控股集團有限公司	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	336,166,156 (Note 1) (附註1)	29.24%
Glory Keen Holdings Limited 榮建控股有限公司	Long positions 長倉	Corporate interests 公司權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Capital Fund 2008, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Capital Fund 2008 GP, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Capital Fund 2008 GP Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Group Management Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Managing Partners Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Exponential Fortune Group Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Mr. Zhao John Huan 趙令歡先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS (continued)

(b) Long position/short position in the underlying shares of equity derivatives of the Company (as defined in Part XV of the SFO)

主要股東 (續)

(b) 於本公司股權衍生工具之相關股份之長倉／短倉（定義見證券及期貨條例第XV部）

Name of shareholder	Long positions/ short positions	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
股東名稱	長倉／短倉	權益性質	所持已發行 普通股數目	佔本公司 已發行普通股 股本之概約百分比
Glory Keen Holdings Limited 榮建控股有限公司	Long positions 長倉	Corporate interests 公司權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Capital Fund 2008, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Capital Fund 2008 GP, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Capital Fund 2008 GP Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Group Management Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Managing Partners Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Exponential Fortune Group Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Mr. Zhao John Huan 趙令歡先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS (continued)

(b) Long position/short position in the underlying shares of equity derivatives of the Company (as defined in Part XV of the SFO) (continued)

Notes:

- (1) MCL held 336,166,156 Shares. Ginwa Investments holds the entire issued share capital of MCL. Mr. Wu Yijian beneficially owns 92% equity interests in Ginwa Investments. As such, Mr. Wu Yijian was deemed to be interested in 336,166,156 Shares by virtue of his shareholding in MCL.
- (2) The long position of 658,893,428 Shares represents (i) the 322,727,272 Shares held by Glory Keen Holdings Limited ("Glory Keen"); and (ii) the security interest held by Glory Keen over the 336,166,156 Shares held by MCL under share charge. Hony Capital Fund 2008, L.P. holds the entire issued share capital of Glory Keen. Hony Capital Fund 2008 GP, L.P. is the sole general partner of Hony Capital Fund 2008, L.P. Hony Capital Fund 2008 GP Limited, a wholly-owned subsidiary of Hony Group Management Limited, is the sole general partner of Hony Capital Fund 2008 GP, L.P. Hony Managing Partners Limited owns 80% equity interests in Hony Group Management Limited. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited. Mr. Zhao John Huan held 49% of the issued share capital of Exponential Fortune Group Limited. Each of the above-mentioned parties is therefore deemed to be interested in the interest held by Glory Keen.
- (3) The long position of 1,294,774,999 underlying Shares represents the interest in the 1,294,774,999 conversion shares which may be issued under the Hony Convertible preferred shares. The exercise of the conversion rights attaching to the Hony Convertible preferred shares are subject to the restrictions as stated in the paragraph headed "Other terms of the Preferred Shares" under the section headed "Subscription Agreement" in the circular dated 19 November 2012.

主要股東 (續)

(b) 於本公司股權衍生工具之相關股份之長倉／短倉 (定義見證券及期貨條例第XV部) (續)

附註:

- (1) MCL持有336,166,156股股份。金花投資持有MCL之全部已發行股本。吳一堅先生實益持有金花投資92%之權益。因此，吳一堅先生因其在MCL之股權而被視作擁有336,166,156股股份之權益。
- (2) 長倉658,893,428股股份指(i)榮建控股有限公司(「榮建」)所持有322,727,272股股份；及(ii)就MCL根據股份押記持有336,166,156股股份所持有之抵押權益。Hony Capital Fund 2008, L.P.持有榮建之全部已發行股本。Hony Capital Fund 2008 GP, L.P.為Hony Capital Fund 2008, L.P.之唯一普通合夥人。Hony Capital Fund 2008 GP Limited為Hony Group Management Limited之全資附屬公司，且為Hony Capital Fund 2008 GP, L.P.之唯一普通合夥人。Hony Managing Partners Limited擁有80% Hony Group Management Limited之股本權益。Hony Managing Partners Limited為Exponential Fortune Group Limited之全資附屬公司。趙令歡先生持有Exponential Fortune Group Limited 49%已發行股本。上述各方因而被視為於榮建所持有之權益中擁有權益。
- (3) 長倉1,294,774,999股相關股份指於分別根據弘毅可換股優先股而可能予以發行之1,294,774,999股兌換股份之權益。行使弘毅可換股優先股附帶之兌換權均須受日期為二零一二年十一月十九日之通函「認購協議」一節項下「優先股之其他條款」所載之限制規限。

SUBSTANTIAL SHAREHOLDERS (continued)

Save as disclosed above, the directors and chief executives of the Company are not aware that there is any person who, as at 31 March 2019, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2019, director of the Company had the following interests in business which competed or were likely to compete, either directly or indirectly, with the Group's business:

Name of director 董事姓名	Name of company 公司名稱	Nature of business 業務性質	Nature of interests 權益性質
Mr. Wu Yijian	Ginwa Investments	Project investment, entity investment, real estate development, property sales, leasing and agency services, department store and supermarket operations	92% of the equity interest in Ginwa Investments
吳一堅先生	金花投資	項目投資、企業投資、土地開發、地產銷售、租賃及代理服務、經營百貨商場及超級市場	於金花投資之92%股權

Note:

Although Mr. Wu Yijian has competing interests in Ginwa Investments by virtue of his common directorship, the Directors consider that such competition, if any, is neither significant nor material to the Group as a whole. Furthermore Mr. Wu Yijian will fulfill his fiduciary duties in order to ensure that he will act in the best interest of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

Save as disclosed above, none of the Directors nor their respective associates had any interest which competes or is likely to compete, either directly or indirectly, with the business of the Group.

主要股東 (續)

除上文所披露者外，於二零一九年三月三十一日，據本公司董事及主要行政人員所知，概無任何人士於任何股份或相關股份中擁有任何權益或短倉須根據證券及期貨條例第XV部第2及第3分部之規定而向本公司披露，或直接或間接持有附帶權利可在任何情形下於本集團任何其他成員公司之股東大會投票之任何類別股本面值之5%或以上權益。

董事於競爭業務之權益

於二零一九年三月三十一日，本公司董事擁有下列與本集團業務直接或間接構成競爭或可能構成競爭的業務的權益：

附註：

儘管鑒於吳一堅先生之共同董事身份其於金花投資擁有競爭權益，董事認為該等競爭（如有）對本集團整體而言並不重要或重大。此外，吳一堅先生將履行其誠信責任以確保彼始終以股東及本公司之整體最佳利益行事。因此，本集團能夠獨立於前述公司之業務並且按公平基準經營其業務。

除上文所披露者外，概無董事或彼等各自之聯繫人擁有任何直接或間接與本集團業務競爭或可能競爭之任何權益。

Directors' Report

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's largest customer and five largest customers taken together were less than 30% of the Group's total sales for the year ended 31 March 2019. The aggregate purchases attributable to the Group's largest supplier and five largest suppliers taken together were less than 30% of the Group's total purchases for the year ended 31 March 2019.

None of the directors, their associates, or any shareholders (which, to the best knowledge of the directors, owned more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest major customers and suppliers during the year ended 31 March 2019.

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

Save as disclosed in the note 27 to the financial statements, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2019.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws and the laws in Bermuda.

MANAGEMENT CONTRACTS

Save as disclosed, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year ended 31 March 2019.

主要客戶及供應商

本集團最大客戶及五大客戶合共總銷售額少於本集團截至二零一九年三月三十一日止年度總銷售額之30%。本集團對最大供應商及五大供應商合共總採購額少於本集團截至二零一九年三月三十一日止年度總採購額之30%。

於截至二零一九年三月三十一日止年度，概無任何董事、其聯繫人士或任何股東（以董事所知擁有本公司5%以上已發行股本）於本集團五大主要客戶及供應商中擁有任何實益權益。

購買、出售或贖回本公司之上市證券

除財務報表附註27所披露者外，於截至二零一九年三月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購買權

本公司之公司細則及百慕達法例均無關於優先購買權之條文。

管理合約

除所披露外，本集團於截至二零一九年三月三十一日止年度並無訂立或訂有任何關於本集團全部業務或其中任何重大部份之管理及行政合約。

Directors' Report

董事會報告

MATERIAL LITIGATION

None of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the directors to be pending or threatened by or against any member of the Group during the year ended 31 March 2019 and as at the date of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors as at the date of this annual report, there is sufficient public float of more than 25% of the Company's shares in the market as required under the Listing Rules.

AUDITOR

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

Wu Yijian

Executive Director

Hong Kong, 28 June 2019

重大訴訟

截至二零一九年三月三十一日止年度及於本年報日期，本集團成員公司並無牽涉任何重大訴訟、仲裁或索償，且據董事所知本集團任何成員公司概無任何尚未了結或面臨的重大訴訟、仲裁或索償。

足夠公眾持股量

按本公司取得之公開資料及據董事所知，於本年報日期，本公司股份在市場上具有高於上市規則所規定25%之足夠公眾持股量。

核數師

畢馬威任滿告退，惟其符合資格並願意膺聘連任。於應屆股東週年大會上，將提呈重新委聘畢馬威為本公司核數師之決議案。

代表董事會

吳一堅

執行董事

香港，二零一九年六月二十八日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to upholding a high standard of corporate governance practices and business ethics in the firm belief that they are essential for maintaining and promoting investors' confidence and maximizing shareholders' returns.

The Board perpetually reviews its corporate governance practices, risk management and internal control policy and procedures from time to time in order to meet the rising expectations of stakeholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Board considers that the Company has complied throughout the year ended 31 March 2019 with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules except for certain deviations. The corporate governance of the Company for the year ended 31 March 2019 is stated as follows:

CG Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. However, all the directors (Executive, Non-executive and Independent Non-executive) are subject to retirement at least once every three years under Bye-Law 87(1) of the Bye-Laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

The Company has received from each of the Independent Non-executive Directors a written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company thus considers all the Independent Non-executive Directors are independent for the year ended 31 March 2019.

CG Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration and nomination committees to attend. The chairman of the Board and the chairmen of the audit committee and the remuneration committee were not able to attend the annual general meeting of the Company held on 18 September 2018 due to other important business engagement. They had delegated the Chief Executive Officer to chair and be available to answer questions at the annual general meeting.

企業管治常規

董事會恪守維持高水平企業管治常規及商業道德標準的承諾，並堅信此對保持及提高投資者信心、增加股東回報攸關重要。

為了達成公司相關利益者不斷提升的期望、符合日趨嚴謹之規管要求，以及實踐董事會堅守優越企業管治之承諾，董事會不斷檢討其企業管治常規、風險管理及內部監控政策與程序。

董事會認為本公司於截至二零一九年三月三十一日止年度一直遵守上市規則附錄14所載《企業管治守則》（「企業管治守則」）之規定，惟若干偏離情況除外。本公司於截至二零一九年三月三十一日止年度之企業管治詳情載列如下：

企業管治守則條文第A.4.1條訂明，非執行董事須以指定任期委任並膺選連任。本公司現任獨立非執行董事並非以指定任期委任。然而，根據本公司之公司細則第87(1)條，所有董事（包括執行、非執行及獨立非執行董事）須最少每三年輪值告退一次。因此，本公司認為已採取足夠措施確保本公司之企業管治常規不比企業管治守則所載之規定寬鬆。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼等之獨立身份而發出之確認書。本公司認為全體獨立非執行董事於截至二零一九年三月三十一日止年度均屬獨立人士。

企業管治守則條文第E.1.2條訂明，董事會主席應出席股東週年大會，並邀請審核委員會、薪酬委員會及提名委員會的主席出席。董事會主席及審核委員會和薪酬委員會的主席因其他重要業務關係，未克出席本公司於二零一八年九月十八日舉行之股東週年大會，而他們已委派行政總裁擔任股東週年大會主席及回答提問。

Corporate Governance Report

企業管治報告

CG Code Provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings. During the year ended 31 March 2019, not all Independent Non-executive Directors and Non-executive Directors were able to attend the general meeting of the Company due to their other business commitments.

In compliance with Rule 3.10A of the Listing Rules, independent non-executive directors represent at least one third of the members of the board. However, following the resignation of Ms. Sun Zhili as an independent non-executive director of the Company on 19 October 2018, the number of independent non-executive directors fell below the requirement of Rule 3.10A of the Listing Rules. Subsequent to the resignation of Mr. Kam Hou Yin, John (“Mr. Kam”) as an executive director and chief executive officer of the Company on 31 October 2018, the composition of the Board comprises three executive directors, three non-executive directors and three independent non-executive directors. In this regard, the number of independent non-executive directors represents one third of the members of the Board and the Company meets the requirement set out in Rule 3.10A of the Listing Rules.

Following the resignation of Ms. Sun Zhili as an independent non-executive director of the Company, the chairman of the audit committee, a member of each of the nomination committee and the remuneration committee of the Company on 19 October 2018, the audit committee of the Company does not comprise a majority of independent non-executive directors and the chairman of the audit committee is vacated. Accordingly, the Company is not in compliance with Rule 3.21 of the Listing Rules. Subsequent to the resignation of Mr. Cao Yonggang as a member of the audit committee on 16 January 2019 and the appointment of Mr. Tsang Kwok Wai as the chairman of the audit committee on 16 January 2019, the composition of the audit committee comprises one non-executive director and two independent non-executive directors. In this regard, the Company meets the requirement set out in Rule 3.21 of the Listing Rules.

企業管治守則條文第A.6.7條訂明，獨立非執行董事及其他非執行董事應出席股東大會。截至二零一九年三月三十一日止年度內，因有其他業務承擔，並非所有獨立非執行董事及非執行董事均有參加本公司股東大會。

遵照上市規則第3.10A條，獨立非執行董事必須佔董事會成員人數至少三分之一。然而，孫枝麗女士於二零一八年十月十九日辭任本公司之獨立非執行董事，獨立非執行董事人數低於上市規則第3.10A條之規定。金孝賢先生（「金先生」）於二零一八年十月三十一日辭任本公司之執行董事及行政總裁後，董事會成員由三名執行董事、三名非執行董事及三名獨立非執行董事組成。就此而言，獨立非執行董事人數為董事會成員人數的三分之一，且本公司符合上市規則第3.10A條所載之規定。

孫枝麗女士於二零一八年十月十九日辭任本公司之獨立非執行董事，本公司審核委員會主席、提名委員會及薪酬委員會各自成員後，本公司審核委員會並非由大多數獨立非執行董事組成，並且審核委員會主席已空缺。因此，本公司並不符合上市規則第3.21條的規定。於二零一九年一月十六日曹永剛先生辭任審核委員會成員及於二零一九年一月十六日曾國偉先生獲委任為審核委員會主席後，審核委員會的組成包括一名非執行董事及兩名獨立非執行董事。就此而言，本公司符合上市規則第3.21條所載的規定。

Corporate Governance Report

企業管治報告

CG Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. As stated in the announcement of the Company dated 31 October 2018, Mr. Kam, former executive director and chief executive officer of the Company, tendered his resignation with effect from 31 October 2018 and the Company has been searching for a suitable candidate to assume the vacancy followed by Mr. Kam's resignation. Accordingly, the role and duty of the chief executive officer of the Company has been assumed by Mr. Wu Yijian, chairman of the Board, Mr. Chan Wai Kwong, Peter, vice-chairman of the Board and Mr. Sha Yingjie, executive director of the Company. The Company is currently endeavouring to identify a suitable and qualified candidate to the position of chief executive officer of the Company in order to comply with CG Code Provision A.2.1 as soon as practicable, and will make further announcements as and when appropriate.

CG Code Provision D.1.4 stipulates that directors should clearly understand delegation arrangements in place. Issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. However, the Company does not have formal letters of appointment for the Directors except for Mr. Wu Yijian, an executive Director. In addition, the service agreement entered into between the Company and Mr. Chan Wai Kwong, Peter, an executive Director, expired on 6 August 2018 and has not been renewed. Notwithstanding the above, every Director is subject to retirement at least once every three years under Bye-Law 87(1) of the Bye-Laws of the Company. The Board will nevertheless continuously review the need to having formal letters of appointment and service agreement for the Directors.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。誠如本公司日期為二零一八年十月三十一日的公告所述，本公司前執行董事兼行政總裁金先生辭任，自二零一八年十月三十一日起生效，且本公司一直在物色合適的候選人擔任金先生辭任後的空缺。因此，本公司行政總裁的職務及職責由董事會主席吳一堅先生、董事會副主席陳為光先生及本公司執行董事沙英杰先生承擔。本公司現正努力物色合適及合資格候選人擔任本公司行政總裁職位，以在切實可行的情況下盡快遵守企業管治守則條文第A.2.1條，並將於適時作出進一步公告。

企業管治守則條文第D.1.4條規定，董事應清楚瞭解既定之權力轉授安排。發行人應有正式之董事委任書，訂明有關委任之主要條款及條件。然而，本公司並無正式董事委任書，惟執行董事吳一堅先生除外。此外，本公司與執行董事陳為光先生訂立的服務協議於二零一八年八月六日到期，且並未續期。儘管如此，根據本公司之公司細則第87(1)條，每名董事至少每三年退任一次。然而，董事會將不斷檢討是否需要為董事提供正式委任書及服務協議。

董事進行證券交易之標準守則

本公司採納了上市規則附錄10所載之上市發行人董事進行證券交易的標準守則。經向所有董事作出特定查詢後，全部董事確實彼等於截至二零一九年三月三十一日止年度，一直遵守標準守則所載之規定準則。

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BOARD OF DIRECTORS

Board Composition

As at 31 March 2019 and the date of this annual report, the Board is comprised of three Executive Directors, three Non-Executive Directors and three Independent Non-executive Directors.

The followings are the members of the Board:

Executive Directors

Mr. Wu Yijian (*Chairman*)
Mr. Chan Wai Kwong, Peter (*Vice Chairman*)
Mr. Kam Hou Yin, John (*Chief Executive Officer*)
(resigned on 31 October 2018)
Mr. Sha Yingjie

Non-Executive Directors

Mr. Chen Shuai (*Vice Chairman*)
Mr. Cao Yonggang
Mr. Qu Jiaqi

Independent Non-Executive Directors

Mr. Tsang Kwok Wai
Mr. Ruan Xiaofeng
Ms. Sun Zhili
(resigned on 19 October 2018)
Dr. Cao Guoqi

All Directors have given sufficient time and attention to the affairs of the Group. Each Executive Director is suitably qualified for his position, and has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. Biographical information of the Directors are set out in the section headed "Biographies of Directors" of this annual report.

董事會

董事會組成

於二零一九年三月三十一日及本年報日期，董事會由三名執行董事、三名非執行董事及三名獨立非執行董事組成。

董事會成員如下：

執行董事

吳一堅先生（主席）
陳為光先生（副主席）
金孝賢先生（行政總裁）
（於二零一八年十月三十一日辭任）
沙英杰先生

非執行董事

陳帥先生（副主席）
曹永剛先生
曲家琪先生

獨立非執行董事

曾國偉先生
阮曉峰先生
孫枝麗女士
（於二零一八年十月十九日辭任）
曹國琪博士

全體董事均就本集團事務投入充分的時間及精力。各執行董事均符合資格勝任其職位，並有足夠經驗擔任其職務，有效履行職責。有關董事的履歷詳情載於本年報「董事履歷」一節。

Corporate Governance Report

企業管治報告

OPERATIONS OF THE BOARD

The Board determines the corporate mission and broad strategies, monitors and controls operating and financial performance and sets appropriate policies to manage risks in pursuit of the Group's strategic objectives. According to CG Code Provision A.1.1, the Board should meet regularly and Board meetings should be held at least four times a year at approximate intervals. During the year ended 31 March 2019, the Board met regularly and frequently for the review and approval on the business of department stores, shopping mall and supermarkets. Details of Directors' attendance of the Board and the shareholders' meetings held for the year ended 31 March 2019 are set out as follows:

董事會之運作

董事會負責釐定企業願景及主要策略、監察及監控營運及財務表現，以及制定合適的風險管理政策。以達成本集團的策略目標。根據企業管治守則條文第A.1.1條之規定，董事會應定期舉行會議，而董事會會議應每年舉行最少四次，約每季一次。於截至二零一九年三月三十一日止年度，董事會定期及經常舉行會議，以檢討及審批經營百貨商場、購物中心及超級市場之業務。關於截至二零一九年三月三十一日止年度舉行之董事會會議及股東大會，董事之出席紀錄載列如下：

Name of Director	Board meetings	AGM & SGM 股東週年大會及 股東特別大會
董事姓名	董事會會議	股東特別大會
<i>Executive Directors</i>		
<i>執行董事</i>		
Mr. Wu Yijian 吳一堅先生	9/10	0/3
Mr. Chan Wai Kwong, Peter 陳為光先生	10/10	3/3
Mr. Kam Hou Yin, John (resigned on 31 October 2018) 金孝賢先生(於二零一八年十月三十一日辭任)	5/10	3/3
Mr. Sha Yingjie 沙英杰先生	9/10	0/3
<i>Non-Executive Directors</i>		
<i>非執行董事</i>		
Mr. Chen Shuai 陳帥先生	8/10	0/3
Mr. Cao Yonggang 曹永剛先生	4/10	0/3
Mr. Qu Jiaqi 曲家琪先生	8/10	0/3
<i>Independent Non-Executive Directors</i>		
<i>獨立非執行董事</i>		
Mr. Tsang Kwok Wai 曾國偉先生	9/10	3/3
Mr. Ruan Xiaofeng 阮曉峰先生	9/10	0/3
Ms. Sun Zhili (resigned on 19 October 2018) 孫枝麗女士(於二零一八年十月十九日辭任)	3/10	0/3
Dr. Cao Guoqi 曹國琪博士	7/10	0/3

All Directors are provided with relevant materials relating to the matters brought before the meetings. They have separate and independent access to the senior management and the company secretary of the Company at all times and may seek independent professional advice at the Company's expense. When queries are raised by Directors, steps would be taken to respond as promptly and as fully as possible. All Directors have the opportunity to include matters in the agenda of Board meetings. Notices of at least 14 days of Board meetings are given to the Directors and Board procedures comply with the Bye-Laws of the Company, as well as relevant rules and regulations.

FUNCTIONS AND DUTIES OF THE BOARD

The overall management of the Company's operation is vested in the Board. The Board carries out its functions according to the powers conferred upon it by the Bye-Laws of the Company which is uploaded onto the websites of the Stock Exchange and the Company, and since the date of uploading, no significant changes have been made.

The main functions and duties conferred on the Board include:

- management of the overall business and strategic development;
- deciding business plans and investment plans;
- convening general meetings and reporting to the shareholders; and
- exercising other powers, functions and duties conferred by shareholders in general meetings.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approvals must be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

The Directors may have access to the advice and services of the company secretary of the Company to ensure that the board procedures, and all applicable rules and regulations, are followed. In addition, the Directors may, upon reasonable request, seek independent professional advice under appropriate circumstance at the Company's expenses. The Board shall resolve to provide separate, appropriate, independent and professional advice to the Directors to assist the relevant Directors in discharging their duties.

全體董事於會議前皆獲提供有關討論事項的相關材料。董事於任何時候均可單獨及獨立聯絡本公司高級管理層及公司秘書，並可尋求獨立專業意見，費用由本公司承擔。董事若有諮詢，本公司會盡力及時全面回應。全體董事均可於董事會會議的議事章程加入討論事項。本公司至少在14日前向董事發出董事會會議通告，而董事會程序均符合本公司之公司細則及相關規則及規例。

董事會職能及職責

本公司業務的整體管理全賴董事會。董事會根據本公司之公司細則（已上載至聯交所及本公司網站，自上載之日起並無作出任何重大變更）賦予的權力行使其職能。

董事會的主要職能及職責如下：

- 整體業務的管理及策略發展；
- 業務計劃及投資計劃的決策；
- 舉行股東大會及向股東匯報；及
- 行使股東於股東大會賦予的其他權力、職能及職責。

本公司的日常管理、行政管理及營運職能授派予本公司行政總裁及高級管理層。本公司會定期檢討轉授職能及工作任務。上述高級職員訂立重大交易前須獲董事會批准。

全體董事均可獲本公司的公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用規則及規例。此外，經合理要求，董事可於適當情況下尋求獨立專業意見，費用由本公司承擔。董事會須決議是否為董事提供單獨適當的獨立專業意見以輔助有關董事履行職責。

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INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors have played a significant role in the Board by bringing their independent judgment to the Board meeting and scrutinizing the Group's performance. Their views carry significant weight in the Board's decision; in particular, they bring an impartial view to issues relating to the Group's strategy, performance and control. All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advice to the Board. The independent non-executive Directors provide independent advice on the Group's business strategy, results and management to ensure that all interests of shareholders are taken into account, and the interests of the Company and its shareholders are protected.

The Board has three independent non-executive Directors, in compliance with Rule 3.10(1) of the Listing Rules, which requires that every board of directors of a listed issuer must include at least three independent non-executive directors. In addition, at least one independent non-executive Director, namely, Mr. Tsang Kwok Wai, possesses appropriate professional accounting qualifications or financial management expertise in accordance with Rule 3.10(2) of the Listing Rules. The Company has appointed three independent non-executive Directors, representing one-third of the Board, in compliance with Rule 3.10A of the Listing Rules.

The Company has received annual confirmations of independence from each of the existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all the independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing in preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Group and of the results and cashflow for that period. The Company's accounts 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 judgments and estimates made are prudent and reasonable.

獨立非執行董事

獨立非執行董事於董事會內擔當重要角色，在董事會會議提供獨立判斷並監察本集團表現。彼等的意見對董事會的決策舉足輕重；尤其是彼等對本集團策略、表現及監控等事宜的公正立場。全體獨立非執行董事擁有廣泛的學術、專業及行業專長及管理經驗，及向董事會提供專業意見。獨立非執行董事就本集團的業務策略、業績及管理提供獨立意見，確保股東的利益獲得考慮，令本公司及其股東的利益均獲得保障。

董事會有三名獨立非執行董事，符合上市規則第3.10(1)條的規定，即上市發行人董事會須包括至少三名獨立非執行董事。此外，根據上市規則第3.10(2)條的規定，至少有一名獨立非執行董事（即曾國偉先生）具備合適的專業會計資格或財務管理專業知識。為符合上市規則第3.10A條的規定，本公司已委任三名獨立非執行董事，佔董事會人數三分之一。

本公司已接獲現任各獨立非執行董事按照上市規則第3.13條發出的年度獨立性確認書。根據該等確認書的內容，本公司認為，全體獨立非執行董事均獨立，且符合上市規則第3.13條所載詳細獨立指引。

董事就財務報表所承擔之責任

董事須負責監督每個財政期間會計賬目之編製，以確保該等賬目能夠真實公允地反映本集團之財務狀況、於該期間之業績與現金流量。本公司會計賬目之編製均符合全部有關法定要求及適用之會計準則。董事有責任確保選用合適會計政策並能貫徹應用，同時作出審慎及合理的判斷及估量。

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PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enrol in professional development courses and seminars relating to the Listing Rules, companies ordinance and corporate governance practices organized by professional bodies or chambers in Hong Kong. All Directors are requested to provide the Company with their respective training records pursuant to the CG Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year ended 31 March 2019 for ensuring their contribution to the Board remains informed and relevant. Such professional development was completed by way of attending briefings, conference, courses, forum and seminars, teaching, self-reading and participating in business-related researches which are relevant to the business or directors' duties.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance.

The Chairman's responsibility is to oversee the functioning of the Board and the strategies and policies of the Group.

The Chief Executive Officer is responsible for monitoring the daily operation and management of the Company.

專業發展

每名新委任的董事將獲履新培訓，確保彼對本集團的業務及上市規則及相關法規及監管要求下其本身的職務及責任有適當了解。

本公司亦定期提供本集團業務發展的最新資料。董事獲定期提供有關上市規則及其他適用法律規定的最新發展簡報，確保遵守及維持良好的企業管治常規。此外，本公司一直鼓勵董事參與由香港專業團體或商會舉辦有關上市規則、公司條例及企業管治常規的專業發展課程及研討會。全體董事均須根據企業管治守則之規定向本公司提供本身的培訓記錄。

全體董事於截至二零一九年三月三十一日止年度均已參加適當的持續專業發展，讓自己的知識及技能與時並進，確保繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。完成專業發展的方式包括出席有關業務或董事職務之簡報會、會議、課程、論壇及研討會、授課、閱讀相關資料及參與業務相關研究。

主席及行政總裁

主席及行政總裁的職能乃屬獨立，且並非由同一人士執行以確保較好的制衡作用，從而達至更佳的企業管治。

主席的職責是監督董事會運作以及本集團策略及政策的實行。

行政總裁負責監察本公司的日常運作及管理。

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TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Each of the Non-executive Directors (including the Independent Non-executive Directors) has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, renewable automatically by three years on the expiry of such term and every successive period of three years thereafter, subject to the relevant provisions under the Company's amended and restated Bye-Laws requiring no less than one-third of all the Directors (i.e. both Executive and Non-executive Directors are included) to retire from office by rotation at each annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

APPOINTMENTS AND RE-ELECTION OF DIRECTORS

Mr. Wu Yijian, Mr. Chan Wai Kwong, Peter and Mr. Kam Hou Yin, John have entered into service contracts with the Company for a specific term, and all the Directors are subject to retirement by rotation and re-election at an annual general meeting at least once every three years in accordance with the Bye-Laws of the Company.

The Bye-Laws of the Company provide that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

非執行董事任期

各非執行董事(包括獨立非執行董事)已與本公司訂立委任函件,自上市日期起計初步為期三年,可於任期屆滿後自動續期三年,及其後每三年自動續期一次,惟須遵守本公司經修訂及重列公司細則的規定,在本公司股東週年大會不少於全體董事(即包括執行董事及非執行董事在內)三分之一的董事須輪席告退及每名董事須每三年至少一次輪值告退。

董事及高級職員的保險

本公司已就可能對其董事及高級職員的潛在法律訴訟安排合適保險。

董事的委任及重選

吳一堅先生、陳為光先生及金孝賢先生已與本公司訂立一定期限的服務合約,根據本公司之公司細則,所有董事須至少每三年於股東週年大會上輪流退任及膺選連任。

本公司之公司細則規定,任何獲董事會委任以填補董事會正常職位空缺的董事須任職至其獲委任後本公司的首次股東週年大會為止,並須於該大會上重選,而任何獲董事會委任加入現時董事會的新增董事的任期僅至本公司下屆股東週年大會為止,屆時可符合資格膺選連任。

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BOARD COMMITTEES

The Board has established (i) Audit Committee, (ii) Remuneration Committee and (iii) Nomination Committee with defined terms of reference. The terms of reference of the board committees, which explain their respective roles and the authorities delegated to them by the Board, are available on the websites of the Company and the Stock Exchange. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance under appropriate circumstances, at the Company's expenses.

AUDIT COMMITTEE

The Audit Committee was established by the Company, with written terms of reference in compliance with the requirements set out in Appendix 14 of the Listing Rules.

The Audit Committee shall consist of not less than 3 members. Currently, the Audit Committee consists of two Independent Non-executive Directors: Mr. Tsang Kwok Wai and Mr. Ruan Xiaofeng, and one Non-executive Director, Mr. Chen Shuai. Mr. Tsang Kwok Wai is the chairman of Audit Committee.

The primary objective of the Audit Committee is to review the financial reporting process of the Group and its risk management and internal control system, oversee the audit process and perform other duties assigned by the Board and make recommendations for the Company to improve the quality of financial information to be disclosed. It also reviews the annual and interim reports of the Company prior to their approval by the Board.

During the year ended 31 March 2019, the Audit Committee reviewed the accounting principles and practices adopted by the Group, and recommended the appointment of the external auditor. Also, the Audit Committee together with management and independent auditors have reviewed the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters including the review of the audited results for the year ended 31 March 2019 and the unaudited interim results for the six months ended 30 September 2018 prior to their approval by the Board.

董事委員會

董事會已成立具特定職權範圍之(i)審核委員會、(ii)薪酬委員會及(iii)提名委員會。董事委員會的職權範圍(當中分別說明其角色及董事會授予的權力)登載於本公司及聯交所網站。董事委員會獲提供充足資源履行職責,經合理要求,於適當情況下,可尋求獨立專業意見及其他協助,費用由本公司承擔。

審核委員會

本公司已根據上市規則附錄14所載之規定成立具有明確職權範圍之審核委員會。

審核委員會由最少三名成員組成,其現任成員包括兩名獨立非執行董事:曾國偉先生及阮曉峰先生,以及一名非執行董事:陳帥先生。曾國偉先生為審核委員會主席。

審核委員會之主要目標是檢討本集團之財務報告程序及其風險管理及內部監控系統,監督審核過程及履行董事會指派之其他職務,以及向本公司提供建議,以改善將予披露財務資料之質素。此外,審核委員會亦會在董事會作出批准前,預先審閱本公司之年度及中期報告。

截至二零一九年三月三十一日止年度,審核委員會審閱本集團的會計原則及常規,並就委任外聘核數師作出推薦建議。再加上,審核委員會連同管理層及獨立核數師已審閱本集團所採納之會計原則及常規,並討論審核、內部監控及財務報告事宜,包括在董事會作出批准前,審閱截至二零一九年三月三十一日止年度之經審核業績及截至二零一八年九月三十日止六個月之未經審核中期業績。

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During the year ended 31 March 2019, two meetings were held by the Audit Committee. The attendance record of each member of the Audit Committee at the meetings of the Audit Committee is set out below:

截至二零一九年三月三十一日止年度，審核委員會舉行了兩次會議。審核委員會各成員於審核委員會會議的出席記錄載列如下：

Name of Director 董事姓名	Attendance/ Number of Audit Committee meetings 出席／審核 委員會 會議數目
Ms. Sun Zhili (resigned on 19 October 2018) 孫枝麗女士（於二零一八年十月十九日辭任）	1/2
Mr. Chen Shuai 陳帥先生	2/2
Mr. Cao Yonggang (resigned as a member of the audit committee on 16 January 2019) 曹永剛先生（於二零一九年一月十六日辭任審核委員會成員）	0/2
Mr. Tsang Kwok Wai 曾國偉先生	2/2
Mr. Ruan Xiaofeng 阮曉峰先生	2/2

There had been no disagreement between the Board and the Audit Committee during the year ended 31 March 2019.

於截至二零一九年三月三十一日止年度，董事會與審核委員會並無意見分歧。

REMUNERATION COMMITTEE

The Company established the Remuneration Committee with written terms of reference in compliance with the CG Code.

薪酬委員會

本公司已成立薪酬委員會，其書面職權範圍乃符合企業管治守則規定。

The Remuneration Committee shall consist of not less than two members. Currently, the Remuneration Committee consists of two Independent Non-executive Directors: Mr. Ruan Xiaofeng and Mr. Tsang Kwok Wai and one Non-executive Director: Mr. Chen Shuai. Mr. Ruan Xiaofeng is the chairman of the Remuneration Committee.

薪酬委員會由最少兩名成員組成。薪酬委員會現任成員包括兩名獨立非執行董事：阮曉峰先生及曾國偉先生以及一名非執行董事：陳帥先生。阮曉峰先生為薪酬委員會主席。

The primary duty of the Remuneration Committee is to formulate the remuneration structure and policy of the Group, to review the remuneration packages of Executive Directors and senior management, including bonuses and share options granted under the Share Option Scheme, to ensure that such remuneration is reasonable and not excessive. Generally, their remunerations are determined based on their experience and qualifications, the Group's performance as well as market conditions.

薪酬委員會主要職責為制定本集團之薪酬架構及政策，審核執行董事及高級管理層之薪酬待遇，包括花紅及根據購股權計劃授出之購股權，確保彼等之薪酬屬合理而不致過多。一般而言，彼等之薪酬乃根據彼等之經驗及資歷、本集團之表現及市場情況釐定。

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During the year ended 31 March 2019, the Remuneration Committee had reviewed the Group's remuneration policy and reviewed the remuneration package of the Executive Directors and senior management for the year ended 31 March 2019.

During the year ended 31 March 2019, one meeting was held by the Remuneration Committee. The attendance record of each member of the Remuneration Committee at the meeting of the Remuneration Committee is set out below:

截至二零一九年三月三十一日止年度，薪酬委員會已審閱本集團的薪酬政策及審閱截至二零一九年三月三十一日止年度執行董事及高級管理層的薪酬待遇。

截至二零一九年三月三十一日止年度，薪酬委員會舉行了一次會議。薪酬委員會各成員於薪酬委員會會議的出席記錄載列如下：

Name of Director	Attendance/ Number of Remuneration Committee meeting 出席／薪酬 委員會 會議數目
Mr. Ruan Xiaofeng 阮曉峰先生	1/1
Mr. Chen Shuai 陳帥先生	1/1
Mr. Tsang Kwok Wai 曾國偉先生	1/1
Ms. Sun Zhili (resigned on 19 October 2018) 孫枝麗女士（於二零一八年十月十九日辭任）	1/1

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NOMINATION COMMITTEE

The Company established the Nomination Committee with written terms of reference in compliance with the CG Code.

Currently, the Nomination Committee consists of two Non-executive Directors: Mr. Chen Shuai and Mr. Cao Yonggang and three Independent Non-executive Directors: Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Dr. Cao Guoqi. Mr. Tsang Kwok Wai is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board at least once a year and to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable director candidates and making such recommendations to the Board, the Nomination Committee would also take into account various aspects of a candidate, including but not limited to his education background, professional experience, experience with the relevant industry and past directorships.

During the year ended 31 March 2019, the Nomination Committee has reviewed the board's structure, size and composition to ensure that it has a balance of expertise, skills, independence and experience appropriate to the requirements of the business of the Company and reviewed the annual confirmation of independence submitted by Independent Non-executive Directors and assessed their independence. Also, the Nomination Committee will also give consideration to the Board Diversity Policy when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy on a regular basis to ensure its effectiveness.

提名委員會

本公司已成立提名委員會，其書面職權範圍乃符合企業管治守則。

提名委員會現任成員包括兩名非執行董事：陳帥先生及曹永剛先生，以及三名獨立非執行董事：曾國偉先生、阮曉峰先生及曹國琪博士組成。曾國偉先生為提名委員會主席。

提名委員會的主要職責為至少每年檢討一次董事會的架構、人數及組成，以及物色具備合適資格可擔任董事會成員的人士，並挑選或建議董事會提名有關人士出任董事。物色合適董事人選及向董事會作出有關推薦建議時，提名委員會亦須考慮候選人各方面的條件，包括但不限於其教育背景、專業經驗、相關行業經驗及過往董事職務。

截至二零一九年三月三十一日止年度，提名委員會已檢討董事會的架構、人數及組成，以確保具備比重均衡的適當專長、技能、獨立性及經驗，以切合本公司業務之需要，並已審閱獨立非執行董事提交的獨立性年度確認書以及評核彼等的獨立性。再加上，提名委員會亦將於物色具備合適資格的人選擔任董事會成員時考慮董事會成員多元化政策，而董事會將定期審閱董事會成員多元化政策以確保其成效。

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During the year ended 31 March 2019, two meetings were held by the Nomination Committee. The attendance record of each member of the Nomination Committee at the meeting of the Nomination Committee is set out below:

截至二零一九年三月三十一日止年度，提名委員會舉行了兩次會議。提名委員會各成員於提名委員會會議的出席記錄載列如下：

Name of Director	Attendance/ Number of Nomination Committee meeting 出席／提名 委員會 會議數目
Mr. Tsang Kwok Wai 曾國偉先生	2/2
Mr. Chen Shuai 陳帥先生	2/2
Mr. Cao Yonggang 曹永剛先生	1/2
Mr. Ruan Xiaofeng 阮曉峰先生	2/2
Ms. Sun Zhili (resigned on 19 October 2018) 孫枝麗女士（於二零一八年十月十九日辭任）	1/2
Dr. Cao Guoqi 曹國琪博士	2/2

AUDITOR'S REMUNERATION

The Company has re-appointed KPMG as its external auditor during the year ended 31 March 2019. The external auditor is refrained from engaging in non-audit services except for specific approved items, such as review of interim results of the Group. The Audit Committee reviews the external auditor's statutory audit scope and non-audit services and approves its fees. A remuneration of RMB4,000,000 was paid/payable to KPMG for the provision of annual audit and review of interim results services in the year ended 31 March 2019.

核數師酬金

本公司已於截至二零一九年三月三十一日止年度續聘畢馬威會計師事務所為其外聘核數師。外聘核數師不得從事非審核服務，惟特准項目除外，例如審閱本集團的中期業績。審核委員會負責檢討外聘核數師的法定審核範圍及非審核服務與批准其收費。就畢馬威會計師事務所於截至二零一九年三月三十一日止年度提供之年度審核及中期業績審閱，向其已支付／應付人民幣4,000,000元之酬金。

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企業管治報告

FINANCIAL REPORTING

The Board, supported by the chief financial officer and the finance department, is responsible for the preparation of the financial statements of the Company and the Group for each financial year which shall give a true and fair view of the financial position, performance and cash flow of the Company and its subsidiaries for that period. The directors acknowledge their responsibilities for preparing the accounts of the Company. As at 31 March 2019, the Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The responsibilities of KPMG, the Company's external auditor, in relation to the financial statements are set out in the section headed "Independent Auditor's Report" in this annual report.

COMPANY SECRETARY

Mr. Leung Kee Wai has been informed of the requirement of the Rule 3.29 of the Listing Rules, and he confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 March 2019.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for maintaining sound and effective risk management and internal control systems of the Group. During the year ended 31 March 2019, the Group has complied with Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

財務報告

董事會在首席財務官及財務部門的支持下負責編製本公司及本集團每個財政年度的財務報表，該等財務報表真實公允地反映本公司及其附屬公司於該期間的財務狀況、表現及現金流量。董事知悉其編製本公司賬目的職責。於二零一九年三月三十一日，董事會並不知悉任何有關可能對本集團繼續作為持續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。

本公司外聘核數師畢馬威會計師事務所就財務報表履行的職責載列於本年報「獨立核數師報告」一節。

公司秘書

梁基偉先生已獲告知上市規則第3.29條的規定，並確認其於截至二零一九年三月三十一日止年度已接受不少於十五小時的相關專業培訓。

風險管理及內部監控

董事會須全面負責維持本集團穩健及有效之風險管理及內部監控系統。截至二零一九年三月三十一日止年度，本集團已遵守企業管治守則第C.2條原則，建立適當及有效之風險管理及內部監控系統。管理層負責該等系統之設計、實施及監測，而董事會負責監督管理層持續執行其職責。風險管理及內部監控系統之主要特點於下文各節說明：

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Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- (i) *Identification*: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives;
- (ii) *Evaluation*: Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly; and
- (iii) *Management*: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted during the year ended 31 March 2019, no significant risk was identified.

Internal Control System

The Group has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- (i) *Control Environment*: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group;
- (ii) *Risk Assessment*: A dynamic and iterative process for identifying and analyzing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed;
- (iii) *Control Activities*: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out;

風險管理系統

本集團採納之風險管理系統負責管理與其業務及營運相關之風險。該系統包括以下階段：

- (i) *識別*： 識別風險歸屬、業務目標及可能影響目標實現之風險；
- (ii) *評估*： 分析風險之可能性及影響，並據此評估風險組合；及
- (iii) *管理*： 考慮風險應對措施，確保與董事會有效溝通並持續監測剩餘風險。

根據於截至二零一九年三月三十一日止年度進行之風險評估，並無發現任何重大風險。

內部監控系統

本集團設有內部監控系統，該系統與全美反舞弊性財務報告委員會發起組織（「COSO」）委員會於二零一三年發表之框架相符。透過該框架，本公司能夠實現有關營運有效性及效率、財務報告可靠性以及遵守適用法律及法規之目標。框架之組成部分列示如下：

- (i) *監控環境*： 為於本集團進行內部監控提供基礎之一套準則、程序及架構；
- (ii) *風險評估*： 識別及分析風險以實現本集團目標，以及為釐定如何管理風險提供基礎之不斷轉變而反復之過程；
- (iii) *監控活動*： 根據政策及程序確立之行動，以確保執行管理層為減低風險以達成目標所作出之指示；

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- (iv) *Information and Communication:* Internal and external communication to provide the Group with the information needed to carry out day-to-day controls; and
- (v) *Monitoring:* Ongoing and separate evaluations to ascertain whether each component of internal control is present and functioning.

- (iv) 資訊及溝通：為本集團提供進行日常監控所需資訊之內部及外部溝通；及
- (v) 監測：持續及獨立評估以確定內部監控之各組成部分是否存在及運作正常。

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of disclosure requirements in relation to the Group, which include:

為加強本集團處理內幕消息之制度，確保公開披露資料之真實性、準確性、完整性與及時性，本集團亦採納及執行內幕消息政策及程序。本集團已不時採取若干合理措施，確保存有防止違反披露規定之保障措施，其中包括：

- (i) The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- (ii) Confidentiality agreements are in place when the Group enters into significant negotiations; and
- (iii) The Executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

- (i) 只有需要了解之有限數目之僱員可獲取消息。擁有內幕消息之僱員完全了解其保守機密之責任；
- (ii) 本集團訂立重大協商時簽訂保密協議；及
- (iii) 與外界（如媒體、分析師或投資者）溝通時，執行董事為代表本公司發言之指定人士。

Based on the internal control reviews conducted during the year ended 31 March 2019, no significant control deficiency was identified.

根據於截至二零一九年三月三十一日止年度進行之內部監控審閱，並無發現任何重大監控缺陷。

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Internal Audit

The Group has engaged an external professional (the “Internal Control Consultant”) to carry out the Internal Audit (“IA”) functions of the Group. The IA function is independent of the Group’s daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

An IA plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted semi-annually and the results are reported to the Board via Audit Committee afterwards.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted semi-annually. Several areas have been considered during the Board’s reviews, which include but are not limited to (i) the changes in the nature and extent of significant risks since the last semi-annual review, and the Group’s ability to respond to changes in its business and the external environment, and (ii) the scope and quality of management’s ongoing monitoring of risks and of the internal control systems.

The Board, through its reviews and the reviews made by IA functions and Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

內部審核

本集團已聘請外部專業人士（「內部監控顧問」）履行本集團之內部審核（「內部審核」）職能。內部審核職能獨立於本集團日常運作，並通過訪談、穿行測試及運行有效性測試對風險管理及內部監控系統進行評估。

內部審核計劃已獲董事會批准。根據既定計劃，風險管理及內部監控系統之審查每年進行兩次，結果將通過審核委員會向董事會報告。

風險管理及內部監控系統之有效性

董事會負責管理本集團之風險管理及內部監控系統，並確保每半年對這些系統之有效性進行審查。董事會審查期間已對若干方面作出考慮，包括但不限於(i)自上次半年度審查以來重大風險之性質及程度之變化，以及本集團對其業務及外部環境變化作出應對之能力；及(ii)管理層持續監測風險之範圍及質量，以及內部監控系統之範圍及質量。

經過董事會以及內部審核職能及審核委員會之審查結果顯示，風險管理及內部監控系統為有效及充分。然而，有關系統旨在管理而非消除未能實現業務目標之風險，並且只能就防止重大錯報或損失提供合理而非絕對之保證。董事會亦認為已有足夠的資源，工作人員具備足夠的資格及經驗，所提供的培訓及預算亦屬充裕。

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SHAREHOLDERS' RIGHTS

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETING

Pursuant to the Bye-Laws of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company by mail at Unit 301, 3/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

PROCEDURES BY WHICH ENQUIRIES MAY BE PUT TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by addressing them to the company secretary of the Company by mail at Unit 301, 3/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong. The company secretary of the Company is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions and inquiries, to the Executive Director of the Company.

INVESTOR RELATIONS

CONSTITUTIONAL DOCUMENTS

There has been no significant change in the Company's constitutional documents during the year ended 31 March 2019.

股東權利

股東召開股東特別大會及於股東大會上提出議案的程序

根據本公司之公司細則的規定，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分一的股東於任何時候有權以郵件方式向本公司董事會或公司秘書發出書面要求（郵寄地址為香港灣仔軒尼詩道303號協成行灣仔中心3樓301室），要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。

向董事會提出諮詢的程序

股東可以郵件方式向本公司的公司秘書發出其對董事會的諮詢及關注事項，郵寄地址為香港灣仔軒尼詩道303號協成行灣仔中心3樓301室。本公司的公司秘書負責將與董事會直接職責有關的事宜轉達董事會，而將有關日常業務的事宜（如建議及諮詢）轉達本公司執行董事。

投資者關係

憲章文件

於截至二零一九年三月三十一日止年度，本公司的憲章文件並無重大變動。

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of effective communication with the shareholders of the Company. The Company has established a number of communication channels to maintain an ongoing dialogue with its shareholders and to enhance the transparency of the Group. These include (i) holding annual and special general meetings to provide a forum for shareholders to communicate directly with the Board and the Board committees; (ii) distributing corporate documents and releasing announcements to disseminate the Group's latest information to the shareholders; and (iii) maintaining the Company's website to provide an electronic means of communication with the shareholders and the public.

Shareholders and other interested parties are welcome to access the Group's information from the Company's website at www.cgrh.com.hk. The Group's corporate information including terms of reference of the Board committees, the Group's financial reports, announcements and circulars are available on the website. In order to enhance shareholders' understanding of the Group's business performance and development, the Company will continue to improve its corporate disclosure on the Company's website and the communication with its shareholders.

與股東之溝通

董事會深明與本公司股東進行有效溝通之重要性。本公司建立多個溝通渠道，以維持與其股東之持續對話並提升本集團之透明度。該等渠道包括(i)舉行股東週年大會及股東特別大會，向股東提供直接與董事會及董事委員會溝通之論壇；(ii)向股東寄發企業文件及發出公告以發佈本集團之最新動態；及(iii)維護本公司網站，以向股東及公眾提供電子溝通方式。

歡迎股東及其他有興趣方訪問本公司網站www.cgrh.com.hk獲取有關本集團之資料。本集團之公司資料包括網站上提供之董事委員會之職權範圍、本集團之財務報告、公告及通函。為深化股東對本集團業務表現及發展之瞭解，本公司將繼續增加在本公司網站上之企業資料披露及加強與其股東之溝通。

Environmental, Social and Governance Report

環境、社會及管治報告

I. ABOUT THIS REPORT

The board of directors (the “Board”) of Century Ginwa Retail Holdings Limited (the “Company”) is pleased to present this Environmental, Social and Governance (hereinafter called “ESG”) Report (the “Report”) of the Company and its subsidiaries (collectively as the “Group” or “we”). This ESG Report summarizes the policies, sustainability strategies, management approach, initiatives and performance made by the Group in the environmental and social aspects of its business.

The ESG Report covers the Group’s business in operating department stores, shopping mall and supermarkets in the Mainland China for the year ended 31 March 2019. The Report discloses the required information under the “comply or explain” provisions of the ESG Reporting Guide set out in Appendix 27 to the Listing Rules. The relevant provisions and details are listed out at the end of the Report.

The Board is responsible for the Group’s ESG strategy formulation and reporting, evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management measures and internal control systems are in place. In order to determine the ESG reporting scopes, the key management personnel has discussed internally and identified the environmental, social and operating items; and assessed their importance to the stakeholders and the Group. The summary of material ESG items are listed out in this report.

一、關於本報告

世紀金花商業控股有限公司（「本公司」）董事會（「董事會」）欣然發表本公司及其附屬公司（統稱「本集團」或「我們」）之環境、社會及管治（「ESG」）報告（「本報告」）。本報告總結了本集團所採用之環境、社會及管治政策、可持續發展策略、管理方法、措施及表現。

本報告涵蓋了本集團於中國經營百貨商場、購物中心及超級市場的主要業務截至二零一九年三月三十一日止年度的報告期間在環境及社會方面的可持續發展策略、方針與表現；並根據上市規則附錄27所載之《環境、社會及管治報告指引》當中之「遵守或解釋」條款而作出披露。相關之條款及內容載於本報告最末部分。

董事會負責為本集團訂立環境、社會、管治策略，以及評估和釐定本集團之有關環境、社會及管治之風險；並確保訂立合適及有效之環境、社會及管治風險管理措施及內部監控系統，並就這方面的表現作出匯報。為了釐定環境、社會及管治報告範圍，我們與各管理層人員進行討論，並列出主要持份者與本集團所關心的環境、社會及管治項目，再評估雙方對各項目的重視程度；從而選擇出相對重要的環境及社會議題於本報告中作出相關披露。

Environmental, Social and Governance Report

環境、社會及管治報告

II. STAKEHOLDERS' ENGAGEMENT

The Group is committed to maintaining the sustainable development of its business and the environmental protection of the communities in which it operates. We maintain a close tie with its stakeholders, including government/regulatory organizations, shareholders/investors, employees, customers, suppliers, community, etc. and strives to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. We assess and determine our environmental, social and governance risks, and ensure that the relevant risk management measures and internal control systems are operating effectively. The following table shows the management response to the stakeholders' expectations and concerns:

二、持份者參與

本集團致力維持業務的可持續發展，並為環保及業務所在的社區提供支持。我們與政府／監管組織、股東／投資者、員工、客戶、供應商、社區等持份者保持密切聯繫，力求透過建設性交流平衡意見與利益，從而確定我們的可持續發展方向。我們評估及釐定環境、社會及管治風險，確保相關風險管理及內部控制制度妥善及有效地運行。有關持份者的期望與要求及本集團管理層的相關回應如下：

Stakeholders 持份者	Expectations and concerns 期望與要求	Management response 管理層回應
Government/ regulatory organizations	<ul style="list-style-type: none"> ➤ Compliance in laws and regulations ➤ Fulfill tax obligation ➤ Cooperation 	<ul style="list-style-type: none"> ➤ Uphold integrity and compliance in operations ➤ Pay tax on time, and in return contributing to the society ➤ Establish comprehensive and effective internal control system ➤ Respond to government's policies and to build a harmonious society together
政府／ 監管組織	<ul style="list-style-type: none"> ➤ 遵守法律法規 ➤ 履行稅務責任 ➤ 合作共贏 	<ul style="list-style-type: none"> ➤ 於營運中秉持誠信及合規 ➤ 按時繳稅以回饋社會 ➤ 建立全面有效的內部控制體系 ➤ 回應政府政策共同構建和諧社會
Shareholders/ investors	<ul style="list-style-type: none"> ➤ Return on investment ➤ Information transparency ➤ Corporate governance system 	<ul style="list-style-type: none"> ➤ Management possesses relevant experience and professional knowledge in business sustainability ➤ Ensure transparent and effective communications by dispatching information on the websites of the Stock Exchange and the Company ➤ Set up an investor hotline to maintain close and effective communication with the market and investors ➤ Continue to improve the internal control system and risk management
股東／ 投資者	<ul style="list-style-type: none"> ➤ 投資回報 ➤ 資訊公開透明 ➤ 企業管治系統 	<ul style="list-style-type: none"> ➤ 管理層具有相關經驗和專業知識，確保業務的可持續性 ➤ 透過於聯交所及本公司網站定期發放資訊，確保透明度及有效溝通 ➤ 設置投資者熱線保持與市場及投資者緊密及有效溝通 ➤ 盡力不斷改善內部監控及風險管理

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Stakeholders 持份者	Expectations and concerns 期望與要求	Management response 管理層回應
Employees 員工	<ul style="list-style-type: none"> ➤ Labor rights ➤ Career development ➤ Compensation and welfare ➤ Health and workplace safety ➤ Care for employees ➤ 勞工權益 ➤ 事業發展 ➤ 待遇和福利 ➤ 健康及安全 ➤ 關懷員工 	<ul style="list-style-type: none"> ➤ Set up contractual obligations to protect labor rights ➤ Encourage employees to participate in continuous education and professional trainings ➤ Establish a fair, reasonable and competitive remuneration scheme ➤ Pay attention to occupational health and safety ➤ Organize leisure activities to enhance cohesion ➤ 制定合約責任以保護勞工權益 ➤ 鼓勵員工參與持續教育及專業培訓以提高能力 ➤ 建立公平、合理和具競爭力的薪酬體系 ➤ 注重職業健康及安全 ➤ 舉辦員工活動以增強凝聚力
Customers 客戶	<ul style="list-style-type: none"> ➤ Integrity and contractual obligation ➤ High quality products ➤ Intimate service and experience ➤ Privacy protection ➤ 誠信履約 ➤ 高品質商品 ➤ 貼心服務與體驗 ➤ 保護私隱 	<ul style="list-style-type: none"> ➤ Ensure proper contractual obligations are in place ➤ Continuously introduce quality brands and enhance service quality to satisfy customers ➤ Establish communication channels through interviews, phone surveys, hotline and complaint mailboxes ➤ Organize customer satisfaction survey to improve service quality ➤ Develop a comprehensive members' information confidentiality mechanism and carry out regular information system maintenance ➤ 確保履行合約責任 ➤ 持續引入優質品牌與提升服務質素以滿足客戶 ➤ 通過面談、電話回訪、設置熱線電話及投訴信箱等建立良好的溝通渠道 ➤ 進行客戶滿意度調查工作以改善服務質素 ➤ 制定全面的會員資料保密機制及定期維護信息系統

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Expectations and concerns 期望與要求	Management response 管理層回應
Suppliers	<ul style="list-style-type: none"> ➤ Stable demand ➤ Fair and open tender ➤ Corporate reputation 	<ul style="list-style-type: none"> ➤ Ensure proper contractual obligations are in place ➤ Establish policy and procedures in supply chain management ➤ Establish and maintain strong and long-term relationship with suppliers ➤ Strengthen the tendering management system continuously and select suppliers with due care
供應商	<ul style="list-style-type: none"> ➤ 需求穩定 ➤ 公平及公開招標 ➤ 企業信譽 	<ul style="list-style-type: none"> ➤ 確保履行合約責任 ➤ 制定供應鏈管理的政策和程序 ➤ 保持強大與長期的合作關係 ➤ 持續加強招標管理制度並嚴謹篩選供應商
Community	<ul style="list-style-type: none"> ➤ Environmental protection ➤ Community contribution ➤ Economic development 	<ul style="list-style-type: none"> ➤ Pay attention to climate change ➤ Encourage employees to actively participate in charitable activities and voluntary services ➤ Maintain good and stable financial performance and business growth ➤ Respond to government's appeal of anti-corruption
社區	<ul style="list-style-type: none"> ➤ 環境保護 ➤ 社區參與 ➤ 經濟發展 	<ul style="list-style-type: none"> ➤ 關注氣候變化 ➤ 鼓勵員工積極參與慈善活動和志願服務 ➤ 確保良好的財務業績和業務增長 ➤ 響應政府呼籲，共同反貪腐

III. MATERIALITY MATRIX

During the reporting period, the Group has evaluated a number of environmental, social and operating items, and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development direction are in line with the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are presented in the following materiality matrix:

三、重要性矩陣

於報告期內，本集團已找出多項涵蓋環境、社會及營運相關的事宜，並透過不同渠道評估持份者與本集團對各項目的重視程度，此等評估有助本集團確保業務發展能符合持份者的期望與要求。而本集團和持份者所關心的事項均呈現於以下的重要性矩陣內：

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		Materiality Matrix 重要性矩陣		
Importance to Stakeholders 對持分者的重要性	High 高	<ul style="list-style-type: none"> ◆ Anti-discrimination ◆ Labor rights protection ◆ 反歧視 ◆ 保障勞工權益 	<ul style="list-style-type: none"> ◆ Talent management ◆ Staff training and promotion ◆ Staff compensation and welfare ◆ 人才管理 ◆ 員工培訓與晉升 ◆ 員工報酬與福利 	<ul style="list-style-type: none"> ➤ Customers' satisfaction ➤ Product and service quality ➤ Anti-corruption ➤ 客戶滿意度 ➤ 商品與服務質量 ➤ 反貪污
	Medium 中		<ul style="list-style-type: none"> ◇ Greenhouse gas emissions ◇ Energy consumption ◆ Occupational health and safety ➤ Community contribution ◇ 溫室氣體排放 ◇ 能源使用 ◆ 職業健康與安全 ➤ 社會參與 	<ul style="list-style-type: none"> ➤ Operational compliance ➤ Customers' privacy measures and protection ➤ Suppliers management ➤ 營運合規 ➤ 保護客戶私隱 ➤ 供應商管理
	Low 低	<ul style="list-style-type: none"> ◆ Preventive measures for child and forced labor ◇ Exhaust air emission ◇ Sewage discharge ◇ Generation of non-hazardous wastes ◆ 預防童工及強制勞工的措施 ◇ 廢氣排放 ◇ 廢水排放 ◇ 無害廢棄物排放 	<ul style="list-style-type: none"> ◇ Water resources utilization ◇ 水資源使用 	
		Low 低	Medium 中	High 高
		Importance to the Group 對本集團的重要性		
		<ul style="list-style-type: none"> ◇ Environmental ◇ 環境方面 	<ul style="list-style-type: none"> ◆ Employee ◆ 員工方面 	<ul style="list-style-type: none"> ➤ Operation ➤ 營運方面

Environmental, Social and Governance Report

環境、社會及管治報告

IV. ENVIRONMENTAL PROTECTION

The Group always paid great attention to energy conservation, emission reduction and environmental protection, we adheres to the management philosophy of sustainable development to achieve green operation and balanced development; in response to the global environmental protection trends, we implement energy conservation and environmental protection measures to mitigate the environmental risks and negative impacts from the Group's business activities. The ESG Committee plays a critical decision-making role on various measures, including environmental protection, customers' service, supply chain, employees' and investors' concerns, and gradually enhances the Group's sustainability performance. We analyze and compare the collected environmental performance data since 2015 to identify effective energy reduction measures. Besides, we strictly adhere to the applicable environmental laws and regulations and support the government in various actions to protect the environment, and hopes to fulfill the expectations and concerns of both the Group and its stakeholders in business development and environmental protection.

During the reporting period, the Group held a one-month energy saving campaign in respond to the government's activity notice relating to the "2018 National Energy Conservation Publicity Week" and the "National Low Carbon Day". Our themes for the activities were "Energy Conservation, Safeguarding the Blue Sky" and "Improving Climate Change Awareness, Strengthening the Actions of Low-Carbon" respectively. The purpose of which is to promote environmental protection, and to call for reducing pollution to the environment through organizing a variety of environmental activities. We have drawn the attentions and supports from the community, as to make the environmental protection more meaningful and powerful journey.

四、環境保護

本集團長期以來非常注重節能減排及綠色環保，秉持著可持續發展的管理理念，實現綠色經營及均衡發展，並因應全球的環保趨勢，開展各項節能環保措施，將本集團對環境所帶來的風險及影響降至最低。ESG委員會於各項措施中擔當重要的決策角色，從環境保護、客戶服務、供應鏈、員工及投資者等多個層面考慮，逐步提升集團可持續發展的表現。我們從二零一五年起對所收集到的環境數據定期進行分析及比較，以尋找有效的降低能源消耗方案。此外，我們一直嚴格遵循與集團業務有關的環保法律法規，支持及響應政府各項的環保行動，希望在保護環境的同時，能夠滿足持份者對本集團業務發展的期望與要求。

於報告期內，國家發布《二零一八年全國節能宣傳週》和《全國低碳日》活動通知，本集團以「節能降耗，保衛藍天」節能宣傳週活動為主題，以及「提升氣候變化意識，強化低碳行動力度」低碳日活動主題為指引，開展為期一個月的節能宣傳活動，提倡環境保護，透過環保形象活動，呼籲減少環境污染，並得到了社會各界的關注和支援，讓我們一起將環保變成更具意義和有力量旅程。

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1. Management of Emissions

The Group always strictly complied with the “Law of the People’s Republic of China on Environmental Protection”, “Law of the People’s Republic of China on Energy Conservation” and the applicable laws and regulations of the provincial and municipal bureau in ecology and environment. We integrate green operation into our development strategies to monitor and manage various environmental factors and their impacts on the environment, with an aim to build a strong environmental management system.

The Group’s economic and trading business does not involve any production activities, and its environmental impacts mainly comes from use of natural resources, generation of solid waste (Please refer to the “Management of Disposal of Solid Waste” section below for details) and discharge of domestic wastewater from office, shopping mall and supermarket operations, and never produced any solid or liquid hazardous wastes. The use of natural resources (including gasoline, natural gas and electricity) will produce air pollutants and greenhouse gases (Please refer to the “Management of Resource Utilization” section below for details); and domestic wastewater is discharged to the local wastewater treatment plant through the urban wastewater pipeline.

Management of Disposal of Solid Waste

The solid waste generated by the Group can be divided into two types: recyclable and non-recyclable, which mainly includes the product packaging materials (such as plastic bags, wrapping paper, carton box), slow-moving goods, kitchen waste, construction and engineering waste and domestic garbage. In order to reduce waste production and the negative impacts on the environment, we encourage the shops to use bio-degradable plastic bags and packaging paper, and strictly implement the plastic bag levy system; we donate slow-moving consumable goods to the people in need; encourage employees to take food at right portions and reduce food waste; post environmental slogans in the malls and organize environmental activities to enhance the public awareness saving the environment.

1. 排放物的管理

本集團一直嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國節約能源法》及有關省市生態環境局的法律法規，並將綠色經營納入我們的發展策略當中，監察及管理各環境要素及它們為環境帶來的影響，冀望構建一個強大的環境管理體系。

本集團的商貿業務中並未涉及任何生產活動，對環境的影響主要來自辦公室、商場、購物中心及超級市場營運中使用天然資源、產生固體廢物（詳細資料請參考下文「固體廢物處置管理」部分）及排放生活污水；當中並未涉及產生任何有害固體或液體排放物。使用天然資源（包括汽油、天然氣及電力）會產生空氣污染物及溫室氣體（詳細資料請參考下文「資源使用的管理」部分）；而生活污水通過城市排污管網，排放至當地污水處理廠。

固體廢物處置管理

本集團所產生的固體廢物可分為可回收和不可回收兩類，主要有商品包裝物料（如塑膠袋、包裝紙、運裝箱）、滯銷商品、廚餘、工程垃圾及生活垃圾等。為減少廢物及對環境的負面影響，我們鼓勵品牌商使用可自然分解的塑膠袋、包裝紙，嚴格執行使用塑膠購物袋徵費制度；將滯銷產品轉贈有需要的基層人士；鼓勵員工用膳時按需取量以減少廚餘；在商場張貼不同的環保標語，舉辦以環保為主題的活動，以增強大眾的環保意識。

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To strengthen the management of waste disposal, we place waste separation bins for recyclable waste and non-recyclable garbage in the shopping malls, and recycled by qualified recyclers and the local government sanitation department respectively; so as to improve the recycling rate of reusable waste. For the wastes generated from equipment repairs and maintenance inside the shopping malls and supermarkets, and the construction wastes generated by the shops when they move in or carry out renovation, we follow the local city management requirements to arrange collection of wastes by construction companies or the local government sanitation department and illegal dumping of waste is forbidden. The Group started collecting data on domestic waste and domestic wastewater generated by the shopping malls and offices in order to enhance the environmental management system, and, to establish the environmental protection policies and measures that suits the Group's operating environment. During the reporting period, the decrease in the area of shop decoration and repairs led to reduction of construction and engineering wastes generated by the Group by approximately 12.29% as compared with last year, and the weight of such wastes produced during the year was about 2,648.40 tonnes.

Compliance

During the reporting period, the Group strictly abides by the environmental laws and regulations of the State and local ecology and environmental bureaus, and there was no any confirmed violations or non-compliance incident relating to emissions that had a significant impact on the Group.

為了加強廢物處置的管理，於商場中設置可回收廢物及不可回收垃圾的回收箱，分別由有資質的廢物處理公司回收及當地政府環衛部門處理，而且可提升再利用廢物的回收率。對於商場、購物中心及超級市場內維修保養設備及品牌商進駐或裝修時所產生的工程垃圾，我們按照當地城市管理的相關規定，統一交由工程公司或當地政府環衛部門進行收集及處置，絕不非法傾倒任何廢物。本集團於二零一九年三月開始對各門店及辦公室所產生的生活垃圾及生活廢水進行統計，目的是為了形成一個更完善的環境管理體系，以制定更切合本集團經營環境的環保政策及措施。於報告期內，由於涉及品牌商進行裝潢及維修店面的面積減少，因此本集團所產生的工程垃圾較上年度減少約12.29%，本年度所產生的工程垃圾約為2,648.40噸。

合規性

於報告期內，本集團嚴格遵守國家及當地環境生態局的環境法律法規，沒有涉及任何與排放相關並對本集團有重大影響的已確認違法、違規事件。

2. Management of Resources Utilization

Use of resources not only increased the operating costs, but also has impact on the environment. In order to build a conservation-oriented enterprise, we started monitoring and managing the Group's ESG data since 2016 to correct our wasteful behavior in daily work and living; and to create energy saving and consumption reduction workplace and propaganda atmosphere, to further promote the work on energy conservation and consumption reduction with an aim to reduce the corporate costs and to achieve effective use of resources, and at the same time, to establish an efficient energy saving and emission reduction policy, and to minimize the Group's adverse impacts on the environment.

The Group strictly complied with the "Regulations on Energy Conservation in Shaanxi Province", the "Regulations on Energy Conservation in Public Authority" and the applicable energy-saving policies and requirements of each city. We established an energy-saving project management team to carry out the energy-saving and emission-reduction projects on shopping centers; continuously enhancing the projects by adopting various measures to conform with our objectives of energy conservation and emission reduction. Our projects commenced during the reporting period is described in detail below.

2. 資源使用的管理

除了增加營運成本外，資源消耗亦會對環境造成影響，因此本集團自二零一六年實行嚴格的ESG資料監控與管理，為了建設節約型企業，我們開始糾正日常工作與生活中的浪費行為，營造節能減耗的工作環境和宣傳氛圍，進一步推廣節能減耗工作，希望在降低企業成本及實現企業資源有效利用的同時，建立高效的節能減排政策，從而將本集團對環境的不良影響減至最低。

本集團嚴格遵照《陝西省節約能源條例》、《公共機構節能條例》以及各市相關節能的政策與要求，成立節能專案管理小組，開展針對各購物中心重點的節能減排專案，持續優化專案，採取多方面措施，以配合節能降耗與減排之目的。於報告期內，本集團開展的各項節能降排工作將於下文詳細說明。

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Management of Diesel, Gasoline and Natural Gas Consumption

Diesel and gasoline fuel-based vehicles are mainly used for guests pick-up and materials transportation. In order to minimize the production of waste gases and greenhouse gases such as nitrogen oxides, sulfur oxides and particulate matter generated from burning diesel and gasoline, we have regulated our employees on the usage of vehicles, for example, drivers must plan the routes before using the vehicle and use the shortest route and the fastest way to reach to the destination, require the driver to stop the engine to prevent engines idling; conduct regular repairs and maintenance for better energy use efficiency and to reduce fuel consumption and waste gas emissions due to part failure. The Group responded positively to the Shaanxi Provincial People's Government's "Three-Year Action Plan for the Winning of the Blue Sky Defence War in Shaanxi Province" and adopted different measures to further reduce the negative impacts on the environment, such as selling some vehicles and encouraging employees to use public transportations; employees and customers are advised to use telephone and video conferences to reduce use of vehicles, thereby reducing emissions and greenhouse gases. We promote the concept of "Living Green" and motivate more people to build an ecological civilization together. During the reporting period, the Group's business consumed approximately 16.75 tonnes of diesel and gasoline, and the fuel consumptions increased by approximately 0.12 tonnes or 0.72% from the previous year. We started to phase out diesel vehicles since July 2018 and sold 5 vehicles accordingly. We hope that the measures will further reduce our impacts on the environment.

柴油、汽油及天然氣使用的管理

柴油與汽油主要用於接送客人及運送物料的車輛，燃燒柴油與汽油會產生氮氧化物、硫氧化物及顆粒物等廢氣及溫室氣體，因此我們規範員工使用汽車時要注意減少廢氣及溫室氣體。例如：用車前司機必須預先規劃路線，以最短路線及最快捷方法到達目的地；要求司機停車熄匙防止引擎空轉；定期保養維修車輛，減少因零件故障而增加消耗燃油和廢氣。本集團積極響應陝西省人民政府的《陝西省鐵腕治霾打贏藍天保衛戰三年行動方案》，採取不同措施進一步減少對環境帶來的不良影響，例如：出售部份車輛；鼓勵員工使用公共交通工具；建議員工及客戶採用電話及視頻方式進行會議，減少使用汽車的次數，從而減少廢氣及溫室氣體的產生。我們希望以這種方式對外傳播「綠色生活方式」的理念，讓更多人行動起來，共同建設生態文明。於報告期內，本集團的業務共消耗柴油及汽油約16.75噸，耗油量較上年度上升約0.12噸或0.72%。我們於二零一八年七月已開始逐步淘汰柴油車輛，期間出售五輛汽車，希望有關措施能進一步改善本集團對環保的影響。

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Natural gas is mainly used in heating equipment at some of the shopping malls and offices and staff canteen cooking utensils. We stipulate that the temperature setting of heating equipment should not be higher than 20 °C; the kitchen staff should prepare food according to actual needs, and reduce waste of natural gas due to excessive food prepared. During the reporting period, the Group's business consumed approximately 52,093.00 cubic meters of natural gas. As the weather of where our shopping malls and offices located was colder than last year, more natural gas was consumed for heating purposes. Therefore, the amount of natural gas used increased by approximately 10,922.00 cubic meters or 26.53% from the previous year.

The Scope 1 of greenhouse gas emissions generated by the Group during the reporting period due to the direct use of diesel, gasoline and natural gas are as follows:

天然氣主要用於部分門店及辦公室的供暖設備及員工食堂煮食爐具，我們規定供暖設備的溫度設定不能高於20° C；廚房應按照實際需要準備食物，減少因準備過多食物而消耗過量的天然氣。於報告期內，本集團的業務共消耗天然氣約52,093.00立方米，由於門店及辦公室所在地的天氣較上年度寒冷，使用天然氣作供暖用途的時間變多，因此天然氣使用量較上年度上升約10,922.00立方米或26.53%。

本集團於報告期內因直接使用柴油、汽油及天然氣而產生的範圍一的溫室氣體排放情況如下表：

	2018/19		(Restated) ² 2017/18 (重列) ² 2017/18年度	
	Consumption 使用量	CO2 equivalent emissions (Tonnes) 二氧化碳 當量排放量(噸)	Consumption 使用量	CO2 equivalent emissions (Tonnes) 二氧化碳 當量排放量(噸)
Direct use of energy: 直接使用能源:				
Diesel 柴油	11.05 Tonnes 噸	35.22	11.48 Tonnes 噸	36.62
Gasoline 汽油	5.70 Tonnes 噸	17.69	5.14 Tonnes 噸	15.96
Natural Gas 天然氣	52,093.00 m ³ 立方米	95.41	41,171.00 m ³ 立方米	75.40
Greenhouse Gas Emission 溫室氣體排放總量		148.32		127.98
Greenhouse Gas Emission Intensity ¹ 溫室氣體排放量密度 ¹		0.66		0.57

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Notes:

- 1 The Group's greenhouse gas emission intensity is calculated based on 0.001 square meters (m^2) of the floor area of the shopping malls and offices. During the reporting period, there were no expansions in the shopping malls, supermarkets and offices nor relocation or demolition project related to the business.
- 2 Part of the data for the previous year needs to be restated for comparison purposes.

Management of Electricity Consumption

Based on the nature of our business, the Group has high demand on electricity. In order to effectively carry out the energy conservation and emission reduction works and make full use of electricity, we strengthen the management of electricity use in various aspects. The renovation of newly opened and upgraded Brands must comply with our "Property Management Manual" to set up electrical equipment and facilities. For example, LED energy-saving lighting must be installed and to phase out the traditional high-energy lighting. Our Engineering Material Protection Center conducts detailed inspection and acceptance procedures on different aspects, such as industrial art, fire prevention, safety, design, resources and energy consumption when the renovation is completed. These measures can effectively control the energy consumption of the brands.

附注：

- 1 本集團溫室氣體的排放量密度是按商場及辦公室的建築面積的0.001平方米進行計算，而於報告期內與業務相關的商場、購物中心、超級市場及辦公室未有進行任何擴建或遷拆工程。
- 2 上年度部分數據需重列作為比較用途。

電力使用的管理

基於業務性質，本集團對電力的需求量很大，為了有效地進行節能減排工作，我們從多方面著手以加強電力使用的管理，充分發揮電力的效用。新開業和升級改造的品牌商必須遵守《物業管理手冊》設置用電設備及設施，例如：必須安裝LED節能燈具，淘汰傳統高耗能的照明燈具。我們的工程物保中心於工程竣工時會對工藝、消防、安全、設計、資源及能源消耗方面進行詳細的驗收流程，這些措施能有效控制品牌商的能源消耗。

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The Group and its employees participate in energy conservation and emission reduction activities and hope that everyone can build up good habit and raise the awareness on energy conservation and consumption reduction in work and daily life in order to save energy and to reduce power consumption. We post different energy-saving promotional slogans in the office; increase the natural lighting capacity of the office; encourage employees to change their habit in use of electrical appliances by turning off the lights and electrical appliances when they are at lunch break and after work (such as computers, printers, projectors, air conditioners), the computer and the printer are set to the automatically sleep mode. Restricted use of air conditioners according to seasonal and temperature changes, the temperature setting of the air conditioner in summer and winter cannot be lower than 26°C and not higher than 20°C respectively, air conditioner should be turned off 15 minutes before the end of office hours; doors and windows must be closed when air conditioners are turned on, and use natural ventilation whenever possible. Besides, we educate our employees on the topic of energy conservation and conduct on-site assessments during the morning shift to strengthen employees' awareness of environmental protection.

本集團透過員工共同參與節能減排活動，使大家養成良好習慣，提升大家在工作及生活中節能減耗意識，從而達到節能降耗的目標。我們於辦公場所張貼不同的節能宣傳標語；增加辦公場所的自然採光能力；鼓勵員工改變其使用電器的習慣，中午休息及下班時關掉電燈與電器（如電腦、印表機、投影機、空調機）的電源；將電腦及印表機設定為自動休眠模式；空調機按季節及氣溫變化情況限時使用，空調機夏季及冬季的溫度設定分別不能低於20°C及不能高於20°C；辦公時間結束前15分鐘關掉空調機，嚴禁於開空調機時打開門窗並盡量使用自然通風。此外，我們於早會交接班時間教育員工有關節能專題知識並進行現場考評，以持續加強員工對環境保護的意識。

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The Group has established a strict review and approval procedure for selecting suppliers of power facilities and equipment, the suppliers have to provide qualification certificates and product manual. We compare the qualification among different suppliers and evaluate different criteria about the equipment (including energy consumption, quality, function, etc.) prior to purchase so as to reduce unnecessary energy consumption due to unsuitable facilities and equipment. The Project Material Protection Center is responsible for the daily inspection of offices and shopping malls, conducts regular repairs and maintenance on electrical facilities and equipment. When faults or abnormal operations are found, immediate repair is required to reduce energy consumption and to avoid accidents. Besides, we carry out energy-saving re-engineering for the central air-conditioning systems, lightings and elevators, and use variable frequency control technology to transform the circulating water pump of the central air-conditioning system so that it can automatically control the operation of the inverter according to ambient temperature to reduce electricity consumption. The power on and off control of the electrical appliances (such as lighting, elevators, etc.) in some shopping malls has been automated and strengthened the control of the entire process, and leveraged the various benefits of energy saving.

Apart from internal management and employee participation, we post different energy-saving slogans and use electronic displays to publicize energy-saving tips in shopping malls. We organize different promotional activities in shopping malls to educate the public about the relationship between energy usage and the sustainability of the earth.

During the reporting period, the Group's business consumed a total of approximately 38,864.33 MWh of electricity. As a result of the above energy conservation measures and the active support of our employees, customers and brands, the electricity consumption has reduced by approximately 903.36 MWh or 2.27% from the previous year.

本集團對電力設施與設備的供應商制定了嚴謹的審批流程，他們還需要提供有關的資質證明、產品說明書等。我們比較不同供應商的資質及衡量設備使用的不同因素（包括耗電量、質素、功能等）才進行採購，以減少因採購不適合的設施與設備而造成不必要的能源消耗。工程物保中心負責辦公室、商場及購物中心的日常巡檢工作，定期維護及保養電力設施與設備，當發現故障或不正常運作，需立即進行維修以減少能源消耗及避免事故發生。此外，我們對中央空調系統、照明及電梯等設備與設施種進行節能改造，運用變頻控制技術，改造中央空調系統循環水泵，使它自行按照環境溫度進行變頻控制運行，降低電力消耗；我們更將部分購物中心和商場的電力設備（如照明燈、電梯等）的開關流程改為自動化，加強對整個流程的控制，取得了小投資大收益的節能效果。

除了企業內部管理及員工共同參與，我們於商場及購物中心內張貼不同的節能標語及使用電子顯示屏播放節能小常識，於商場及購物中心內舉辦不同的宣傳活動，藉此教育大眾能源使用與地球可持續性的關係。

於報告期內，本集團的業務共消耗電力約38,864.33兆瓦時，由於上述的節能措施及員工、顧客及品牌商的積極支持，耗電量較上年度減少約903.36兆瓦時或2.27%。

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The Scope 2 of greenhouse gas emissions generated by the Group during the reporting period due to the use of electricity are as follows:

本集團於報告期內因使用電力而產生的範圍二溫室氣體排放情況如下表：

	2018/19		(Restated) ² 2017/18 (重列) ²	
	2018/19年度 Consumption (MWh) 使用量 (兆瓦時)	CO2 equivalent emissions (Tonnes) 二氧化碳 當量排放量(噸)	2017/18年度 Consumption (MWh) 使用量 (兆瓦時)	CO2 equivalent emissions (Tonnes) 二氧化碳 當量排放量(噸)
Indirect use of energy: 間接使用能源:				
Electricity 電力	38,864.33	36,204.75	39,767.69	37,046.21
Greenhouse Gas Emission 溫室氣體排放總量		36,204.75		37,046.21
Greenhouse Gas Emission Intensity ¹ 溫室氣體排放量密度 ¹		160.06		163.78

Notes:

- 1 The Group's greenhouse gas emission intensity is calculated based on 0.001 square meters (m²) of the floor area of the shopping malls and offices. During the reporting period, there were no expansions in the shopping malls, supermarkets and offices nor the relocation or demolition project related to the business.
- 2 Part of the data for the previous year needs to be restated for comparison purposes.

附注：

- 1 本集團溫室氣體的產生量密度是按商場及辦公室的建築面積的0.001平方米進行計算，而於報告期內與業務相關的商場、購物中心、超級市場及辦公室未有進行任何擴建或遷拆工程。
- 2 上年度部分數據需重列作為比較用途。

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Management of Water Resources Consumption

The Group uses government-supplied water sources in shopping malls and offices. Although we do not encounter any water supply problem during the reporting period, we understand the importance of water resources for business operations and living needs; therefore, we implement source reduction to avoid water resource wastage. In addition to educating and publicizing employees and customers in the form of slogans, training and publicity activities, we have set up a number of measures and equipment transformations, such as, water flow from tap is controlled at low level, water tap should be turned off after use; recycle washing water to clean the vehicles; regularly check the water facilities to prevent water leakage; immediately repair or replace when problem is found, and keep record accordingly.

During the reporting period, we transformed the toilets automatic induction flushing into foot valve manual flushing at Xianyang shopping mall and saved approximately 6,000 tonnes of water per year. Besides, Saigo and Qianhui shopping malls have replaced the traditional cooling towers with a spray-propelled ventilation cooling tower that does not require any electricity to operate and reduced water consumption by approximately 2,800 tonnes per year and reduced noise generated during the operation of the cooling towers. With the above-mentioned water-saving measures, equipment transformation projects, and the benefits from last year's water-saving measures implemented at different shopping malls, the Group has consumed about 327,240.81 tonnes of water, a decrease of 23,428.98 tonnes or 6.68% from the previous year.

水資源使用的管理

本集團所使用的水資源由當地政府提供，主要用於百貨商場、購物中心及辦公室。於報告期內，我們雖然沒有就取得適用水源上遇到任何問題，但了解水資源對業務營運及生活需要的重要性，因此我們實施源頭減耗，以避免浪費水資源。除了以標語、培訓及宣傳活動的方式對員工及顧客進行教導與宣傳外，我們設立多項措施及改造設備，例如：員工洗手時控制水流，水龍頭盡量開小，用完隨手關閉；使用洗滌水或洗衣水清洗車輛；定期檢查用水設施，杜絕漏水現象；如發現問題，應立即修理或更換，並作出詳細記錄。

於報告期內，咸陽店的洗手間由自動感應沖水改造為腳踩閥人工沖水等設備改造能每年節約用水約6,000噸；而賽高店及千匯店更換了傳統的冷卻塔，改為安裝不需使用電力的噴霧推進通風冷卻塔，這項改造工程每年減少用水量約2,800噸及降低運行時所產生的噪音。綜合上述的節水措施、設備改造工程與上年度於各店實施的節水措施漸見成效，本集團共消耗水資源約327,240.81噸，較上年度下跌約23,428.98噸或6.68%。

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Management of Paper Consumption

In order to reduce the impact of our daily office operation on the environment, the Group actively promotes the “Paperless Office” policy, and distribute information and documents in electronic format; paper purchase by the procurement center and set up an office paper distribution registration management system; demand employees to check the format of the document before copying or printing; reduce the font size of the file to make full use of the paper without affecting the legibility; fully utilize paper by reusing single-sided papers, and collect double-sided printed papers to qualified recycler for handling. During the reporting period, the Group’s paper consumption was approximately 8.24 tonnes. Because of our active implementation of the office automation management policy and the extensive use of online checkout at various business operating locations, effectively reduced paper consumption by about 0.98 tonnes or 10.64% from the previous year.

3. Environment and Natural Resources

The Group has always been actively bringing environmental responsibility into its daily operations, energy consumption and waste production is monitored and managed over the years, and will continue to monitor, identify and disclose the impact of our business activities on the environment, we have established a comprehensive environmental management system and structure, and will continue to insist on our green environmental protection operations direction, actively promote environmental protection work in offices, shopping malls and supermarkets; and keep on improving the management of facilities and equipment and the use of natural resources. We have set a good example for our employees, to enhance their awareness of environmental protection, promote the concept of “Energy-Saving Action, Living Low-Carbon” to reduce our carbon footprint. We hope to share our efforts and achievement on natural resources conservation in this report, to convey the message of protecting the environment to the stakeholders, so as to achieve a more powerful environmental advocacy work and influence everyone to work together to ease the climate change.

紙張使用的管理

為減輕日常辦公室運作對環境產生的影響，本集團積極推廣「無紙化辦公室」，盡量以電子檔案形式傳遞信息及文件；紙張由採購中心統一採購並建立辦公室用紙發放登記管理制度；要求員工檢查文件格式沒有出錯才影印或列印；在不影響閱讀的前提下，將文件字體縮小以盡量充分利用紙張；循環使用單面列印的紙張，將兩面都已使用過的廢紙放入再造紙收集箱，並交由有資質的回收商處理。於報告期內，本集團的用紙量約為8.24噸，由於我們積極實行辦公室自動化管理政策及於各營業地點廣泛使用線上軟件作收款用途，有效減低紙用量，故紙用量較上年度減少約0.98噸或10.64%。

3. 環境及天然資源

本集團向來積極將環境責任融入到企業日常營運當中，隨著多年來對能源消耗及廢物產生的監察與管理，並持續留意、辨識及披露業務活動對環境所造成的影響，我們已建立一套健全的環境管理體系及架構，但必須繼續堅持綠色環保營運，積極推動辦公室、百貨商場、購物中心及超級市場的環境保護工作，做好設施設備及使用天然資源的管理。我們以身作則，從內部開始，提升員工的環保意識，推廣「節能我行動、低碳新生活」的理念，減少我們的碳足跡，而且希望藉著本報告與外界分享我們的努力與節約天然資源的成果，將環保訊息傳達至持份者，從而達到更有力量的環保宣傳作用，與各界攜手舒緩氣候變化。

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V. EMPLOYMENT AND LABOR PRACTICES

Employees are our valuable assets and the key driver for the Group's sustainable and long-term business development. We devote to create a non-discrimination, harmonious and comfortable workplace and establish a comprehensive talent management mechanism. In order to adhere to our governance philosophy of attracting talent by means of "compensation", "relationship", "career" and "working platform", we offer equal opportunities of advancement and providing commensurate remuneration and various benefits, and organize a variety of activities. Besides, we encourage employees to maintain harmonious interpersonal relationships, promote team spirit of cooperation and unity, bravely face difficulties and overcome challenges. Our human resources policies vary by locations to comply with the local labor laws and regulations.

Talent Selection

The Group is a fair opportunity employer and respects personal privacy, and it has established and implemented fair treatment policy. The appropriate candidates would be selected based on their morality, knowledge, abilities and job requirements, and regardless of their nationality, gender, age, geographical, religious beliefs. The policy applies to all phases of the employment relationship, including but not limited to, hiring, promotion, performance appraisal, training, personal development and termination.

Labor Standards

The Group cherishes human rights and protects labor rights. We prohibit any unethical hiring practices, including child and forced labor by conducting background checks in its hiring process. Employees' consent for working overtime is required to avoid forced overtime work, and the employees are compensated in accordance with the applicable labor laws and regulations. During the reporting period, the Group did not hire any applicant under the legal working age in order to comply with the labor laws and regulations in respect of child and forced labor.

五、僱傭及勞工常規

本集團一直視員工為最寶貴的資產，致力締造非歧視和諧舒適的工作環境給予員工和建立完善的管理機制，人力資源政策以集團整體長遠發展利益為依歸。我們在內部營造平等的競爭機制，規範員工晉升和晉級的流程，並藉著具有競爭力的薪酬、各項福利和舉辦各項活動，體現了「以待遇留人」、「以情感留人」、「以事業留人」及「以平台留人」的理念來吸納人才。此外，我們鼓勵員工建立融洽和諧的人際關係，提倡相互協作的團隊力量並發揚本集團多年來累積的團結合作精神；發揮集體的力量接受困難及迎接挑戰。我們因應各地不同的勞工條例而調整和制定適合當地企業的政策。

人才甄選

本集團主張平等機會及尊重個人私隱，並制定了相關政策；我們均以品德、學識、能力及崗位要求為僱用標準，為不同民族、性別、年齡、地域、宗教信仰的人士給予平等的僱用機會。此等政策適用於不同階段的僱傭關係，包括但不限於招聘、晉升、績效考核、培訓、個人發展及終止聘用。

勞工準則

本集團重視人權，保護勞工權益。我們根據適用法律法規，嚴格禁止童工或強制勞工。在招聘的過程中進行背景審查以防止有人以不合法身份應聘。員工的工作時間需符合當地有關勞動法律法規，任何必要的加班安排必須獲得員工同意並自願配合，並按照法律法規給予員工補償，以避免強迫性加班。於報告期內，我們已遵守勞動法律法規，並無僱用低於法定工作年齡的童工或強制勞工。

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Compensation and Welfare

The Group regularly assesses the salary levels of employees, benchmarks the up-to-date remuneration data in their industry and strives to establish a fair, reasonable and competitive remuneration scheme. Staff salaries level are decided based on one's knowledge, skills, experiences and education background relevant to their work requirements. Employee compensation and benefit vary by location of shopping malls and offices. The employee remuneration package includes basic salary, overtime pay, discretionary bonus/year-end bonus and so on. Other benefits include communication allowance, medical allowance, working meals, messing allowance, birthday gifts, etc; we provide anti-heatstroke and warm drinks and supplies to special position workers during high temperature and cold weather; gifts distribution in Spring Festival, Mid-Autumn Festival, International Women's Day, etc.; bi-annual medical checks; condolences to staff with financial difficulties. We conduct periodic performance appraisal and fairly assess the awards, subsidies, bonuses, salaries increment and/or promotion recommendations based on a number of criteria (working experience, seniority, knowledge and skills, performance, contribution, etc.). In accordance with the local labor laws and social security laws and regulations, we provide social security benefits for all employees, and protect their rights of rest days and holidays. We handle dismissal or compensation in accordance with the local laws and regulations.

We pay attention to our employees' health and encourage work-life balance. Employees' work hours are based on the local labor laws. We care about our employees' physical and mental health, and organize various competition (such as jump rope competition, tug of war competition, sports day, and so on), encourage employee to participate in physical activities, better understand of each other and promote team spirit. We also organized different types of activities for staff. For example, outdoor hiking, reading activities, and autumn tours to enhance employees' stability and sense of belonging, and to reduce their work pressure. Besides, to better reflect the concept of humanized corporate management and to show our care and love for our people, we pay visits and show our condolences for staff unfortunately having illness, injured at work, death or accidents, employees' spouses or immediate family members passed away, and at time of major festivals.

員工待遇

本集團定期評核各級員工薪酬水平，對外收集行業勞工市場薪酬情況，力求建立公平、合理、極具競爭力的薪酬體系。員工的薪酬是按照每個職位所要求的知識技能、經驗和教育程度等因素而釐定。員工的待遇及福利因應不同地區的店舖和辦公室而有所不同。員工的基本待遇包括固定工資、加班費、酌情獎金／年終獎金等。其他福利包括通訊津貼、醫藥津貼、工作餐、膳食津貼、生日禮品等。在高溫及嚴寒天氣，我們為特殊崗位的員工提供防暑和保暖飲品及物品，以免員工身體不適；於春節、中秋節、三八婦女節等節日派發福利品；每兩年為員工提供一次身體檢查等；送上慰問金予有經濟困難的員工。我們定期進行績效考核並根據多項標準（工作經驗、年資、知識技能、表現、貢獻等）公平地評估給予員工的獎金、津貼、分紅、加薪幅度及／或晉升建議。我們按照各地的勞動法及社會保障的法律法規，為所有員工提供社會保險福利項目，保障員工休息休假的權利。如解僱員工或因此而需要作出賠償，我們亦會按照當地的法律法規處理。

本集團重視員工的健康，鼓勵他們維持工作與生活平衡，並依照當地的勞動法訂立員工工作時數。我們關心員工的身心健康，透過不同的比賽（如跳繩比賽、拔河比賽、運動會等），鼓勵員工運動，使員工互相了解，增加默契，體驗團結的重要性。我們還為員工組織不同類型的活動，例如：戶外徒步活動、讀書活動、秋季旅遊，提高員工穩定性與歸屬感，以及減輕員工的工作壓力。此外，我們為了體現企業人性化管理的理念和對員工的關心與愛護，對員工患病、因公負傷、因公殉職、因病或意外離世、員工配偶或直系親屬不幸去世及主要節假日等進行探望及慰問活動。

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Development and Training

In order to align the staff career development with its long-term corporate business plan, the Group sets up staff training policies with reference to the departmental human resources needs. The human resources department established a comprehensive staff training plan with an aim to build an excellent, well-trained and responsible corporate team. This can enhance the staff's knowledge and management capabilities and improve their work ability, performance and efficiency, and raise their enthusiasm in work to activate team spirit. New hires have to participate in induction training and pass the assessment. The training topics include corporate culture, site management, sales skills, membership policies, service etiquette and skills, quality awareness, fire safety (on-site public facilities). On top of providing foundation training, we also provide skills advancement, professional and management training to ensure that staff possess professional theory and knowledge, and new knowledge for overcoming challenges in order to lay a solid foundation for long-term development of employees and the Group. During the reporting period, in addition to the new hire induction training, we also organized various training programmes, such as corporate culture and team building, quality manual and standards, safety management and anti-corruption, leadership and execution capabilities, target and time management, human resources management, finance management, etc.

Health and Safety

The Group pays attention to its employees' health and provides a safe work environment so as to prevent occupational hazards and various incidents from happening. We sign target responsibility statement of "Setup Safe Workplace" with each subsidiary, and formulate safe management team with reference to the company's operation. Management and employees at all levels must clearly understand their own safety responsibilities and strictly perform the requirements as stated on the target responsibility statement.

發展及培訓

為了配合企業長遠發展及員工職業生涯規劃，本集團為員工訂立了培訓管理制度，結合各部門的人力資源需求，由人力資源部門編制完善的培訓工作計劃，以打造一支優秀、訓練有素及具責任心的企業團隊。這不但能提高員工的知識和管理水平；亦能提升員工履行職責的能力，改善工作表現，增加工作效率；還可提高員工的工作熱情，培養團隊精神。新員工需接受職前培訓，內容包括企業文化、現場管理、銷售技巧、會員政策、服務禮儀及技巧、品質意識、消防安全（現場公共設施），他們需通過考核才能上任。除了基礎培訓，我們還針對不同崗位，為員工提供技能培訓、專業培訓及管理培訓，使員工掌握專業理論，具備專業知識和迎接挑戰所需的新知識，為員工及集團的長遠發展打好基礎。於報告期內，除了新員工之職前培訓，我們還組織了多項培訓課程，如企業文化及團隊建設、品質手冊與標準、安全管理與廉政培訓、領導力與執行力、目標管理與時間管理、人力資源管理、財務管理等。

健康與安全

本集團一向著重員工健康及提供安全的工作環境，避免員工受到職業性的危害，預防各類事故的發生，我們與各子公司簽訂「創建平安單位」工作目標責任書，按照各公司的經營狀況，組織治安管理小組，各級管理層和員工必須清楚了解自身的安全職責，並嚴格按工作目標責任書履行安全職責。

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Besides, we establish a safety management manual to strengthen our fire safety management in our business sites, key departments and offices. Smoking is prohibited for staff and customers; and we target to keep our shopping centers, malls, supermarkets and offices smoke-free. We designated staff to regularly carry out fire prevention patrol every day at all locations and critical departments; and keep patrol records. We take immediate remediation or precautions once fire hazards are found. In compliance with the local fire prevention standards and policies, we have stringent management on fire equipment and facilities; carry out repairs and maintenance, and keep records.

Training topics are mainly related to workplace safety and occupational health. The Group raises its employees' safety awareness by providing appropriate occupational health and safety training to introduce the corporate development plan, enhance their awareness on safety and continuously strengthen their consciousness, improve their professional skills, especially for those job positions under significant potential safety hazards, and enable them to perform their duties in a safe environment. Employees have to report to the management immediately when incident occurs or aware of any potential hazards. Safety education and training work plays an important role to ensure the workplace is safe. New hires must receive safety training prior to put into work. This is to make sure that staff have the necessary safety knowledge in their position; familiar and able to master the safety techniques required. Key and special positions (such as fire control center) have to take professional training and pass the examination before they are assigned to take up the role. Firefighters have to be familiar with and master the use of various types of fire prevention facilities to ensure that they can operate with the equipment for fighting fire.

此外，我們制定了安全管理手冊，加強營業現場、各重點部門、辦公室等地方的消防安全的管理。將各購物中心、商場、超級市場及辦公室定為「無煙區域」，任何員工及顧客嚴禁吸煙。我們安排專人每天定時對這些地方和重點部門進行消防巡查，並詳細記錄情況；如發現消防隱患，需立刻提出整改方案或採取防範措施，以確保安全。按照各地方的消防標準和政策，我們對所有消防器材、設施及設備進行嚴格管理，妥善維護及保養，並詳細記錄情況。

培訓工作與安全工作環境、職業健康有著密不可分的關係，本集團通過適當的安全意識教育，使員工了解企業方針，增強安全意識和持續改進的自覺性、提高員工的專業技能，尤其是負責存在重大安全隱患崗位的員工，使其能於安全的環境下履行職責；如發現事故及安全隱患，需立即向管理層報告。安全教育培訓工作對提供安全的工作環境起著重要的作用，員工上崗前，必須接受安全培訓，以確保員工具有崗位的安全知識，熟悉和掌握崗位的安全技能；重點及特殊崗位（如消控中心等）的員工需接受專業培訓，考試合格後，方能上任；消防人員需熟悉並掌握各類消防設施的使用技巧，確保撲救火災過程中操作順利。

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In order to regulate the property management work, we have established property management policies and procedures. Property Engineering Department is responsible for monitoring, inspection, providing guidance and evaluation work. Employees have to report to maintenance staff immediately when repairs (such as electrical equipment, electric power distribution equipment, facilities at shopping malls, air-conditioners, drainage equipment, etc.) are needed for shopping centers, supermarkets and offices so as to ensure the customers' and employees' safety at these locations. Staff of special work types (such as electrician, welders) must possess valid license before they are allowed to work; for example, to get a fire certificate before using fire; carpenter should promptly clean up with the sawdust and shavings after job completion; inflammables, explosive, chemical or dangerous materials are prohibited and no storage is allowed; paint workers should not blend paints on-site or at the locations close to fire or electric source; paints should be covered with lids immediately after use.

Compliance

During the reporting period, the Group did not involve in any non-compliance incidents relating to employment, health and safety, and labor standards that have significant impact on the Group.

為了規範物業的管理工作，我們制定了物業項目管理制度，物業工程部負責監督、檢查、指導及考評工作。如發現購物中心、超級市場及辦公室需要維修，例如：電器設備、配電設備、商場設施、空調機、排水設備等，員工應立即通知維修人員進行維修，以確保客戶與員工於購物中心、超級市場及辦公室的安全。重點工種的員工（如電工、電氣焊工）必須持證上崗，他們必須按章工作，例如：用火前應事先辦理動火證；木工應及時清理鋸末、刨花；嚴禁於作業場所點火及存放易燃易爆的化學危險物品；油漆工不得在場內調配油漆，嚴禁於場外調配油漆時點火及於電源周圍作業，使用完油漆桶後應立即蓋緊蓋子。

合規

於報告期內，本集團沒有涉及與僱傭、健康與安全及勞工準則相關並對本集團有重大影響的已確認違法、違規事件。

VI. OPERATING PRACTICES

Supply Chain Management

The Group conveys its concern on environmental issues to its suppliers and business partners, and expects them to implement similar practices. The Group also serves to maintain long-term, stable and strategic cooperative relationships with leading suppliers, and co-develops with its suppliers on the basis of equality and win-win situation. We have strict procurement procedures (including purchasing merchandise, project, etc.) for shopping centers, malls and supermarkets. To accept new suppliers, we will pay visits to their business sites, and evaluate their certifications, internal management policies documents, work manual, operational status, etc. to make sure that they possess the capabilities in fulfilling the obligations. We also establish strict evaluation procedures for renewal of merchandise suppliers, and regularly compile statistics and review the performance of our suppliers, assess their capability, business status and operational results; in order to grasp the product sales situations and make appropriate adjustment to our strategies. The evaluation includes reviewing of their market position, their overall capability, product quality, supply performance, sales performance, quality service, business results; and conduct a comprehensive evaluation base on a combination of scores and text comments. The evaluation result is sent to management to ensure that the selected suppliers are competitive and possess recognized qualifications and good internal control system, stable quality, on-time delivery, laws and regulations compliance. We follow the national product safety standards to set up stringent goods acceptance criteria for different categories of products; to make sure that the goods provided by suppliers are meeting the country's and our requirements in terms of quality, safety, appearance, and labeling. We have established policies and procedures in supply chain management and provided various reporting channels for employees, suppliers, customers and other business partners to report any violations and suspected abuse one's authority for own interest. During the reporting period, the Group did not have significant issues relating to violations in this respect.

六、營運慣例

供應鏈管理

本集團向供應商及業務夥伴傳達我們對環保事宜所採取的措施及期望，冀盼大家能配合本集團對社會履行社會責任。我們希望與有實力的供應商建立長期、穩定的戰略合作關係，與供應商在平等、雙贏的基礎上共同發展業務。對於各購物中心、商場及超級市場的採購（包括銷售商品、工程等），我們均設有嚴格的採購程序，於挑選新供應商時，需實地考察供應商的業務地點，審核它們的資質證明、內部管理制度文件、工作指引、營運狀況等，確保它們具有實力履行責任。對於銷售商品供應商的續用，我們亦設有嚴格的評審制度，我們定期對供應商的業績進行統計及調查，並對其能力、發展狀況及營運業績等進行考核，以便掌握商品銷售情況，作出相應戰略調整。考核內容包括行業地位、綜合實力、商品品質、供貨業績、銷售業績、品質服務、營業表現等，結合計分制度和文字描述對供應商進行全方位評估，經審核檢查後上報管理層，確保所選用的供應商具有競爭力、具認可資格、有良好的內部管理制度、品質穩定、準時交貨、合法合規等。在國家的商品安全標準上，我們針對不同類別的採購商品訂立了更嚴格的驗收標準，確保供應商提供的商品在品質、安全、外觀及標識說明上都能符合國家和我們的要求。對於供應鏈系統管理，我們設有嚴謹的程序，讓員工、供應商、客戶與我們業務有關的人士舉報任何懷疑利用職務違法、違規的行為。於報告期內，本集團並無收到任何有關這方面的嚴重違規報告。

Environmental, Social and Governance Report

環境、社會及管治報告

Product and Service Responsibility

“Customers’ needs give direction to our actions” is our customer service philosophy, and we are customer-oriented, aim at providing good quality service and products to our customers. In order to strengthen the brand products quality monitoring, to maintain our reputation, to eliminate fake and shoddy goods, and to protect the consumer rights and interests; we follow the applicable local laws and regulations in brands and goods selection; and monitor and manage closely the brands and suppliers that we work with. We also establish supplier renewal system to ensure that the suppliers’ merchandises are continuously keeping at high quality.

In order to build up an image of excellent service, we strictly require our staff to pay attention to their appearance, phone manner, reception etiquette, conduct and behavior, dressing, job descriptions and requirements, and service greetings, etc. We have established service quality monitoring system to accurately evaluate the company’s service quality, to promptly remediate problems found, and to provide customers with satisfactory services meeting their needs. We frequently conduct customer satisfactory survey to obtain feedbacks on our malls’ reputation, merchandise and service quality, shopping environment, service facilities, goods pricing, etc. in the form of phone calls and on-site visit. We analyze and evaluate our customers’ comments and suggestions; and to formulate improvement plan to enhance our service quality. We remind our employees of the service image requirements and customers’ feedback during morning assembly. During the reporting period, we were awarded “Reliable Consumer Unit” and “Key Recommended Enterprise with Integrity in Shaanxi Province” honors.

商品和服務責任

「顧客的需求是我們行動的指南」是我們的客戶服務理念，因此我們一直以客戶至上的態度，為客戶提供優質的服務和高品質的商品。為加強對我們經營品牌的品質監督，維護我們的信譽，杜絕假冒偽劣商品的流入，保護消費者權益，按照當地有關商品品質、保護消費者權益等法律法規，在挑選品牌及商品時，我們對合作品牌和所屬供應商及其商品的資質管理作出嚴謹的管理；我們亦制定審核供應商續用的制度，確保現有供應商的商品能持續保持高水平。

為塑造優質的服務形象，我們制定了員工手冊，嚴格規範員工儀容儀表、接聽電話禮儀、來客接待禮儀、行為舉止、服裝、各個工作崗位的工作規範及服務用語等。為準確評價公司的服務品質，及時糾正不合格服務，向顧客提供符合要求的服務，制定服務品質控制規範。我們不時就商場信譽、商品及服務質量、購物環境、服務設施、商品價格等，以電話回訪及現場攔訪的方式進行顧客滿意度問卷調查，對顧客的意見和建議進行分析，制定改進方案，以改善我們的服務質素，我們於每天門店的晨會亦提醒員工有關服務形象的要求及客戶對我們的意見。於報告期內，我們獲得「放心消費單位」及「陝西省誠信經營重點推薦企業」等榮譽。

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In order to strengthen our connection with customers, we have set up membership system since 2000, member services and concessions are given by member class; a customer service consultant is assigned to each of our senior members and focus on meeting the customer's personal preferences and needs; and we become the pilot enterprise in the Northwest Region. We set up management policies to handle customers' information diligently and confidentially, and to protect customers' privacy. All employees are strictly prohibited to disclose any such information to third parties without proper authority unless there is a legal or professional right or duty to do so.

Compliance

During the reporting period, there was no violation or non-compliance incident relating to product and service responsibility that had significant impact on the Group.

Anti-corruption

Maintaining an ethical working environment is one of the Group's core values. We have adopted a zero-tolerance approach for all kinds of corruption, bribery and extortion situation. Therefore, we set up internal management system to regulate employees' conduct. Offenders who request and accept bribes, obtain other illegal interests are heavily penalized, including termination of employment contracts, sent to the judicial authority (if violating local laws and regulations), and so on. We demand all personnel to build a habit of strict compliance with policies and procedures, and to prevent all bribery. We bring the disciplinary monitoring work in the business process, ensure that there are channels (including for reporting email and hotline) for reporting suspected cases of obtaining personal interests in carrying out one's job duties, bribes, extortion, fraud, money laundering in breach of policies, regulations, and laws in strict confidence. We also set up suggestion box and reward employees who make good recommendations. During the reporting period, the Group or its employees did not involve in any litigation cases of corruption.

為加強與顧客的聯繫，本集團早於二零零零年開始設立會員制度，按照會員等級提供服務和優惠，由客服顧問對高級會員帳戶進行一對一維護，切合他們的個人喜好和需求，成為西北區域的先導企業。保密是我們的核心价值观之一，我們制定了管理制度，嚴謹及機密處理龐大的會員資料和保障顧客的私隱，除非是擁有法律或專業權限或職責需要，在未獲得適當授權下，員工不得向第三方披露任何資料。

合規性

於報告期內，本集團沒有涉及與商品和服務責任相關並對本集團有重大影響之已確認違法、違規事件。

反貪污

維持高道德標準的工作環境是本集團核心价值观之一，我們對各種貪污、賄賂及勒索情況採取零容忍態度；因此我們制定了內部管理制度，規範員工的行為，對於索取、收受賄賂、獲得其他非法利益等行為訂明嚴厲的罰則，包括被公司終止勞動合同、送交司法機關處理（如違反當地政府的法律法規）等。我們要求所有員工養成嚴格遵守規章制度的習慣，杜絕一切行賄受賄行為。我們將紀檢監察工作深入到經營過程中，確保在絕對保密的情況下可以通過不同渠道（包括舉報郵箱和電話）通報利用職務謀取個人私利、賄賂、勒索、欺詐及洗黑錢等違紀、違規或違法的個案，而且我們設置員工建議箱，獎勵提出好建議的員工。於報告期內，並無涉及指控本集團或本集團員工貪污的訴訟案件。

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VII. COMMUNITY INVESTMENT

The Group is committed to build the corporate culture of “open and creative, win-win, harmonious development and community contribution”, and devoted to charitable activities to show our determination in taking up the social responsibility, to care for the people in need and to push on building a harmonious enterprise. During the reporting period, we organized “Care for Children’s Village” activity to give daily and study supplies to the kids with financial difficulty and let the children fully feel our care towards them. We also clean up the snow on the streets, give cooling drinks to the police and firefighters, etc. Besides, we donated e-books in “E-book Donation” activity. E-book is paperless and saved the trees from paper production and printing, and avoid damage to the ecological environment. Promotion of use of e-books can help protecting the environment.

The Group is a responsible taxpayer and offers job opportunities to local people. We paid “five insurances and housing provident fund” for staff in Mainland China and the mandatory provident fund contributions for staff in Hong Kong. We run our business following good practices; we actively promote green energy-saving and environmental friendly concepts; we set up a role model for the industry; and to some certain extent, we have contributed to social stability and building a harmonious community.

VIII. HONOR

During the reporting period, we were awarded the following important honors:

- May First Labor Medal in Xi’an
- Reliable Consumer Unit
- “2018 Xi’an Most China” Most Creative Award for Business Service Industry
- “Worker Pioneer” honorary title
- Direct Reporting Point of Political and Administrative Stand in the Economic and Technological Development Zone in Xi’an
- Firefighting Work Advance Unit in 2018

七、社區投資

本集團秉承「開放創新、携守共贏、和諧發展、饋效社會」的企業文化，致力於公益事業，彰顯我們勇於承擔社會責任，關愛有需要人士的價值目標，推進和諧企業建設。於報告期內，我們組織了「兒童村獻愛心」活動，送贈生活及學習用品予有困難的兒童，讓孩子們充分感受到我們企業的關愛；清理社區街道積雪；贈送消暑飲品予公安及消防等前線人員。此外，我們於「公益書屋捐贈活動」贈送電子書屋，電子書不需依賴紙張，它不需砍伐大量樹木來製造紙張和印刷書籍，避免破壞生態環境，因此積極推廣電子書的使用有助於推動環境保護。

本集團依法經營納稅，協助緩解當地的就業壓力，不遺餘力；為國內員工繳納五險一金（香港員工參加強積金計劃）。我們一直保持良好的經營、積極推行節能綠色環保理念及營造良好的發展秩序，是行業裡的榜樣，在保持社會穩定、建設和諧社區方面，有一定的貢獻。

八、榮譽

於報告期內，我們獲得以下的重要榮譽：

- 西安市五一勞動獎章
- 放心消費單位
- 「2018年西安最中國」商貿服務業評選最佳創意獎
- 「工人先鋒號」榮譽稱號
- 西安經濟技術開發區政風行風監測直報點
- 2018年度消防工作先進單位

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- Firefighting Work Advance Personal Unit in 2018
- Role Model Workers' Home in Xi'an City

- 2018年度消防工作先進個人
- 西安市模範職工小家

IX. ENVIRONMENTAL, SOCIAL AND GOVERNANCE IMPLEMENTATION

ESG Committee is established and chaired by the Chief Executive Officer of the Group. The committee members include representatives from major departments, including the Human Resources Department, the Marketing Planning Department, the Enterprise Management, the Internal Control Department, the Engineering Property Center, the Finance Department, the Employees' Union, etc. The ESG Committee will follow the requirement of laws and regulations; and to conduct business following appropriate best practices; like setting up ESG targets, policies, procedures and guidelines. In order to promote our Group's business and the long-term sustainable development of the local community of our business locations, we improve our corporate governance, protect the environment, engage our stakeholders and to contribute to the society. We have five ESG Task Forces under the ESG Committee, with keys members from the related departments assisting the ESG Committee to supervise and monitor the progress of various ESG activities, to coordinate in setting up key performance indicators, to regularly assess the effectiveness, and to hold seminars to enhance the staff awareness in environmental protection. The ESG Committee is responsible for submitting reports and improvement proposals to the Board on a periodic basis.

九、環境、社會和管治的執行

成立ESG委員會，由本集團行政總裁擔任主席，成員包括本集團各主要部門的代表，分別來自人力資源部、市場策劃部、企業管理部、內控監察部、工程物保部、財務部、員工工會等。ESG委員會會按法例要求和合適的最佳慣例，就ESG制定目標、政策、程序及指引，透過提升企業管治、保護環境、促進持份者關係和回饋社會行動，以推動本集團業務和業務所在社區的長遠可持續發展。ESG委員會屬下設5個ESG小組，小組成員來自各有關部門的骨幹，分別負責協助ESG委員會監督各部門推展ESG有關事宜、協助制定關鍵績效指標及定期評估成效、並舉辦講座及組織活動以提升員工對保護環境的意識。ESG委員會負責定期向董事局彙報執行情況及提出優化建議。

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The terms of reference, organizational structure, reporting line and members of the ESG Committee are as follows:

ESG委員會的職權範圍、組織架構、彙報管道及成員如下：

Environmental, Social and Governance Committee Leader: Chief Executive Officer (Secretary of the Committee: Company Secretary of the Group)

環境、社會及管治委員會領導：行政總裁
(委員會秘書：公司秘書)

Environmental, Social and Governance Committee Convenor 環境、社會及管治委員會召集人

Community and Shareholders/Investors Focus Task Force 投資者和社會關注小組	Employees and Occupational Safety Focus Task Force 員工和職安關注小組	Suppliers Focus Task Force 供應商關注小組	Customers Focus Task Force 客戶關注小組	Environmental Focus Task Force 環境保護關注小組
Xi'an – Enterprise Management 西安—企業管理	Xi'an – Human Resources Department 西安—人力資源部	Xi'an – Purchasing Department 西安—採購部	Xi'an – Customer Service Department 西安—顧客服務部	Xi'an – Engineering Property Center 西安—工程物保中心
<ul style="list-style-type: none"> ➢ To maintain good communication with shareholders and other stakeholders, and to enhance shareholders' value in the long run ➢ To care for the community and people in need; to ensure that the interests of the community are considered in conducting business activities ➢ 與股東和其他持份者保持良好的溝通，提高股東的長遠價值 ➢ 關心社會及有需要人士，確保業務活動會考慮社區的利益 	<ul style="list-style-type: none"> ➢ To care for our people, from recruitment, training to developing our employees ➢ To maintain good communication and interactions with the management team ➢ To give appropriate encouragement and recognition to employees ➢ To provide a safe working environment ➢ To prevent bribes, extortion, frauds and money laundering ➢ 關注員工的招聘、培育和發展 ➢ 與管理團隊作良好的溝通和互動 ➢ 對員工給予適當的鼓勵及肯定 ➢ 提供安全的工作環境 ➢ 關注賄賂、勒索、欺詐及洗黑錢的防避 	<ul style="list-style-type: none"> ➢ To pay attention to product safety from suppliers ➢ To focus on the procurement procedures and the practice in supplier selection ➢ To maintain good communication and interactions with suppliers and to build up trust; so as to keep the good reputation, integrity and sustainable development of the Group ➢ 關注供應商商品安全 ➢ 關注採購程序和聘用供應商的慣例 ➢ 與供應商保持良好的溝通和建立互信，以促進集團的聲譽、誠信和可持續性發展 	<ul style="list-style-type: none"> ➢ To concern about the customers' service quality expectations ➢ To maintain good communication and interactions with customers and to build up trust; so as to keep the good reputation, integrity and sustainable development of the Group ➢ To focus on protecting our customers' rights and interests; and their privacy ➢ 關注顧客服務質素及期望 ➢ 與顧客保持良好的溝通和建立互信，以促進集團的聲譽、誠信和可持續性發展 ➢ 關注智慧財產權和客戶私隱的保護 	<ul style="list-style-type: none"> ➢ To cultivate a corporate culture in promoting energy conservation, to prevent pollution, to reduce emissions and to reduce wastes ➢ To pay attention to the environmental protection related policies, measures and effectiveness (including setting up of KPIs and performance evaluation) ➢ 鼓勵節約能源、防止污染、減少碳排放、保護天然資源和減少浪費的企業文化 ➢ 關注環保政策、措施和成效(包括關鍵績效指標的制定及評估成效)

Environmental, Social and Governance Report

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X. VISION OUTLOOK

As a good corporate citizen, the Group strives to strike a balance between achieving the corporate economic goals and business objectives, and to fulfill their social responsibility. We will continue to evaluate our performance in environmental protection, employee care, merchandise/service quality and community investment and to build edge for the sustainable development of the Group.

The Group will endeavor to comply with the stringent laws and regulations of environmental protection, allocate resources to improve equipment and facilities using natural resources. We will also put employee satisfaction and production safety as its top priority. The Group aims at attracting more talents through providing a safe workplace and competitive remuneration scheme. As for merchandise and service quality, we will continue to invest resources for further enhancement of our employees' service quality and to provide better customer service and high quality merchandises to our customers. We are also committed to fulfilling our social responsibility by actively participating in charitable activities and promoting the community's sustainable development.

The Group aspires to become a respectable enterprise. Going forward, the Group serves to enhance its business performance through implementation of sustainable development strategies and to generate more meaningful long-term value for the enterprise and its stakeholders.

十、未來願景

作為良好的企業公民，本集團希望平衡實踐企業的經營宗旨和業務目標，以及履行社會責任。我們將繼續關注在環境保護、員工關懷、商品／服務質量和社區貢獻等層面的表現，以締造可持續發展的新優勢。

本集團將堅持遵守日益嚴謹的環保法律法規，積極推廣及參與各類環保活動，投入資源優化使用天然資源的設備與設施。我們亦會以滿足員工及工作安全為前提，提供安全優質的工作環境，並以有競爭力的薪酬機制，吸納更多技術型和管理方面的優秀人才。在商品質量和客戶服務方面，我們將不斷投放資源，提升員工的服務質素，以提供更高水平的服務及高品質的商品予客戶。同時，我們將堅守承擔社會責任的初心，積極參與公益事業，努力推動社區可持續發展。

本集團以成為一家受尊敬的企業為目標，希望透過實踐可持續發展策略，提升業務表現，為企業及持份者創造更多更有意義的長遠價值。

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XI. ENVIRONMENTAL PERFORMANCE DATA SUMMARY

十一、環境數據表現摘要

	Unit	2018/19	(Restated) ⁴ 2017/18
	單位	2018/19年度	(重列) ⁴ 2017/18年度
Greenhouse gas ("GHG") emissions:			
溫室氣體：			
Scope 1¹:			
範圍一 ¹ :			
Total	Tonnes	148.32	127.98
總量	噸		
Intensity³	Tonnes	0.66	0.57
密度 ³	噸		
Scope 2²:			
範圍二 ² :			
Total	Tonnes	36,204.75	37,046.21
總量	噸		
Intensity³	Tonnes	160.06	163.78
密度 ³	噸		
Air emissions:			
廢氣總排放量：			
Nitrogen oxides	Tonnes	2.82	2.73
氮氧化物	噸		
Sulfur oxides	Tonnes	0.36	0.36
硫氧化物	噸		
Particles	Tonnes	0.82	0.83
顆粒物	噸		
Non-hazardous wastes:			
無害固體廢物：			
Total	Tonnes	2,648.40	3,019.50
總量	噸		
Intensity³	Tonnes	11.71	13.35
密度 ³	噸		
Packaging materials used for merchandise:			
商品所用包裝材料：			
Total	Tonnes	20.56	21.00
總量	噸		
Intensity³	Tonnes	0.09	0.09
密度 ³	噸		

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	Unit	2018/19	(Restated) ⁴ 2017/18
	單位	2018/19年度	2017/18年度
Energy and water consumption:			
天然資源消耗量：			
Electricity:			
電力：			
Total	MWh	38,864.33	39,767.69
總量	兆瓦時		
Intensity³	MWh	171.81	175.81
密度 ³	兆瓦時		
Diesel:			
柴油：			
Total	Litre	11.05	11.48
總量	噸		
Intensity³	Litre	0.05	0.05
密度 ³	噸		
Gasoline:			
汽油：			
Total	Litre	5.70	5.14
總量	噸		
Intensity³	Litre	0.03	0.02
密度 ³	噸		
Natural gas:			
天然氣：			
Total	Cubic meter	52,093.00	41,171.00
總量	立方米		
Intensity³	Cubic meter	230.30	182.01
密度 ³	立方米		
Water:			
水資源：			
Total	Cubic meter	327,240.81	350,669.80
總量	立方米		
Intensity³	Cubic meter	1,446.69	1,550.26
密度 ³	立方米		

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Notes:

- 1 Scope 1 refers to the Group's business direct GHG emission, including combustion of diesel, gasoline and natural gas.
- 2 Scope 2 refers to the Group's business indirect GHG emissions, including consumption of purchased electricity.
- 3 The Group's greenhouse gas emission intensity is calculated based on 0.001 square meters (m²) of the floor area of the shopping malls and offices. During the reporting period, there were no expansions in the shopping malls, supermarkets and offices nor the relocation or demolition project related to the business.
- 4 Part of the data for the previous year needs to be restated for comparison purposes.

附注：

- 1 範圍一是指本集團業務因直接使用燃料而產生的溫室氣體排放，包括燃燒柴油、汽油及天然氣。
- 2 範圍二是指本集團業務內部消耗購回來的電力所引致的「間接能源」溫室氣體排放。
- 3 以上環境表現數據的密度是按商場及辦公室的建築面積的0.001平方米進行計算，而於報告期內與業務相關的商場、購物中心、超級市場及辦公室未有進行任何擴建或遷拆工程。
- 4 上年度部分數據需重列作為比較用途。

XII. "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE" BY THE STOCK EXCHANGE

十二、聯交所《環境、社會及管治報告指引》

General Disclosure/

Key Performance

Indicators ("KPIs")

一般披露/
關鍵績效指標

Reporting Guideline

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Page

頁數

A. Environmental

A.環境

Aspect A1

層面A1

General Disclosure

一般披露

KPI A1.1

關鍵績效指標A1.1

Emissions

排放物

Information on:

- (a) the policies; and
- (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：

- (a) 政策；及
- (b) 遵守對發行人有重大影響的相關法律及規例的資料。

The types of emissions and respective emissions data.

排放物種類及相關排放數據。

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69 – 71, 73 – 75,
78 & 93 – 95

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General Disclosure/ Key Performance Indicators (“KPIs”) 一般披露/ 關鍵績效指標	Reporting Guideline 報告指引	Page 頁數
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	73 – 75, 78, 93 – 95
關鍵績效指標A1.2	溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	N/A ¹
關鍵績效指標A1.3	所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	不適用 ¹
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	70 – 71, 93 – 95
關鍵績效指標A1.4	所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	
KPI A1.5	Description of measures to mitigate emissions and results achieved.	69 – 71
關鍵績效指標A1.5	描述減低排放量的措施及所得成果。	
KPI A1.6	Description of how hazardous ¹ and non-hazardous wastes are handled, reduction initiatives and results achieved.	70 – 71
關鍵績效指標A1.6	描述處理有害 ¹ 及無害廢棄物的方法、減低產生量的措施及所得成果。	
Aspect A2 層面A2	Use of Resources 資源使用	
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源（包括能源、水及其他原材料）的政策。	72 – 80
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (MWh) and intensity ¹ (e.g. per unit of production volume, per facility).	72 – 78 & 93 – 95
關鍵績效指標A2.1	按類型劃分的直接及／或間接能源（如電、氣或油）總耗量（以千個千瓦時計算）及密度（如以每產量單位、每項設施計算）。	

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General Disclosure/ Key Performance Indicators (“KPIs”) 一般披露／ 關鍵績效指標	Reporting Guideline 報告指引	Page 頁數
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity 1 (e.g. per unit of production volume, per facility). 總耗水量及密度（如以每產量單位、每項設施計算）。	79 & 93 – 95
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	72 – 78
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升水效益計劃及所得成果。	79
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for merchandise (in tonnes) and, if applicable, with reference to per unit produced 1. 商品所用包裝材料的總量（以噸計算）及（如適用）每產量單位的用量。	93 – 95
Aspect A3 層面A3	The Environment and Natural Resources 環境及天然資源	
General Disclosure 一般披露	Policies on minimizing the issuer’s significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	80
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	80

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General Disclosure/ Key Performance Indicators (“KPIs”) 一般披露/ 關鍵績效指標	Reporting Guideline 報告指引	Page 頁數
B. Social 2 B.社會2		
Aspect B1 層面B1 General Disclosure 一般披露	Employment and Labor Practices 僱傭 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	81 – 85
Aspect B2 層面B2 General Disclosure 一般披露	Health and Safety 健康與安全 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	83 – 85
Aspect B3 層面B3 General Disclosure 一般披露	Development and Training 發展及培訓 Policies on improving employees’ knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	83

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General Disclosure/ Key Performance Indicators (“KPIs”)	Reporting Guideline	Page
一般披露／ 關鍵績效指標	報告指引	頁數
Aspect B4 層面B4 General Disclosure 一般披露	Labor Standards 勞工準則 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labor. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	81
Aspect B5 層面B5 General Disclosure 一般披露	Supply Chain Management 供應鏈管理 Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	86
Aspect B6 層面B6 General Disclosure 一般披露	Product and Service Responsibility 商品和服務責任 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供商品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	87 – 88
Aspect B7 層面B7 General Disclosure 一般披露	Anti-corruption 反貪污 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	88

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Aspect B8

層面B8

General Disclosure

一般披露

Community Investment

社區投資

Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities’ interests.

有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。

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Notes:

- 1 The Group’s main business is operating department stores, shopping centers and supermarkets. We did not generate any hazardous wastes.
- 2 Pursuant to Appendix 27 of the “Main Board Listing Rules”, the KPIs under Area B “Social” are recommended disclosures only. Therefore, the Group choose not to disclose those KPIs in this report.

附註：

- 1 本集團主要業務是經營百貨商場、購物中心及超級市場，因此沒有產生任何有害廢物。
- 2 由於《主板上市規則》附錄27有關「主要範疇B.社會」的關鍵績效指標只屬建議披露條文，因此本集團選擇不披露該等關鍵績效指標。

Independent Auditor's Report

獨立核數師報告

**Independent auditor's report to the shareholders of
Century Ginwa Retail Holdings Limited**
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Century Ginwa Retail Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 109 to 256, which comprise the consolidated statement of financial position as at 31 March 2019, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKASs") 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") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

致世紀金花商業控股有限公司各股東的
獨立核數師報告
(於百慕達註冊成立之有限公司)

意見

我們已審核載列於第109至256頁的世紀金花商業控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,當中包括於二零一九年三月三十一日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一九年三月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例之適用披露要求妥為編製。

意見基準

我們已按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核工作。我們根據該等準則的責任進一步描述於本報告「核數師有關審核綜合財務報表的責任」一節。按照香港會計師公會的「專業會計師操守守則」(「守則」)連同有關百慕達與我們對綜合財務報表的審核相關的任何道德要求,我們獨立於 貴集團,且我們已按照該等要求及守則履行其他道德責任。我們相信,我們獲取的審核證據屬充分、適當,為發表審核意見提供了基礎。

關鍵審核事項

關鍵審核事項指根據我們的專業判斷,在我們對本期綜合財務報表的審核中最重要的事項。該等事項在我們對綜合財務報表進行整體審核及就此達致意見時處理,我們並不就此另外提供意見。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審核事項 (續)

Assessment of impairment of goodwill

商譽減值評估

Refer to Note 15 to the consolidated financial statements and the accounting policies in Note 2(f).
請參閱綜合財務報表附註15及附註2(f)的會計政策。

The Key Audit Matter

關鍵審核事項

As at 31 March 2019, goodwill, which arose from business acquisitions in prior years, amounted to RMB693.4 million and accounted for approximately 8.4% of the Group's total assets at that date. Impairment losses on goodwill of RMB194.7 million were recognised in the consolidated statement of profit or loss for the year ended 31 March 2019 (31 March 2018: RMB Nil).

於二零一九年三月三十一日，商譽（因過往年度收購業務而產生）達人民幣693,400,000元，佔該日貴集團的總資產約8.4%。於截至二零一九年三月三十一日止年度之綜合損益表內已確認商譽之減值虧損人民幣194,700,000元（二零一八年三月三十一日：人民幣零元）。

The financial performance of the Group's department stores and supermarket operations, as a consequence of a slow down in economic growth in the People's Republic of China (the "PRC"), as well as intense competition from surrounding shopping malls and online retail sales, has underperformed management's expectations when these businesses were acquired, which has increased the risk that goodwill related to these business acquisitions may be impaired.

由於中華人民共和國（「中國」）經濟增長放緩及來自周邊購物中心與網上零售的競爭加劇，貴集團百貨商場及超級市場業務的財務表現低於管理層收購該等業務時的預期，增加了有關收購該等業務的商譽可能減值的風險。

Management performs impairment assessments of the relevant CGUs to which goodwill has been allocated at the end of each reporting period. Management compares the carrying amount of each CGU with its recoverable amount, which is determined by assessing the value-in-use based on discounted cash flow forecasts.

管理層已於各報告期末對獲分配商譽的相關現金產生單位進行減值評估。管理層將各現金產生單位的賬面值與其可收回金額比較，可收回金額乃透過基於貼現現金流預測評估使用價值而釐定。

How the matter was addressed in our audit

我們的審核中如何處理有關事項

Our audit procedures to assess impairment of goodwill included the following:

我們評估商譽減值的審核程序包括以下各項：

- assessing and challenging the Group's identification of cash-generating units ("CGUs") and the allocation of goodwill and other assets to those CGUs;
- 評估及質疑貴集團對現金產生單位（「現金產生單位」）的識別及向該等現金產生單位分配商譽及其他資產；
- assessing the reliability of management's cash flow forecasting process by comparing the previous year's forecasts with the current year's results, discussing significant variances with management and considering the effect of such variances on the current year's forecasts;
- 透過將上一年度的預測與本年度業績比較，評估管理層現金流預測過程的可靠性，與管理層討論重大偏差，並考慮該偏差對本年度預測的影響；
- involving our internal valuation specialists to assist us in evaluating management's valuation methodology, in assessing the discount rate applied by comparison with the discount rates for similar companies in the same industry and in assessing the key assumptions adopted in the cash flow forecasts based on available market information and by comparison with other companies in the same industry;
- 安排我們的內部估值專家協助我們評估管理層的估值方法，以透過比較同行業類似公司的貼現率，評估所採納的貼現率，並基於可獲得的市場資料及與同行業其他公司比較，評估現金流預測中採納的關鍵假設；

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審核事項 (續)

Assessment of impairment of goodwill (continued)

商譽減值評估 (續)

The Key Audit Matter

關鍵審核事項

The preparation of discounted cash flow forecasts involves the exercise of significant management judgement, in particular in forecasting revenue growth and operating profit and in determining appropriate discount rates.

編製貼現現金流預測涉及管理層作出重大判斷，尤其是在預測收益增長及經營溢利以及釐定適當的貼現率時。

We identified the assessment of impairment of goodwill as a key audit matter because the carrying value of goodwill is material to the consolidated financial statements, and also because management's forecasts of the future cash flows involve certain critical judgements in respect of the assumptions made, which are inherently uncertain and could be subject to management bias.

我們認為商譽減值的評估是一項關鍵審核事項，原因是商譽的賬面值對綜合財務報表屬重大，且管理層對未來現金流預測涉及有關所作出假設的若干關鍵判斷，而該等判斷本質上是不確定的，可能受到管理層偏見的影响。

How the matter was addressed in our audit

我們的審核中如何處理有關事項

- obtaining management's sensitivity analysis and challenging the key assumptions to which the outcome of the impairment assessments was most sensitive, including forecast revenue and forecast profit margins, and considering if there was any indication of management bias in the selection of these assumptions; and
- 獲取管理層的敏感度分析，質疑減值評估結果最敏感的關鍵假設（包括預測收益及預測利潤率），考慮是否有任何跡象顯示管理層在選擇該等假設時存在管理層偏見；及
- considering the disclosures in the consolidated financial statements in respect of the impairment assessments.
- 考慮綜合財務報表中有關減值評估的披露。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審核事項 (續)

Valuation of land and buildings held for own use and investment property

持作自用之土地及樓宇以及投資物業估值

Refer to Notes 12 and 13 to the consolidated financial statements and the accounting policies in Notes 2(h) and (i).

請參閱綜合財務報表附註12及13以及附註2(h)及(i)的會計政策。

The Key Audit Matter

關鍵審核事項

The Group is engaged in the operation of department stores, a shopping mall and supermarkets in the PRC.

貴集團主要從事在中國經營百貨商場、購物中心及超級市場。

The Group's land and buildings held for own use and investment property are revalued at the end of each reporting period and are stated at their fair values.

貴集團持作自用之土地及樓宇以及投資物業於各報告期末重估，按其公允值入賬。

As at 31 March 2019, land and buildings held for own use and an investment property with aggregate fair value of RMB4,225 million accounted for approximately 51.1% of the Group's total assets at that date.

於二零一九年三月三十一日，總公允值為人民幣4,225,000,000元的持作自用之土地及樓宇以及投資物業佔該日 貴集團總資產約51.1%。

The fair values of land and buildings held for own use and the investment property were assessed by the board of directors based on independent valuations prepared by an external property valuer using certain estimates, which included comparable market prices.

持作自用之土地及樓宇以及投資物業的公允值乃由董事會基於外部物業估值師使用若干估計（包括可資比較市場價格）編製的獨立估值而評估。

We identified the valuation of land and buildings held for own use and investment property as a key audit matter because of the significance of their value to the Group's total assets and also because determining their fair values involves a significant degree of judgement.

我們認為持作自用之土地及樓宇以及投資物業的估值為一項關鍵審核事項，原因是其價值對 貴集團總資產屬重大，且釐定其公允值涉及重大程度的判斷。

How the matter was addressed in our audit

我們的審核中如何處理有關事項

Our audit procedures to assess the valuation of leasehold land and buildings held for own use and investment property included the following:

我們評估持作自用之土地及樓宇以及投資物業估值的審核程序包括以下各項：

- assessing the external property valuer's qualifications, expertise and experience and considering the external property valuer's objectivity and independence;
- 評估外部物業估值師的資格、專長及經驗，並考慮其客觀性及獨立性；
- assessing whether the properties held by the Group were valued on a consistent basis using a consistent methodology by inquiry of management and the external property valuer;
- 透過查詢管理層及外部物業估值師，評估 貴集團持有的物業是否使用一致方法按一致基準估值；
- involving our internal valuation specialists to assist us in assessing the valuations prepared by the external property valuer by evaluating the valuation methodology adopted and comparing the valuations with recent sales transactions of properties of the same type and in the similar location as the Group's properties which were subject to valuation; and
- 安排我們的內部估值專家協助我們評估外部物業估值師編製的估值，評估所採納的估值方法，比較估值及 貴集團估值物業的類型及地點相同的物業的近期銷售交易；及
- considering the disclosures in the consolidated financial statements in respect of the valuation of land and buildings held for own use and investment property.
- 考慮綜合財務報表中有關持作自用之土地及樓宇以及投資物業估值的披露。

Independent Auditor's Report

獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

除綜合財務報表及核數師報告以外的資料

董事對其他資料負責。其他資料包括年報中包含的所有資料，但不包括綜合財務報表及我們就此的核數師報告。

我們對綜合財務報表的意見不涵蓋其他資料，且我們並不對此發表任何形式的保證結論。

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他資料，並同時考慮其他資料是否與綜合財務報表或我們在審核過程中獲得的了解存在重大不一致或看似被重大錯報。

倘若基於我們進行的工作，我們認為該其他資料存在重大錯報，則我們須報告該事實。我們在此方面無任何發現可報告。

董事對綜合財務報表的責任

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

在編製綜合財務報表時，董事有責任評估貴集團持續經營的能力，披露（如適用）與持續經營有關的事項，並使用持續經營會計基準（除非董事擬將貴集團清盤或終止經營，或除此之外並無其他可行的選擇）。

董事在履行監督貴集團財務報告程序的職責時獲審核委員會協助。

Independent Auditor's Report

獨立核數師報告

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師審核綜合財務報表的責任

我們的目標是就綜合財務報表整體是否不存在重大錯報（不論因欺詐或錯誤導致）取得合理保證，並出具包含我們意見的核數師報告。本報告根據一九八一年百慕達公司法第90條僅向閣下提供，不得用於其他用途。我們概不就本報告的內容向其他任何人負有或承擔任何責任。

合理保證是一種高水平的保證，但並不保證按照香港審計準則進行的審核總能發現所存在的重大錯報。錯報可能因欺詐或錯誤而產生，如個別或整體合理預期可能影響用戶基於該等綜合財務報表作出的經濟決定，則屬重大。

作為按照香港審計準則進行審核的一部分，我們在整個審核期間作出專業判斷並保持專業懷疑。我們亦：

- 識別及評估綜合財務報表中存在重大錯報（不論因欺詐或錯誤導致）的風險，設計及執行應對該等風險的審核程序，並取得充分適當的審核證據，為我們的意見提供基礎。未發現欺詐導致重大錯報的風險高於錯誤導致重大錯報的風險，原因是欺詐可能涉及勾結、偽造、故意遺漏、虛假陳述或超越內部控制。
- 取得與審核相關的內部控制的¹理解，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的適當性及所作出會計估計的合理性。

Independent Auditor's Report

獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

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

核數師審核綜合財務報表的責任 (續)

- 對董事使用持續經營會計基準的適當性，及（基於所取得的審核證據）是否存在與事件或狀況相關且可能導致對 貴集團持續經營能力產生重大疑問的重大不確定性得出結論。倘若我們認為存在重大不確定性，需要在核數師報告中提請注意綜合財務報表的相關披露或（如該披露不足）修改我們的意見。我們的結論基於截至核數師報告日期所獲得的審核證據。然而，未來事件或狀況可能導致 貴集團無法持續經營。
- 評價綜合財務報表的整體列報、結構及內容，包括披露及綜合財務報表是否按實現公允列報的方式反映了相關交易及事件。
- 獲取有關 貴集團內實體或業務活動的財務資料的充分適當的審核證據，以對綜合財務報表發表意見。我們負責指導、監督及進行集團審核。我們仍然對我們的審核意見承擔全部責任。

我們就（其中包括）審核的規劃範圍及時間與重大審核結果（包括我們在審核中發現的內部控制重大缺陷）與審核委員會溝通。

我們亦向審核委員會提供一份聲明，表示我們已遵守有關獨立性的相關道德要求，並就合理可能導致對我們獨立性產生疑問的所有關係及（如適用）相關保障措施與審核委員會溝通。

Independent Auditor's Report

獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheung Tsz Chung.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 June 2019

核數師審核綜合財務報表的責任 (續)

根據與審核委員會溝通的事項，我們認為有關事項是對審核本期間綜合財務報表而言最重要的事項，因此屬於關鍵審核事項。我們在核數師報告中說明該等事項，除非法律或法規禁止公開披露該事項，或（在極少數情況下）由於其不利後果合理預期將超過公開披露所帶來的公共利益，我們認為該事項不應在我們的報告中披露。

出具本獨立核數師報告的審計項目合夥人是張子頌。

畢馬威會計師事務所
執業會計師

香港中環
遮打道10號
太子大廈8樓

二零一九年六月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度
(Expressed in Renminbi ("RMB")) (以人民幣(「人民幣」)呈列)

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
Revenue	收益	4	1,054,065	1,159,060
Other net income	其他淨收入	5	3,895	17,658
Cost of goods sold	貨品銷售成本	20	(517,105)	(557,206)
Sales and other taxes and surcharges	銷售及其他稅項及附加稅		(28,535)	(34,416)
Staff costs	員工成本	6(b)	(144,066)	(146,462)
Operating lease expenses	經營租賃開支		(39,772)	(51,283)
Depreciation expenses	折舊開支	12	(143,350)	(141,959)
Utilities expenses	公共事業開支		(37,770)	(42,182)
Advertisement expenses	廣告開支		(21,456)	(26,878)
Impairment losses on goodwill	商譽減值虧損	15	(194,728)	-
Other operating expenses	其他經營開支		(90,878)	(32,875)
(Loss)/profit from operations	經營(虧損)/溢利		(159,700)	143,457
Valuation gain on an investment property	投資物業估值收益	13	-	200
Net finance costs	財務費用淨額	6(a)	(88,107)	(96,997)
(Loss)/profit before taxation	除稅前(虧損)/溢利	6	(247,807)	46,660
Income tax	所得稅	7	(16,018)	(23,012)
(Loss)/profit for the year	本年度(虧損)/溢利		(263,825)	23,648
Attributable to:	由以下人士應佔:			
Equity shareholders of the Company	本公司股東		(261,575)	27,234
Non-controlling interests	非控股權益		(2,250)	(3,586)
(Loss)/profit for the year	本年度(虧損)/溢利		(263,825)	23,648
(Loss)/earnings per share	每股(虧損)/溢利			
Basic (RMB)	基本(人民幣元)	11(a)	(0.113)	0.012
Diluted (RMB)	攤薄(人民幣元)	11(b)	(0.113)	0.011

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

The notes on pages 119 to 256 form part of these financial statements.

第119至256頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度
(Expressed in RMB) (以人民幣呈列)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note (i)) (附註(i))
(Loss)/profit for the year	本年度(虧損)/溢利	(263,825)	23,648
Other comprehensive income for the year (after tax and reclassification adjustments):	本年度其他全面收益(經扣除稅項及重新分類調整):		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益之項目:		
– Surplus on revaluation of land and buildings held for own use	– 重估持作自用之土地及樓宇盈餘	10 18,695	70,646
– Equity investments at fair value through other comprehensive income: net movement in fair value reserve (non-recycling)	– 按公允值計入其他全面收益之權益投資: 公允值儲備變動淨額(不可劃轉)	10 (37,231)	–
		(18,536)	70,646
Items that may be reclassified subsequently to profit or loss:	期後可重新分類至損益之項目:		
– Available-for-sale financial assets: net movement in the fair value reserve (Note (ii))	– 可供出售金融資產: 公允值儲備變動淨額(附註(ii))	10 –	(50,760)
– Exchange differences on translation into presentation currency	– 兌換為呈列貨幣之匯兌差額	10 (14,438)	20,529
		(14,438)	(30,231)
Other comprehensive income for the year	本年度其他全面收益	(32,974)	40,415
Total comprehensive income for the year	本年度全面收益總額	(296,799)	64,063

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2019 截至二零一九年三月三十一日止年度
(Expressed in RMB) (以人民幣呈列)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note (i)) (附註(i))
	Note 附註		
Attributable to:	由以下人士應佔：		
Equity shareholders of the Company	本公司股東	(288,549)	74,637
Non-controlling interests	非控股權益	(8,250)	(10,574)
Total comprehensive income for the year	本年度全面收益總額	(296,799)	64,063

Notes:

- (i) The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).
- (ii) This amount arose under the accounting policies applicable prior to 1 April 2018. As part of the opening balance adjustments as at 1 April 2018 the balance of this reserve has been reclassified to fair value reserve (non-recycling) and will not be reclassified to profit or loss in any future periods. See Note 2(c).

The notes on pages 119 to 256 form part of these financial statements.

附註：

- (i) 本集團於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。
- (ii) 該金額根據於二零一八年四月一日前適用之會計政策產生。作為於二零一八年四月一日期初餘額調整之一部分，該儲備餘額已重新分類至公允價值儲備（不可劃轉），且將不會重新分類至任何未來期間之損益。見附註2(c)。

第119至256頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2019 於二零一九年三月三十一日

(Expressed in RMB) (以人民幣呈列)

		Note	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	3,122,037	3,186,870
Investment property	投資物業	13	1,294,000	1,332,600
Intangible assets	無形資產	14	424,812	424,812
Goodwill	商譽	15	693,423	888,151
Prepayments for acquisition of properties	收購物業之預付款項	17	1,394,869	1,139,060
Available-for-sale financial assets	可供出售金融資產	18	–	296,400
Other financial assets	其他金融資產	18	252,600	–
Interests in joint ventures	於合資企業權益		1	1
Deferred tax assets	遞延稅項資產	26(b)	18,239	11,393
			7,199,981	7,279,287
Current assets	流動資產			
Short-term investments	短期投資	19	–	160,761
Inventories	存貨	20	41,823	73,499
Trade and other receivables	應收賬款及其他應收款	21	475,157	351,970
Cash at bank and on hand	銀行結存及手頭現金	22	544,690	614,681
			1,061,670	1,200,911
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	23	1,135,079	1,095,317
Bank and other loans	銀行及其他貸款	24(a)	866,401	792,149
Income tax payable	應付所得稅	26(a)	38,970	44,618
			2,040,450	1,932,084
Net current liabilities	流動負債淨額		(978,780)	(731,173)
Total assets less current liabilities	總資產減流動負債		6,221,201	6,548,114
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	24(b)	1,498,000	1,541,000
Deferred tax liabilities	遞延稅項負債	26(b)	634,976	621,515
			2,132,976	2,162,515
NET ASSETS	資產淨額		4,088,225	4,385,599

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2019 於二零一九年三月三十一日
(Expressed in RMB) (以人民幣呈列)

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
		Note 附註		
CAPITAL AND RESERVES	股本及儲備	27		
Share capital	股本		199,369	199,369
Reserves	儲備		3,758,902	4,047,991
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額		3,958,271	4,247,360
Non-controlling interests	非控股權益		129,954	138,239
TOTAL EQUITY	權益總額		4,088,225	4,385,599

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

Approved and authorised for issue by the board of directors on 28 June 2019.

經董事會於二零一九年六月二十八日批准及授權刊發。

Chan Wai Kwong, Peter

陳為光

Director

董事

Sha Yingjie

沙英杰

Director

董事

The notes on pages 119 to 256 form part of these financial statements.

第119至256頁之附註乃組成該等財務報表之部份。

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
(Expressed in RMB) (以人民幣呈列)

		Attributable to equity shareholders of the Company 本公司股東應佔												
		Share capital	Share premium	Shares held under share award scheme	Capital reserve	Contributed surplus	Property revaluation reserve	Fair value reserve	Statutory reserves	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	持有的股份	資本儲備	繳入盈餘	重估儲備	公允儲備	法定儲備	匯兌儲備	保留溢利	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 27(c))	(Note 27(d)(i))	(Note 27(d)(ii))	(Note 27(d)(iii))	(Note 27(d)(iv))	(Note 27(d)(v))	(Note 27(d)(vi))	(Note 27(d)(vii))	(Note 27(d)(viii))	(Note 27(d)(ix))	(Note 27(d)(x))	(Note 27(d)(xi))	(Note 27(d)(xii))
Balance at 1 April 2017	於二零一七年四月一日結餘	198,480	1,133,854	(2,922)	(5,030)	995,255	1,054,795	7,181	128,653	107,001	551,225	4,168,492	148,813	4,317,305
Changes in equity for the year:	本年度權益變動:													
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	-	-	-	-	27,234	27,234	(3,586)	23,648
Other comprehensive income	其他全面收益	-	-	-	-	-	70,646	(43,772)	-	20,529	-	47,403	(6,988)	40,415
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	70,646	(43,772)	-	20,529	27,234	74,637	(10,574)	64,063
Shares issued under share option scheme	根據購股權計劃發行股份	889	2,741	-	(786)	-	-	-	-	-	-	2,844	-	2,844
Equity-settled share-based transactions (Note 25(a))	按股權結算以股份支付之交易(附註25(a))	-	-	-	1,387	-	-	-	-	-	-	1,387	-	1,387
Transfer between reserves	儲備間轉撥	-	-	-	(33,143)	-	-	-	-	-	33,143	-	-	-
Appropriation to reserves	轉撥至儲備	-	-	-	-	-	-	-	932	-	(932)	-	-	-
		889	2,741	-	(32,542)	-	-	-	932	-	32,211	4,231	-	4,231
Balance at 31 March 2018	於二零一八年三月三十一日結餘	199,369	1,136,595	(2,922)	(37,572)	995,255	1,125,441	(36,591)	129,585	127,530	610,670	4,247,360	138,239	4,385,599

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

(Expressed in RMB) (以人民幣呈列)

		Attributable to equity shareholders of the Company 本公司股東應佔													
		Shares held under share award scheme 根據股份獎勵計劃			Fair value							Non-controlling interests		Total equity	
Share capital	Share premium	Capital reserve	Contributed surplus	Property revaluation reserve	reserve (non-recycling)	Fair value reserve (recycling)	Statutory reserves	Exchange reserve	Retained profits	Total	Total	interests	Total equity		
股本	股份溢價	資本儲備	繳入盈餘	重估儲備	公允價值儲備 (不可劃轉)	公允價值儲備 (可劃轉)	法定儲備	匯兌儲備	保留溢利	總計	非控股權益	權益總額			
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元		
(Note 27(c))	(Note 27(d)(i))	(Note 27(d)(ii))	(Note 27(d)(iii))	(Note 27(d)(iv))	(Note 27(d)(v))	(Note 27(d)(vi))	(Note 27(d)(vii))	(Note 27(d)(viii))	(Note 27(d)(ix))	(Note 27(d)(x))	(Note 27(d)(xi))	(Note 27(d)(xii))	(Note 27(d)(xiii))		
(附註 27(c))	(附註 27(d)(i))	(附註 27(d)(ii))	(附註 27(d)(iii))	(附註 27(d)(iv))	(附註 27(d)(v))	(附註 27(d)(vi))	(附註 27(d)(vii))	(附註 27(d)(viii))	(附註 27(d)(ix))	(附註 27(d)(x))	(附註 27(d)(xi))	(附註 27(d)(xii))	(附註 27(d)(xiii))		
Balance at 31 March 2018	於二零一八年三月三十一日	199,369	1,136,595	(2,922)	(37,572)	995,255	1,125,441	-	(36,591)	129,585	127,530	610,670	4,247,360	138,239	4,385,599
Impact on initial application of HKFRS 9 (Note 2(c))	首次應用香港財務報告準則第9號之影響 (附註2(c))	-	-	-	-	-	-	(29,340)	36,591	-	-	(8,970)	(1,719)	(35)	(1,754)
Adjusted balance at 1 April 2018	於二零一八年四月一日之調整後結餘	199,369	1,136,595	(2,922)	(37,572)	995,255	1,125,441	(29,340)	-	129,585	127,530	601,700	4,245,641	138,204	4,383,845
Changes in equity for the year:	本年度權益變動:														
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(261,575)	(261,575)	(2,250)	(263,825)
Other comprehensive income	其他全面收益	-	-	-	-	18,695	(31,231)	-	-	(14,438)	-	(26,974)	(26,974)	(6,000)	(32,974)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	18,695	(31,231)	-	-	(14,438)	-	(261,575)	(288,549)	(8,250)	(296,799)
Equity-settled share-based transactions (Note 25(a))	按股權結算以股份支付之交易 (附註25(a))	-	-	-	1,179	-	-	-	-	-	-	-	1,179	-	1,179
		-	-	-	1,179	-	-	-	-	-	-	-	1,179	-	1,179
Balance at 31 March 2019	於二零一九年三月三十一日結餘	199,369	1,136,595	(2,922)	(36,393)	995,255	1,144,136	(60,571)	-	129,585	113,092	340,125	3,958,271	129,954	4,088,225

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡法，比較資料並無重列。見附註2(c)。

The notes on pages 119 to 256 form part of these financial statements.

第119至256頁之附註乃組成該等財務報表之部份。

Consolidated Cash Flow Statement

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
(Expressed in RMB) (以人民幣呈列)

			2019	2018
			二零一九年	二零一八年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Operating activities	經營活動			
(Loss)/profit before taxation	除稅前(虧損)/溢利		(247,807)	46,660
Adjustments for:	調整:			
Depreciation expenses	折舊開支	12	143,350	141,959
Impairment losses on goodwill	商譽減值虧損	15	194,728	-
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備之虧損淨額	6(c)	1,123	630
Valuation gain on an investment property	投資物業估值收益	13	-	(200)
Interest income	利息收入	5	(7,667)	(8,899)
Dividend income	股息收入	5	(900)	(900)
Changes in fair value of other financial assets	其他金融資產之公允價值變動	5	10,332	-
Net finance costs	財務費用淨額	6(a)	88,107	96,997
Net income on a financial guarantee issued	已發行金融擔保之淨收入	5	(5,660)	(5,660)
Equity-settled share-based payment expenses	按股權結算以股份支付之款項開支		1,179	1,387
Changes in working capital:	營運資金變動:			
Decrease in inventories	存貨之減少		31,676	2,653
(Increase)/decrease in trade and other receivables	應收賬款及其他應收款之(增加)/減少		(149,685)	160,489
Increase in trade and other payables	應付賬款及其他應付款之增加		40,513	121,563
Net cash generated from operations	經營業務產生之淨現金		99,289	556,679
Income tax paid	已繳所得稅	26(a)	(14,192)	(14,275)
Net cash generated from operating activities	經營活動產生之淨現金		85,097	542,404

Consolidated Cash Flow Statement

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
(Expressed in RMB) (以人民幣呈列)

			2019	2018
			二零一九年	二零一八年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Investing activities	投資活動			
Payments for the purchase of property, plant and equipment	購置物業、廠房及設備付款		(17,845)	(26,108)
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備之所得款項		1,013	956
Payments for acquisition of properties	收購物業之付款	17	(170,000)	(200,000)
Repayment of loan receivables from third parties	應收第三方貸款還款		56,946	96,100
Proceeds from redemption of short-term investments	贖回短期投資所得款項		1,726	3,893
Payment for loan receivables to third parties	就應收貸款向第三方付款		(45,846)	(86,200)
Interests received	已收利息		5,941	5,006
Dividends received from investments in other financial assets	從其他金融資產投資中獲得的股息		900	-
Dividends received from investments in available-for-sale financial assets	從可供出售金融資產投資中獲得的股息		-	900
Payment for investments in joint ventures	投資合營企業付款		-	(1)
Net cash used in investing activities	投資活動使用之淨現金		(167,165)	(205,454)
Financing activities	融資活動			
Proceeds from new bank loans	新增銀行貸款所得款項	22(b)	1,097,896	281,097
Proceeds from new other loans	新增其他貸款所得款項	22(b)	240,000	142,176
Repayment of bank loans	償還銀行貸款	22(b)	(988,237)	(419,816)
Repayment of other loans	償還其他貸款	22(b)	(334,176)	(117,000)
Proceeds from shares issued under share option scheme	購股權計劃發行之股票所得款項	27	-	2,844
Decrease/(increase) in restricted cash at bank	受限銀行現金減少/(增加)	22(a)	19,383	(11,000)
Proceeds from advances from related parties	關連人士墊款之所得款項		-	32,000
Other finance costs paid	其他已付融資成本	22(b)	(170,028)	(151,569)
Net cash used in financing activities	融資活動使用之淨現金		(135,162)	(241,268)

Consolidated Cash Flow Statement

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
(Expressed in RMB) (以人民幣呈列)

		2019	2018
		二零一九年	二零一八年
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目之淨(減少)/增加	(217,230)	95,682
Cash and cash equivalents at the beginning of the year	年初現金及現金等值項目	470,569	375,056
Effect of foreign exchange rate changes	外幣兌換率變動之影響	113	(169)
Cash and cash equivalents at the end of the year	年末現金及現金等值項目	253,452	470,569

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡法，比較資料並無重列。見附註2(c)。

The notes on pages 119 to 256 form part of these financial statements.

第119至256頁之附註乃組成該等財務報表之部份。

Notes to the Financial Statements

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
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

1 CORPORATE INFORMATION

Century Ginwa Retail Holdings Limited (the “Company”) was incorporated in Bermuda on 8 August 2000 as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 23 October 2000. The consolidated financial statements of the Company for the year ended 31 March 2019 comprise the Company and its subsidiaries (collectively referred to as the “Group”). The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the People’s Republic of China (the “PRC”).

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and accounting principles generally accepted in Hong Kong. These financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

1 公司資料

世紀金花商業控股有限公司（「本公司」）於二零零零年八月八日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免有限公司。本公司之股份於二零零零年十月二十三日起已在香港聯合交易所有限公司（「聯交所」）上市。本公司截至二零一九年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司（統稱「本集團」）。本集團之主要業務為於中華人民共和國（「中國」）經營百貨商場、購物中心及超級市場。

2 會計政策變動

(a) 遵例聲明

該等財務報表已根據所有適用之香港財務報告準則（「香港財務報告準則」），包括香港會計師公會（「香港會計師公會」）頒佈之所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公認會計原則。該等財務報表亦符合香港公司條例之適用披露規定以及聯交所證券上市規則（「上市規則」）之適用披露條文。本集團採納之主要會計政策披露如下。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團之本期會計期間首次生效或可供提早採納。首次應用此等與本集團有關之新訂及經修訂之準則所引致於當期及以往會計期間之任何會計政策變動已於該等財務報表內反映，有關資料載於附註2(c)。

Notes to the Financial Statements

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

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2019 comprise the Group and the Group's interests in joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investments in debt and equity securities (see Note 2(g)), land and buildings held for own use (see Note 2(h)) and investment property (see Note 2(i)) which are stated at their fair values.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

2 會計政策變動 (續)

(b) 財務報表編製基準

截至二零一九年三月三十一日止年度之綜合財務報表包括本集團及本集團於合營企業權益。

除按公允值呈列之債務及權益證券投資(見附註2(g))、持作自用之土地及樓宇(見附註2(h))及投資物業(見附註2(i))外，該等財務報表編製時是以歷史成本作為計量基準。

管理層需在編製符合香港財務報告準則之財務報表時作出會影響會計政策應用，以及資產、負債、收入及支出之報告金額之判斷、估計及假設。此等估計及相關假設是根據以往經驗和管理層因應當時情況認為合理之多項其他因素作出，其結果構成當管理層在無法依循其他途徑實時得知資產與負債之賬面值時所作出判斷之基礎。實際結果可能有別於估計數額。

管理層會不斷審閱各項估計和相關假設。倘若會計估計之修訂只影響某一期間，其影響便會在該期間內確認，或如果修訂對當期和未來期間均有影響，則在作出修訂之期間和未來期間確認。

有關管理層在應用香港財務報告準則時所作出對財務報表有重大影響之判斷，以及估計不確定性之主要來源載述於附註3。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Basis of preparation of the financial statements (continued)

As at 31 March 2019, the Group had net current liabilities of RMB978,780,000 and incurred net loss of RMB263,825,000 during the year ended 31 March 2019. Notwithstanding the net current liabilities as at 31 March 2019, the directors of the Company do not consider that material uncertainties related to events or conditions exist which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern. This is because:

- the Group has unutilised banking facilities of RMB318,534,000 as at 31 March 2019 (see Note 24(e));
- new short-term bank loans of RMB216,000,000 have been drawn down by the Group after the end of the reporting period;
- the Group has entered into a loan facility agreement of RMB120,000,000 with Ginwa Investments Holding Group Limited ("Ginwa Investments"), the ultimate holding company of the Company;
- the Group has obtained indicative letter from two financial institutions with the intention of renewing current loan facilities of RMB200,000,000 when they fall due in the next twelve months;
- based on a cash flow forecast of the Group for the twelve months ending 31 March 2020 prepared by the management, the Group would have adequate funds to meet its liabilities as and when they fall due for at least twelve months from the end of the reporting period.

Accordingly, the directors are of the opinion that it is appropriate to prepare the Group's financial statements for the year ended 31 March 2019 on a going concern basis.

2 會計政策變動 (續)

(b) 財務報表編製基準 (續)

於二零一九年三月三十一日，本集團擁有流動負債淨額為人民幣978,780,000元及截至二零一九年三月三十一日止年度所產生的淨虧損人民幣263,825,000元。儘管於二零一九年三月三十一日錄得流動負債淨額，本公司董事認為，並不存在個別或整體可能會令本集團持續經營能力造成重大疑慮的實踐或情況相關的重大不確定性。此乃由於：

- 於二零一九年三月三十一日，本集團的未動用銀行融資為人民幣318,534,000元（見附註24(e））；
- 於報告期末後本集團已提取新短期銀行貸款人民幣216,000,000元；
- 本集團與本公司最終控股股東金花投資控股集團有限公司（「金花投資」）訂立貸款融資協議人民幣120,000,000元；
- 本集團已收到兩家金融機構的指示性信函，旨在重續於未來十二個月到期之現有貸款融資人民幣200,000,000元；
- 根據管理層編製的本集團截至二零二零年三月三十一日止十二個月的現金流量預測，本集團將有充足資金，以償還於報告期末後至少十二個月到期的負債。

因此本公司董事認為，按持續經營基準編製本集團截至二零一九年三月三十一日止年度之綜合財務報表乃屬適當。

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財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 9, *Financial instruments*
- HKFRS 15, *Revenue from contracts with customers*
- HK(IFRIC)-Int 22, *Foreign currency transactions and advance consideration*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to HKFRS 9, *Prepayment features with negative compensation* which have been adopted at the same time as HKFRS 9.

(i) **HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation**

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

2 會計政策變動 (續)

(c) 會計政策變動

香港會計師公會已頒佈數項於本集團本會計期間首次生效的香港財務報告準則修訂本。其中，以下變動與本集團財務報表有關：

- 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「來自客戶合約的收益」
- 香港(國際財務報告詮釋委員會)詮釋第22號「外幣交易及預付代價」

除香港財務報告準則第9號之修訂「具有負補償之提前還款特性」已與香港財務報告準則第9號同時採納外，本集團於本會計期間並無應用任何尚未生效之新準則或詮釋。

(i) **香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」)**

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。此準則載列金融資產、金融負債及部分非金融項目合約買賣的確認及計量要求。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

The Group has been impacted by HKFRS 9 in relation to classification and measurement of financial assets. The Group has applied HKFRS 9 retrospectively to items that existed at 1 April 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 April 2018. Therefore, comparative information continues to be reported under HKAS 39.

The following table summarises the impact of transition to HKFRS 9 on retained earnings and reserves and the related tax impact at 1 April 2018.

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

本集團在金融資產分類及計量方面受香港財務報告準則第9號影響。本集團已根據過渡規定追溯應用香港財務報告準則第9號至在二零一八年四月一日已存在的項目。本集團已於二零一八年四月一日確認首次應用的累積影響作為期初權益的調整。因此，繼續根據香港會計準則第39號呈報比較資料。

下表概述過渡至香港財務報告準則第9號於二零一八年四月一日對保留盈利及儲備之影響及相關稅務影響。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

RMB'000
人民幣千元

Retained earnings	保留盈利	
Transferred from fair value reserve relating to financial assets now measured at FVPL	轉自與現時按公允值計量且其變動計入損益之金融資產相關之公允值儲備	7,251
Recognition of additional expected credit losses on financial assets measured at amortised cost	確認按攤銷成本計量之金融資產之額外預期信貸虧損	1,991
Related tax	相關稅項	(272)
Net decrease in retained earnings at 1 April 2018	於二零一八年四月一日的保留盈利減少淨額	8,970
Fair value reserve (recycling)	公允值儲備 (可劃轉)	
Transferred to retained earnings relating to financial assets now measured at FVPL	轉至與現時按公允值計量且其變動計入損益之金融資產相關的保留盈利	(7,251)
Transferred to fair value reserve (non-recycling) relating to equity securities now measured at FVOCI	轉撥至與目前按公允值計量且其變動計入其他全面收益的權益證券有關的公允值儲備 (不可劃轉)	(29,340)
Net increase in fair value reserve (recycling) at 1 April 2018	於二零一八年四月一日的公允值儲備 (可劃轉) 增加淨額	(36,591)
Fair value reserve (non-recycling)	公允值儲備 (不可劃轉)	
Transferred from fair value reserve (recycling) relating to equity securities now measured at FVOCI at 1 April 2018	於二零一八年四月一日轉撥自與目前按公允值計量且其變動計入其他全面收益的權益證券有關的公允值儲備 (可劃轉)	29,340
Non-controlling interests	非控股權益	
Recognition of additional expected credit losses on financial assets measured at amortised cost and decrease in non-controlling interests at 1 April 2018	確認按攤銷成本計量之金融資產之額外預期信貸虧損及於二零一八年四月一日之非控股權益減少	35

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

(a) Classification of financial assets and financial liabilities

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

The following table shows the original measurement categories for each class of the Group's financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

過往會計政策及過渡法的性質及變動之影響之進一步詳情載列如下：

(a) 金融資產及金融負債之分類

香港財務報告準則第9號將金融資產分為三個主要類別：按攤銷成本計量、按公允值計量且其變動計入其他全面收益及按公允值計量且其變動計入損益。該等分類取代了香港會計準則第39號就持至到期投資、貸款及應收款項、可供出售金融資產及按公允值計量且其變動計入損益的金融資產的分類。香港財務報告準則第9號中金融資產的分類乃基於管理金融資產的業務模式及該資產的訂約現金流量特徵而釐定。

下表列示根據香港會計準則第39號本集團各類金融資產的原始計量類別，以及該等金融資產根據香港會計準則第39號釐定的賬面值與根據香港財務報告準則第9號釐定的賬面值之對賬。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

- (a) Classification of financial assets and financial liabilities (continued)

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」)(續)

- (a) 金融資產及金融負債之分類 (續)

		HKAS 39 carrying amount at 31 March 2018 於二零一八年 三月三十一日 的按香港會計準則 第39號賬面值 RMB'000 人民幣千元	Reclassification 重新分類 RMB'000 人民幣千元	Remeasurement 重新計量 RMB'000 人民幣千元	HKFRS 9 carrying amount at 1 April 2018 於二零一八年 四月一日 的按香港財務報告 準則第9號賬面值 RMB'000 人民幣千元
Financial assets measured at amortised cost	按攤銷成本計量之金融資產				
Trade and other receivables	應收賬款及其他應收款	351,970	-	(2,026)	349,944
Financial assets measured at FVOCI (non-recycling)	按公允值計量且其變動計入其他全面收益(不可劃轉)之金融資產				
Listed equity securities (Note (i))	上市權益證券(附註(i))	-	296,400	-	296,400
Financial assets measured at FVPL	按公允值計量且其變動計入損益之金融資產				
Investment in subordinate trust units (Note (ii))	後償信託單位之投資(附註(ii))	-	10,332	-	10,332
Financial assets classified as available-for-sale under HKAS 39 (Notes (i) and (ii))	根據香港會計準則第39號分類為可供出售之金融資產(附註(i)及(ii))	306,732	(306,732)	-	-

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

- (a) Classification of financial assets and financial liabilities (continued)

Notes:

- (i) Under HKAS 39, equity securities not held for trading were classified as available-for-sale financial assets. The Group elected to present in OCI for the fair value changes of its investments in A-shares in Ginwa Enterprise (Group) Inc, a company listed in the Shanghai Stock Exchange (“Ginwa Enterprise A-Shares”) (see Note 18) previously classified as available-for-sale financial assets. These investments are not held for trading. At the date of initial application of HKFRS 9, RMB296,400,000 were reclassified from available-for-sale financial assets to financial assets measured at FVOCI.
- (ii) Under HKAS 39, investment in subordinate trust units were classified as available-for-sale financial assets. They are classified as at FVPL under HKFRS 9.

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

- (a) 金融資產及金融負債之分類 (續)

附註：

- (i) 根據香港會計準則第39號，並非持作買賣之權益證券分類為可供出售金融資產。本集團已選擇於其他全面收益呈列過往分類為可供出售金融資產之其於金花企業(集團)股份有限公司(一間於上海證券交易所上市之公司)A股(「金花企業A股」)之投資(見附註18)之公允值變動。該等投資並非持作買賣。於首次應用香港財務報告準則第9號之日期，人民幣296,400,000元由可供出售金融資產重新分類至按公允值計量且其變動計入其他全面收益之金融資產。
- (ii) 根據香港會計準則第39號，後償信託單位之投資分類為可供出售金融資產。根據香港財務報告準則第9號，該等投資分類為按公允值計量且其變動計入損益。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

(a) Classification of financial assets and financial liabilities (continued)

For an explanation of how the Group classifies and measures financial assets and recognises related gains and losses under HKFRS 9, see respective accounting policy in Notes 2(g), 2(l)(i) and 2(n).

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 April 2018 have not been impacted by the initial application of HKFRS 9.

(b) Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the expected credit loss (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

(a) 金融資產及金融負債之分類 (續)

有關本集團根據香港財務報告準則第9號如何分類及計量金融資產並確認收益及虧損的說明，請參閱附註2(g)、2(l)(i)及2(n)內各自之會計政策。

所有金融負債之計量類別保持不變。所有金融負債於二零一八年四月一日的之賬面值並未受初步應用香港財務報告準則第9號影響。

(b) 信貸虧損

香港財務報告準則第9號以預期信貸虧損(「預期信貸虧損」)模式取代香港會計準則第39號之「已產生虧損」模式。預期信貸虧損模式要求持續計量金融資產相關之信貸風險，因而確認預期信貸虧損之時間較根據香港會計準則第39號之「已產生虧損」會計模式確認之時間為早。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

(b) Credit losses (continued)

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables).

The further details on the Group's accounting policy for accounting for credit losses, see Notes 2(l)(i) and 2(l)(ii).

The following table reconciles the closing loss allowance determined in accordance with HKAS 39 as at 31 March 2018 with the opening loss allowance determined in accordance with HKFRS 9 as at 1 April 2018.

Loss allowance at 31 March 2018 under HKAS 39	於二零一八年三月三十一日根據香港會計準則第39號釐定的虧損撥備	-
Additional credit loss recognised at 1 April 2018 on adoption of HKFRS 9	於採納香港財務報告準則第9號於二零一八年四月一日確認的額外信貸虧損	2,026
Loss allowance at 1 April 2018 under HKFRS 9	於二零一八年四月一日根據香港財務報告準則第9號釐定的虧損撥備	2,026

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

(b) 信貸虧損 (續)

香港財務報告準則第9號本集團將新預期信貸虧損模式應用於按攤銷成本計量之金融資產(包括現金及現金等值項目及應收賬款及其他應收款)。

關於本集團入賬信貸虧損之會計政策之進一步詳情，請參閱附註2(l)(i)及2(l)(ii)。

下表就於二零一八年三月三十一日根據香港會計準則第39號釐定的期末虧損撥備與二零一八年四月一日根據香港財務報告準則第9號釐定的期初虧損撥備進行對賬。

RMB'000
人民幣千元

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

(c) Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 April 2018. Accordingly, the information presented for the financial year ended 31 March 2018 continues to be reported under HKAS 39 and thus may not be comparable with the current period.

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

(c) 過渡

除下文所述外，因採納香港財務報告準則第9號而引致的會計政策變動已追溯應用：

- 比較期間有關之比較資料並無重列。採納香港財務報告準則第9號所導致金融資產賬面值之差異於二零一八年四月一日的保留盈利及儲備中確認。因此，截至二零一八年三月三十一日止財政年度呈列的資料繼續根據香港會計準則第39號呈報，故未必可與本年度作比較。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

(c) Transition (continued)

- The following assessments have been made on the basis of the facts and circumstances that existed at 1 April 2018 (the date of initial application of HKFRS 9 by the Group):
 - the determination of the business model within which a financial asset is held; and
 - the designation of certain investments in equity instruments not held for trading to be classified as at FVOCI (non-recycling).

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(i) 香港財務報告準則第9號「金融工具」(包括香港財務報告準則第9號之修訂「具有負補償之提前還款特性」) (續)

(c) 過渡 (續)

- 以下評估乃根據於二零一八年四月一日(本集團首次應用香港財務報告準則第9號之日期)存在的事實及情況而作出：
 - 釐定持有金融資產的業務模式；及
 - 並非持作買賣的權益工具的若干投資指定分類為按公允值計量且其變動計入其他全面收益(不可劃轉)。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(ii) HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, *Revenue*, which covered revenue arising from sale of goods and rendering of services, which specified the accounting for construction contracts.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2018. Therefore, comparative information has not been restated and continues to be reported under HKAS 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 April 2018.

The adoption of HKFRS 15 does not have a significant impact on when the Group recognised revenue. However, the accounting policy of customer loyalty programme is affected as follows:

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(ii) 香港財務報告準則第15號「來自客戶合約的收益」

香港財務報告準則第15號建立確認來自客戶合約的收益及若干成本的全面框架。香港財務報告準則第15號取代香港會計準則第18號「收益」(涵蓋銷售貨物及提供服務所產生的收益，訂明建造合約的會計處理)。

香港財務報告準則第15號亦引入額外定性及定量披露規定，旨在讓財務報表使用者了解客戶合約所產生的收益及現金流量的性質、金額、時間及不確定性。

本集團已選擇使用累積效應過渡法，並確認首次應用的累積效應作為對二零一八年四月一日權益期初結餘的調整。因此，比較資料並無重列及繼續根據香港會計準則第18號予以呈報。在香港財務報告準則第15號許可範圍內，本集團僅對在二零一八年四月一日之前未完成的合約採用新規定。

採納香港財務報告準則第15號對本集團何時確認收益並無重大影響。然而，客戶忠誠度計劃的會計政策受到如下影響：

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

(ii) HKFRS 15, Revenue from contracts with customers (continued)

Customer loyalty programme

Prior to adoption of HKFRS 15, customer loyalty programme offered by the Group in the allocation of a portion of the transaction price to the loyalty programme using the fair value of credits issued and recognition of the deferred income in relation to credits issued but not yet redeemed or expired. The Group concluded that under HKFRS 15 the customer loyalty programme gives rise to a separate performance obligation because it generally provides a material right to the customer. Under HKFRS 15, the Group allocated a portion of the transaction price to the customer loyalty programme based on relative standalone selling price. The Group determined that, considering the relative stand-alone selling prices, the amount allocated to the customer loyalty programme should not be significantly different compared to the previous accounting policy.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

2 會計政策變動 (續)

(c) 會計政策變動 (續)

(ii) 香港財務報告準則第15號「來自客戶合約的收益」(續)

客戶忠誠度計劃

採納香港財務報告準則第15號之前，本集團推出的客戶忠誠度計劃將部分交易價格分配予忠誠度計劃，使用已發行的信用公允值以及就已發行但尚未贖回或尚未到期的信用確認遞延收入。本集團認為，根據香港財務報告準則第15號，客戶忠誠度計劃產生單獨履約責任，因為該計劃通常為客戶提供重大權利。根據香港財務報告準則第15號，本集團根據相對獨立銷售價格將部分交易價格分配至客戶忠誠度計劃。本集團確定，經考慮相對獨立銷售價格，分配至客戶忠誠度計劃的金額與之前會計政策比較，應該不會有重大不同之處。

(d) 附屬公司及非控股權益

附屬公司為本集團控制之實體。倘本集團從其參與實體業務而受到或有權享有可變回報並有能力運用其對該實體之權力影響該等回報，則本集團對該實體擁有控制權。在評估本集團是否擁有權力時，僅會考慮(本集團及其他方所持有)實質性權力。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Subsidiaries and non-controlling interests

(continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity interests in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those equity interests which would result in the Group as a whole having a contractual obligation in respect of those equity interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the period between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's equity interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

2 會計政策變動 (續)

(d) 附屬公司及非控股權益 (續)

於附屬公司的投資於綜合財務報表內從控制開始日起至控制完結日止綜合處理。集團內結餘、交易及現金流量以及集團內交易產生的任何未變現溢利於編製綜合財務報表時全數剔除。集團內交易導致的未變現虧損以相同於未變現收益之方法剔除，但只限於無減值情況，方會進行。

非控股權益指本公司並無直接或間接擁有的附屬公司股權，而就此而言，本集團並無與該等股權之持有人達成令本集團整體上要為該等符合為金融負債定義的權益履行合約責任的任何附加條款。就每一項業務合併而言，本集團可選擇按公允值或按彼等分佔附屬公司之可識別資產淨值之比例計量任何非控股權益。

非控股權益列示於綜合財務狀況表之權益項下，以與歸屬於本公司股東應佔權益區分。於本集團業績內之非控股權益作為期內分配予非控股權益與本公司股東之總溢利或虧損及全面收益總額在綜合損益表及綜合損益及其他全面收益表中列示。

本集團於一間附屬公司之並無導致失去控制權股權變動列作權益交易，並對綜合權益中之控股及非控股權益之金額作出調整，以反映有關權益之變動，惟概無對商譽作出任何調整及並無確認任何損益。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire equity interests in that subsidiary, with a resulting gain or loss being recognised in the consolidated statement of profit or loss. Any equity interests retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(l)), unless the investment is classified as held for sale.

(e) Joint ventures

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Notes 2(f) and 2(l)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

2 會計政策變動 (續)

(d) 附屬公司及非控股權益 (續)

倘本集團失去一間附屬公司之控制權，則將入賬列作處置其於該附屬公司之全部權益，由此產生之收益或虧損於綜合損益表中確認。於失去控制權當日仍保留於前附屬公司之任何權益乃按公允值確認，而該款項將視為於初步確認一項金融資產時之公允值或（如適用）於一間聯營公司或合營企業之投資被初步確認時之成本。

在本公司之財務狀況表內，於一間附屬公司之投資乃以成本減減值虧損（見附註2(l)）列賬，除非該投資被分類為持作出售之投資。

(e) 合營企業

合營企業為本集團或本公司及其他人士按合約同意下分配控制權及淨資產擁有權之安排。

於合營企業之投資按權益法列入綜合財務報表，而有關投資獲分類為持作出售（或計入獲分類為持作出售之出售組別）則另作別論。根據權益法，投資初步以成本入賬，並就本集團佔該投資對象可識別淨資產於收購日期之公允值超出該項投資成本之數額（如有）作出調整。其後，就本集團分佔該投資對象淨資產於收購後之變動及與該項投資有關之任何減值虧損對該項投資作出調整（見附註2(f)及2(l)）。任何於收購日期超逾成本之差額，本集團所佔投資對象於收購後之除稅後業績及年內任何減值虧損於綜合損益表內確認，而本集團於收購後所佔投資對象除稅後之其他全面收益項目則於綜合損益及其他全面收益表內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(e) Joint ventures (continued)

When the Group's share of losses exceeds its interest in the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in a joint venture becomes an investment in an associate or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2(g)).

In the Company's statement of financial position, investments in joint venture are stated at cost less impairment losses (see Note 2(l)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

2 會計政策變動 (續)

(e) 合營企業 (續)

當本集團應佔虧損超出所持合營企業之權益，則本集團之權益將減至零，並會終止確認進一步虧損，惟本集團已招致法律或推定責任或代表投資對象作出之付款則除外。就此而言，本集團之權益為根據權益法計算之投資賬面值連同實質上構成本集團於該合營企業之淨投資一部分之長期權益部分。

本集團與其合營企業交易所產生之未變現溢利及虧損，按本集團所持投資對象之權益抵銷，惟倘所轉讓資產之未變現虧損出現減值跡象，則即時於損益中確認。

倘於合營企業之投資變為於聯營公司之投資，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

於所有其他情況下，當本集團不再對合營企業有共同控制權時，按出售有關投資對象之全部權益列賬，由此產生之收益或虧損於損益內確認。在喪失共同控制權當日所保留有關前投資對象之權益按公允值確認及此金額於初始確認金融資產時視作公允值（見附註2(g)）。

於本公司之財務狀況表內，於合營企業之投資按成本減減值虧損列賬（見附註2(l)），除非分類為持作出售（或計入獲分類為持作出售之出售組別）則作別論。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interests in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in the consolidated statement of profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(l)).

(g) Investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associate and joint venture, are as follows:

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. These investments are subsequently accounted for as follows, depending on their classification.

2 會計政策變動 (續)

(f) 商譽

商譽指：

- (i) 所轉讓代價之公允值、於被收購方之任何非控股權益之金額及本集團先前持有被收購方權益之公允值之總額；超過
- (ii) 於收購日期所計量之被收購方之可識別資產及負債之淨公允值。

倘(ii)高於(i)，則此超出部份即時於綜合損益表確認為議價購買收益。

商譽是以成本減累計減值虧損列賬。業務合併產生之商譽被分配至預期可從合併之協同效益中獲益之各現金產生單位或現金產生單位之群組，並每年進行減值測試（見附註2(l)）。

(g) 債務及權益證券投資

本集團之債務及權益證券投資政策（於附屬公司、聯營公司及合營企業之投資除外）如下：

債務及權益證券投資於本集團承諾購買／出售投資之日確認／終止確認。相關投資初始按公允值加直接應佔交易成本入賬，惟按公允值計入損益的投資除外，該等投資的交易成本直接於損益確認。該等投資其後視乎其分類按以下方式入賬。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Investments in debt and equity securities

(continued)

(a) Policy applicable from 1 April 2018

Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 2(v)(vi)).
- fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 會計政策變動 (續)

(g) 債務及權益證券投資 (續)

(a) 自二零一八年四月一日起適用之政策

權益投資以外的投資

本集團持有之非權益投資乃按以下其中一種計量類別進行分類：

- 如持有投資是為了收取僅代表支付本金和利息之合約現金流，則按攤銷成本計量。投資之利息收入乃按實際利率法計算（見附註2(v)(vi)）。
- 如投資之合約現金流僅包括支付本金及利息，並且持有投資之業務模式乃以收取合約現金流及出售為目標，則以按公允值計入其他全面收益（可劃轉）計量。公允值之變動於其他全面收益內確認，惟預期信貸虧損、利息收入（以實際利率法計算）及匯兌損益於損益中確認除外。當終止確認投資時，於其他全面收益累計之金額則從權益撥回至損益中。
- 如投資不能符合按攤銷成本或按公允值計入其他全面收益（可劃轉）計量之標準，則以按公允值計入損益計量。投資之公允值變動（包括利息）於損益中確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Investments in debt and equity securities

(continued)

- (a) Policy applicable from 1 April 2018 (continued)

Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in Note 2(v)(v).

- (b) Policy applicable prior to 1 April 2018

Investments in securities held for trading were classified as financial assets measured at FVPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

2 會計政策變動 (續)

(g) 債務及權益證券投資 (續)

- (a) 自二零一八年四月一日起適用之政策 (續)

權益投資

權益證券投資均會被分類為按公允值計入損益，除非該權益投資並非持作買賣，且本集團在初步確認投資時選擇將投資指定為按公允值計入其他全面收益（不可劃轉），以致後續公允值變動於其他全面收益確認。該項選擇乃以逐項工具之基礎上作出，惟只有當投資符合發行人角度下之權益定義時方可作出。倘作出此選擇，則在該項投資被出售前，於其他全面收益中累計之金額仍保留在公允值儲備（不可劃轉）。在出售時，於公允值儲備（不可劃轉）中累計之金額會轉入保留盈利，不會透過損益賬循環。根據附註2(v)(v)所載政策，來自權益證券投資之股息，不論是否分類為按公允值計入損益或按公允值計入其他全面收益，均於損益中確認為其他收入。

- (b) 於二零一八年四月一日前適用之政策

於持作買賣證券的投資分類為按公允值計入損益計量的金融資產。任何應佔交易成本於產生時在損益內確認。公允值於各報告期末重新計量，而任何因此產生的收益或虧損均於損益內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Investments in debt and equity securities

(continued)

(b) Policy applicable prior to 1 April 2018 (continued)

Dated debt securities that the Group had the positive ability and intention to hold to maturity were classified as held-to-maturity securities. Held-to-maturity securities were stated at amortised cost (for impairment see Note 2(l)(i) – policy applicable prior to 1 April 2018).

Investments which did not fall into any of the above categories were classified as available-for-sale financial assets. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve (recycling). Dividend income from equity investments and interest income from debt securities calculated using the effective interest method were recognised in profit or loss in accordance with the policies set out in Notes 2(v)(v) and 2(v)(vi), respectively. Foreign exchange gains and losses arising from debt securities were also recognised in profit or loss. When the investments were derecognised or impaired (see Note 2(l)(i) – policy applicable prior to 1 April 2018), the cumulative gain or loss recognised in equity was reclassified to profit or loss.

(h) Property, plant and equipment

Land and buildings held for own use are stated at their revalued amount, being their fair values at the date of the revaluation less any subsequent accumulated depreciation.

Revaluations are performed with sufficient regularity to ensure that the carrying amounts of these assets do not differ materially from that which would be determined using fair values at the end of the reporting period.

2 會計政策變動 (續)

(g) 債務及權益證券投資 (續)

(b) 於二零一八年四月一日前適用之政策 (續)

本集團有明確能力及意向持有至到期的有期債務證券，分類為持至到期證券。持至到期證券按攤銷成本列賬（有關減值見附註2(l)(i) – 於二零一八年四月一日前適用之政策）。

並不屬於以上任何類別的投資分類為可供出售金融資產。公允值於各報告期末重新計量，而任何因此產生的收益或虧損均於其他全面收益內確認並分別於權益的公允值儲備（可劃轉）中累計。權益投資的股息收入及使用實際利率法計算的債務證券的利息收入根據附註2(v)(v)及2(v)(vi)所載的政策分別於損益中確認。債務證券產生的匯兌收益及虧損亦於損益內確認。當投資終止確認或減值（見附註2(l)(i) – 於二零一八年四月一日前適用之政策）時，於權益中確認的累計收益或虧損會重新分類至損益。

(h) 物業、廠房及設備

持作自用之土地及樓宇乃按其重估金額（即其於重估日期之公允值減任何其後累計折舊）列賬。

重估乃充分地定期進行，以確保該等資產賬面值不會與報告期末採用公允值所釐定者有重大出入。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment (continued)

Changes arising on the revaluation of land and buildings held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Residential properties held for own use and other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(l)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the property revaluation reserve to retained profits and is not reclassified to profit or loss.

2 會計政策變動 (續)

(h) 物業、廠房及設備 (續)

重估持作自用之土地及樓宇時產生之變動一般於其他全面收益中處理並單獨於物業重估儲備之權益內累計。惟下列情況例外：

- 倘在重估時產生虧絀，則緊接於重估前在該項虧絀超過儲備內列於同一資產項下之數額之情況下，有關虧絀之超出部份將會在損益中扣除；及
- 倘在重估時產生盈餘，則在有關同一資產之重估虧絀以往在損益中扣除之情況下，該筆盈餘將以曾扣除之虧絀為限計入損益中。

持作自用之住宅物業以及物業、廠房及設備之其他項目按成本減累計折舊及減值虧損（見附註2(l)）列賬。

物業、廠房及設備自建項目之成本包括材料及直接勞工、最初估計的相關拆除、移動以修復該項目所在處的成本。

報廢或處置物業、廠房及設備項目所產生之盈虧為處置該項目所得款項淨額與該項目賬面值之差額，並於報廢或處置日在損益內確認。任何相關物業重估盈餘乃自物業重估儲備轉撥至保留溢利但不會重新分類至損益。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Property, plant and equipment (continued)

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual values, using the straight line method over their estimated useful lives as follows:

		Estimated useful lives 估計使用年期
Land and buildings held for own use carried at fair value	按公允價值列賬之持作自用土地及樓宇	20 – 50 years 20至50年
Residential properties held for own use carried at cost and leasehold improvements	按成本列賬之持作自用住宅物業及租賃物業裝修	3 – 35 years 3至35年
Furniture, fixtures and equipment	傢俬、裝置及設備	3 – 28 years 3至28年
Motor vehicles	運輸工具	3 – 10 years 3至10年

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value are reviewed annually.

No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

(i) Investment property

Investment property is land and/or building which is owned or held under a leasehold interest (see Note 2(k)) to earn rental income and/or for capital appreciation.

Investment property is stated at fair value, unless it is still in the course of construction or development at the end of the reporting period and its fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment property is accounted for as described in Note 2(v)(iii).

2 會計政策變動 (續)

(h) 物業、廠房及設備 (續)

折舊乃按物業、廠房及設備項目之成本或估值減其估計剩餘價值，以其估計使用年期採用直線法撇銷如下：

	Estimated useful lives 估計使用年期
Land and buildings held for own use carried at fair value	20 – 50 years 20至50年
Residential properties held for own use carried at cost and leasehold improvements	3 – 35 years 3至35年
Furniture, fixtures and equipment	3 – 28 years 3至28年
Motor vehicles	3 – 10 years 3至10年

當物業、廠房及設備的各部份有不同的可使用年限，則該資產的成本或估值依照合理基準分配於各部份並單獨計提折舊。資產之可使用年期及其剩餘價值均會每年進行檢討。

並無就在建工程進行折舊，直至其竣工並可作其擬定用途。

(i) 投資物業

投資物業乃擁有或根據租賃權益（見附註2(k)）持有作賺取租金及／或作資本升值用途之土地及／或樓宇。

投資物業乃按公允價值列賬，除非該物業於報告期末正在興建而其公允值於當時未能可靠地釐定。投資物業公允值變動或報廢或處置投資物業產生之盈虧於損益內確認。投資物業之租金收入按附註2(v)(iii)所述入賬。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(l)).

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and is amortised on a straight-line basis over the assets' estimated useful lives.

(k) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

2 會計政策變動 (續)

(j) 無形資產 (不包括商譽)

本集團收購之無形資產按成本減累計攤銷 (倘估計使用年期為有限期) 及減值虧損 (見附註2(l)) 列賬。

倘無形資產之可使用年期被評定為無限期，則不會進行攤銷。評定無形資產之可使用年期無限期之結論於每年檢討以釐定有否任何事件或情況繼續支持該項資產的無限期可使用年期。倘並無任何該等事件或情況，可使用年期評估由無限期轉為有限期時，則將自變動日期起列賬並根據資產之估計可使用年期按直線法攤銷。

(k) 租賃資產

倘本集團釐定一項安排具有在協定期限內通過支付一筆或一系列款項，從而獲得使用某一特定資產或多項特定資產之權利，則該安排 (由一宗交易或一系列交易組成) 為租賃或包括租賃。該釐定乃根據安排之實質內容評估而作出，而不論安排是否具備租賃之法律形式。

(i) 本集團承租之資產之分類

本集團根據租賃持有資產，而有關租賃將擁有該資產之絕大部份風險及回報轉予本集團，有關資產歸類為根據融資租賃持有之資產。而並未將擁有資產之絕大部份風險及回報轉予本集團之租賃，則歸類為經營租賃。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(k) Leased assets (continued)

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as land and buildings held for own use (see Note 2(h)) or an investment property (see Note 2(i)).

(l) Credit losses and impairment of assets

(i) Credit losses from financial instruments

(a) Policy applicable from 1 April 2018

The Group recognises a loss allowance for ECLs on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables);
- debt securities measured at FVOCI (recycling)

2 會計政策變動 (續)

(k) 租賃資產 (續)

(ii) 經營租賃費用

倘若本集團乃以經營租賃使用資產，則根據租賃支付之款項於租賃期所涵蓋之會計期間內，以等額在損益內扣除，惟如有其他基準能更清晰地反映其租賃資產所產生的收益模式則除外。租賃所涉及的鼓勵措施之收入均在損益中確認為租賃淨付款總額的組成部份。或有租金在其產生的會計期間內在損益中扣除。

收購根據經營租賃持有之土地之成本根據租賃年期按直線法攤銷，除非該物業被分類為持作自用之土地及樓宇（見附註2(h)）或投資物業（見附註2(i)）。

(l) 信貸虧損及資產減值

(i) 金融工具之信貸虧損

(a) 自二零一八年四月一日起適用之政策

本集團就預期信貸虧損確認下列項目的虧損撥備：

- 按攤銷成本計量的金融資產（包括現金及現金等值項目以及應收賬款及其他應收款）；
- 以按公允值計入其他全面收益（可劃轉）計量之債務證券

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (a) Policy applicable from 1 April 2018
(continued)

Financial assets measured at fair value, including equity securities measured at FVPL and equity securities designated at FVOCI (non-recycling) are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

2 會計政策變動 (續)

(l) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)

按公允值計量的金融資產(包括按公允值計量且其變動計入損益之權益證券及指定按公允值計量且其變動計入其他全面收益(不可劃轉)之權益證券)毋須進行預期信貸虧損評估。

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值(即根據合約應付予本集團的現金流量與本集團預計收取的現金流量之間的差額)計量。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (a) Policy applicable from 1 April 2018
(continued)

Measurement of ECLs (continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)
計量預期信貸虧損
(續)

倘貼現之影響重大，預期現金差額將使用以下貼現率貼現：

- 固定利率金融資產及應收賬款及其他應收款：於首次確認時釐定之實際利率或其近似值；
- 浮動利率金融資產：現行實際利率；

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合同期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (a) Policy applicable from 1 April 2018
(continued)

Measurement of ECLs (continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

2 會計政策變動 (續)

(l) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)

計量預期信貸虧損 (續)

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 整個存續期的預期信貸虧損：指預期信貸虧損模式適用項目的預期年期內所有可能違約事件而導致的預期虧損。

應收賬款之虧損撥備一般按等同於整個存續期的預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據歷史信貸虧損經驗使用撥備矩陣進行評估，按債務人的特定因素及對當前及預計整體經濟狀況的評估進行調整。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (a) Policy applicable from 1 April 2018
(continued)

Measurement of ECLs (continued)

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) 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 (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)
計量預期信貸虧損
(續)

就所有其他金融工具而言，本集團確認相等於12個月預期信貸虧損的虧損撥備，除非金融工具的信貸風險自初步確認以來出現大幅上升，在此情況下，虧損撥備按相等於整個存續期的預期信貸虧損的金額計量。

信用風險顯著增加

評估金融工具的信貸風險自初始確認以來有否顯著增加時，本集團會比較於報告日期及於初步確認日期評估的金融工具發生違約的風險。於作出是項重新評估時，本集團認為當(i)借款人不大可能於本集團無追索權採取行動(如變現抵押品(如持有))的情況下向本集團悉數支付其信貸責任時；或(ii)金融資產逾期90天時，即屬發生違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (a) Policy applicable from 1 April 2018
(continued)

Significant increases in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

2 會計政策變動 (續)

(l) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)

信用風險顯著增加 (續)

具體而言，評估信貸風險自初始確認以來有否顯著增加時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸評級（如有）的實際或預期顯著惡化；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Credit losses and impairment of assets

(continued)

(i) Credit losses from financial instruments

(continued)

- (a) Policy applicable from 1 April 2018
(continued)

*Significant increases in credit risk
(continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)
信用風險顯著增加
(續)

視乎金融工具之性質，信貸風險顯著增加乃按個別基準或共同基準進行評估。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。

預期信貸虧損於各報告日期重新計量，以反映自首次確認起金融工具信貸風險的變動。預期信貸虧損金額的任何變動均在損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損時，會通過虧損撥備賬對其賬面值作出相應調整，惟按公允值計量且其變動計入其他全面收益（可劃轉）之債務證券之投資除外，其虧損撥備於其他全面收益確認及於公允值儲備（可劃轉）累計。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (a) Policy applicable from 1 April 2018
(continued)

Basis of calculation of interest income

Interest income recognised in accordance with Note 2(v)(vi) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

2 會計政策變動 (續)

(l) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策
(續)

計算利息收入之基準

根據附註2(v)(vi)確認之利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本（即賬面總值減虧損撥備）計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當一項或多項對金融資產未來估計現金流量有負面影響的事件發生時，金融資產會被視為出現信貸減值。

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合同，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Credit losses and impairment of assets

(continued)

(i) Credit losses from financial instruments

(continued)

- (a) Policy applicable from 1 April 2018
(continued)

Basis of calculation of interest income
(continued)

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策 (續)
計算利息收入之基準 (續)

- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，該證券之活躍市場消失。

撇銷政策

如沒有實際可回收前景，金融資產或合同資產的賬面總值（部分或全數）會予以撇銷。一般而言，本集團認為債務人並無資產或收入來源可產生足夠現金流量以償還應予以撇銷的金額。

過往撇銷資產的後續收回在收回期間確認為減值撥回並計入損益。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

(b) Policy applicable prior to 1 April 2018

Prior to 1 April 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVPL (e.g. trade and other receivables, available-for-sale investments and held-to-maturity debt securities). Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

2 會計政策變動 (續)

(l) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

(b) 於二零一八年四月一 日前適用之政策

於二零一八年四月一
日前，「已產生虧損」
模式用於計量未分類
為按公允值計入損益
計量之金融資產（例
如應收賬款及其他應
收款、可供出售投資
及持至到期債務證
券）之減值虧損。根
據「已產生虧損」模
式，減值虧損僅於客
觀減值證據存在時確
認。客觀減值證據包
括：

- 債務人有重大財
務困難；
- 違反合約，如拖
欠利息或本金之
償還；
- 債務人可能破產
或進行其他財務
重組；
- 市場、經濟或法
律環境有重大改
變以致對債務人
造成不利影響；
及
- 權益工具投資之
公允值顯著或持
續下跌至低於成
本。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Credit losses and impairment of assets

(continued)

(i) Credit losses from financial instruments

(continued)

- (b) Policy applicable prior to 1 April 2018
(continued)

If any such evidence existed, an impairment loss was determined and recognised as follows:

- For trade and other receivables and other financial assets carried at amortised cost, impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損

(續)

- (b) 於二零一八年四月一日前適用之政策
(續)

倘有任何該等證據存在，則按下列方式釐定及確認任何減值虧損：

- 就按攤銷成本列賬之應收賬款及其他應收款以及其他金融資產而言，如貼現之影響屬重大，減值虧損則按資產之賬面值與估計未來現金流量之現值（以金融資產之原有實際利率貼現）之間的差額計量。如該等金融資產具備類似之風險特徵，例如類似之逾期情況及並未個別被評估為應減值，則有關之評估會共同進行。作共同評估減值金融資產之未來現金流量會根據與該等資產具有類似信貸風險特徵資產之過往虧損情況作出。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments (continued)

- (b) Policy applicable prior to 1 April 2018
(continued)

If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (b) 於二零一八年四月
一日前適用之政策
(續)

倘減值虧損之金額於往後期間減少，而有關減少可客觀地與確認減值虧損後發生之事件有聯繫，則減值虧損透過損益中撥回。減值虧損的撥回僅在並無導致資產的賬面值超過以往年度並無確認減值虧損而應釐定的數額的情況下方會予以確認。

倘應收賬款或按攤銷成本列賬的其他金融資產的可收回性被視為可疑而並非微乎其微，應以撥備賬記錄相關減值虧損。倘本集團確認可收回應收賬款的機會微乎其微，則視為不可收回之金額會直接從該等資產之總賬面值撇銷。其後若收回之前已在撥備賬中計入的金額，則會在撥備賬中撥回。撥備賬內之其他變動及其後收回之前已直接撇銷的金額於損益內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Credit losses and impairment of assets

(continued)

(i) Credit losses from financial instruments

(continued)

- (b) Policy applicable prior to 1 April 2018
(continued)

For available-for-sale investments, the cumulative loss that had been recognised in the fair value reserve (recycling) was reclassified to profit or loss. The amount of the cumulative loss that was recognised in profit or loss was the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities were not reversed through profit or loss. Any subsequent increase in the fair value of such assets was recognised in other comprehensive income.

Impairment losses recognised in profit or loss in respect of available-for-sale debt securities were reversed if the subsequent increase in fair value could be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances were recognised in profit or loss.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(i) 金融工具之信貸虧損 (續)

- (b) 於二零一八年四月一日前適用之政策 (續)

對於可供出售投資，已於公允價值儲備確認之累計虧損(可劃轉)重新分類至損益。在損益內確認累計虧損之金額為收購成本(扣除任何本金還款及攤銷)與現行公允價值之差額，減去任何以前在損益確認有關該資產之減值虧損。

就可供出售權益證券於損益確認之減值虧損不得於損益撥回。該等資產公允價值之任何其後增加於其他全面收益確認。

倘公允價值其後增加客觀地與減值虧損確認後產生之事項有關，可供出售債務證券於損益確認之減值虧損予以撥回。在此情況下，減值虧損撥回於損益內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損

財務擔保指要求發行人 (即擔保人) 就擔保受益人 (「持有人」) 因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失，向持有人支付特定款項以作賠償的合約。

已發出的財務擔保初步於「應付賬款及其他應付款」中按公允值確認，而該等公允值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率 (倘關資料可作出可靠估計) 後，參考類似服務的公平交易中所收取的費用 (於可獲得該等資料時) 或利率差異而釐定。倘於發出該擔保時收取或可收取代價，該代價則根據本集團適用於該類資產的政策而予以確認。倘有關代價尚未收取或應予收取，即時開支於損益中確認。

於初始確認後，初始確認為遞延收入的金額於擔保期內於損益中攤銷為已發出財務擔保之收入。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(ii) Credit losses from financial guarantees issued (continued)

- (a) Policy applicable from 1 April 2018

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in "trade and other payables" in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 2(I)(i) apply.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策

本集團監察特定債務人違約的風險，並當財務擔保的預期信貸虧損確定為高於擔保的「應付賬款及其他應付款」中的金額（即初始確認金額減累計攤銷）時確認撥備。

為釐定預期信貸虧損，本集團會考慮指定債務人自發出擔保以來的違約風險變動，並會計量12個月預期信貸虧損，惟在指定債務人自發出擔保以來的違約風險大幅增加的情況下除外，在此情況下，則會計量整個存續期的預期信貸虧損。附註2(I)(i)所述的相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(ii) Credit losses from financial guarantees issued (continued)

- (a) Policy applicable from 1 April 2018
(continued)

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

- (b) Policy applicable prior to 1 April 2018

Prior to 1 April 2018, a provision would be recognised if and when it became probable that (i) the holder of the guarantee would call upon the group under the guarantee and (ii) the amount of the claim on the group was expected to exceed the amount carried in "trade and other payables" in respect of the guarantee.

2 會計政策變動 (續)

(i) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損 (續)

- (a) 自二零一八年四月一日起適用之政策 (續)

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款，故預期信貸虧損乃按預期就補償持有人產生的信貸虧損而作出的付款，減本集團預期從擔保持有人、指定債務人或任何其他人士收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

- (b) 於二零一八年四月一日前適用之政策

於二零一八年四月一日之前，倘(i)擔保持有人可能根據擔保要求本集團還款及(ii)預期本集團的索賠金額將超過擔保的「應付賬款及其他應付款」所載金額，則撥備將予以確認。

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財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at each end of reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (other than land buildings held for own use stated at revalued amounts);
- intangible assets;
- goodwill
- non-current prepayments for acquisitions of properties;
- investment in a joint venture; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產之減值

本集團於各報告期末檢討內部及外來資料，以識別下列資產有否出現減值跡象或，除商譽外，過往已確認之減值虧損不再存在或已減少：

- 物業、廠房及設備 (按重估金額計值之土地及樓宇除外)；
- 無形資產；
- 商譽；
- 收購物業之非流動預付款項；
- 於合營企業之投資；及
- 於本公司之財務狀況表內於附屬公司之投資。

倘有任何減值跡象，則會估計該項資產之可收回金額。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(iii) Impairment of other non-current assets (continued)

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產之減值 (續)

– 計算可收回金額

資產之可收回金額為其公允值減處置成本及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘個別資產所產生之現金流入基本上不能獨立於其他資產所產生之現金流入，則以獨立產生現金流入之最小資產組合（即現金產生單位）來釐定可收回金額。

– 確認減值虧損

資產或其所屬之現金產生單位之賬面值高於其可收回金額時，則會於損益內確認減值虧損。就現金產生單位確認之減值虧損會先分配用以削減現金產生單位（或一組單位）所獲分配任何商譽之賬面值，隨後則按比例削減單位（或一組單位）內其他資產之賬面值，惟資產賬面值不可下調至低於其獨立之公允值減處置成本（如能計量）或使用價值（如能釐定）。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Credit losses and impairment of assets (continued)

(iii) Impairment of other non-current assets (continued)

- Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iv) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 2(I)(i) and 2(I)(ii)).

2 會計政策變動 (續)

(I) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產之減值 (續)

- 減值虧損撥回

倘用以釐定可收回金額之估計發生有利變化，則會將減值虧損撥回。

所撥回之減值虧損僅限於倘若並無於過往年度確認減值虧損而可釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度內計入損益中。

(iv) 中期財務報告及減值

根據上市規則，本集團須根據香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期期末，本集團應用於財政年度結束時所應用之相同減值測試、確認及撥回標準（見附註2(I)(i)及2(I)(ii)）。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(iv) Interim financial reporting and impairment (continued)

Impairment losses recognised in an interim period in respect of goodwill and available-for-sale equity securities are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

(m) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is determined by reference to the sales proceeds of items sold in the ordinary course of business subsequent to the financial year end date or to management estimates based on prevailing market conditions.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2 會計政策變動 (續)

(l) 信貸虧損及資產減值 (續)

(iv) 中期財務報告及減值 (續)

在中期期間確認有關商譽及可供出售權益證券之減值虧損在往後期間不會撥回。即使僅於有關該中期期間之財政年度結束時所作出的減值評估應該確認無虧損或較少虧損，在中期期間確認的減值虧損仍不會撥回。因此，倘可供出售權益證券之公允值於年度期間餘下時間或在往後任何其他期間增加，則有關增幅將於其他全面收益而非損益內確認。

(m) 存貨

存貨按成本及可變現淨值之間之較低者入賬。

成本以先進先出法計算且包括購買之全部成本及將存貨送至其目前位置及狀態所產生之其他成本。

可變現淨值乃參考按於財政年度結算日以後循日常業務過程中出售項目所得之出售所得款項或由管理層根據當前市況而作之估計釐定。

當出售存貨時，該等存貨賬面值於有關收益確認之期間內確認為開支。

任何存貨金額撇減而至可變現淨值及存貨之所有遺失均於撇減或遺失之發生期內確認為開支。存貨任何撇減撥回之金額於撥回發生之期間內被確認為已確認為開支之存貨金額之減少。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for credit losses (see Note 2(l)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for credit losses (see Note 2(l)(i)).

(o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs and, where applicable, the fair value of the embedded derivative financial instruments. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(p) Convertible preference share capital

Convertible preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends on convertible preference share capital classified as equity are recognised as distributions within equity.

(q) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

2 會計政策變動 (續)

(n) 應收賬款及其他應收款

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

應收賬款及其他應收款首次按公允值確認，其後則使用實際利率法按攤銷成本減去信貸虧損撥備入賬（見附註2(l)(i)），惟倘若應收款為借予關連人士且無任何固定償還年期之免息貸款，或貼現影響輕微者則除外。在該等情況下，應收款會按成本減信貸虧損撥備入賬（見附註2(l)(i)）。

(o) 計息借貸

計息借貸首次按公允值扣除應佔交易成本及內含衍生工具之公允值（倘適用）後確認。於首次確認後，計息借貸將按攤銷成本入賬，而最初確認金額與贖回價值之間之任何差額則以實際利息法於借貸期內連同任何應付利息及費用於損益中確認。

(p) 可換股優先股股本

倘可換股優先股股本為不能贖回，或僅可按本公司選擇贖回，而任何股息屬酌情者，則可換股優先股股本將被分類為權益。被分類為權益之可換股優先股股本之股息被確認為權益項下分派。

(q) 應付賬款及其他應付款

應付賬款及其他應付款首次按公允值確認，其後按攤銷成本入賬，但如貼現影響輕微者，則按成本入賬。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(s) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

– Share option scheme

The fair value of share options granted to employees and service providers is recognised as an employee cost or operating expense with a corresponding increase in capital reserve within equity. The fair value is measured at grant date using the Black-Scholes Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

2 會計政策變動 (續)

(r) 現金及現金等值項目

現金及現金等值項目包括銀行結存及手頭現金、存放於銀行及其他財務機構之活期存款及短期而高流動性之投資，此等投資可隨時兌換為已知金額之現金，且所須承受之價值波動風險不大，其已於收購三個月內到期。

(s) 僱員福利

(i) 短期僱員福利及定額供款退休計劃的供款

薪金、年終花紅、有薪年假、定額供款退休計劃的供款及非現金福利成本均在僱員提供有關服務之年度內應計。倘若付款或還款遞延並有重大影響，該等金額以其現值呈列。

(ii) 股份付款

– 購股權計劃

已向僱員及服務供應者授出的購股權公允值被確認為僱員成本或經營開支，並於權益內資本儲備中作相應增加。公允值於授出日經計及授出購股權的條款及條件以柏力克-舒爾斯模式計量。倘若僱員於無條件享有購股權前須符合歸屬條件，購股權的估計總公允值乃經計及購股權將歸屬的可能性後按歸屬期分佈。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(ii) Share-based payments (continued)

- Share option scheme (continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

- Share award scheme

The shares awarded under the share award scheme are acquired from open market. The net consideration paid, including any directly attributable incremental costs, is presented as "Shares held under share award scheme" and deducted from equity.

2 會計政策變動 (續)

(s) 僱員福利 (續)

(ii) 股份付款 (續)

- 購股權計劃 (續)

於歸屬期內，會對預期歸屬的購股權數量作出檢討。除非原先僱員開支符合資格被確認為資產，否則就此產生的對前年確認的累計公允值之任何調整於檢討年度的損益扣減／入賬，並對資本儲備作相應調整。於歸屬日，已確認為開支之金額乃予以調整以反映已歸屬購股權之實際數量（及資本儲備亦相應調整），惟因本公司股份的市場價格導致歸屬條件不能達成而要沒收則除外。權益金額於資本儲備確認，直至購股權被行使（當其轉移至股份溢價賬時）或購股權到期（當其直接撥回至保留溢利時）。

- 股份獎勵計劃

根據股份獎勵計劃獎勵的股份乃自公開市場購入。包括任何直接應佔增加成本在內的已付代價淨額呈列為「根據股份獎勵計劃持有的股份」，並於權益內扣除。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(ii) Share-based payments (continued)

– Share award scheme (continued)

For shares granted under the share award scheme, the fair value of shares granted to employees is recognised as an employee cost with a corresponding increase in capital reserve within equity. The fair value is based on the closing price of the Company's shares on grant date plus any directly attributable incremental costs. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the shares, the total fair value of the shares is spread over the vesting period, taking into account the probability that the shares will vest.

During the vesting period, the number of shares that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of shares that vest with a corresponding adjustment to the capital reserve.

2 會計政策變動 (續)

(s) 僱員福利 (續)

(ii) 股份付款 (續)

– 股份獎勵計劃 (續)

就股份獎勵計劃項下授出之股份，已向僱員授出的購股權公允值被確認為僱員成本，並於權益內資本儲備中作相應增加。公允值根據於授出日期之本公司股份收市價加任何直接歸屬增量成本。倘若僱員於無條件享有股份前須符合歸屬條件，股份的總公允值乃經計及股份將歸屬的可能性後按歸屬期分佈。

於歸屬期內，會對預期歸屬的股份數量作出檢討。除非原先僱員開支符合資格被確認為資產，否則就此產生的對前年確認的累計公允值之任何調整於檢討年度的損益扣減／入賬，並對資本儲備作相應調整。在歸屬日，已確認為支出之數額會作出調整，以反映所歸屬股份之實際數目，同時對資本儲備作出相應調整。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(ii) Share-based payments (continued)

- Share award scheme (continued)

When the awarded shares are transferred to the awardees upon vesting, the related weighted average acquisition cost of the awarded shares vested are credited to "Shares held under share award scheme", and the grant date fair value of the awarded shares vested are debited to the capital reserve. The difference between the related weighted average acquisition cost and the grant date fair value of the awarded shares vested is transferred to retained profits directly.

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(t) Income tax

Income tax for the period comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to business combinations, or items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

2 會計政策變動 (續)

(s) 僱員福利 (續)

(ii) 股份付款 (續)

- 股份獎勵計劃 (續)

當獎勵股份於歸屬時轉至獲獎授人，有關已歸屬獎勵股份之加權平均收購成本乃進賬至「根據股份獎勵計劃持有的股份」，以及有關已歸屬獎勵股份的授出日期公允值乃於資本儲備中扣除。有關加權平均收購成本與已歸屬獎勵股份的授出日期公允值之間的差額乃直接轉撥至保留溢利。

(iii) 終止僱用福利

終止僱用福利於本集團不再能取消提供該等福利時及本集團確認涉及支付終止僱用福利之重組成本時（以較早者為準）確認。

(t) 所得稅

期內所得稅包括即期稅項及遞延稅項資產與負債之變動。即期稅項及遞延稅項資產及負債之變動均在損益內確認，但以與業務合併或確認為其他全面收益或直接確認為權益項目相關者除外，在該情況下，有關稅項金額分別確認為其他全面收益或直接於權益確認。

即期稅項是按期內應課稅收入以報告期末已生效或實際上已生效之稅率計算之預期應付稅項，加以往年度應付稅項之任何調整。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Income tax (continued)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 會計政策變動 (續)

(t) 所得稅 (續)

遞延稅項資產及負債分別由可抵扣及應課稅暫時差異，即資產及負債就財務申報而言之賬面值與其稅基之間之差異而產生。遞延稅項資產亦由未動用稅務虧損及未動用稅項抵免而產生。

除了某些有限之例外情況外，所有遞延稅項負債及遞延稅項資產（僅限於有可能用來動用日後應課稅溢利之資產）均予確認。支持確認由可抵扣暫時差異所產生遞延稅項資產的未來應課稅溢利包括因撥回目前存在之應課稅暫時差異而產生之數額，但該等撥回之差異必須與同一稅務機關和同一應課稅實體有關，並預期在可抵扣暫時差異預計撥回之同一期間或遞延稅項資產所產生稅項虧損可向後期或向前期結轉之期間內撥回。在決定目前存在之應課稅暫時差異是否足以支持確認由未動用稅項虧損及抵免所產生之遞延稅項資產時，亦會採用同一準則，即倘差異是與同一稅務機關及同一應課稅實體有關，以及預期在動用稅項虧損和抵免之期間內撥回，則計入該等差異。

確認遞延稅項資產及負債之少數例外情況為源自不可扣稅之商譽之暫時差異、初步確認不影響會計或應課稅溢利（惟並非業務合併之其中部份）之資產或負債，以及有關投資於附屬公司之暫時差異，惟以（就應課稅差異而言）本集團可控制撥回時間且於可見將來可能不會撥回差異，或（就可扣稅差異而言）除非有關差異可能將於日後撥回為限。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(t) Income tax (continued)

Where investment property is carried at its fair value in accordance with the accounting policy set out in Note 2(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of this asset at its carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

2 會計政策變動 (續)

(t) 所得稅 (續)

倘投資物業根據附註2(i)之會計政策按其公允值入賬，已確認遞延稅項之金額按以該資產於報告日期之賬面值出售而適用之稅率計量，除非該物業為可折舊而其相關業務模式是隨著時間過去，通過使用而非出售消耗該投資物業包含之所有經濟利益。於所有其他情況下，已確認之遞延稅項金額是按照資產及負債賬面值之預期變現或清償方式，以報告期末已生效或實際上已生效之稅率計量。遞延稅項資產及負債均不貼現計算。

每個報告期末均會檢討遞延稅項資產之賬面值，並調減至再無足夠應課稅溢利以動用有關稅務利益為止。任何有關減幅於可能有足夠應課稅溢利時予以撥回。

因分派股息產生的額外所得稅在支付相關股息的負債確認時確認。

即期稅項結餘及遞延稅項結餘以及有關變動均獨立呈列，不予抵銷。倘本公司或本集團具備合法權力將即期稅項資產與即期稅項負債抵銷，且符合以下額外條件，則即期稅項資產與即期稅項負債抵銷，而遞延稅項資產則與遞延稅項負債抵銷：

- 就即期稅項資產及負債而言，本公司或本集團擬按淨額基準結算或同時變現資產及清付負債；或

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Income tax (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(u) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2 會計政策變動 (續)

(t) 所得稅 (續)

- 就遞延稅項資產及負債而言，倘與相同稅務機構就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同應課稅實體，而該等實體於各個預期清付或收回遞延稅項負債或資產之重大金額之日後期間，擬按淨額基準變現即期稅項資產及清付即期稅項負債或同時變現資產及清付負債。

(u) 撥備及或然負債

倘若本集團或本公司須就已發生之事件承擔法律或推定責任，而履行該責任時可能會導致經濟利益外流，並可作出可靠之估計，便會就該時間或金額不定之負債確認撥備。如果貨幣時間價值重大時，撥備則按預計履行責任所涉及開支之現值入賬。

倘若不可能出現經濟利益外流，或是無法對有關金額作出可靠之估計，便會將該責任披露為或然負債，除非經濟利益外流之可能性渺茫則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或然負債，除非經濟利益外流之可能性渺茫則除外。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, 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.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of goods and net income from concession sales

Revenue arising from the sale of goods and net income from concession sales are recognised when the customer takes possession of and accepts the goods. No revenue or net income is recognised if there are significant uncertainties regarding recovery of the consideration due, the possible return of goods, or continuing management involvement with the goods.

(ii) Service fee income

Service fee income from the operation of department stores, shopping mall and supermarkets is recognised when the related services are rendered.

2 會計政策變動 (續)

(v) 收益及其他收入

本集團將其日常業務過程中產生自銷售貨品、提供服務或根據租賃其他使用本集團資產的收入分類為收益。

當產品或服務的控制權按本集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額)轉移至客戶或承租人有權動用資產時，收益予以確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

(i) 銷售貨品及專櫃銷售淨收入

銷售貨品收益及專櫃銷售淨收入於客戶接受貨品及有關擁有權的風險及回報時確認。倘到期代價之收回存在重大不確定性，貨物可能被退回，或本集團仍持續參與貨物管理，則不會確認收益或淨收入。

(ii) 服務費收入

經營百貨商場、購物中心及超級市場之服務費收入於提供相關服務時確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Revenue and other income (continued)

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iv) Customer loyalty programme

The Group's customer loyalty programme awards customers credits which entitle the customers to the right to exchange for products offered under the customer loyalty programme and gives rise to a separate performance obligation. The Group allocated a portion of the transaction price to the customer loyalty programme based on relative standalone selling price. Such amount is deferred and revenue is recognised when the programme credits are redeemed and the Group has fulfilled its obligations to supply the products offered under the customer loyalty programme. Deferred revenue is also released to revenue when it is no longer considered probable that the programme credits will be redeemed.

(v) Dividends

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

2 會計政策變動 (續)

(v) 收益及其他收入 (續)

(iii) 經營租賃之租金收入

經營租賃之應收租金收入在租賃期所涵蓋期間內，以等額在損益中確認，但如有其他基準能更清晰地反映使用的租賃資產所產生的收益模式則除外。授出之租賃獎勵在損益中確認為應收淨租金總額的組成部份。或然租金於其賺得之會計期間內確認為收益。

(iv) 客戶忠誠度計劃

本集團之客戶忠誠度計劃獎勵客戶積分，而有關積分授予客戶權利交換根據客戶忠誠度計劃所提供之產品並產生單獨的履約責任。本集團按相關獨立售價分配一部分交易價格至客戶忠誠度計劃。有關金額會遞延處理，而收益會於計劃積分獲贖回及本集團已履行其根據客戶忠誠度計劃提供產品之責任時確認。遞延收益亦於計劃積分將不再可能被贖回時撥作收益。

(v) 股息

上市投資之股息收入在投資項目股價除息時確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(v) Revenue and other income (continued)

(vi) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(l)(i)).

(vii) Income from financial guarantees issued

Income from financial guarantees issued is recognised over the term of the guarantees (see Note 2(l)(ii)).

(w) Translation of foreign currencies

Foreign currency transactions during the year are translated into the functional currency of the entity to which they relate at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity to which they relate at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the dates the fair value was measured.

2 會計政策變動 (續)

(v) 收益及其他收入 (續)

(vi) 利息收入

利息收入於產生時以實際利率法確認。就按攤銷成本計量或按公允值計入其他全面收益(可劃轉)且並無出現信貸減值的金融資產而言，則資產的總賬面值以實際利率適用。就出現信貸減值的金融資產而言，實際利率應用於資產的攤銷成本(即扣除虧損撥備的總賬面值)(見附註2(l)(i))。

(vii) 已發出財務擔保的收入

已發出財務擔保的收入按擔保期確認(見附註2(l)(ii))。

(w) 外幣換算

年內之外幣交易按交易日之外幣匯率換算為與其有關實體之功能貨幣。以外幣計值之貨幣資產及負債按報告期末之外幣匯率換算為與其有關實體之功能貨幣。匯兌收益及虧損於損益內確認。

根據外幣歷史成本計量之非貨幣資產及負債乃使用交易當日釐定之外匯匯率換算為與其有關之實體之功能貨幣。以外幣計值並按公允值列賬之非貨幣資產及負債乃使用計量公允值當日之外匯匯率換算為與其有關之實體之功能貨幣。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(w) Translation of foreign currencies (continued)

The results of operations which have a functional currency other than RMB, the Group's presentation currency, are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

(x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition of an asset which necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

2 會計政策變動 (續)

(w) 外幣換算 (續)

使用本集團之呈列貨幣人民幣以外之功能貨幣計值之經營業績按交易當日釐定之外匯匯率之概約匯率換算為人民幣。財務狀況表項目按報告期末之外匯收市匯率換算為人民幣。所產生之匯兌差額於其他全面收益確認並於匯兌儲備之權益中獨立累計。

(x) 借貸成本

收購必定需要較長期間才能用作擬定用途的資產直接應佔的借貸成本，作為該資產成本的一部分而資本化。其他借貸成本在產生之期間支銷。

借貸成本作為合資格資產成本的一部分而資本化，在資產產生開支、產生借貸成本及籌備資產作預期用途所需的活動正在進行時開始。借貸成本資本化在籌備合資格資產作預期用途或銷售所需的所有活動中斷或完成時暫停或終止。

(y) 關連人士

- (a) 一名人士或該名人士之近親家庭成員為本集團之關連人士，如該名人士：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員成員。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(y) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group.
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2 會計政策變動 (續)

(y) 關連人士 (續)

(b) 實體如符合以下情況之一時，則為本集團之關連人士：

- (i) 該實體與本集團為同一集團成員公司。
- (ii) 實體為另一實體之聯營公司或合營企業（或另一實體所屬集團成員公司之聯營公司或合營企業）。
- (iii) 兩個實體均為同一第三方之合營企業。
- (iv) 實體為第三實體之合營企業且另一實體為該第三實體之聯營公司。
- (v) 實體為讓本集團或與本集團有關之實體之僱員受益之終止受僱後福利計劃。
- (vi) 實體由(a)所界定人士控制或共同控制。
- (vii) 由(a)(i)所界定人士對實體有重大影響力或為該實體（或該實體母公司）之主要管理層成員。
- (viii) 該實體，或其所屬集團之任何成員公司，向本集團或本集團之母公司提供主要管理層服務。

個別人士之親密家庭成員乃指該親屬成員在與公司交易時可能影響或被影響之親屬成員。

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group's revenue is substantially derived from retail customers in the PRC and the Group's operating assets are substantially located in the west region of the PRC. Accordingly, no segment analysis based on geographical location of the customers and assets is provided.

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 12, 13, 15, 25 and 28 contain information about the assumptions and their risk factors relating to valuation of land and buildings held for own use, investment property, goodwill impairment, fair value of share options granted and financial assets and liabilities measured at fair value. Other key sources of estimation uncertainty are as follows:

2 會計政策變動 (續)

(z) 分部報告

經營分部及財務報表內呈報之各分部項目之金額是由定期提供予本集團最高行政管理人員以作資源分配，及對本集團之各項業務及地區分部進行業績評估之財務資料中識別出來的。

除非分部具備相似之經濟特徵及在產品及服務性質、客戶類型或類別、分銷產品或提供服務所使用之方法以及監管環境方面相似，否則各個重大經營分部在財務匯報中不會進行合算。個別非重大之經營分部，如果符合上述大部份標準，則可能會進行合算。

本集團之收益主要源自其於中國之零售客戶，而本集團之經營資產絕大部份位於中國西部地區。因此，並無提供根據客戶及資產所在地理區域劃分之分部分析。

3 會計判斷及估計

附註12、13、15、25及28載有與持作自用土地及樓宇及投資物業之估值、商譽減值、所授出購股權之公允值及按公允值計量之金融資產及負債有關之假設及其風險因素之資料。估計不確定之其他重要來源如下：

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3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(a) Expected credit losses of receivables

Expected credit losses are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of receivables. Receivables are categorised by individual characteristics of each customer. The Group estimates the loss allowance at an amount equal to lifetime expected credit losses for receivables based on the ageing of overdue balances, repayment histories of individual debtors, debtor credit-worthiness, historical write-off experience, existing customer-specific and market conditions and forward-looking information.

The Group considers the following indicators when assessing the credit risks, such as the changes in macroeconomic conditions, probabilities of default and internal or external credit ratings, or expected operating performance of the customer, etc. At every reporting date the historical observed default rates are updated and changes in the forward-looking information are analysed. Such assessment involves a significant degree of judgement by the management.

3 會計判斷及估計 (續)

(a) 應收款項的預期信貸虧損

預期信貸虧損為於應收款項的預計有效期內信貸虧損的概率加權估計(即所有現金差額的現值)。應收款項按各客戶個別特點分類。本集團根據逾期結餘賬齡、個別債務人還款歷史、債務人信用可靠性、過往撇銷經驗、現有客戶特定及市場狀況以及前瞻性資料，按相等於整個存續期的預期信貸虧損金額估計應收款項的虧損撥備。

本集團評估信貸風險時會考慮以下指標，如宏觀經濟狀況變動、違約概率及內部或外部信貸評級，或客戶預期經營表現等。於各報告日期，將更新歷史觀察違約率及分析前瞻性資料。該等評估涉及管理層重大判斷。

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3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with accounting policy for impairment of long-lived assets as described in Note 2(l). The carrying amounts of long-lived assets are reviewed periodically or when indications are identified in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or, except for goodwill, reversal of impairment in future periods.

(c) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual values. The management reviews the estimated useful lives and the residual values, of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The determination of the useful lives and the residual values, are based on historical experience with similar assets. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

3 會計判斷及估計 (續)

(b) 耐用資產減值

倘有情況顯示無法收回耐用資產之賬面值，有關資產可能視為「減值」，並可能根據附註2(l)所述有關耐用資產減值之會計政策確認減值虧損。本集團定期或當發現減值跡象時覆核耐用資產之賬面值，藉以評估可收回金額是否下跌至低於賬面值。倘出現上述減值情況，賬面值則會減至可收回金額。可收回金額為公允值減處置成本或使用價值兩者中之較高者。在釐定使用價值時，資產產生的預計未來現金流量貼現至現值，當中須對相關收入水平及經營成本金額作出重要判斷。本集團在釐定與可收回金額相若之合理數額時，使用全部可輕易獲得資料，包括基於合理及有支持力之假設之估計以及收益與經營成本款額之預測水平。有關估計之變動可對資產之賬面值產生重大影響，並可於未來期間引致額外減值開支或（商譽除外）作出減值撥回。

(c) 折舊

物業、廠房及設備之折舊乃經考慮估計剩餘價值後，按資產之估計可使用年限以直線法計算。管理層定期檢討資產之估計可使用年限及剩餘價值，以釐定於任何報告期內記錄之折舊支出金額。可使用年限及剩餘價值乃根據類似資產之過往經驗釐定。倘過往之估計出現重大變動，則日後期間之折舊支出亦會調整。

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3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(d) Deferred tax

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. In determining the amount of deferred tax assets to be recognised, significant judgement is required relating to the timing and level of future taxable profits, after taking into account future tax planning strategies. The amount of deferred tax assets recognised at future dates are adjusted if there are significant changes from these estimates.

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the PRC.

Revenue represents the sales value of goods sold to customers, net income from concession sales, rental income from operating leases and management and administrative service fee income. Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

3 會計判斷及估計 (續)

(d) 遞延稅項

僅限於有可能出現未來應課稅溢利可供動用遞延稅項資產時，就未動用稅項虧損及可扣減暫時差異確認遞延稅項資產。於釐定將予確認之遞延稅項資產金額時，在考慮未來稅務計劃策略後，需要就未來應課稅溢利之時機及程度作出重大判斷。倘該等估計出現重大變動，於未來日期確認遞延稅項資產之金額會作出調整。

4 收益和分部報告

(a) 收益

本集團之主要業務為於中國經營百貨商場、購物中心及超級市場。

收益指向客戶售出之商品銷售價值、特許專櫃銷售淨收入、來自經營租賃之租金收入，以及管理及行政服務費收入。各主要收益及淨收入類別之金額之分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之來自客戶合約之收益		
Sales of goods	商品銷售	596,232	644,650
Net income from concession sales	特許專櫃銷售淨收入	324,253	386,759
Management and administrative service fee income	管理及行政服務費收入	56,148	53,958
		976,633	1,085,367
Revenue from other sources	其他來源收益		
Rental income from operating leases	經營租賃之租金收入	77,432	73,693
		1,054,065	1,159,060
Disaggregated by timing of revenue recognition	按收益確認時間分類		
Point in time	時點	920,485	1,031,409
Over time	隨時間	133,580	127,651
		1,054,065	1,159,060

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4 REVENUE AND SEGMENT REPORTING (continued)

(a) Revenue (continued)

The Group's entire revenue is attributable to the market in the Xi'an City, PRC. No analysis of geographical information is therefore presented.

The Group engages in the retail business, and accordingly, the directors of the Company consider that the Group's customer base is diversified and the Group has no customer with whom transactions have exceeded 10% of the Group's revenue for the year ended 31 March 2019 (2018: RMBNil). Details of concentrations of credit risk are set out in Note 28(a).

Information on gross revenue

Gross revenue represents the gross amount arising from the sales of goods, concession sales charged to retail customers, rental income from operating leases and management and administrative service fee income charged to tenants.

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Sales of goods	商品銷售	596,232	644,650
Gross revenue from concession sales	特許專櫃銷售總收益	1,999,289	2,320,766
Rental income from operating leases	來自經營租賃之租金收入	77,432	73,693
Management and administrative service fee income	管理及行政服務費收入	56,148	53,958
		2,729,101	3,093,067

Further details regarding the Group's principal activities are disclosed below.

4 收益和分部報告 (續)

(a) 收益 (續)

本集團的全部收益來自中國西安市場。因此，概無呈列地理資料分析。

本集團從事零售業務，因此，本公司董事認為，本集團的客戶基礎多元化，且截至二零一九年三月三十一日止年度本集團並無交易超過本集團收益10%的客戶(二零一八年：人民幣零元)。信貸風險集中的詳情載列於附註28(a)。

與總收益有關之資料

總收益指銷售商品、計入零售客戶之特許專櫃銷售、來自經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額。

有關本集團主要業務之進一步詳情於下文披露。

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4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting

The Group manages its businesses by lines of business. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Department stores and shopping mall: this segment operates 6 department stores and a shopping mall.
- Supermarkets: this segment operates 7 supermarkets.

(i) Segment information

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and net income and expenses are allocated to the reportable segments with reference to revenue and net income generated by those segments and the expenses incurred by those segments. However, assistance provided by one segment to another is not measured.

4 收益和分部報告 (續)

(b) 分部報告

本集團透過業務類型管理其業務。就資源分配及表現評估而言，為符合向本集團之最高級管理層作內部報告資料方式，本集團已按以下兩個可報告分部進行呈報。概無經營分部合併以構成以下可報告分部：

- 百貨商場及購物中心：此分部包括六家百貨商場及一家購物中心業務。
- 超級市場：此分部包括七家超級市場業務。

(i) 分部資料

就於分部間評估分部表現及分配資源而言，本集團之高級管理層監察各個可報告分部之應佔業績，其基準如下：

收益及淨收入以及開支分配至可報告分部，乃參照該等分部所產生收益及淨收入以及該等分部所產生開支。然而，分部之間所提供支援並不予計量。

Notes to the Financial Statements

財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

4 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(i) Segment information (continued)

The measure used for reporting segment profit is “adjusted EBITDA” i.e. “adjusted earnings before interest, taxes, depreciation and amortisation”, where “interest” is regarded as including interest income, and other financial charges and income, and “depreciation and amortisation” is regarded as including impairment losses on tangible and intangible assets and valuation gain or loss on investment property. To arrive at adjusted EBITDA, the Group’s earnings are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs. No inter-segment sales have occurred for the year ended 31 March 2019 and 2018.

Assets and liabilities are not monitored by the Group’s senior executive management based on segments. Accordingly, no information on segment assets and liabilities is presented.

Information regarding the Group’s reportable segments as provided to the Group’s most senior executive management for the purposes of resource allocation and assessment of segment performance for the year ended 31 March 2019 and 2018 is set out below.

4 收益和分部報告 (續)

(b) 分部報告 (續)

(i) 分部資料 (續)

用於報告分部溢利之方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前之盈利」，其中「利息」包括利息收入及其他財務支出及收入，而「折舊及攤銷」包括有形資產及無形資產之減值虧損與投資物業之估值收益或虧損。為計算經調整EBITDA，本集團之盈利乃對並未被專門指定屬於個別分部之項目作出進一步調整，如總辦事處或公司行政成本。於截至二零一九年及二零一八年三月三十一日止年度，內部分部間並無銷售。

資產及負債並無經由本集團之高級管理層按分部監察。因此，概無與分部資產及負債有關之資料呈報。

以下所載有關本集團之可報告分部資料乃提供予本集團之最高級管理層，以供彼等就截至二零一九年三月三十一日止年度及截至二零一八年三月三十一日止年度分配資源及評估分部表現。

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4 REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(i) Segment information (continued)

4 收益和分部報告 (續)

(b) 分部報告 (續)

(i) 分部資料 (續)

		2019 二零一九年		
		Department stores and shopping mall 百貨商場及購物中心 RMB'000 人民幣千元	Supermarkets 超級市場 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收益確認時間分類			
Point in time	時點	658,679	261,806	920,485
Over time	隨時間	106,075	27,505	133,580
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	764,754	289,311	1,054,065
Reportable segment profit (adjusted EBITDA)	可報告分部溢利(經調整EBITDA)	178,625	17,531	196,156
		2018 二零一八年		
		Department stores and shopping mall 百貨商場及購物中心 RMB'000 人民幣千元	Supermarkets 超級市場 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收益確認時間分類			
Point in time	時點	766,053	265,356	1,031,409
Over time	隨時間	104,644	23,007	127,651
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	870,697	288,363	1,159,060
Reportable segment profit (adjusted EBITDA)	可報告分部溢利(經調整EBITDA)	283,047	13,278	296,325

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4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(ii) Reconciliation of reportable segment profit

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Reportable segment profit	可報告分部溢利	196,156	296,325
Other net income	其他淨收入	3,895	17,658
Depreciation expenses	折舊開支	(143,350)	(141,959)
Impairment losses on goodwill	商譽減值虧損	(194,728)	-
Valuation gain on an investment property	投資物業估值收益	-	200
Net finance costs	財務費用淨額	(88,107)	(96,997)
Unallocated head office and corporate administration expenses	未分配總部及企業行政開支	(21,673)	(28,567)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(247,807)	46,660

4 收益和分部報告(續)

(b) 分部報告(續)

(ii) 可報告分部溢利對賬

5 OTHER NET INCOME

5 其他淨收入

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interest income	利息收入	7,667	8,899
Net income on a financial guarantee issued	已發行金融擔保之淨收入	5,660	5,660
Government grant	政府撥款	-	1,810
Dividend income	股息收入	900	900
Changes in fair value of other financial assets	其他金融資產之公允值變動	(10,332)	-
Others	其他	-	389
		3,895	17,658

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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

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6 (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging/
(crediting):

(a) Net finance costs

Interest expenses on bank and other loans	銀行及其他貸款之利息支出
Bank charges and other finance costs	銀行費用及其他財務費用
Total borrowing costs	總借貸成本
Less: interest expense capitalised into prepayments for acquisitions of properties	減：已資本化入收購物業預付款項之利息開支
Finance income on loan receivables from third parties	應收第三方貸款之財務收入
Net foreign exchange loss	外匯虧損淨額

The borrowing costs have been capitalised at a rate of 6.70% per annum for the year ended 31 March 2019 (2018: 5.96%) (see Note 17).

(b) Staff costs

Salaries, wages and other benefits	薪金、工資及其他福利
Contributions to defined contribution retirement plans	向定額供款退休計劃供款

6 除稅前(虧損)/溢利

除稅前(虧損)/溢利已扣除/(計入):

(a) 財務費用淨額

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
157,464	146,509
12,042	4,741
169,506	151,250
(79,809)	(53,333)
(1,591)	(922)
1	2
88,107	96,997

截至二零一九年三月三十一日止年度借貸成本已按每年6.70% (二零一八年：5.96%) 之比率資本化(見附註17)。

(b) 員工成本

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
127,746	130,725
16,320	15,737
144,066	146,462

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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
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6 (LOSS)/PROFIT BEFORE TAXATION (continued)

(b) Staff costs (continued)

The employees of the subsidiaries of the Group established in the PRC participate in defined contribution retirement benefit schemes managed by the local government authorities, whereby these subsidiaries are required to contribute to the schemes at 20% of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC, from the above mentioned retirement schemes at their normal retirement age.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant salaries, subject to a cap of monthly relevant salaries of HK\$30,000. Contributions to the MPF Scheme vest immediately.

The Group has no further obligation for payment of other retirement benefits beyond the above annual contributions.

6 除稅前（虧損）／溢利（續）

(b) 員工成本（續）

本集團於中國成立之附屬公司之僱員參與地方政府機構管理之定額供款退休福利計劃，據此該等附屬公司須按僱員基本薪金之20%向該等計劃供款。根據上述退休計劃，該等附屬公司僱員於達致正常退休年齡時有權按上述退休計劃享有按中國平均薪資水平百分比計算之退休福利。

本集團亦根據香港強制性公積金計劃條例為香港僱傭條例之司法權區下之僱員運作一個強制性公積金計劃（「強積金計劃」）。強積金計劃為一個由獨立受託人管理之定額供款計劃。根據強積金計劃，僱主及其僱員均須按僱員相關薪資之5%（每月相關薪資上限為30,000港元）向計劃供款。向強積金計劃之供款即時歸屬。

除作出上述年度供款外，本集團概無就其他退休福利付款之責任。

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6 (LOSS)/PROFIT BEFORE TAXATION (continued)

(c) Other items

Auditors' remuneration:	核數師薪酬：
– statutory audit service	– 法定核數服務
– other services	– 其他服務
Impairment losses on trade and other receivables	應收賬款及其他應收款之減值虧損
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備之虧損淨額

Note: The Group has initially applied HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

6 除稅前(虧損)/溢利(續)

(c) 其他項目

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
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4,000	3,800
–	280
17,394	–
1,123	630

附註：本集團於二零一八年四月一日首次應用香港財務報告準則第9號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

Current taxation (see Note 26(a)):	本期稅項 (見附註26(a)):
– Provision for PRC Corporate Income Tax	– 中國企業所得稅撥備
– (Over-)/under-provision in respect of prior years	– 過往年度(超額撥備)/撥備不足
Deferred taxation (see Note 26(b)):	遞延稅項 (見附註26(b)):
– Origination and reversal of temporary differences	– 暫時差異之產生及撥回

7 綜合損益表內所得稅

(a) 綜合損益表內之稅項指：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
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13,557	20,250
(5,013)	1,289
8,544	21,539
7,474	1,473
16,018	23,012

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財務報表附註

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7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(continued)

(b) Reconciliation between tax expense and accounting (loss)/profit at applicable tax rates:

7 綜合損益表內所得稅(續)

(b) 稅項支出及會計(虧損)/溢利按適用稅率之調節如下:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(247,807)	46,660
Expected tax on (loss)/profit before tax, calculated at the rates applicable to profits in the tax jurisdictions concerned (see Notes (i), (ii) and (iii))	除稅前(虧損)/溢利之預期稅項，按相關稅務司法權區獲得溢利之適用稅率計算(見附註(i)、(ii)及(iii))	(57,870)	16,944
Tax effect of non-deductible expenses	不可扣減支出之稅務影響	56,555	9,196
Tax concessions (see Note (iv))	稅項寬減(見附註(iv))	(5,841)	(12,909)
Tax effect of unused tax losses not recognised	未確認未動用稅務虧損之稅務影響	28,187	8,492
(Over-)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	(5,013)	1,289
Income tax	所得稅	16,018	23,012

Notes:

- (i) The Company and the subsidiaries of the Group incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% (2018: 16.5%). No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the year ended 31 March 2019 (2018: RMBNil).
- (ii) The Company and the subsidiaries of the Group incorporated in countries other than the PRC (including Hong Kong) are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

附註:

- (i) 本公司及本集團於香港註冊成立之附屬公司須繳納香港利得稅稅率為16.5%(二零一八年:16.5%)。由於本公司及本集團於香港註冊成立之附屬公司截至二零一九年三月三十一日止年度並無須繳納香港利得稅之應課稅溢利(二零一八年:人民幣零元)，故並未就香港利得稅作出撥備。
- (ii) 本公司及本集團於中國(包括香港)以外國家註冊成立之附屬公司根據其各自所在註冊國家之法律及法規毋須繳納任何所得稅。

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7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(continued)

(b) Reconciliation between tax expense and accounting (loss)/profit at applicable tax rates: (continued)

Notes: (continued)

- (iii) The subsidiaries of the Group established in the PRC are subject to PRC Corporate Income Tax rate of 25% for the year ended 31 March 2019 (2018: 25%).
- (iv) Certain subsidiaries of the Group established in the PRC obtained approvals from the respective tax bureaux in 2012 that they are entitled to tax benefits applicable to entities under the Second Phase of the Western Region Development Plan of the PRC, and enjoy a preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2011 to 2020.

7 綜合損益表內所得稅 (續)

(b) 稅項支出及會計(虧損)/溢利按適用稅率之調節如下: (續)

附註: (續)

- (iii) 截至二零一九年三月三十一日止年度，本集團於中國成立之附屬公司須繳納中國企業所得稅稅率為25% (二零一八年: 25%)。
- (iv) 於二零一二年，本集團若干在中國成立之附屬公司取得相關稅務局批文，有權享受適用於中國西部大開發計劃第二期下之實體之相關稅務減免，並將於二零一一年至二零二零年曆年享受15%之優惠中國企業所得稅稅率。

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8 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

8 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之董事薪酬如下：

		2019 二零一九年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors		執行董事				
Mr. Wu Yijian (Chairman)	吳一堅先生(主席)	4,279	695	-	15	4,989
Mr. Chan Wai Kwong, Peter	陳為光先生	1,540	246	-	15	1,801
Mr. Kam Hou Yin, John (resigned on 31 October 2018)	金孝賢先生(於二零一八年十月三十一日辭任)	1,123	-	-	9	1,132
Mr. Sha Yingjie	沙英杰先生	82	-	-	-	82
Non-executive directors		非執行董事				
Mr. Chen Shuai	陳帥先生	-	-	-	-	-
Mr. Cao Yonggang	曹永剛先生	-	-	-	-	-
Mr. Qu Jiaqi	曲家琪先生	92	-	-	-	92
Independent non-executive directors		獨立非執行董事				
Mr. Ruan Xiaofeng	阮曉峰先生	257	-	-	-	257
Ms. Sun Zhili (resigned on 19 October 2018)	孫枝麗女士(於二零一八年十月十九日辭任)	141	-	-	-	141
Dr. Cao Guoqi	曹國琪博士	257	-	-	-	257
Mr. Tsang Kwok Wai	曾國偉先生	257	-	-	-	257
		8,028	941	-	39	9,008

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8 DIRECTORS' REMUNERATION (continued)

8 董事薪酬 (續)

		2018 二零一八年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事					
Mr. Wu Yijian (Chairman)	吳一堅先生 (主席)	4,242	739	-	15	4,996
Mr. Chan Wai Kwong, Peter	陳為光先生	1,527	301	-	15	1,843
Mr. Kam Hou Yin, John (appointed on 2 May 2017)	金孝賢先生 (於二零一七年五月二日獲委任)	1,745	-	-	14	1,759
Mr. Sha Yingjie	沙英杰先生	81	-	-	-	81
Non-executive directors	非執行董事					
Mr. Chen Shuai	陳帥先生	-	-	-	-	-
Mr. Cao Yonggang	曹永剛先生	-	-	-	-	-
Mr. Qu Jiaqi	曲家琪先生	92	-	-	-	92
Independent non-executive directors	獨立非執行董事					
Mr. Ruan Xiaofeng	阮曉峰先生	255	-	-	-	255
Ms. Sun Zhili	孫枝麗女士	255	-	-	-	255
Dr. Cao Guoqi	曹國琪博士	255	-	-	-	255
Mr. Tsang Kwok Wai	曾國偉先生	255	-	-	-	255
		8,707	1,040	-	44	9,791

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2018: three) are directors whose emoluments are disclosed in Note 8.

The emoluments in respect of the other two (2018: two) individuals are as follows:

9 最高薪人士

在五名最高薪人士中，三名(二零一八年：三名)為董事，而其酬金詳情已於附註8披露。

有關其他兩名(二零一八年：兩名)人士之酬金如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及其他實物福利	1,946	1,894
Retirement scheme contributions	退休計劃供款	146	15
		2,092	1,909

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9 INDIVIDUALS WITH HIGHEST EMOLUMENTS (continued)

The emoluments of the two (2018: two) individuals who are not directors and who are amongst the five highest paid individuals of the Group are within the following bands:

		2019 二零一九年	2018 二零一八年
		Number of individuals 個人人數	Number of individuals 個人人數
HK\$ Nil to HK\$1,000,000	零港元至1,000,000港元	-	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	-

9 最高薪人士 (續)

兩名(二零一八年:兩名)並非董事且屬於本集團五名最高薪人士之個別人士之薪酬介乎以下範圍:

10 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income:

	2019 二零一九年			2018 二零一八年			
	Before tax amount 除稅項前 金額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元 (Note 26(b)) (附註26(b))	Net-of-tax amount 扣除稅項 金額 RMB'000 人民幣千元	Before tax amount 除稅項前 金額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元 (Note 26(b)) (附註26(b))	Net-of-tax amount 扣除稅項 金額 RMB'000 人民幣千元	
Surplus on revaluation of land and buildings held for own use (see Note 12)	重估持作自用土地及樓宇之盈餘 (見附註12)	24,677	(5,982)	18,695	93,955	(23,309)	70,646
Other financial assets/ Available-for-sale financial assets:	其他金融資產/可供出售金融資產:						
Net movement in the fair value reserve	公允價值儲備變動淨額	(43,800)	6,569	(37,231)	(60,880)	10,120	(50,760)
Exchange differences on translation into presentation currency	換算為呈列貨幣之匯兌差額	(14,438)	-	(14,438)	20,529	-	20,529
Other comprehensive income	其他全面收益	(33,561)	587	(32,974)	53,604	(13,189)	40,415

10 其他全面收益

與其他全面收益各部份有關之稅項影響:

There was no reclassification adjustment relating to components of other comprehensive income during the year (2018: Nil).

年內並無有關其他全面收益部分之重新分類調整(二零一八年:無)。

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11 (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of RMB261,575,000 (2018: profit of RMB27,234,000) and the weighted average number of 2,323,693,000 ordinary and convertible preference shares (2018: 2,313,025,000 ordinary and convertible preference shares) in issue during the year calculated as follows:

Issued ordinary and convertible preference shares at 1 April (see Note (i))	於四月一日之已發行普通股及可換股優先股 (見附註(i))
Effect of shares issued under share option scheme (see Note 25(a))	根據購股權計劃發行股份之影響 (附註25(a))
Weighted average number of ordinary and convertible preference shares at 31 March (see Note (i))	於三月三十一日之普通股及可換股優先股加權平均數 (見附註(i))

Note:

- (i) The holder of the convertible preference shares is entitled to receive the same rate of dividends/distributions as the holders of ordinary shares. Accordingly, for the purpose of the calculation of basic earnings per share, the convertible preference shares issued have been included in the calculation of the weighted average number of shares in issue.

11 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃基於本公司股東應佔虧損人民幣261,575,000元(二零一八年:盈利人民幣27,234,000元)及於本年內已發行加權平均數2,323,693,000股普通股及可換股優先股(二零一八年:2,313,025,000股普通股及可換股優先股)計算如下:

	2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary and convertible preference shares at 1 April (see Note (i))	2,323,693	2,312,693
Effect of shares issued under share option scheme (see Note 25(a))	-	332
Weighted average number of ordinary and convertible preference shares at 31 March (see Note (i))	2,323,693	2,313,025

附註:

- (i) 可換股優先股持有人有權按與普通股持有人相同之比率獲得股息/分派。因此，就計算每股基本盈利而言，計算已發行股份加權平均數時已計入可換股優先股。

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11 (LOSS)/EARNINGS PER SHARE (continued)

(b) Diluted (loss)/earnings per share

The calculation of diluted (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of RMB261,575,000 (2018: profit of RMB27,234,000) and the weighted average number of 2,323,693,000 ordinary and convertible preference shares (diluted) (2018: 2,430,923,000 ordinary and convertible preference shares (diluted)), calculated as follows:

11 每股(虧損)/盈利(續)

(b) 每股攤薄(虧損)/盈利

每股攤薄(虧損)/盈利乃基於本公司股東應佔虧損人民幣261,575,000元(二零一八年: 盈利人民幣27,234,000元)及加權平均數2,323,693,000股普通股及可換股優先股(攤薄)(二零一八年: 2,430,923,000股普通股及可換股優先股(攤薄))計算如下:

	2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Weighted average number of ordinary and convertible preference shares at 31 March	2,323,693	2,313,025
Effect of conversion of convertible preference shares	-	117,707
Effect of deemed issue of shares under the Company's share option schemes	-	191
Weighted average number of ordinary and convertible preference shares (diluted) at 31 March	2,323,693	2,430,923

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12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Land and buildings held for own use carried at fair value 以公允價值列賬之持作自用土地及樓宇 RMB'000 人民幣千元	Residential properties held for own use carried at cost and leasehold improvements 按成本列賬之持作自用住宅物業及租賃物業裝修 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俬、裝置及設備 RMB'000 人民幣千元	Motor vehicles 運輸工具 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost or valuation:	成本或估值：						
At 1 April 2017	於二零一七年四月一日	2,925,710	462,705	102,639	7,440	11,814	3,510,308
Exchange adjustments	匯兌調整	-	(49)	(1,768)	(16)	-	(1,833)
Reclassification from investment property (see Note 13)	從投資物業重新分類 (見附註13)	34,100	-	-	-	-	34,100
Additions	添置	-	-	3,136	367	23,370	26,873
Transfer in/(out)	轉入/(出)	2,416	29,795	1,690	-	(33,901)	-
Disposals	處置	-	(11,474)	(1,917)	(677)	-	(14,068)
Surplus on revaluation (see Note 10)	重估盈餘 (見附註10)	93,955	-	-	-	-	93,955
Less: elimination of accumulated depreciation	減：抵銷累計折舊	(91,871)	-	-	-	-	(91,871)
At 31 March 2018	於二零一八年三月三十一日	2,964,310	480,977	103,780	7,114	1,283	3,557,464
Representing:	指：						
Cost	成本	-	480,977	103,780	7,114	1,283	593,154
Valuation – 31 March 2018	估值 – 二零一八年三月三十一日	2,964,310	-	-	-	-	2,964,310
		2,964,310	480,977	103,780	7,114	1,283	3,557,464
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：						
At 1 April 2017	於二零一七年四月一日	-	265,661	62,764	6,091	-	334,516
Exchange adjustments	匯兌調整	-	(25)	(1,491)	(12)	-	(1,528)
Charge for the year	本年度折舊	91,871	35,515	14,261	312	-	141,959
Written back on disposals	處置時撥回	-	(10,378)	(1,450)	(654)	-	(12,482)
Elimination on revaluation	重估時抵銷	(91,871)	-	-	-	-	(91,871)
At 31 March 2018	於二零一八年三月三十一日	-	290,773	74,084	5,737	-	370,594
Net book value:	賬面淨值：						
At 31 March 2018	於二零一八年三月三十一日	2,964,310	190,204	29,696	1,377	1,283	3,186,870

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12 PROPERTY, PLANT AND EQUIPMENT (continued)

12 物業、廠房及設備 (續)

		Land and buildings held for own use carried at fair value 以公允價值列賬之 土地及樓宇 RMB'000 人民幣千元	Residential properties held for own use carried at cost and leasehold improvements 按成本列賬之 持作自用住宅 物業及租賃 物業裝修 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俬、裝置及 設備 RMB'000 人民幣千元	Motor vehicles 運輸工具 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost or valuation:	成本或估值：						
At 1 April 2018	於二零一八年四月一日	2,964,310	480,977	103,780	7,114	1,283	3,557,464
Exchange adjustments	匯兌調整	-	32	1,155	-	-	1,187
Reclassification from investment property (see Note 13)	從投資物業重新分類 (見附註13)	38,600	-	-	-	-	38,600
Additions	添置	-	2,721	3,461	-	11,112	17,294
Transfer in/(out)	轉入/(出)	-	11,356	-	-	(11,356)	-
Written off and disposal	撇銷及處置	-	(57,675)	(6,813)	(1,237)	(414)	(66,139)
Surplus on revaluation (see Note 10)	重估盈餘(見附註10)	24,677	-	-	-	-	24,677
Less: elimination of accumulated depreciation	減：抵銷累計折舊	(96,277)	-	-	-	-	(96,277)
At 31 March 2019	於二零一九年三月三十一日	2,931,310	437,411	101,583	5,877	625	3,476,806
Representing:	指：						
Cost	成本	-	437,411	101,583	5,877	625	545,496
Valuation – 31 March 2019	估值—二零一九年三月三十一日	2,931,310	-	-	-	-	2,931,310
		2,931,310	437,411	101,583	5,877	625	3,476,806
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：						
At 1 April 2018	於二零一八年四月一日	-	290,773	74,084	5,737	-	370,594
Exchange adjustments	匯兌調整	-	24	1,081	-	-	1,105
Charge for the year	本年度折舊	96,277	35,356	11,468	249	-	143,350
Written off and written back on disposals	撇銷及處置時撥回	-	(56,743)	(6,306)	(954)	-	(64,003)
Elimination on revaluation	重估時抵銷	(96,277)	-	-	-	-	(96,277)
At 31 March 2019	於二零一九年三月三十一日	-	269,410	80,327	5,032	-	354,769
Net book value:	賬面淨值：						
At 31 March 2019	於二零一九年三月三十一日	2,931,310	168,001	21,256	845	625	3,122,037

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12 PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Fair value measurement of land and buildings carried at fair value and investment property

(i) Fair value hierarchy

The following table presents the fair value of the Group's land and buildings and investment property measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

12 物業、廠房及設備 (續)

(a) 按公允值列賬之土地及樓宇及投資物業之公允值計量

(i) 公允值層級

下表呈列於報告期末按經常性基準計量之本集團之土地及樓宇以及投資物業之公允值，有關之公允值採納三級分級制度（見香港財務報告準則第13號「公允值計量」之定義）分類。將公允值計量分類之等級乃參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公允值。
- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據提供下之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公允值。

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12 PROPERTY, PLANT AND EQUIPMENT (continued)

- (a) Fair value measurement of land and buildings carried at fair value and investment property (continued)
(i) Fair value hierarchy (continued)

Recurring fair value measurements
經常性公允價值計量

Land and buildings held for own use	持作自用之土地及樓宇
Investment property (see Note 13)	投資物業(見附註13)

During the year ended 31 March 2019, there was no transfer between Level 1 and Level 2, or transfer into or out of Level 3 (2018: no transfer). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's land and buildings carried at fair value and investment property were revalued as at 31 March 2019. The valuations were carried out by an independent firm of surveyor, Roma Appraisals Limited, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued. The Group's Chief Financial Officer has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

12 物業、廠房及設備 (續)

- (a) 按公允價值列賬之土地及樓宇及投資物業之公允價值計量 (續)
(i) 公允價值層級 (續)

Fair value measurements categorised into Level 3
分類為第三級之公允價值計量

2019	2018
二零一九年	二零一八年
RMB'000	RMB'000
人民幣千元	人民幣千元

2,931,310	2,964,310
1,294,000	1,332,600

截至二零一九年三月三十一日止年度，並無第一級與第二級間之轉撥或轉入或轉出第三級(二零一八年：無轉撥)。本集團之政策為於發生轉撥之報告期末確認公允價值層級各分級間之轉撥。

本集團所有按公允價值列賬之土地及樓宇以及投資物業於二零一九年三月三十一日進行重估。是項估價由一名獨立測量師行羅馬國際評估有限公司(香港測量師學會之會員，並具備於待估物業所在地及物業類型之近期估價經驗)進行。於各中期及年度報告日期進行估價時，本集團之首席財務官已與測量師討論相關估價假設及估價結果。

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12 PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Fair value measurement of land and buildings carried at fair value and investment property (continued)

(ii) Valuation techniques and inputs used in Level 3 fair value measurements

	Valuation techniques	Unobservable input	Range	
			2019 二零一九年 RMB 人民幣	2018 二零一八年 RMB 人民幣
Land and buildings held for own use 持作自用土地及樓宇	Market comparison approach 市場比較法	Average market unit sale rate (per sq.m) 平均市場單位售價 (每平方米)	14,000 ~ 53,000	14,000 ~ 56,000
Investment property 投資物業	Market comparison approach 市場比較法	Average market unit sale rate (per sq.m) 平均市場單位售價 (每平方米)	28,809	29,088

The fair value of land and buildings carried at fair value and investment property located in the PRC is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square meter basis in the relevant market. Comparable properties of similar size, characteristics and location are analysed and selected for each property in order to arrive at a fair comparison of their fair values. The fair value measurement is positively correlated to the average market unit sale rate.

Fair value adjustment of investment properties is recognised in the line item "Valuation gain on an investment property" on the face of the consolidated statement of profit or loss.

12 物業、廠房及設備 (續)

(a) 按公允值列賬之土地及樓宇及投資物業之公允值計量 (續)

(ii) 第三級公允值計量所使用之估值方法及輸入數據

位於中國之按公允值列賬之土地及樓宇以及投資物業之公允值使用市場比較法釐定，其經參考可供比較物業按相關市場每平方米價格基準計算之近期售價。為公平比較各投資物業之公允值，分析及選擇規模、特點及地點相近之可比較物業。該公允值計量必須與平均市場單位售價相關聯。

投資物業之公允值調整於綜合損益表之「投資物業估值收益」項內確認。

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12 PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Fair value measurement of land and buildings carried at fair value and investment property (continued)

(ii) Valuation techniques and inputs used in Level 3 fair value measurements (continued)

Surplus on revaluation of properties held for own use are recognised in other comprehensive income in "Property revaluation reserve".

All the gains recognised in profit or loss for the year arise from the properties held at the end of the reporting period.

(iii) Depreciated cost of land and buildings held for own use carried at fair value

Had the revalued land and buildings carried at fair value been carried at cost less accumulated depreciation and impairment losses, the carrying amount would have been

如以公允價值列賬之重估土地及樓宇以成本減累計折舊及減值虧損列賬，賬面值將為

1,654,384

1,667,947

(b) Title ownership

As at the date of this report, the Group was in the progress of applying for registration of the ownership certificates for certain of its properties. The aggregate carrying value of such properties as at 31 March 2019 was approximately RMB26,594,000 (2018: RMB27,408,000). The directors are of the opinion the Group is entitled to lawfully own and occupy these properties.

12 物業、廠房及設備 (續)

(a) 按公允價值列賬之土地及樓宇及投資物業之公允價值計量 (續)

(ii) 第三級公允價值計量所使用之估值方法及輸入數據 (續)

持作自用物業之重估盈餘於「物業重估儲備」內確認為其他全面收益。

本年度損益確認之所有收益產生自報告期末持有之物業。

(iii) 以公允價值列賬之持作自用土地及樓宇折舊成本

2019	2018
二零一九年	二零一八年
RMB'000	RMB'000
人民幣千元	人民幣千元

(b) 業權所有權

於本報告日期，本集團正在為其若干物業申請登記所有權證書。該等物業於二零一九年三月三十一日之總賬面值為約人民幣26,594,000元(二零一八年：人民幣27,408,000元)。董事認為，本集團有權合法使用及佔用該等物業。

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13 INVESTMENT PROPERTY

13 投資物業

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Valuation:	估值：		
At 1 April	於四月一日	1,332,600	1,366,500
Reclassification to property, plant and equipment (see Note 12)	重新分類至物業、廠房及設備 (見附註12)	(38,600)	(34,100)
Fair value adjustments	公允值調整	-	200
At 31 March	於三月三十一日	1,294,000	1,332,600

14 INTANGIBLE ASSETS

14 無形資產

		Trademark- use-right 商標使用權 RMB'000 人民幣千元
Cost:	成本：	
At 1 April 2017, 31 March 2018 and 31 March 2019	於二零一七年四月一日、二零一八年三月三十一日及二零一九年三月三十一日	424,812
Accumulated impairment losses:	累計減值虧損：	
At 1 April 2017, 31 March 2018 and 31 March 2019	於二零一七年四月一日、二零一八年三月三十一日及二零一九年三月三十一日	-
Carrying amount:	賬面值：	
At 31 March 2018 and 2019	於二零一八年及二零一九年三月三十一日	424,812

The Group's trademark-use-right represents the Group's use of the trademark "Ginwa" which the Group has acquired through its acquisitions of department store and supermarket operations in prior years.

本集團之商標使用權指本集團商標「金花」之使用權，其於過往年度透過收購百貨商場及超級市場業務獲得。

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15 GOODWILL

15 商譽

RMB'000
人民幣千元

Cost:	成本：	
At 1 April 2017, 31 March 2018 and 31 March 2019	於二零一七年四月一日、二零一八年三月三十一日及二零一九年三月三十一日	1,451,814
Accumulated impairment losses:	累計減值虧損：	
At 1 April 2017 and 31 March 2018	於二零一七年四月一日及二零一八年三月三十一日	563,663
Impairment losses	減值虧損	194,728
At 31 March 2019	於二零一九年三月三十一日	758,391
Carrying amount:	賬面值：	
At 31 March 2019	於二零一九年三月三十一日	693,423
At 31 March 2018	於二零一八年三月三十一日	888,151

Impairment tests for cash-generating units containing goodwill and intangible assets with indefinite useful life

Goodwill is allocated to the Group's cash-generating units identified according to the department store and supermarket operations acquired as follows:

載有商譽之現金產生單位之減值測試及具無期限可使用年期之無形資產

商譽根據如下所收購之百貨商場及超級市場業務分配至本集團之已識別現金產生單位：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Century Ginwa Company Ltd. ("Ginwa Bell Tower") 世紀金花股份有限公司(「金花鐘樓」)	Department stores and shopping mall – PRC 百貨商場及購物中心—中國	396,569	515,069
Golden Chance (Xian) Limited ("GCX")	Department stores and shopping mall – PRC 百貨商場及購物中心—中國	74,036	150,264
Ideal Mix Limited	Department stores and shopping mall and supermarkets – PRC 百貨商場及購物中心及超級市場—中國	222,818	222,818
		693,423	888,151

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15 GOODWILL (continued)

Impairment tests for cash-generating units containing goodwill and intangible assets with indefinite useful life (continued)

Notes:

- (i) During the year ended 31 March 2019, the financial performance of the Group's department store and supermarket operations, as a consequence of the slowing down of economic growth in the PRC as well as a consequence of the intense competition from surrounding shopping malls and online retail sales, has underperformed management's expectations. Management performed impairment assessments of the relevant cash-generating units to which goodwill and intangible assets has been allocated.

The recoverable amounts of the cash-generating units were determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. These cash flow projections adopted annual sales growth rates ranging from -21% to 2% (2018: from 1% to 6%), which are based on the Group's historical experience with these operations and adjusted for other factors that are specific to each cash-generating unit. Cash flows beyond the five-year period are extrapolated using an estimated growth rate of 3% (2018: 3%). The cash flows are discounted using discount rate of 15% (2018: 16%). The discount rates used are pre-taxed and reflect specific risks relating to the respective cash-generating units.

15 商譽 (續)

載有商譽之現金產生單位之減值測試及具無限期可使用年期之無形資產 (續)

附註:

- (i) 截至二零一九年三月三十一日止年度，由於中國經濟增長放緩以及周邊購物商場及線上零售銷售激烈競爭，本集團百貨商場及超級市場業務的財務表現低於管理層預期。管理層已對已獲分配商譽及無形資產的相關現金產生單位進行減值評估。

現金產生單位的可收回金額乃按使用價值計算而釐定。有關計算乃使用根據管理層批准的五年期間財務預算為基準的現金流量預測。該等現金流量預測乃根據本集團就該等業務之歷史經驗採用年銷售增長率為-21%至2% (二零一八年: 1%至6%) 進行推算，並就每一個現金產生單位特定之其他因素調整。五年期間後的現金流量使用估計增長率3% (二零一八年: 3%) 進行推算。現金流量採用貼現率15% (二零一八年: 16%) 進行貼現。所使用貼現率為除稅前貼現率，反映與各現金產生單位相關之特定風險。

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15 GOODWILL (continued)

Impairment tests for cash-generating units containing goodwill and intangible assets with indefinite useful life (continued)

Notes: (continued)

- (ii) As a result of the above impairment test, impairment losses on goodwill of approximately RMB194,728,000 were recognised in the consolidated statement of profit or loss for the current financial year, which relates to the cash-generating units of Ginwa Bell Tower acquired in August 2008 and GCX acquired in December 2010.

The key assumptions used in the value-in-use calculations for the above two cash-generating units are as follows:

	Key assumptions	At 31 March 2019 於二零一九年 三月三十一日	At 31 March 2018 於二零一八年 三月三十一日
	關鍵假設		
Ginwa Bell Tower 金花鐘樓	Annual sales growth rate for the first five-year period 首五年期間的年銷售增長率	-21% – 2%	2% – 6%
	Annual sales growth rate beyond five-year period 五年期間後的年銷售增長率	3%	3%
	Discount rate 貼現率	15%	16%
GCX	Annual sales growth rate for the first five-year period 首五年期間的年銷售增長率	-16% – 2%	1% – 6%
	Annual sales growth rate beyond five-year period 五年期間後的年銷售增長率	3%	3%
	Discount rate 貼現率	15%	16%

Any adverse change in the assumptions used in the calculation of recoverable amount of cash-generating units would result in further impairment losses.

15 商譽 (續)

載有商譽之現金產生單位之減值測試及具無期限可使用年期之無形資產 (續)

附註：(續)

- (ii) 由於上述減值測試，商譽減值虧損約人民幣194,728,000元於本財政年度的綜合損益表確認，涉及於二零零八年八月收購的金花鐘樓及於二零一零年十二月收購的GCX的現金產生單位。

上述現金產生單位的使用價值計算所使用的關鍵假設概述如下：

計算現金產生單位的可收回金額時所使用假設的任何不利變動將產生進一步減值虧損。

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16 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

16 投資附屬公司

下表僅載列主要影響本集團業績、資產或負債之附屬公司詳情。

Name of companies 公司名稱	Place of establishment and operations 成立及營業地點	Particulars of registered and paid up capital 已註冊及繳足股本資料	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務	Legal form 法律形式
			The Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by subsidiaries 由附屬公司持有		
Ginwa Bell Tower* 金花鐘樓	The PRC 中國	RMB人民幣 235,500,000元	83.88%	–	83.88%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Century Ginwa Urumqi Shopping Mall Company Limited* (Note (i)) 世紀金花烏魯木齊購物中心有限公司 (附註(i))	The PRC 中國	RMB人民幣 50,000,000元	100%	–	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Shaanxi Century Ginwa Tangrenjie Shopping Mall Company Limited* (Note (ii)) 陝西世紀金花唐人街商場有限責任公司 (附註(ii))	The PRC 中國	RMB人民幣 20,000,000元	100%	–	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xi'an Century Ginwa Nandajie Shopping Mall Company Limited* 西安世紀金花南大街購物中心有限公司	The PRC 中國	RMB人民幣 5,000,000元	100%	–	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xi'an Century Ginwa Saigo Shopping Mall Company Limited* 西安世紀金花賽高購物有限公司	The PRC 中國	RMB人民幣 30,000,000元	100%	–	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xi'an Century Ginwa Shopping Mall Company Limited* 西安世紀金花購物有限公司	The PRC 中國	HK\$ 65,000,000港元	100%	–	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xianyang Century Ginwa Trade and Commerce Company Limited* 咸陽世紀金花商貿有限公司	The PRC 中國	RMB人民幣 3,000,000元	100%	–	100%	Operation of department stores and supermarkets 經營百貨商場及超級市場	Limited liability company 有限責任公司
Xi'an Yixin Property Management Company Limited* 西安億鑫物業管理有限公司	The PRC 中國	RMB人民幣 536,885,750元	100%	–	100%	Properties management 物業管理	Limited liability company 有限責任公司
Shaanxi Qianhui Properties Company Limited* 陝西千匯置業有限公司	The PRC 中國	RMB人民幣 252,800,000元	100%	–	100%	Operation of shopping mall and properties management 經營購物中心及物業管理	Limited liability company 有限責任公司
Xi'an Honghui Property Management Company Limited* 西安鴻輝物業管理有限公司	The PRC 中國	RMB人民幣 124,000,000元	100%	–	100%	Properties management 物業管理	Limited liability company 有限責任公司

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16 INVESTMENTS IN SUBSIDIARIES (continued)

* The English translation of the names of these companies are for reference only. The official names of these companies are in Chinese.

Notes:

- (i) The subsidiary has ceased operation on 1 August 2016 due to unsatisfactory operational results.
- (ii) The subsidiary has ceased operation on 31 January 2018 due to unsatisfactory operational results.

The following table lists out the information relating to Ginwa Bell Tower, the only subsidiary of the Group which has material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

16 投資附屬公司 (續)

* 該等公司之英文譯名僅供參考。該等公司之正式名稱以中文為準。

附註：

- (i) 該附屬公司由於經營業績不佳已於二零一六年八月一日停止運營。
- (ii) 該附屬公司由於經營業績不佳已於二零一八年一月三十一日停止運營。

下表載列本集團唯一擁有重大非控股權益(「非控股權益」)之附屬公司金花鐘樓有關之資料。下文呈列之財務資料摘要指並未納入任何公司間抵銷之金額。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue	收益	274,204	339,112
Loss for the year	本年度虧損	(13,958)	(22,244)
Loss for the year attributable to NCI	本年度非控股權益應佔虧損	(2,250)	(3,586)
Non-current assets	非流動資產	1,728,986	1,617,136
Current assets	流動資產	617,733	732,270
Current liabilities	流動負債	(1,540,553)	(1,491,845)
Net assets	資產淨額	806,166	857,561
Net assets attributable to NCI	非控股權益應佔資產淨額	129,954	138,239

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17 PREPAYMENTS FOR ACQUISITIONS OF PROPERTIES

17 收購物業之預付款項

		RMB'000 人民幣千元
At 1 April 2017	於二零一七年四月一日	879,727
Additions	增加	206,000
Interest expense capitalised	已資本化的利息開支	53,333
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	1,139,060
Additions	增加	176,000
Interest expense capitalised	已資本化的利息開支	79,809
At 31 March 2019	於二零一九年三月三十一日	1,394,869

The amounts represent partial payments made by the Group for its intended acquisition of commercial properties under development that are situated in the PRC. On 4 December 2014, the Group, through Ginwa Bell Tower, entered into an acquisition agreement with Shanghai Huade Investment Company Limited ("Huade Investment"), pursuant to which Huade Investment agreed to procure a project company to develop the above properties in accordance with the requirements of Ginwa Bell Tower, and Ginwa Bell Tower agreed to purchase part of the above properties for an aggregate consideration of RMB1,651,112,750. The substantial construction of the commercial properties commenced in October 2016. During the year ended 31 March 2019, a scheduled payment of RMB170,000,000 was made to Huade Investment by the Group. These properties are intended to be used by the Group to expand its retail operations.

該款項指本集團擬收購位於中國之在建商業物業所作出之部份付款。於二零一四年十二月四日，本集團透過金花鐘樓與上海花德投資有限公司（「花德投資」）訂立收購協議，據此，花德投資同意促使項目公司根據金花鐘樓要求開發上述物業，而金花鐘樓同意以總代價人民幣1,651,112,750元購買部分上述物業。商業物業的實質工程於二零一六年十月展開。截至二零一九年三月三十一日止年度，本集團按計劃向花德投資付款人民幣170,000,000元。該等物業擬由本集團用於擴充零售業務營運。

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18 OTHER FINANCIAL ASSETS/AVAILABLE-FOR-SALE FINANCIAL ASSETS

18 其他金融資產／可供出售金融資產

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Available-for-sale equity securities (see Note (i))	可供出售權益證券 (見附註(i))	-	296,400
Financial assets at fair value through other comprehensive income (see Note (i))	按公允值計量且其變動計入其他 全面收益之金融資產 (見附註(i))	252,600	-
		252,600	296,400

Note:

- (i) These securities represent the 30,000,000 Ginwa Enterprise A-Shares listed in the Shanghai Stock Exchange.

As at 31 March 2019, 30,000,000 Ginwa Enterprise A-Shares of these securities were pledged to secure one of the Group's short-term other loans (see Notes 24(a) and 24(c)).

附註：

- (i) 該等證券指30,000,000股於上海證券交易所上市之金花企業A股。

於二零一九年九月三十日，該等證券之30,000,000股金花企業A股被質押以為本集團之短期其他貸款作擔保（見附註24(a)及24(c)）。

19 SHORT-TERM INVESTMENTS

19 短期投資

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Investments in debt securities with original maturity within three months (see Note 22(a))	原到期日為三個月內之 債務證券投資 (見附註22(a))	-	150,429
Available-for-sale securities	可供出售證券	-	10,332
		-	160,761

The debt securities represent wealth management products issued by financial institutions in the PRC with guaranteed principal amounts plus fixed or variable returns, and are recognised in accordance with the accounting policies set out in Note 2(g).

債務證券指由中國金融機構發行之保證本金加固定回報之理財產品，並根據附註2(g)所載之會計政策確認。

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20 INVENTORIES

20 存貨

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Merchandises	商品	38,916	69,779
Low value consumables	低值易耗品	2,907	3,720
		41,823	73,499

An analysis of the amount of inventories recognised as an expense and included in the consolidated statement of profit or loss is as follows:

確認為開支並列入綜合損益表之存貨金額分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Carrying amount of inventories sold	已售存貨賬面值	517,105	557,206

21 TRADE AND OTHER RECEIVABLES

21 應收賬款及其他應收款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables from third parties, net of loss allowance (see Note 21(a))	應收第三方賬款，扣除虧損撥備（見附註21(a)）	41,269	43,575
Amounts due from related parties (see Note 21(b))	應收關連人士款項（見附註21(b)）	3,712	1,615
Other receivables from third parties (see Note 21(c))	其他應收第三方款項（見附註21(c)）	370,723	265,893
Financial assets measured at amortised cost	按攤銷成本計量之金融資產	415,704	311,083
Deposits and prepayments:	按金及預付款項：		
– Value added tax recoverable	– 可退還增值稅	28,578	36,497
– Prepayments and deposits for operating leases	– 經營租賃之預付款項及按金	4,398	4,390
– Other prepayments	– 其他預付款項	26,477	–
		475,157	351,970

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財務報表附註

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21 TRADE AND OTHER RECEIVABLES (continued)

Except for deposits of RMB1,788,000 (2018: RMB1,758,000), all of the trade and other receivables are expected to be recovered or recognised as expenses within one year.

(a) Ageing analysis

Included in trade and other receivables are trade receivables (net of loss allowance) with the following ageing analysis (based on the invoice date) as of the end of the reporting period:

Less than 1 month	少於一個月
More than 1 month but less than 3 months	一個月以上但少於三個月
More than 3 months	三個月以上

Trade receivables from third parties relate to credit card centres owned by financial institutions and tenants operating in the Group's department stores, shopping mall and supermarkets for whom there were no recent history of default and have a good track record with the Group. Further details on the Group's credit policy and credit risk arising from trade debtors are set out in Note 28(a).

(b) Amounts due from related parties

The amounts due from related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

21 應收賬款及其他應收款 (續)

除按金人民幣1,788,000元(二零一八年:人民幣1,758,000元)外,所有應收賬款及其他應收款預期將於一年內收回或確認為支出。

(a) 賬齡分析

計入應收賬款及其他應收款之應收賬款(已扣除虧損撥備)於報告期末按發票日期之賬齡分析如下:

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Less than 1 month	20,464	20,399
More than 1 month but less than 3 months	5,607	6,607
More than 3 months	15,198	16,569
	41,269	43,575

應收第三方賬款與由財務機構擁有之信用卡中心及於本集團百貨商場、購物中心及超級市場經營之租戶有關,而該等機構及租戶並無近期違約記錄且與本集團有良好之往績記錄。有關本集團信貸政策及應收賬款產生之信貸風險之進一步資料載於附註28(a)。

(b) 應收關連人士款項

應收關連人士款項為無抵押、免息及並無固定還款期。

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21 TRADE AND OTHER RECEIVABLES

(continued)

(c) Other receivables from third parties

Included in the balance are receivables of RMB343,221,000 at 31 March 2019 (2018: RMB224,514,000) due from a third party which provides services in managing the Group's customer loyalty programme, and the sale and usage of customers' prepaid cards within the Group's department stores, shopping mall and supermarkets (hereinafter referred to as the "Prepaid Card Management Company").

21 應收賬款及其他應收款(續)

(c) 其他應收第三方款項

於二零一九年三月三十一日，應收第三方款項人民幣343,221,000元(二零一八年：人民幣224,514,000元)已計入結餘，該第三方(以下簡稱為「預付卡管理公司」)為本集團的客戶忠誠度計劃、於本集團百貨商場、購物中心及超級市場內銷售及使用客戶預付卡提供管理服務。

22 CASH AT BANK AND ON HAND

(a) Cash and cash equivalents comprise:

22 銀行結存及手頭現金

(a) 現金及現金等值項目包括：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash at bank and on hand in the consolidated statement of financial position	544,690	614,681
Add: short-term investments with original maturity within three months (see Note 19)	-	150,429
Less: restricted cash at bank (see Note (i))	(291,238)	(294,541)
Cash and cash equivalents in the consolidated cash flow statement	253,452	470,569

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財務報表附註

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22 CASH AT BANK AND ON HAND (continued)

(a) Cash and cash equivalents comprise: (continued)

Note:

- (i) Restricted cash at bank at 31 March 2019 represented bank deposits of RMB287,080,000 (2018: RMB286,000,000) pledged to secure the Group's bank loans (see Note 24(c)), bank deposits of RMB1,858,000 sealed up by courts as a result of legal proceedings against the Group's subsidiaries and bank deposits of RMB2,300,000 pledged to a bank for the performance guarantee in relation to a sales contract.

The Group's operations of department stores, shopping mall and supermarkets in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of Mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

22 銀行結存及手頭現金 (續)

(a) 現金及現金等值項目包括： (續)

附註：

- (i) 於二零一九年三月三十一日的受限銀行現金指為取得本集團銀行貸款而抵押的銀行存款人民幣287,080,000元(二零一八年：人民幣286,000,000元)(見附註24(c))，因針對本集團附屬公司的法律訴訟而被法院查封的銀行存款人民幣1,858,000元及就履行有關一項銷售合約的擔保而抵押予銀行的銀行存款人民幣2,300,000元。

本集團於中國之百貨商場、購物中心及超級市場經營業務乃以人民幣進行。人民幣為非自由兌換貨幣，故自中國內地匯出人民幣匯款須受中國政府頒佈的有關外匯管制規則及規例所規限。

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財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

22 CASH AT BANK AND ON HAND (continued)

(b) Reconciliation of liabilities arising from financing activities

22 銀行結存及手頭現金 (續)

(b) 融資活動產生之負債之對賬

		Bank loans	Other loans	Payables for interest expenses 應付利息 費用	Total 總計
		RMB'000 人民幣千元 (Note 24) (附註24)	RMB'000 人民幣千元 (Note 24) (附註24)	RMB'000 人民幣千元 (Note 23) (附註23)	RMB'000 人民幣千元
At 1 April 2018	於二零一八年四月一日	2,097,973	235,176	20,648	2,353,797
Changes from financing cash flows:	融資現金流量變動:				
Proceeds from new bank loans	新增銀行貸款所得款項	1,097,896	-	-	1,097,896
Proceeds from new other loans	新增其他貸款所得款項	-	240,000	-	240,000
Repayment of bank loans	償還銀行貸款	(988,237)	-	-	(988,237)
Repayment of other loans	償還其他貸款	-	(334,176)	-	(334,176)
Other finance costs paid	其他已付融資成本	-	-	(170,028)	(170,028)
Total changes from financing cash flows	融資現金流量總額	109,659	(94,176)	(170,028)	(154,545)
Exchange adjustments	匯兌調整	15,769	-	21	15,790
Other changes:	其他變動:				
Interest expenses (Note 6(a))	利息開支 (附註6(a))	-	-	89,697	89,697
Capitalised borrowing costs (Note 6(a))	資本化借貸成本 (附註6(a))	-	-	79,809	79,809
Total other changes	其他變動總額	-	-	169,506	169,506
At 31 March 2019	於二零一九年 三月三十一日	2,223,401	141,000	20,147	2,384,548

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財務報表附註

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22 CASH AT BANK AND ON HAND (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

22 銀行結存及手頭現金 (續)

(b) 融資活動產生之負債之對賬 (續)

		Bank loans	Other loans	Payables for interest expenses 應付利息 費用	Total
		銀行貸款 RMB'000 人民幣千元 (Note 24) (附註24)	其他貸款 RMB'000 人民幣千元 (Note 24) (附註24)	應付利息 費用 RMB'000 人民幣千元 (Note 23) (附註23)	總計 RMB'000 人民幣千元
At 1 April 2017	於二零一七年四月一日	2,246,874	210,000	21,001	2,477,875
Changes from financing cash flows:	融資現金流量變動:				
Proceeds from new bank loans	新增銀行貸款所得款項	281,097	–	–	281,097
Proceeds from new other loans	新增其他貸款所得款項	–	142,176	–	142,176
Repayment of bank loans	償還銀行貸款	(419,816)	–	–	(419,816)
Repayment of other loans	償還其他貸款	–	(117,000)	–	(117,000)
Other finance costs paid	其他已付融資成本	–	–	(151,569)	(151,569)
Total changes from financing cash flows	融資現金流量總額	(138,719)	25,176	(151,569)	(265,112)
Exchange adjustments	匯兌調整	(10,182)	–	(34)	(10,216)
Other changes:	其他變動:				
Interest expenses (Note 6(a))	利息開支 (附註6(a))	–	–	97,917	97,917
Capitalised borrowing costs (Note 6(a))	資本化借貸成本 (附註6(a))	–	–	53,333	53,333
Total other changes	其他變動總額	–	–	151,250	151,250
At 31 March 2018	於二零一八年 三月三十一日	2,097,973	235,176	20,648	2,353,797

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23 TRADE AND OTHER PAYABLES

23 應付賬款及其他應付款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade payables arising from:	應付賬款因以下各項產生：		
– Concession sales	– 特許專櫃銷售	816,531	704,058
– Purchase of inventories	– 購買存貨	55,511	84,140
		872,042	788,198
Amounts due to related parties (see Note (i))	應付關連人士款項(見附註(i))	8,002	35,941
Other payables and accrued expenses:	其他應付款及應計費用：		
– Payables for staff related costs	– 應付之員工相關費用	30,269	26,222
– Payables for miscellaneous taxes	– 應付雜稅	8,806	5,780
– Payables for interest expenses	– 應付利息開支	20,147	20,648
– Payables for handling charges to the Prepaid Card Management Company	– 應付預付卡管理公司之 管理費用	–	6,557
– Payables for operating leases	– 應付經營租賃	36,368	61,959
– Deposits from concessionaries and customers	– 特許經營商及客戶按金	32,198	33,418
– Dividends payables	– 應付股息	5,682	5,548
– Others	– 其他	72,656	56,359
		206,126	216,491
Financial liabilities measured at amortised cost	以攤銷成本計量之金融負債	1,086,170	1,040,630
Deferred income	遞延收入	6,908	8,264
Receipts in advance	預收款項	42,001	46,423
		1,135,079	1,095,317

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23 TRADE AND OTHER PAYABLES (continued)

All of the trade and other payables are expected to be settled or recognised as revenue or net income or in profit or loss within one year or are repayable on demand.

Note:

- (i) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Ageing analysis

Included in trade and other payables are trade payables with the following ageing analysis (based on the maturity date) as of the end of the reporting period:

23 應付賬款及其他應付款 (續)

所有應付賬款及其他應付款預期將於一年內償還或確認為收益或淨收入或損益或按要求償還。

附註：

- (i) 該等款項為無抵押、免息及並無固定還款期。

賬齡分析

計入應付賬款及其他應付款之應付賬款於報告期末之賬齡分析（按到期日）如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Due within one month or on demand 於一個月內到期或按要求時支付	872,042	788,198

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24 BANK AND OTHER LOANS

(a) The Group's short-term bank and other loans are analysed as follows:

24 銀行及其他貸款

(a) 本集團之短期銀行及其他貸款分析如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Bank loans:		
– secured by Group's bank deposits and guaranteed by the Company	239,935	223,248
– secured by Group's land and buildings and guaranteed by the Company and a director of the Company	100,000	–
– guaranteed by the Company	181,466	208,725
	521,401	431,973
Other loans:		
– secured by the Group's furniture, fixtures and equipment and guaranteed by the Company, a director of the Company, ultimate holding company and subsidiaries of the Group	–	50,000
– secured by future income right and equity interests in a subsidiary of the Group	–	20,000
– secured by the Group's available-for-sale financial assets (see Note 24(c))	–	125,000
– secured by the Group's other financial assets (see Note 24(c))	121,000	–
– secured by future income right and guaranteed by the Company and/ or a director of the Company	20,000	40,176
	141,000	235,176
Add: current portion of long-term bank loans (see Note 24(b))	204,000	125,000
	866,401	792,149

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24 BANK AND OTHER LOANS (continued)

(b) The Group's long-term bank loans are analysed as follows:

Secured by the Group's investment property and land and buildings and guaranteed by the Company and/or a director of the Company 由本集團投資物業及土地及樓宇抵押，並由本公司及／或本公司一名董事擔保

453,000 335,000

Secured by the Group's bank deposits and/or land and buildings and guaranteed by the Company and/or a director of the Company and/or subsidiaries of the Group 由本集團銀行存款及／或土地及樓宇抵押，並由本公司及／或本公司一名董事及／或本集團附屬公司擔保

1,249,000 1,331,000

1,702,000 1,666,000

Less: current portion of long-term bank loans (see Note 24(a)) 減：長期銀行貸款之即期部份（見附註24(a)）

(204,000) (125,000)

1,498,000 1,541,000

The Group's long-term bank loans are repayable as follows:

本集團之長期銀行貸款須於下列期間償還：

Within 1 year 一年內
After 1 year but within 2 years 一年後但兩年內
After 2 years but within 5 years 兩年後但五年內
After 5 years 五年後

2019 2018
二零一九年 二零一八年
RMB'000 RMB'000
人民幣千元 人民幣千元

204,000 125,000
257,000 227,750
973,000 1,155,250
268,000 158,000

1,702,000 1,666,000

All of the non-current interest-bearing bank loans are carried at amortised cost. None of the non-current interest-bearing bank loans is expected to be settled within one year.

所有非即期計息銀行貸款均按攤銷成本入賬。概無非即期計息銀行貸款預期將於一年內清償。

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24 BANK AND OTHER LOANS (continued)

- (c) The following assets and their respective carrying values as at the end of the reporting period are pledged to secure the Group's bank and other loans:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	1,997,384	1,918,057
Investment property	投資物業	1,294,000	1,332,600
Available-for-sale financial assets (see Note 18)	可供出售金融資產 (見附註18)	–	296,400
Other financial assets (see Note 18)	其他金融資產(見附註18)	252,600	–
Cash at bank (see Note 22(a)(i))	銀行結存(見附註22(a)(i))	287,080	286,000
		3,831,064	3,833,057

- (d) Certain of the Group's bank and other loans are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the loans would become repayable on demand. At 31 March 2019, none of the covenants relating to the bank and other loans had been breached.

- (e) At 31 March 2019, the Group's banking facilities amounted to RMB500,000,000 (2018: RMB500,000,000) were utilised to the extent of RMB181,466,000 (2018: RMB208,725,000).

24 銀行及其他貸款(續)

- (c) 下列資產及其各自之賬面值於本報告期末已被抵押以作為本集團之銀行及其他貸款之擔保：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	1,997,384	1,918,057
Investment property	投資物業	1,294,000	1,332,600
Available-for-sale financial assets (see Note 18)	可供出售金融資產 (見附註18)	–	296,400
Other financial assets (see Note 18)	其他金融資產(見附註18)	252,600	–
Cash at bank (see Note 22(a)(i))	銀行結存(見附註22(a)(i))	287,080	286,000
		3,831,064	3,833,057

- (d) 本集團若干銀行及其他貸款須滿足與金融機構之貸款安排中之常見契諾。倘本集團違反契諾，貸款將變成須按要求償還。於二零一九年三月三十一日，概無違反有關銀行及其他貸款的契諾。

- (e) 於二零一九年三月三十一日，本集團的銀行信貸人民幣500,000,000元(二零一八年：人民幣500,000,000元)中已動用人民幣181,466,000元(二零一八年：人民幣208,725,000元)。

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25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

(a) Share option scheme

The Company has a share option scheme which was adopted on 15 February 2011, whereby the directors of the Company are authorised, at their discretion, to invite employees and service providers of the Group, including directors of any company in the Group, to take up share options at HK\$1 to subscribe for ordinary shares in the Company. For the share options granted in 2011, 6,975,000 share options will vest immediately from the date of grant, and for the remaining 37,050,000 share options, 50% will vest after one year from the date of grant, another 30% will vest after two years from the date of grant, and the remaining 20% will vest after three years from the date of grant. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.96 each, and is settled gross in shares. The share options granted in 2011 have lapsed on 20 October 2017.

On 28 May 2013, 67,105,000 share options were granted to directors of the Company and employees of the Group under the above share option scheme. Of the share options granted, 50% will vest one year from the date of grant, 30% will vest two years from the date of grant, and the remaining 20% will vest three years from the date of grant. The share options granted will lapse on 28 May 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.73 each, and is settled gross in shares.

25 按股權結算以股份支付之交易

(a) 購股權計劃

本公司已於二零一一年二月十五日採納購股權計劃，據此，本公司董事獲授權酌情邀請僱員及本集團之服務供應者（包括本集團任何成員公司董事）按1港元接納可認購本公司普通股股份之購股權。就於二零一一年授出之購股權而言，6,975,000份購股權將會自授出日期起即行歸屬，而就餘下37,050,000份購股權而言，其半數將會自授出日期起一年後歸屬，另外30%將會自授出日期起兩年後歸屬，餘下20%將會自授出日期起三年後歸屬。每份購股權賦予持有人可以每股1.96港元認購本公司一股普通股股份，並以股份全數結算之權利。於二零一一年授出之購股權已於二零一七年十月二十日失效。

於二零一三年五月二十八日，根據上述購股權計劃本公司授出了67,105,000份購股權予本公司董事及本集團僱員。授出之購股權中，50%將於自授出日期起一年後歸屬，30%將於自授出日期起兩年後歸屬，以及餘下20%將於授出日期起三年後歸屬。授出之購股權將於二零一九年五月二十八日失效。每份購股權賦予持有人可以每股1.73港元認購一股本公司普通股股份，並以股份全數結算之權利。

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25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(a) Share option scheme (continued)

On 30 May 2013, in order to comply with the Listing Rules, 4,750,000 of the share options granted to certain directors of the Company on 28 May 2013 were cancelled, and the Company has replaced them with the granting of 2,300,000 share options to these directors. Of the share options granted, 50% will vest one year from the date of grant, 30% will vest two years from the date of grant, and the remaining 20% will vest three years from the date of grant. The share options granted will lapse on 30 May 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.76 each, and is settled gross in shares.

On 27 September 2017, 44,000,000 share options were granted to service providers of the Group under the above share option scheme. The share options do not have a vesting condition and are exercisable within a period of two years. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$0.32 each, and is settled gross in shares.

25 按股權結算以股份支付之交易 (續)

(a) 購股權計劃 (續)

於二零一三年五月三十日，為符合上市規則，於二零一三年五月二十八日授予若干本公司董事之4,750,000份購股權已註銷，本公司亦已向該等董事授出2,300,000份購股權以取代該等購股權。授出之購股權中，50%將於自授出日期起一年後歸屬，30%將於自授出日期起兩年後歸屬，以及餘下20%將於授出日期起三年後歸屬。授出之購股權將於二零一九年五月三十日失效。每份購股權賦予持有人可以每股1.76港元認購一股本公司普通股股份，並以股份全數結算之權利。

於二零一七年九月二十七日，44,000,000份購股權根據上述購股權計劃授予本集團之服務供應者。該等購股權並無歸屬條件及可於兩年期間內行使。每份購股權賦予持有人可以每股0.32港元認購本公司一股普通股股份，並以股份全數結算之權利。

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25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(a) Share option scheme (continued)

(i) The terms and conditions of the options granted are as follows:

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of share options 購股權合約年期
Share options granted to directors: 授予董事之購股權：			
- on 28 May 2013 - 於二零一三年五月二十八日	5,250,000	One year from the date of grant 自授出日期起一年	6 years 六年
- on 28 May 2013 - 於二零一三年五月二十八日	3,150,000	Two years from the date of grant 自授出日期起兩年	6 years 六年
- on 28 May 2013 - 於二零一三年五月二十八日	2,100,000	Three years from the date of grant 自授出日期起三年	6 years 六年
- on 30 May 2013 - 於二零一三年五月三十日	1,150,000	One year from the date of grant 自授出日期起一年	6 years 六年
- on 30 May 2013 - 於二零一三年五月三十日	690,000	Two years from the date of grant 自授出日期起兩年	6 years 六年
- on 30 May 2013 - 於二零一三年五月三十日	460,000	Three years from the date of grant 自授出日期起三年	6 years 六年
Share options granted to employees and service providers: 授予僱員及服務供應者之購股權：			
- on 28 May 2013 - 於二零一三年五月二十八日	25,927,500	One year from the date of grant 自授出日期起一年	6 years 六年
- on 28 May 2013 - 於二零一三年五月二十八日	15,556,500	Two years from the date of grant 自授出日期起兩年	6 years 六年
- on 28 May 2013 - 於二零一三年五月二十八日	10,371,000	Three years from the date of grant 自授出日期起三年	6 years 六年
- on 27 September 2017 - 於二零一七年九月二十七日	44,000,000	No vesting condition 並無歸屬條件	2 years 兩年
Total share options granted 已授出之購股權總數	108,655,000		

25 按股權結算以股份支付之交易 (續)

(a) 購股權計劃 (續)

(i) 已授出購股權之條款及條件如下：

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25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(a) Share option scheme (continued)

(ii) The number and weighted average exercise price of share options are as follows:

	2019 二零一九年		2018 二零一八年	
	Weighted average exercise price HK\$ 加權平均行使價 港元	Number of share options 購股權數目	Weighted average exercise price HK\$ 加權平均行使價 港元	Number of share options 購股權數目
Outstanding at the beginning of the year	1.103	74,205,000	1.823	85,380,000
Granted during the year	-	-	0.320	44,000,000
Exercised during the year	-	-	0.320	(11,000,000)
Forfeited during the year	1.730	(1,000,000)	1.787	(13,150,000)
Expired during the year	-	-	1.960	(31,025,000)
Outstanding at the end of the year	1.095	73,205,000	1.103	74,205,000
Exercisable at the end of the year	1.095	73,205,000	1.103	74,205,000

The share options outstanding at 31 March 2019 had a weighted average exercise price of HK\$1.095 (2018: HK\$1.103) and a weighted average remaining contractual life of 0.3 year (2018: 1.3 years).

於二零一九年三月三十一日尚未行使購股權之加權平均行使價為1.095港元(二零一八年: 1.103港元)及加權平均餘下合約年期為0.3年(二零一八年: 1.3年)。

(b) Share award scheme

On 17 October 2014 (the "Adoption Date"), the directors of the Company adopted a share award scheme (the "Share Award Scheme") as a mean of rewarding and retaining employees of the Group and certain eligible participants and to attract suitable personnel for further development with the Group. A trust has been set up for the purpose of administering the Share Award Scheme.

(b) 股份獎勵計劃

於二零一四年十月十七日(「採納日期」)，本公司董事採納股份獎勵計劃(「股份獎勵計劃」)作為獎勵及挽留本集團員工及若干合資格參與者，並為本集團進一步發展吸引合適人才。本公司已成立信託以管理股份獎勵計劃。

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25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(b) Share award scheme (continued)

Pursuant to the Share Award Scheme, the trust may purchase shares in the Company from the Stock Exchange with cash contributed by the Group, and to hold such shares until they are vested.

The directors of the Company may, from time to time, at its sole and absolute discretion, select any employee of the Group and eligible participants including suppliers, customers, shareholders, advisers and other service providers (other than those specifically excluded as stated in the Share Award Scheme) for participation in the Share Award Scheme and grant such number of awarded shares to any selected employee of the Group and eligible participants at nil consideration. The directors of the Company are entitled to impose any conditions (including a period of continued service within the Group after the award) with respect to the vesting of the awarded shares. The Share Award Scheme came into effect on the Adoption Date, and shall terminate on the earlier of (i) the tenth anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the directors of the Company.

Details of the shares held under the Share Award Scheme are set out below:

25 按股權結算以股份支付之交易 (續)

(b) 股份獎勵計劃 (續)

根據股份獎勵計劃，信託可在聯交所以本集團支付的現金購買本公司股份，並持有該等股票直至其已歸屬。

本公司董事可不時行使全權及絕對酌情權，選擇本集團任何僱員及合資格參與者，包括供應商、客戶、股東、顧問及其他服務供應商（股份獎勵計劃載列明確排除之人士除外）參與股份獎勵計劃，並以零代價給予該等獎勵股份數目予本集團任何獲選僱員及合資格參與者。本公司董事有權就獎勵股份的歸屬施加任何條件（包括獎勵後持續服務本集團一段時間）。股份獎勵計劃於採納日期起生效，並須於(i)採納日期起計滿十週年的日期；及(ii)由本公司董事釐定提前終止的該日期之較早者終止。

根據股份獎勵計劃持有的股份詳情載列如下：

	Average purchase price	No. of shares held	Value
	平均購買價	持有股份數目	價值
	HK\$	'000	HK\$'000
	港元	千股	千港元
At 1 April 2017, 31 March 2018 and 2019			
於二零一七年四月一日、 於二零一八年及二零一九年三月三十一日	1.17	3,070	3,600

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26 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

26 財務狀況表內之所得稅

(a) 綜合財務狀況表內之本期稅項變動指：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Balance of income tax payable at 1 April	於四月一日應付所得稅結餘	44,618	37,354
Provision for income tax on the estimated taxable profits for the year (see Note 7(a))	為本年度估計應課稅溢利提供的所得稅(見附註7(a))	13,557	20,250
(Over-)/under-provision in respect of prior years (see Note 7(a))	過往年度(超額撥備)/撥備不足(見附註7(a))	(5,013)	1,289
Income tax paid during the year	年內已付所得稅	(14,192)	(14,275)
Balance of income tax payable at 31 March	於三月三十一日應付所得稅結餘	38,970	44,618

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26 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

26 財務狀況表內之所得稅 (續)

(b) Deferred tax assets and liabilities recognised:

(b) 已確認遞延稅項資產及負債：

		Accrued expenses and deferred income	Financial assets at fair value through other comprehensive income	Expected credit losses on financial assets measured at amortised cost	Financial assets at fair value through profit or loss	Fair value adjustments on property, plant and equipment, investment property and intangible assets and related depreciation	Interest capitalisation on prepayment for acquisition of properties	Net
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Deferred tax arising from:	因下列各項產生之遞延稅項：							
At 1 April 2017	於二零一七年四月一日	2,265	(1,477)	-	(53)	(589,519)	(6,676)	(595,460)
Credited/(charged) to the consolidated statement of profit or loss (see Note 7(a))	計入/(扣自)綜合損益表 (見附註7(a))	538	-	-	-	11,322	(13,333)	(1,473)
Charged to reserves (see Note 10)	於儲備扣除 (見附註10)	-	7,650	-	2,470	(23,309)	-	(13,189)
At 31 March 2018	於二零一八年三月三十一日	2,803	6,173	-	2,417	(601,506)	(20,009)	(610,122)
Impact on initial application of HKFRS 9 (Note 2(c))	首次應用香港財務報告準則第9號的影響 (附註2(c))	-	-	272	-	-	-	272
Adjusted balance at 1 April 2018	於二零一八年四月一日之經調整結餘	2,803	6,173	272	2,417	(601,506)	(20,009)	(609,850)
(Charged)/credited to the consolidated statement of profit or loss (see Note 7(a))	(扣自)/計入綜合損益表 (見附註7(a))	(206)	-	2,628	(2,417)	12,473	(19,952)	(7,474)
Charged to reserves (see Note 10)	於儲備扣除 (見附註10)	-	6,569	-	-	(5,982)	-	587
At 31 March 2019	於二零一九年三月三十一日	2,597	12,742	2,900	-	(595,015)	(39,961)	(616,737)

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26 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

(c) Reconciliation of deferred tax assets and liabilities recognised in the consolidated statement of financial position

Deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項資產
Deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項負債

(d) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2(t), the Group has not recognised deferred tax assets in respect of unused tax losses of RMB374,920,000 (2018: RMB368,310,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The remaining unused tax losses at 31 March 2019 will expire on or before the financial period ended 31 March 2022.

(e) Deferred tax liabilities not recognised

At 31 March 2019, temporary differences relating to the undistributed profits of certain subsidiaries of the Group established in the PRC amounted to RMB1,656,221,000 (2018: RMB1,709,823,000). Deferred tax liabilities of RMB82,811,000 (2018: RMB85,491,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits from these subsidiaries will not be distributed in the foreseeable future.

26 財務狀況表內之所得稅 (續)

(c) 於綜合財務狀況表確認的遞延稅項資產及負債對賬

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
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18,239 11,393

(634,976) (621,515)

(616,737) (610,122)

(d) 未確認之遞延稅項資產

根據附註2(t)所載之會計政策，本集團並未確認有關未動用稅務虧損人民幣374,920,000元（二零一八年：人民幣368,310,000元）之遞延稅項資產，因為在有關稅務司法權區及實體將不大可能會取得未來應課稅溢利以動用虧損。於二零一九年三月三十一日之餘下未動用稅務虧損將於截至二零二二年三月三十一日止財政期間或之前屆滿。

(e) 未確認之遞延稅項負債

於二零一九年三月三十一日，與本集團若干於中國成立之附屬公司之未分配溢利有關之暫時差異為人民幣1,656,221,000元（二零一八年：人民幣1,709,823,000元）。遞延稅項負債人民幣82,811,000元（二零一八年：人民幣85,491,000元）尚未就將按該等保留溢利之分派而應付之稅項而予以確認，因為本公司控制該等中國附屬公司之股息政策及已釐定來自該等附屬公司之溢利不大可能於可預見將來予以分派。

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27 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the reporting period are set out below:

27 資本、儲備及股息

(a) 權益部份變動

本集團綜合權益之各部份之期初及期末結餘之對賬乃載於綜合權益變動表。本報告期初至期末本公司之各個權益部份之變動詳情載列如下：

	Share capital	Share premium	Shares held under share award scheme	Capital reserve	Contributed surplus	Exchange reserve	Accumulated losses	Total
	股本	股份溢價	根據股份獎勵計劃持有的股份	資本儲備	繳入盈餘	匯兌儲備	累計虧損	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	(Note 27(c))	(Note 27(d)(i))	(Note 27(d)(ii))	(Note 27(d)(iii))	(Note 27(d)(iv))	(Note 27(d)(viii))		
	(附註27(c))	(附註27(d)(i))	(附註27(d)(ii))	(附註27(d)(iii))	(附註27(d)(iv))	(附註27(d)(viii))		
Balance at 1 April 2017	於二零一七年四月一日							
之結餘	198,480	1,133,854	(2,922)	76,291	995,255	287,945	(319,293)	2,369,610
Changes in equity for the year:	本年度權益變動:							
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	(230,273)	(12,011)	(242,284)
Shares issued under share option scheme	根據購股權計劃發行股份	889	2,741	(786)	-	-	-	2,844
Equity-settled share-based transactions	按股權結算以股份支付之交易(見附註25(a))	-	-	1,387	-	-	-	1,387
(see Note 25(a))								
Transfer between reserves	儲備間轉撥	-	-	(33,143)	-	-	33,143	-
Balance 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							
結餘	199,369	1,136,595	(2,922)	43,749	995,255	57,672	(298,161)	2,131,557
Changes in equity for the year:	本年度權益變動:							
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	150,290	(6,629)	143,661
Equity-settled share-based transactions	按股權結算以股份支付之交易(見附註25(a))	-	-	1,179	-	-	-	1,179
(see Note 25(a))								
Balance at 31 March 2019	於二零一九年三月三十一日							
結餘	199,369	1,136,595	(2,922)	44,928	995,255	207,962	(304,790)	2,276,397

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財務報表附註

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27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(b) Dividends

(i) Dividends payable to equity shareholders of the Company and holder of the convertible preference shares attributable to the year

The directors of the Company do not recommend the payment of a dividend for the year ended 31 March 2019 (2018: RMBNil).

(ii) Dividends payable to equity shareholders of the Company and holder of the convertible preference shares attributable to the previous financial year, approved during the year

No final dividend in respect of the previous financial year has been approved for the year ended 31 March 2019 (2018: RMBNil).

(c) Share capital

(i) Issued share capital

		2019 二零一九年		2018 二零一八年	
		Number of shares 股份數目	RMB'000 人民幣千元	Number of shares 股份數目	RMB'000 人民幣千元
		'000 千股		'000 千股	
Ordinary shares, issued and fully paid:	已發行及繳足普通股:				
At 1 April	於四月一日	1,149,695	103,602	1,138,695	102,713
Shares issued under share option scheme	根據購股權計劃發行股份	-	-	11,000	889
At 31 March	於三月三十一日	1,149,695	103,602	1,149,695	103,602
Convertible preference shares, issued and fully paid:	已發行及繳足可換股優先股:				
At 1 April and 31 March	於四月一日及三月三十一日	1,177,068	95,767	1,177,068	95,767
Total share capital	股本總額	2,326,763	199,369	2,326,763	199,369

27 資本、儲備及股息 (續)

(b) 股息

(i) 本公司股東及可換股優先股持有人應佔年內應付股息

本公司董事並不建議派付截至二零一九年三月三十一日止年度之股息(二零一八年:人民幣零元)。

(ii) 本公司股東及可換股優先股持有人應佔上一財政年度應付股息(於年內獲批准)

截至二零一九年三月三十一日止年度並無批准上一財政年度的末期股息(二零一八年:人民幣零元)。

(c) 股本

(i) 已發行股本

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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
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27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Share capital (continued)

(i) Issued share capital (continued)

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

Convertible preference shares

Convertible preference shares do not carry the right to vote. The holder of the convertible preference shares has the right, at any time and at the sole option of such holder, to convert the convertible preference shares in whole, or in any part, into fully paid ordinary shares in the Company. The conversion ratio is 1 convertible preference share to 1.1 ordinary shares. Holder of the convertible preference shares ranks pari passu with other holders of the ordinary shares in respect of its entitlement to dividend or other distribution of the Company. In the event of any liquidation, winding-up or dissolution of the Company, holder of the convertible preference shares shall receive an amount equal to HK\$1.60 per convertible preference share, plus all accrued but unpaid dividends in preference to the ordinary shareholders.

- (ii) At 31 March 2019, 3,070,000 ordinary shares are held by the Company under the Share Award Scheme (2018: 3,070,000) (see Note 25(b)).

27 資本、儲備及股息 (續)

(c) 股本 (續)

(i) 已發行股本 (續)

普通股

普通股持有人有權收取不時宣派之股息及有權於本公司大會上每股投一票。所有普通股於本公司之剩餘資產方面均擁有同等地位。

可換股優先股

可換股優先股不附帶投票權。可換股優先股持有人有權於任何時間及按該持有人之絕對選擇權將可換股優先股全部或任何部份轉換為本公司之已繳足普通股。轉換率為1股可換股優先股轉成1.1股普通股。可換股優先股持有人與其他普通股持有人在有權享有本公司股息或其他分派方面具有同等地位。倘本公司清盤、清算或解散，可換股優先股持有人將較普通股股東優先收取金額等同於按每股可換股優先股1.60港元，加上所有應計但未付股息之款項。

- (ii) 於二零一九年三月三十一日，3,070,000股普通股由本公司根據股份獎勵計劃持有（二零一八年：3,070,000股）（見附註25(b)）。

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27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(c) Share capital (continued)

(iii) Terms of unexpired and unexercised share options at the end of the reporting period

Exercise period	行使期	Exercise price 行使價	2019 Number 數目 '000 千份	2018 Number 數目 '000 千份
Share options:	購股權：			
28 May 2013 to 27 May 2019	二零一三年五月二十八日 至二零一九年 五月二十七日	HK\$1.73	39,055	40,055
30 May 2013 to 29 May 2019	二零一三年五月三十日至 二零一九年 五月二十九日	HK\$1.76	1,150	1,150
27 September 2017 to 26 September 2019	二零一七年九月二十七日至 二零一九年 九月二十六日	HK\$0.32	33,000	33,000
			73,205	74,205

Each share option entitles the holder to subscribe for one ordinary share in the Company. Further details of these share options are set out in Note 25(a) to the financial statements.

每份購股權賦予持有人認購本公司之一股普通股。該等購股權之進一步詳情載於財務報表附註25(a)。

(d) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981.

(ii) Shares held under share award scheme

The amount represents the consideration paid for shares held under the share award scheme.

(d) 儲備之性質及用途

(i) 股份溢價

股份溢價賬的應用由百慕達一九八一年公司法第40條監管。

(ii) 根據股份獎勵計劃持有之股份

金額指就根據股份獎勵計劃持有之股份已支付之代價。

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27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(d) Nature and purpose of reserves (continued)

(iii) Capital reserve

At 31 March 2019 and 2018, capital reserve comprises the following:

- the portion of the grant date fair value of unexercised share options granted to directors of the Company, and employees and service providers of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(s)(ii);
- the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of a subsidiary acquired through an exchange of shares pursuant to a group reorganisation took place on 28 September 2000;
- the difference between the carrying amounts and the principal amounts of the unsecured notes redeemed in 2011 and 2012; and
- the difference between the consideration paid on the acquisition of non-controlling interests and the carrying amount of the non-controlling interests.

(iv) Contributed surplus

The application of the contributed surplus account is governed by Section 54 of the Bermuda Companies Act 1981.

(v) Property revaluation reserve

The property revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use in Note 2(h).

27 資本、儲備及股息 (續)

(d) 儲備之性質及用途 (續)

(iii) 資本儲備

於二零一九年及二零一八年三月三十一日，資本儲備包括以下各項：

- 授予本公司董事以及本集團之僱員及服務供應者之尚未行使購股權於授出日期之公允值部份，乃已根據附註2(s)(ii)就以已採納股份付款之會計政策確認；
- 本公司根據於二零零零年九月二十八日進行之集團重組所發行普通股之面值與透過股份交換所收購之一間附屬公司之股本及股份溢價總額之間之差額；
- 於二零一一年及二零一二年已贖回無抵押票據之賬面值與本金間之差額；及
- 收購非控股權益支付之代價與非控股權益賬面值之間之差額。

(iv) 繳入盈餘

繳入盈餘賬之應用受百慕達一九八一年公司法第54條監管。

(v) 物業重估儲備

物業重估儲備已設立並根據附註2(h)就持作自用之土地及樓宇採納之會計政策處理。

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27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(d) Nature and purpose of reserves (continued)

(vi) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of other financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policies set out in Notes 2(g) and 2(l)(i).

(vii) Statutory reserves

In accordance with the articles of association of the subsidiaries of the Group established in the PRC, these subsidiaries were required to set up certain statutory reserves, which were non-distributable. The transfers of these reserves are at discretion of the directors of the respective subsidiaries. The statutory reserves can only be utilised for predetermined means upon approval by the relevant authority.

(viii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations into the presentation currency. The reserve is dealt with in accordance with the accounting policies set out in Note 2(w).

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

27 資本、儲備及股息 (續)

(d) 儲備之性質及用途 (續)

(vi) 公允價值儲備

公允價值儲備包含於報告期末持有其他金融資產的公允價值累計變動淨額及根據載於附註2(g)及2(l)(i)的會計政策處理。

(vii) 法定儲備

根據本集團於中國成立之附屬公司之組織章程細則，該等附屬公司須設立若干不可分派之法定儲備。該等儲備之轉撥由各附屬公司董事酌情進行。法定儲備僅可於有關當局批准後用於預先釐定之用途。

(viii) 匯兌儲備

匯兌儲備包括所有因將經營業務財務報表換算為呈列貨幣所產生的匯兌差額。儲備已根據附註2(w)所載之會計政策處理。

(e) 資本管理

本集團管理資本主要旨在保障本集團的持續經營能力，以便可透過與風險水準對等地為產品及服務定價及按合理成本取得融資而繼續為股東帶來回報及為其他利益相關者帶來利益。

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27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(e) Capital management (continued)

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder 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.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes bank and other loans), plus unaccrued proposed dividends, less cash at bank on hand and short-term investments. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During the year, the Group's strategy was to maintain the adjusted net debt-to-capital ratio to an acceptable level. In order to improve the Group's capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, raise new debt financing or sell assets to reduce debt.

27 資本、儲備及股息 (續)

(e) 資本管理 (續)

本集團積極及定期檢討及管理其資本架構，在維持較高借貸水準而可能帶來較高股東回報與取得穩健資金狀況所帶來的裨益及保障之間作出平衡，並就經濟環境的轉變對資本架構進行調整。

本集團以經調整淨債項對資本比率為基準而監察其資本結構。就此而言，經調整淨債項乃界定為總債項（其包括銀行及其他貸款）加未計擬派股息減銀行手頭現金以及短期投資。經調整資本包括所有權益部份減未計擬派股息。

於年內，本集團之策略為維持經調整淨債項對資本比率至可接受水準。為改善本集團之資本架構，本集團可調整支付予股東的股息金額、發行新股份、籌集新的債務融資或出售資產以減少債務。

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27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(f) Capital management

The adjusted net debt-to-capital ratio at 31 March 2019 and 31 March 2018 is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current liabilities:	流動負債：		
Bank and other loans	銀行及其他貸款	866,401	792,149
Non-current liabilities:	非流動負債：		
Bank loans	銀行貸款	1,498,000	1,541,000
Total debt	總負債	2,364,401	2,333,149
Less: cash at bank and on hand	減：銀行結存及手頭現金	(544,690)	(614,681)
Less: short-term investments	減：短期投資	–	(160,761)
Adjusted net debt	經調整淨債項	1,819,711	1,557,707
Adjusted capital	經調整資本	4,088,225	4,385,599
Adjusted net debt-to-capital ratio	經調整淨債項對資本比率	45%	36%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司及其任何附屬公司概不受外界施加之資本規定規限。

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

The Group is not exposed to significant currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. Exposure to credit, liquidity and interest rate arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investment in another entity.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

28 財務風險管理及公允值

由於大部分交易以與相關經營的功能貨幣相同的貨幣計值，本集團並無面臨重大貨幣風險。於本集團之正常業務過程中會產生信貸、流動資金及利率風險。本集團亦面對權益價格風險，其來自本集團於其他實體之權益投資。

本集團所承受之該等風險及本集團用以管理該等風險之財務風險管理政策與慣例載述如下。

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財務報表附註

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place, and the exposures to these credit risks are monitored on an ongoing basis.

Cash is deposited with financial institutions with acceptable credit quality. Management does not expect any of these financial institutions with fail to meet their obligations.

Except for the financial guarantees given by the Group as set out in Note 30, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in Note 30.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor rather than the industry in which the debtors operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual debtors. At the end of the reporting period 9% (2018: 28%) and 49% (2018: 63%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors, respectively.

In respect of trade receivables, individual credit evaluations are performed on all debtors requiring credit over a certain amount. These evaluations focus on the debtor's past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. Trade receivables are generally due within 3 months from the date of billing. Normally, the Group does not obtain collateral from debtors.

28 財務風險管理及公允值 (續)

(a) 信貸風險

本集團之信貸風險主要由應收賬款及其他應收款所產生。管理層已制訂信貸政策，並持續監控須承受的該等信貸風險。

現金存置於信貸質素可獲接納之金融機構。管理層預期該等金融機構概不會不履行其責任。

除附註30所載本集團提供之財務擔保外，本集團並無提供使本集團或本公司面臨信貸風險之任何其他擔保。於報告期末與該等財務擔保相關之最高信貸風險披露於附註30。

應收賬款

本集團承受之信貸風險主要受各債務人自身狀況之影響，而非債務人經營所在行業，因此重大集中信貸風險主要是當本集團須承受對個別債務人之重大風險時而產生。於報告期末，應收賬款總額之9% (二零一八年：28%) 及49% (二零一八年：63%) 乃分別來自本集團之最大債務人及五大債務人。

就應收賬款而言，本集團對要求一定金額以上信貸額之所有債務人進行個別信貸評估。該等評估注重債務人過往到期付款歷史及當期之付款能力，並計及債務人特定及與債務人經營所在經濟環境有關資料。應收賬款一般自發票日起於三個月內到期。一般而言，本集團不會要求債務人交出抵押品。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

Trade receivables (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. Trade receivables are mainly due from credit card centres owned by state-owned financial institutions in the PRC and tenants operating in the Group's department stores, shopping mall and supermarkets, and accordingly, the management of the Group considers the concentration and credit risks to be low. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2019:

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.5	29,850	149
Less 3 months past due	逾期不超過三個月	1.2	11,708	140
Over 3 months past due	逾期超過三個月	100	16,947	16,947
			58,505	17,236

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

28 財務風險管理及公允值(續)

(a) 信貸風險(續)

應收賬款(續)

本集團按相等於整個存續期的預期信貸虧損之金額計量應收賬款之虧損撥備，並使用撥備矩陣計算。應收賬款主要為應收中國國有金融機構所有信貸卡中心及於本集團百貨商場、購物中心及超級市場經營之租戶之款項，因此本集團管理層認為集中及信貸風險屬低。由於本集團之過往信貸虧損經驗並未表明不同客戶群之虧損模式大相逕庭，因此根據過往狀況計算之虧損撥備不會進一步區分本集團之不同客戶群。

下表載列於二零一九年三月三十一日本集團面臨之信貸風險及應收賬款之預期信貸虧損之資料：

預期虧損率乃根據過去三年之實際虧損經驗得出。該等比率會作出調整以反映歸集過往數據期間之經濟狀況、當前狀況與本集團對應收款項預期年期內經濟狀況之觀點之差異。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

Comparative information under HKAS 39

Prior to 1 April 2018, an impairment loss was recognised only when there was objective evidence of impairment (see Note 2(l)(i) – policy applicable prior to 1 April 2018). At 31 March 2018, the Group's exposure to credit risk arising from default of the counterparty is limited. At 31 March 2018, no trade receivables were determined to be impaired.

Credit risk arising from other receivables

The Group measures loss allowance for other receivables at an amount equal to 12-month ECLs. ECLs on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

(b) Liquidity risk

Individual operating entities within the Group are responsible for the short-term investments of their cash surpluses, where the raising of financings are centrally managed by the head office of the Group to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

At 31 March 2019, the Group had net current liabilities of RMB978,780,000. The Group has undertaken and will continue to undertake various measures in order to further improve its liquidity position in the short and longer term. Further details are set out in Note 2(b).

28 財務風險管理及公允值 (續)

(a) 信貸風險 (續)

根據香港會計準則第39號之比較資料

於二零一八年四月一日前，減值虧損近於出現明顯減值證據時方才確認(見附註2(l)(i) – 於二零一八年四月一日前適用之政策)。於二零一八年三月三十一日，本集團面臨對手方違約產生之信貸風險有限。於二零一八年三月三十一日，應收賬款概無釐定計提減值。

其他應收款項產生之信貸風險

本集團按相等於12個月預期信貸虧損之金額計量其他應收款項之虧損撥備。該等金融資產之預期信貸虧損乃根據本集團之過往信貸虧損經驗估計，並根據債務人特有之因素進行調整，同時對報告日當前及預測之整體經濟狀況進行評估。

(b) 流動資金風險

本集團內個別經營實體負責彼等現金盈餘之短期投資，而資金籌集則由本集團總部集中管理以應付預期現金需求。本集團之政策為定期監察其流動資金需求及其遵守借貸契諾之情況，以確保本集團維持充足現金儲備以及獲主要金融機構承諾提供足夠資金，以應付短期及長期之流動資金需求。

於二零一九年三月三十一日，本集團之流動負債淨額為人民幣978,780,000元。本集團已承諾及將繼續採取多項措施以進一步改善其短期及長期之流動資金狀況。進一步詳情載列於附註2(b)。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest dates the Group can be required to pay.

28 財務風險管理及公允值 (續)

(b) 流動資金風險 (續)

下表載有本集團之非衍生金融負債於報告期末之餘下合約到期情況，有關情況乃根據合約未貼現現金流量（包括使用合約利率計算，或如屬浮動利率，則根據於報告期末之利率計算之利息付款）以及本集團可能被要求還款之最早日期得出。

		2019 二零一九年				Contractual undiscounted cash outflow 合約未貼現現金流出	
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 March 於三月 三十一日 之賬面值	
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	
		一年內或 按要求時	一年以上 但少於兩年	兩年以上 但少於五年	超過五年	總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade and other payables measured at amortised cost	按攤銷成本計量之應付賬 款及其他應付款	1,086,170	-	-	-	1,086,170	1,086,170
Bank and other loans	銀行及其他貸款	1,011,730	362,693	1,144,636	320,242	2,839,301	2,364,401
		2,097,900	362,693	1,144,636	320,242	3,925,471	3,450,571

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued) 28 財務風險管理及公允值 (續)

(b) Liquidity risk (continued)

(b) 流動資金風險 (續)

2018
二零一八年

Contractual undiscounted cash outflow
合約未貼現現金流出

	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 March
	一年內或按要求時	一年以上但少於兩年	兩年以上但少於五年	超過五年	總額	於三月三十一日之賬面值
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade and other payables measured at amortised cost	1,040,630	-	-	-	1,040,630	1,040,630
Bank and other loans	924,828	324,227	1,299,141	166,685	2,714,881	2,333,149
	1,965,458	324,227	1,299,141	166,685	3,755,511	3,373,779

(c) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

(c) 利率風險

本集團之利率風險主要來自計息借貸。按可變利率及按固定利率發行之借貸使本集團分別承受現金流量利率風險及公允值利率風險。

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財務報表附註

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk (continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

		2019 二零一九年		2018 二零一八年	
		Effective interest rate 實際利率 %	RMB'000 人民幣千元	Effective interest rate 實際利率 %	RMB'000 人民幣千元
Fixed rate borrowings: 固定利率借貸：					
Other loans 其他貸款		8.30%	141,000	6.20%	235,176
Bank loans 銀行貸款		7.40%	553,000	-	-
			694,000		235,176
Variable rate borrowings: 可變利率借貸：					
Bank loans 銀行貸款		6.20%	1,670,401	6.00%	2,097,973
Total borrowings 借貸總額			2,364,401		2,333,149
Fixed rate borrowings as a percentage of total borrowings 固定利率借貸佔借貸總額之百分比			29%		10%

(ii) Sensitivity analysis

At 31 March 2019, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB13,797,000 (2018: RMB17,049,000).

28 財務風險管理及公允值 (續)

(c) 利率風險 (續)

(i) 利率概況

下表詳列本集團計息借貸於報告期末之利率概況。

(ii) 敏感性分析

於二零一九年三月三十一日，在所有其他可變動因素保持不變之情況下，估計利率一般增加或減少100基點將減少或增加本集團稅後溢利及保留溢利約人民幣13,797,000元（二零一八年：人民幣17,049,000元）。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis (continued)

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate borrowings held by the Group at the end of the reporting period, the impact of which on the Group's loss after tax and retained profits is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis for the year ended 31 March 2018.

(d) Equity price risk

The Group is exposed to equity price changes arising from other financial assets (see Note 18(i)).

The Group's investments in other financial assets are listed on the Shanghai Stock Exchange. The performance of these equity securities are regularly monitored.

At 31 March 2019, it is estimated that an increase/decrease of 10% in the relevant stock price with all other variables held constant, would have increased/decreased the Group's other comprehensive income by RMB21,471,000 (2018: RMB25,194,000).

The sensitivity analysis indicates the instantaneous change in the Group's other comprehensive income that would arise assuming that the changes in the stock price had occurred at the end of the reporting period and had been applied to re-measure this financial instrument held by the Group which exposes the Group to equity price risk at the end of the reporting period. It is also assumed that none of the Group's other financial assets would be considered impaired as a result of the decrease in the relevant stock price, and that all other variables remain constant. The analysis is performed on the same basis for the year ended 31 March 2018.

28 財務風險管理及公允值 (續)

(c) 利率風險 (續)

(ii) 敏感性分析 (續)

上述敏感性分析預示於報告期末因本集團所持有之按浮動利率計息之借貸而產生之現金流量利率風險，對本集團除稅後虧損及保留溢利之影響乃按有關利率變動對利息開支之年化影響而估計。此分析基於截至二零一八年三月三十一日止年度之相同基準執行。

(d) 權益價格風險

本集團面臨其他金融資產產生之權益價格變動風險(見附註18(i))。

本集團於其他金融資產之投資於上海證券交易所上市。該等權益證券之表現已獲定期監控。

於二零一九年三月三十一日，估計有關股票價格上漲/下跌10%，在所有其他可變動因素保持不變之情況下，本集團之其他全面收益將增加/減少人民幣21,471,000元(二零一八年：人民幣25,194,000元)。

此敏感度分析預示假設股價變動已於報告期末發生並且已用於重新計量本集團持有之該金融工具(於報告期末令本集團面臨股價風險)情況下本集團之其他全面收益將發生之即時變動。同時亦假設本集團之其他金融資產概無因有關股價之下跌而被視為已減值，以及假設所有其他可變動因素仍保持不變。此分析基於截至二零一八年三月三十一日止年度之相同基準執行。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

28 財務風險管理及公允值 (續)

(e) 公允值計量

(i) 按公允值計量之金融資產及負債

公允值層級

下表呈列本集團於報告期末根據香港財務報告準則第13號「公允值計量」所界定的公允值層級，按經常性基準計量並分類為三個級別的金融工具之公允值。將公允值計量分類之等級乃參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公允值。
- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據提供下之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公允值。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

28 財務風險管理及公允值 (續)

(e) Fair value measurement (continued)

(e) 公允值計量 (續)

(i) Financial assets and liabilities measured at fair value (continued)

(i) 按公允值計量之金融資產及負債 (續)

Fair value hierarchy (continued)

公允值層級 (續)

Fair value measurements as at 31 March 2019 categorised into Level 1 於二零一九年三月三十一日公允值計量分類為第一級
RMB'000
人民幣千元

Recurring fair value measurements

經常性公允值計量

Assets:
Other financial assets
– Listed (see Note 18(i))

資產：
其他金融資產
– 上市 (見附註18(i))

252,600

Fair value measurements as at 31 March 2018 categorised into 於二零一八年三月三十一日公允值計量分類為

Fair value at 31 March 2018 於二零一八年三月三十一日之公允值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元
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Recurring fair value measurements

經常性公允值計量

Assets:
Available-for-sale financial assets
– Listed (see Note 18(i))
Short-term investments
– Unlisted

資產：
可供出售金融資產
– 上市 (見附註18(i))
短期投資
– 非上市

296,400

296,400

–

10,332

–

10,332

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財務報表附註

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of unlisted available-for-sale financial assets in Level 2 is determined by using the quoted price of the collective investment scheme, where these financial assets belong to, and deducting the portion of fair value of senior trust units, which is calculated by reference to the contractual rate of fixed returns.

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 31 March 2019 and 2018.

29 COMMITMENTS

(a) Capital commitments

At 31 March 2019, the outstanding capital commitments of the Group not provided for in the consolidated financial statements were as follows:

Commitments in respect of purchase of property, plant and equipment and investment properties	購買物業、廠房及設備以及投資物業之承擔
– Contracted for	– 已訂約

At 31 March 2019, capital commitments in respect of purchase of property, plant and equipment and investment properties are for leasehold improvements to be installed in the Group's department store and supermarket operations and the remaining payments for the acquisitions of properties.

28 財務風險管理及公允值 (續)

(e) 公允值計量 (續)

(i) 按公允值計量之金融資產及負債 (續)

第二級公允值計量所使用之估值方法及輸入數據

第二級非上市可供出售金融資產的公允值乃使用該等金融資產所屬的集體投資計劃的報價，扣除優先信託單位元的公允值部分（參考固定回報的合約利率計算）釐定。

(ii) 並非按公允值列賬之金融資產及負債之公允值

於二零一九年及二零一八年三月三十一日，本集團以成本或攤銷成本列賬之金融工具之賬面值與其公允值並無重大差別。

29 承擔

(a) 資本承擔

於二零一九年三月三十一日，本集團未在綜合財務報表中撥備之未付資本承擔如下：

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
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416,490	593,376
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於二零一九年三月三十一日，有關購買物業、廠房及設備以及投資物業之資本承擔乃與將於本集團之百貨商場及超級市場業務安裝之租賃裝修及收購物業之餘下付款有關。

Notes to the Financial Statements

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
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

29 COMMITMENTS (continued)

(b) Operating lease commitments

At 31 March 2019, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 year	一年內	31,513	42,059
After 1 year but within 5 years	一年後但五年內	59,594	122,659
After 5 years	五年後	38,773	102,728
		129,880	267,446

The Group leases properties for the use by its department store and supermarket operations, and office premises under operating leases. The leases typically run for an initial period of 2 to 20 years, where all terms are renegotiated upon renewal. One of the leases includes contingent rentals which are calculated based on a fixed percentage on the department store's revenue.

(c) Properties leased out under operating leases

At 31 March 2019, the Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 year	一年內	29,809	30,957
After 1 year but within 5 years	一年後但五年內	49,256	56,396
After 5 years	五年後	7,690	15,334
		86,755	102,687

29 承擔 (續)

(b) 經營租賃承擔

於二零一九年三月三十一日，根據不可撤銷之經營租賃在日後應付之最低租賃付款總額如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 year	31,513	42,059
After 1 year but within 5 years	59,594	122,659
After 5 years	38,773	102,728
	129,880	267,446

本集團根據經營租賃租賃若干物業供其百貨商場及超級市場業務及辦公使用。該等租賃一般初步為期二至二十年，而所有條款可於續期時重新商定。其中一項租賃包括根據百貨商場收益之固定百分比計算之或然租金。

(c) 根據經營租賃出租之物業

於二零一九年三月三十一日，本集團根據不可撤銷之經營租賃在日後應收之最低租賃款項總額如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 year	29,809	30,957
After 1 year but within 5 years	49,256	56,396
After 5 years	7,690	15,334
	86,755	102,687

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

29 COMMITMENTS (continued)

(c) Properties leased out under operating leases (continued)

The Group leases out its shopping mall and parts of its department stores under operating leases. The leases typically run for an initial period of 1 to 15 years, where all terms are renegotiated upon renewal. Certain of the leases include contingent rentals which are calculated based on a fixed percentage on the tenants' revenue.

30 CONTINGENT LIABILITIES

As at the end of the reporting period, the Group has issued the following guarantees:

- (a) A guarantee provided by Ginwa Bell Tower in respect of an interest-bearing bank loan drawn by an independent third party in 2005. The loan will mature in July 2020. In September 2010, Ginwa Investments provided a counter-guarantee to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 31 March 2019, the outstanding loan balance is RMB60,680,000 (2018: RMB68,200,000).
- (b) A guarantee provided by Ginwa Bell Tower in respect of a payable for acquisition of a property by Ginwa Investments in August 2005. Ginwa Investments has defaulted repayment of the above payable. As of 31 March 2019, the outstanding balance of the payable is RMB9,500,000 (2018: RMB9,500,000).

29 承擔 (續)

(c) 根據經營租賃出租之物業 (續)

本集團根據經營租賃出租其購物中心及百貨商場之部分購物區。該等租賃一般初步為期一至十五年，而所有條款可於續期時重新商定。若干租賃根據包括租戶收益之固定百分比計算之或然租金。

30 或然負債

於報告期末，本集團已發出以下擔保：

- (a) 金花鐘樓就一名獨立第三方於二零零五年提取之計息銀行貸款而提供之擔保。該筆貸款將於二零二零年七月到期。於二零一零年九月，金花投資已向金花鐘樓提供一項反擔保，以彌償就上述擔保所產生之任何損失。截至二零一九年三月三十一日，尚未償還之貸款餘額為人民幣60,680,000元（二零一八年：人民幣68,200,000元）。
- (b) 金花鐘樓就金花投資於二零零五年八月收購一項物業之應付款項而提供之擔保。金花投資已拖欠償還上述應付款項。截至二零一九年三月三十一日，尚未償還之應付款項餘額為人民幣9,500,000元（二零一八年：人民幣9,500,000元）。

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財務報表附註

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30 CONTINGENT LIABILITIES (continued)

- (c) A guarantee provided by the Group in respect of an entrusted loan drawn by Huade Investment in February 2015, where the guarantee is in addition to the payments made by the Group for its intended acquisition of commercial properties as mentioned in Note 17. The loan will mature in July 2019. Land and buildings held by one of the Group's subsidiaries with book value of RMB1,096,616,000 at 31 March 2019 were pledged for the above entrusted loan in the amount of RMB600,000,000. In February 2015 and July 2016, the Group has obtained counter-guarantees from (i) the project company developing the above commercial properties; and (ii) the intermediate holding company of Huade Investment on the pledge of its 70% equity interests in the immediate holding company of Huade Investment.

As at the end of the reporting period, the directors of the Company do not consider it is probable that a claim will be made against the Group under any of the above guarantees. The maximum liability of the Group at the end of the reporting period under the guarantees issued is the outstanding amount of the bank loans and liability of RMB670,180,000 (2018: RMB677,700,000) plus accrued interest.

30 或然負債 (續)

- (c) 本集團就花德投資於二零一五年二月提取之委託貸款提供擔保，該擔保乃除於附註17所述本集團擬收購商業物業之付款外之擔保。該筆貸款將於二零一九年七月到期。由本集團一間附屬公司持有於二零一九年三月三十一日的賬面淨額為人民幣1,096,616,000元的土地及樓宇乃就上述金額為人民幣600,000,000元的委託貸款抵押。於二零一五年二月及二零一六年七月，本集團已由(i)發展上述商業物業之項目公司；及(ii)花德投資之間接控股公司就花德投資之直接控股公司之70%股權作出抵押取得反擔保。

於報告期末，本公司董事認為將不大可能會根據任何上述擔保而對本集團提出索償。本集團於報告期末之已發出擔保項下之最高負債為尚未償還之銀行貸款及負債人民幣670,180,000元(二零一八年：人民幣677,700,000元)加應計利息。

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31 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

(a) Transactions with equity shareholders and their affiliates, and a director of the Company

Net decrease/(increase) in advances from related parties (see Note (i))	來自關連人士墊款減少／(增加)淨額(見附註(i))
Guarantees provided by a director of the Company for the Group's bank loans at the end of the reporting year	於報告年末本公司一名董事為本集團之銀行貸款提供之擔保

Further details on the guarantees the Group provided for related parties are set out in Note 30.

Note:

- (i) The advances are unsecured, non-interest bearing and have no fixed terms of repayment.

31 重大關連人士交易

除該等財務報表其他部份所披露之結餘外，本集團亦進行以下重大關連人士交易。

(a) 與本公司股東及彼等聯屬人士以及一名董事進行之交易

2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
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30,036 (47,604)

918,000 505,176

有關本集團為關連人士提供擔保之進一步詳情載於附註30。

附註：

- (i) 該墊款為無抵押、免息及並無固定還款期。

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財務報表附註

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31 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 8 and the highest paid employees as disclosed in Note 9, is as follows:

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及其他實物福利	17,683	17,655
Retirement scheme contributions 退休計劃供款	819	229
	18,502	17,884

Total remuneration is included in "staff costs" (see Note 6(b)).

(c) Applicability of the Listing Rules relating to connected transactions

None of the related party transactions disclosed in Note 31(a) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

31 重大關連人士交易 (續)

(b) 主要管理人員薪酬

主要管理人員之薪酬(包括附註8所披露已付予本公司董事之款項及附註9所披露已付予若干最高薪酬僱員之款項)如下:

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及其他實物福利	17,683	17,655
Retirement scheme contributions 退休計劃供款	819	229
	18,502	17,884

薪酬總額計入「員工成本」內(見附註6(b))。

(c) 上市規則就關於關連交易之適用性

上述附註31(a)所披露之關連人士交易概無構成上市規則第14章所界定之關連交易或持續關連交易。

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32 COMPANY LEVEL STATEMENT OF FINANCIAL POSITION

32 公司層面財務狀況表

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Note 附註		
Non-current assets			
Property, plant and equipment		-	1,077
Interests in subsidiaries		2,460,689	2,302,194
		2,460,689	2,303,271
Current assets			
Other receivables		31,862	29,759
Cash at bank and on hand		123	114
		31,985	29,873
Current liabilities			
Other payables		216,277	201,587
		216,277	201,587
Net current liabilities		(184,292)	(171,714)
NET ASSETS		2,276,397	2,131,557
CAPITAL AND RESERVES			
Share capital	27	199,369	199,369
Reserves		2,077,028	1,932,188
TOTAL EQUITY		2,276,397	2,131,557

Approved and authorised for issue by the board of directors on 28 June 2019.

經董事會於二零一九年六月二十八日批准及授權刊發。

Chan Wai Kwong, Peter
陳為光
Director
董事

Sha Yingjie
沙英杰
Director
董事

Notes to the Financial Statements

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For the year ended 31 March 2019 截至二零一九年三月三十一日止年度
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33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

Decrease in carrying value of assets measured at fair value

Due to the recent uncertainties surrounding the stock markets in the PRC, the Group's investments in Ginwa Enterprise A-Shares (see Note 18) have experienced a decrease in value by approximately 22% since the end of the reporting period.

33 報告期後非調整事項

按公允值計量之資產之賬面值減少

由於近期中國股市之不確定性，自報告期末起，本集團對金花企業A股之投資（見附註18）之價值下降約22%。

34 IMMEDIATE AND ULTIMATE HOLDING COMPANY

The directors of the Company consider the immediate and ultimate holding company of the Company at 31 March 2019 to be Maritime Century Limited and Ginwa Investments, respectively. Neither of these companies produces financial statements available for public use.

34 直接及最終控股公司

本公司董事認為，本公司於二零一九年三月三十一日之直接及最終控股公司分別為Maritime Century Limited及金花投資。該等公司並無編製可供公眾使用之財務報表。

35 POSSIBLE IMPACT OF NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2019

Up to the date of issue of these financial statements, the HKICPA has issued a number of new standards and amendments to standards which are not yet effective for the year ended 31 March 2019 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

35 已頒佈但尚未於截至二零一九年三月三十一日止年度生效之新訂準則及詮釋之潛在影響

截至刊發該等財務報表日期，香港會計師公會已頒佈多項尚未於截至二零一九年三月三十一日止年度生效且尚未於該等財務報表採納的新訂準則及準則之修訂。這包括下列可能與本集團相關者。

Effective for accounting periods beginning on or after
於以下日期或之後開始的會計期間生效

HKFRS 16, <i>Leases</i> 香港財務報告準則第16號「租賃」	1 January 2019 二零一九年一月一日
HK(IFRIC)-Int 23, <i>Uncertainty over income tax treatments</i> 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」	1 January 2019 二零一九年一月一日
<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i> 香港財務報告準則二零一五年至二零一七年週期的年度改進	1 January 2019 二零一九年一月一日
<i>Amendments to HKAS 28, Long-term interest in associates and joint ventures</i> 香港會計準則第28號之修訂「於聯營公司及合營企業之長期權益」	1 January 2019 二零一九年一月一日

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35 POSSIBLE IMPACT OF NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2019 (continued)

The Group is in process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ending 30 September 2019. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that financial report.

HKFRS 16, Leases

As disclosed in Note 2(k), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into leases as the lessee.

35 已頒佈但尚未於截至二零一九年三月三十一日止年度生效之新訂準則及詮釋之潛在影響 (續)

本集團正在評估該等修訂本及新準則及詮釋於首次應用期間預期造成的影響。迄今為止，本集團已發現新準則的部分方面可能對綜合財務報表造成重大影響。有關預期影響之進一步詳情於下文討論。儘管香港財務報告準則第16號之評估已大致完成，由於迄今已完成之評估乃根據本集團目前之可得資料作出，故首次採納相關準則之實際影響可能有所不同，且本集團可能於其截至二零一九年九月三十日止六個月之中期財務報告首次應用相關準則前識別更多影響。本集團亦可能變更其會計政策選擇（包括過渡選擇），直至於該財務報告首次應用相關準則。

香港財務報告準則第16號「租賃」

如附註2(k)所披露，本集團現時將租約分為融資租賃及經營租賃，並視乎租賃分類將租賃安排分別入賬。本集團作為承租人訂立租約。

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財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

35 POSSIBLE IMPACT OF NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2019 (continued)

HKFRS 16, Leases (continued)

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. Once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group’s accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated statement of profit or loss over the period of the lease.

35 已頒佈但尚未於截至二零一九年三月三十一日止年度生效之新訂準則及詮釋之潛在影響 (續)

香港財務報告準則第16號「租賃」(續)

預期香港財務報告準則第16號將不會大幅影響出租人將其於租賃項下權利及義務入賬之方式。採用香港財務報告準則第16號後，承租人將不再區分融資租賃及經營租賃。相反，受可行權宜方法之規限，承租人將按與現有融資租賃會計處理方法類似之方法將所有租賃入賬，即於租賃開始日期，承租人將按未來最低租賃付款之現值確認及計量租賃負債，並確認相應之「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債未償還結餘所產生之利息開支及使用權資產折舊，而非根據現有政策於租期內按系統基準確認根據經營租賃所產生之租賃開支。作為一項可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃（即租期為12個月或以下）及低價值資產之租賃，於此情況下，租金開支將繼續於租期內按系統基準確認。

香港財務報告準則第16號將主要影響本集團作為承租人就物業、廠房及設備租賃（現時分類為經營租賃）之會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租賃期間於綜合損益表內確認開支之時間。

Notes to the Financial Statements

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

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

35 POSSIBLE IMPACT OF NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2019 (continued)

HKFRS 16, Leases (continued)

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets.

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019 and will not restate the comparative information. As disclosed in Note 29(b), at 31 March 2019 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB129,880,000 for properties, the majority of which is payable between 1 and 5 years after the reporting date or in more than 5 years. As the Group's future minimum lease payments under non-cancellable operating leases are limited, therefore, the Group does not expect that changes in accounting policies according to HKFRS 16 as described above could have a significant impact on the Group's financial results upon initial adoption of HKFRS 16.

35 已頒佈但尚未於截至二零一九年三月三十一日止年度生效之新訂準則及詮釋之潛在影響 (續)

香港財務報告準則第16號「租賃」(續)

香港財務報告準則第16號於二零一九年一月一日或之後開始之年度期間生效。在香港財務報告準則第16號允許範圍內，本集團計劃採用可行權宜方法，就現有租賃安排或包含租賃之現有安排沿用之前的評估方法。因此，本集團僅將香港財務報告準則第16號對租賃之新定義應用於首次應用日期或之後訂立之合約。此外，本集團計劃選用可行權宜方法，不將新會計模式應用於短期租賃及低價值資產之租賃。

本集團計劃選擇使用經修改追溯法採納香港財務報告準則第16號，並將首次應用的累計影響確認為對二零一九年四月一日權益年初結餘的調整，而不會重列比較資料。誠如附註29(b)所披露，於二零一九年三月三十一日，本集團就物業於不可撤銷經營租約項下之未來最低租賃款項為人民幣129,880,000元，絕大部分須於報告日期後一至五年內或超過五年內支付。由於本集團於不可撤銷經營租賃項下之未來最低租賃款項有限，因此，本集團預期於首次採納香港財務報告準則第16號時，如上文所述根據香港財務報告準則第16號之會計政策變動不會對本集團之財務業績產生重大影響。

