



# AFFLUENT PARTNERS HOLDINGS LIMITED 錢唐控股有限公司\*

\* For identification purposes only 僅供識別



Annual Report  
**2019**  
年報

(Incorporated in the Cayman Islands with limited liability)  
(開曼群島註冊成立之有限公司)  
Stock Code 股份代號: 1466



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## **CORPORATE INFORMATION**

### **公司資料**

#### **BOARD OF DIRECTORS**

##### **Executive Directors**

Mr. Archambaud-Chao Percy Henry Junior  
Mr. Leung Alex  
Mr. Cheung Sze Ming

##### **Non-executive Director**

Mr. Yuen Ching Bor, Stephen (*Chairman*)

##### **Independent Non-executive Directors**

Mr. Lai Yat Yuen  
Mr. Lee Kin Keung  
Mr. Leung Ka Kui, Johnny

#### **AUDIT COMMITTEE**

Mr. Lai Yat Yuen (*Chairman*)  
Mr. Lee Kin Keung  
Mr. Leung Ka Kui, Johnny

#### **REMUNERATION COMMITTEE**

Mr. Lai Yat Yuen (*Chairman*)  
Mr. Yuen Ching Bor, Stephen  
Mr. Lee Kin Keung  
Mr. Leung Ka Kui, Johnny

#### **NOMINATION COMMITTEE**

Mr. Lee Kin Keung (*Chairman*)  
Mr. Archambaud-Chao Percy Henry Junior  
Mr. Lai Yat Yuen  
Mr. Leung Ka Kui, Johnny

#### **COMPANY SECRETARY**

Mr. Cheung Sze Ming

#### **AUDITOR**

Moore Stephens CPA Limited

#### **董事會**

##### **執行董事**

趙剛裕先生  
梁奕曦先生  
張詩敏先生

##### **非執行董事**

袁靖波先生 (*主席*)

##### **獨立非執行董事**

黎溢源先生  
李健強先生  
梁家駒先生

##### **審核委員會**

黎溢源先生 (*主席*)  
李健強先生  
梁家駒先生

##### **薪酬委員會**

黎溢源先生 (*主席*)  
袁靖波先生  
李健強先生  
梁家駒先生

##### **提名委員會**

李健強先生 (*主席*)  
趙剛裕先生  
黎溢源先生  
梁家駒先生

#### **公司秘書**

張詩敏先生

#### **核數師**

大華馬施雲會計師事務所有限公司

**LEGAL ADVISERS**

Michael Li & Co.  
Conyers Dill & Pearman

**PRINCIPAL BANKERS**

The Hongkong and Shanghai Banking Corporation Limited  
Bank of China (Hong Kong) Limited

**PRINCIPAL SHARE REGISTRAR**

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR  
AND TRANSFER OFFICE**

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
(to be relocated to Level 54, Hopewell Centre  
183 Queen's Road East, Hong Kong  
with effect from 11 July 2019)

**LISTING INFORMATION**

The Stock Exchange of Hong Kong Limited  
Ordinary Share (Stock Code: 1466)

**REGISTERED OFFICE**

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**PRINCIPAL PLACE OF BUSINESS**

12th Floor  
Henan Building  
Nos.90 & 92 Jaffe Road and Nos.15-19 Luard Road  
Hong Kong

**COMPANY WEBSITE**

[www.affluent-partners.com](http://www.affluent-partners.com)

**INVESTOR RELATIONS**

Email: [ir@affluent-partners.com](mailto:ir@affluent-partners.com)

**法律顧問**

李智聰律師事務所  
Conyers Dill & Pearman

**主要往來銀行**

香港上海滙豐銀行有限公司  
中國銀行 (香港) 有限公司

**主要股份登記處**

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**香港股份過戶登記分處**

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓  
(將由2019年7月11日起  
搬遷至香港皇后大道東183號  
合和中心54樓)

**上市資料**

香港聯合交易所有限公司  
普通股 (股份代號: 1466)

**註冊辦事處**

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**主要營業地點**

香港  
謝斐道90及92號與盧押道15至19號  
豫港大廈  
12樓

**公司網址**

[www.affluent-partners.com](http://www.affluent-partners.com)

**投資者關係**

電郵: [ir@affluent-partners.com](mailto:ir@affluent-partners.com)



## CORPORATE PROFILE

### 公司簡介

Affluent Partners Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) are principally engaged in purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products and operation of strategic investment and financial services, with the objective to include investments in real estate agency business and real estate investment funds and other potential investment opportunities.

The Company was spun-off from Man Sang International Limited and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) by way of introduction on 17 October 2014 under the stock code of 1466. In March 2017, the name of the Company was changed from Man Sang Jewellery Holdings Limited to Affluent Partners Holdings Limited.

The Group is one of the world’s largest merchants, purchasers and processors of pearls. The processing and production of pearls and jewellery are conducted at the Group’s production facilities in Shenzhen, the People’s Republic of China (the “**PRC**”).

During the current financial year, the Group has continued to invest in the realty market in the United Kingdom through the subscription of an investment fund and loan notes which are included in the strategic investment and financial services operating segment.

The Group will continue to explore new business opportunities so arising in order to maximise shareholders’ value in the coming future.

錢唐控股有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）主要從事珍珠及珠寶產品的採購、加工、設計、生產及批發分銷以及策略投資及財務服務之營運，其目標包括投資於房地產代理業務及房地產投資基金，以及其他潛在投資機會。

本公司於2014年10月17日從民生國際有限公司分拆並以介紹形式於香港聯合交易所有限公司（「**聯交所**」）主板上市，股份代號為1466。於2017年3月，本公司名稱由民生珠寶控股有限公司改為錢唐控股有限公司。

本集團為世界最大之珍珠貿易商、珍珠採購商及加工商之一。珍珠及珠寶之加工及生產均於本集團於中華人民共和國（「**中國**」）深圳之生產設施進行。

於本財政年度，本集團已通過認購投資基金及貸款票據繼續投資於英國房地產市場，其包括在策略投資及財務服務營運分部內。

本集團將繼續發掘新商機，以期日後盡量提升股東價值。

# FINANCIAL HIGHLIGHTS

## 財務摘要

### KEY FINANCIAL PERFORMANCE

### 主要財務表現

Consolidated Income Statement	綜合收益表	Year ended 31 March 截至3月31日止年度			
		2019 2019年	2018 2018年	Change 變動	%
Revenue (HK\$'000)	收入 (千港元)	171,266	187,357	(16,091)	(8.6)
Gross profit (HK\$'000)	毛利 (千港元)	48,521	55,092	(6,571)	(11.9)
Loss before income tax (HK\$'000)	除所得稅前虧損 (千港元)	(43,220)	(128,555)	85,335	66.4
Loss for the year attributable to equity holders of the Company (HK\$'000)	本年度之本公司股東應佔虧損 (千港元)	(42,816)	(129,787)	86,971	67.0
Basic and diluted loss per share (HK cent)	每股基本及攤薄虧損 (港仙)	(2.52)	(7.70)	5.18	67.3

Consolidated Balance Sheet	綜合資產負債表	As at 31 March 於3月31日			
		2019 2019年	2018 2018年	Change 變動	%
Net assets (HK\$'000)	資產淨值 (千港元)	197,978	236,508	(38,530)	(16.3)
Cash and cash equivalents (HK\$'000)	現金及等同現金 (千港元)	28,443	54,686	(26,243)	(48.0)
Shareholders' equity (HK\$'000)	股東權益 (千港元)	197,978	236,508	(38,530)	(16.3)

### KEY FINANCIAL RATIOS

### 主要財務比率

		2019 2019年	2018 2018年	Change 變動
Gross profit margin <sup>(1)</sup>	毛利率 <sup>(1)</sup>	28.3%	29.4%	(1.1) percentage points (1.1)個百分點
Return on equity <sup>(2)</sup>	股東資金回報 <sup>(2)</sup>	(21.6)%	(54.9)%	33.3 percentage points 33.3個百分點
Current ratio (times) <sup>(3)</sup>	流動比率 (倍) <sup>(3)</sup>	1.7	9.1	
Gearing ratio <sup>(4)</sup>	資本負債比率 <sup>(4)</sup>	0.27	—	

(1) Gross profit margin represents gross profit divided by revenue of the Group.

(2) Return on equity is defined as the ratio of loss attributable to equity holders of the Company to total equity attributable to equity holders of the Company.

(3) Current ratio is defined as the ratio of total current assets to total current liabilities.

(4) Gearing ratio represents total borrowing, including current and non-current portion, divided by total equity.

(1) 毛利率指本集團毛利除以收入。

(2) 股東資金回報界定為本公司股東應佔虧損除以本公司股東應佔總權益之比率。

(3) 流動比率界定為流動資產總值除以流動負債總額之比率。

(4) 資本負債比率指借貸總額 (包括流動及非流動部分) 除以總權益。

## CHAIRMAN'S STATEMENT

### 主席報告

On behalf of the board (the “**Board**”) of directors (the “**Directors**”), I hereby present the results of the Company and the Group for the year ended 31 March 2019 (“**FY2019**”).

### PERFORMANCE

This year, the Company continued its pace in the transformation. Through strategic investment and financial services segment, the Company gradually marched towards becoming an investment enterprise with business diversification especially in real estate related segments.

Meanwhile, we strengthened our efforts in developing real estate business and successively invested in real estate both in Hong Kong and London in FY2018. We invested in a commercial property with a saleable area of approximately 2,567 square feet in Wanchai, Hong Kong through an acquisition of Summit Pacific Group Limited in March 2018 and completed the acquisition in October 2018. The Group is of the view that there are considerable return potentials in Hong Kong's commercial property market, the long-term appreciation of commercial properties in particular. In addition, the property is occupied as the headquarters of the Group.

Since February 2018 and continued in FY2019, we have invested in a larger residential real estate project known as Lillie Square, the fourth block within Phase 2 of the site in London, the UK (the “**Project**”) through a subscription in Orient Capital Opportunity Fund SPC. The Project comprises 49 apartment units, together with the use rights of 31 parking spaces and is expected to be completed in 2020. It is developed by a joint venture established by Capital & Counties Properties PLC and KFI. KFI owns interest for certain members of the Kwok's family, who are major shareholders of Sun Hung Kai Properties Limited, one of the largest real estate companies listed on the Hong Kong Stock Exchange.

Furthermore, from November 2017 onwards to FY2019, the Group gradually invested in a real estate agency business in England and entered into an investment agreement with Wonderland (UK) Holdings Limited, the exclusive licensee of the Sotheby's International Realty brand in England. The business is principally engaged in residential sales and leases, sales and investments of development projects and international sales. Currently, the Sotheby's International Realty network has approximately 22,700 sales personnel in approximately 1,000 offices spanning 70 countries. The Group will enhance its efforts to establish a presence in the realty market in England and take full advantage of the real estate agency industry to accelerate our future growth.

本人謹此代表董事（「**董事**」）會（「**董事會**」）呈報本公司及本集團截至2019年3月31日止年度（「**2019年財政年度**」）的業績。

### 業績表現

本公司今年繼續轉型的步伐，透過策略投資及財務服務分部，逐步邁向業務多元化（尤其於房地產相關分部）的投資企業。

同時，我們於2018年財政年度加大力度發展房地產業務，先後在香港及倫敦投資房地產。透過於2018年3月收購Summit Pacific Group Limited並於2018年10月完成該收購而投資位於香港灣仔之商用物業，實用面積約2,567平方呎。本集團認為香港商用物業市場具可觀回報潛力，尤以商用物業長期升值潛力為然。此外，該物業用作本集團總部。

我們自2018年2月起及於2019年財政年度持續透過認購Orient Capital Opportunity Fund SPC投資英國倫敦的Lillie Square之較大型住宅房地產項目第二期內之第四幢（「**該項目**」），該項目包括49間公寓連同使用31個停車位之權利，預期將於2020年竣工。該項目由Capital & Counties Properties PLC及KFI組成之合資企業所發展。KFI為郭氏家族若干成員擁有權益，郭氏家族若干成員為新鴻基地產發展有限公司（其為於香港聯交所上市之最大房地產公司之一）之主要股東。

本集團另自2017年11月起至2019年財政年度逐步投資英格蘭房地產代理業務，並與Wonderland (UK) Holdings Limited訂立投資協議，其為蘇富比國際地產品牌於英格蘭之獨家獲特許人，主要從事住宅銷售及出租、開發項目銷售及投資以及國際銷售等業務。蘇富比國際地產網絡目前擁有約22,700名銷售人員，分佈於70個國家約1,000個辦事處。本集團將加緊努力於英格蘭房地產市場確立據點，並充份善用房地產代理行業加快我們未來的增長。

Following the collaboration agreement (the “**Collaboration Agreement**”) entered between the Company and Equitativa Real Estate Limited (“**Equitativa**”) in relation to setting up REITs (the “**REITs**”) along Eurasia, the Group will facilitate the implementation of the REITs, identify assets to seed the REITs, refer clients for investment in the REITs and act as an advisor to and work closely with Equitativa in relation to the REITs. The Collaboration Agreement gave the Group an opportunity to collaborate with Equitativa who has a proven track record and expertise in setting up and managing REITs whilst utilising the Group's network in the People's Republic of China and Asia for potential asset acquisition and to identify suitable investors for the REITs. We are confident that the Group will benefit from real estate owners and investors along the Eurasia countries to contribute to the REITs.

Although the sales market of pearl and jewellery products continue to be weak, the revenue generated from the segment did not drop a lot. In fact, the segment results improved a lot as compared with that of last year as a result of cost control measures deployed by the Group. The Group will continue to observe the high-consumption products market, and to review and adjust business development strategies in a timely manner in a bid to deploy for steady growing performance in the future

## PROSPECTS

Looking forward, with gradual expansion in real estate investment business, our targets are the countries along “One Belt One Road”. We anticipate such investments and the strategic investment and financial services segment will diversify the income streams of the Group, and generate additional investment returns on the available funds of the Company from time to time. We expect that the segment will be the growth driver of the Company and will actively make continuous efforts to find appropriate investment projects in the future.

The Group will further use its resources as a listed company to add value for the acquisition project to increase its profitability and return. Meanwhile, the Group will continue enhancing the development of the mature pearls and jewellery business, actively participating in various important jewellery & gem fairs around the world and optimising operation efficiency and productivity in a bid to stay competitive.

於本公司與Equitativa Real Estate Limited (「**Equitativa**」)訂立合作協議(「**合作協議**」),內容有關於歐亞地區沿線成立產業信託(「**產業信託**」)後,本集團將促使實施產業信託、物色資產以播種產業信託、介紹客戶投資於產業信託及擔任顧問並與Equitativa就產業信託緊密合作。合作協議向本集團提供與Equitativa合作之機會,Equitativa於成立及管理產業信託方面具有良好往績記錄及專業知識,同時利用本集團於中華人民共和國以至亞洲之網絡,尋求潛在資產收購並為產業信託物色合適投資者。我們有信心,本集團將自歐亞地區沿線國家之房地產擁有人及投資者向產業信託出資而受惠。

儘管銷售珍珠及珠寶產品市場持續疲弱,惟該分部產生之收入並無大幅下跌。事實上,由於本集團實施之成本控制措施,分部業績與去年比較大幅改善。本集團將繼續觀察高消費產品市場,適時審視及調整業務發展之策略,為日後穩中求進之表現作部署。

## 展望

展望未來,隨著房地產投資業務逐步擴張,目標投放在「一帶一路」沿線的國家。我們預期相關投資,以及策略投資及財務服務分部,將可拓展本集團的收入來源,且不時為本公司可使用資金產生額外投資回報。我們預期該分部將可成為本公司的增長動力,未來會繼續積極尋找適合的投資項目。

本集團會進一步利用上市公司的資源為收購項目增值,以提高其盈利能力及回報。同時,本集團將繼續改善發展已成熟的珍珠及珠寶業務,積極參加世界各地多個重要的珠寶首飾展覽會,優化業務效率及生產力,以維持競爭力。



Chairman's Statement (Continued)  
主席報告 (續)

Subsequent after the balance sheet date, the Group entered the sale and purchase agreement for the acquisition of certain interest in a target group whose main business is engaged in the operation of co-working spaces and co-living spaces in Hong Kong and United Kingdom with ongoing expansion plan in Asia Pacific region under the Campfire brand. We believe that it could represent a viable business opportunity to step forward in strengthening and to further expand the Group's existing strategic investment and financial services segment by widening the spectrum from real estate agency business to co-working space business and co-living space business.

## APPRECIATION

I would like to take this opportunity to express my heartfelt gratitude to all our shareholders, customers and other business partners for their long-term attention and support to the Group over the years. I would also like to thank the senior management team and all staff of the Group for their dedication and hard work to the Group during the past year.

**Yuen Ching Bor, Stephen**  
*Chairman*

Hong Kong, 20 June 2019

於結算日後，本集團訂立買賣協議以收購目標集團之若干權益，該目標集團之主要業務為於香港及英國從事共享工作空間及共享居住空間營運，並計劃在Campfire品牌旗下於亞洲太平洋地區持續擴展。我們認為，此乃可行業務機會，透過將業務範圍由房地產代理業務擴闊至共享工作空間業務及共享居住空間業務，以邁向加強及進一步擴大本集團之現有策略投資及財務服務分部。

## 致謝

多年來，本集團承蒙全體股東、客戶及其他業務夥伴長期關注及鼎力支持，本人謹此衷心致謝。本集團的高級管理人員團隊以至各級員工過去一年盡忠職守，努力不懈為本集團作出貢獻，本人亦不勝感激。

**袁靖波**  
*主席*

香港，2019年6月20日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL OVERVIEW

The Board hereby reports the results of the Company and the Group for the year ended 31 March 2019 (“FY19”). During FY19, the consolidated loss attributable to equity holders of the Company was HK\$42.8 million (year ended 31 March 2018 (“FY18”): HK\$129.8 million), representing a substantial decrease of 67.0% as compared with that in FY18. Basic loss per share was 2.52 HK cents (FY18: 7.70 HK cents), representing a substantial decrease of 67.3% as compared with that in FY18.

### BUSINESS REVIEW

#### Pearls and Jewellery Business Segment

The Group is one of the world’s largest merchants, purchasers and processors of pearls, with its customers spanning through 50 countries and regions around the globe. Leveraging its own competitive advantages, which include the close and stable relationship with customers and suppliers, the Group has offered vertically integrated product chain and built a renowned reputation in the pearl and jewellery industry.

The global market sentiment for pearl and fine jewellery continued to be weak during the year which had an adverse impact on demand of the Group’s pearl and jewellery products. There was also a weakening consumption sentiment which reduced the total Group’s sales contribution in pearl and jewellery products (FY19: HK\$169.4 million; FY18: HK\$176.5 million). For FY19, the return on capital of pearls and jewellery products was (1.5)% (FY18: (10.3)%).

The Group will continue to strictly control costs and improve operation efficiency and productivity in a bid to stay competitive. The Group will continue to actively participate in various important jewellery and gem fairs around the world in order to maintain its diversified customer base.

### 財務概覽

董事會謹此呈報本公司及本集團截至2019年3月31日止年度（「**2019年財政年度**」）之業績。於2019年財政年度內，本公司股東應佔綜合虧損為42,800,000港元（截至2018年3月31日止年度（「**2018年財政年度**」）：129,800,000港元），較2018年財政年度大幅減少67.0%。每股基本虧損為2.52港仙（2018年財政年度：7.70港仙），較2018年財政年度大幅減少67.3%。

### 業務回顧

#### 珍珠及珠寶業務分部

本集團是世界最大的珍珠貿易商、採購商及加工商之一，客戶遍佈全球50個國家及地區。憑藉自身的競爭優勢，包括與客戶及供應商密切而穩定的關係，本集團推出了垂直結合的產品系列，並在珍珠珠寶業界建立崇高聲譽。

年內，全球珍珠及高級珠寶市場氣氛持續疲弱，以致本集團之珍珠及珠寶產品需求亦受衝擊。消費意欲低迷，亦減少了珍珠及珠寶產品對本集團之總銷售貢獻（2019年財政年度：169,400,000港元；2018年財政年度：176,500,000港元）。2019年財政年度之珍珠及珠寶產品之資本回報為(1.5)%（2018年財政年度：(10.3)%）。

本集團將繼續嚴格監控成本，同時改善業務效率及生產力，以維持競爭力。本集團將繼續積極參加世界各地多個重要的珠寶首飾展覽會，以維持其多元化的客戶基礎。

Management Discussion and Analysis (Continued)  
管理層討論及分析 (續)**Strategic Investment and Financial Services Segment**

In the wake of rapid transformation in last year, during FY19, the Group maintained gradual expansion in real estate investment business through the Strategic Investment and Financial Services Segment. This segment has been in operation and its objectives include investments in real estate agency business and real estate investment funds as well as other potential investment opportunities.

On 10 November 2017, the Group entered into an investment agreement with Wonderland (UK) Holdings Limited (“**Wonderland (UK)**”) to subscribe up to GBP3.5 million 6% convertible guaranteed redeemable loan notes (the “**Loan Notes**”). Wonderland (UK) is the exclusive licensee of the Sotheby’s International Realty brand in England and holds the entire equity interest of Sotheby’s International Realty Limited (“**SIRL**”) which operates a real estate agency business under the Sotheby’s International Realty brand in England. The Sotheby’s International Realty brand primarily deals in residential sales, lettings, development sales, investment and international sales and its franchise network currently has approximately 22,700 sales associates, located in approximately 1,000 offices across 70 countries. SIRL plans to expand the number of offices under operation across London in the next three years to increase brand presence and to capture additional revenue in multiple areas in the city of London. We are convinced that the real estate market in England has a huge potential for future growth. Pursuant to the deed of variation of the investment agreement entered into on 30 August 2018, the conversion rate of the Loan Notes was varied from 65% to 80%. Pursuant to another deed of variation of the investment agreement and various documents entered into on 26 February 2019, the conversion rate of the Loan Notes was varied from 80% to effectively 100%. As at 31 March 2019, the Group has subscribed a total of approximately GBP3.4 million Loan Notes. Please refer to the Company’s announcements dated 1 September 2017, 3 October 2017, 20 October 2017 and 12 November 2017.

**策略投資及財務服務分部**

在去年快速轉型後，於2019年財政年度，透過策略投資及財務服務分部，本集團維持逐步擴大房地產投資業務。此分部已投入運作，其目標包括投資於房地產代理業務及房地產投資基金，以及其他潛在投資機會。

於2017年11月10日，本集團與Wonderland (UK) Holdings Limited (「**Wonderland (UK)**」)訂立投資協議，以認購最多3,500,000英鎊之6厘可換股有擔保可贖回貸款票據 (「**貸款票據**」)。Wonderland (UK)為Sotheby’s International Realty品牌於英格蘭之獨家獲特許人，並持有Sotheby’s International Realty Limited (「**SIRL**」，其以Sotheby’s International Realty品牌於英格蘭經營房地產代理業務)的全部股權。Sotheby’s International Realty品牌主要涉及住宅銷售、出租、開發項目銷售、投資及國際銷售等，其特許經營網絡目前擁有約22,700名銷售人員，遍佈於70個國家之約1,000個辦事處。SIRL計劃於未來三年在倫敦擴充經營辦事處數目，以增加品牌據點，並在倫敦市不同地區賺取更多收入。我們相信英格蘭房地產市場未來增長潛力龐大。根據於2018年8月30日訂立之投資協議變更契據，貸款票據之轉換率已由65%變更至80%。根據於2019年2月26日訂立之另一份投資協議變更契據及多份文件，貸款票據之轉換率已由80%實際變更至100%。於2019年3月31日，本集團已認購合共約3,400,000英鎊之貸款票據。請參閱本公司日期為2017年9月1日、2017年10月3日、2017年10月20日及2017年11月12日之公告。

On 22 February 2018, the Group entered into a subscription agreement with Orient Capital Opportunity Fund SPC (the “**Investment Fund**”) pursuant to which the Group has agreed to subscribe for participating shares of the value equivalent to HK\$76,000,000 in the Investment Fund in respect of the Orient Capital Real Estate Fund SP (the “**Sub-Fund**”) in accordance with the terms and conditions of the subscription agreement and the private placing memorandum. The principal investment objective of the Sub-Fund is to achieve capital returns by investing solely in a residential estate project (the “**Project**”) in West London. The Project comprises 49 apartment units and 31 car parking spaces which are located at 9 Lillie Square, Lillie Square London, SW6, United Kingdom. The Project is the fourth block within Phase 2 of a larger development known as Lillie Square. Lillie Square is owned and developed by a joint venture formed by Capital & Counties Properties PLC (“**Capco**”), one of the largest listed property investment and development companies that specialise in central London real estate, and interests of certain members of the Kwok family (“**KFI**”). KFI represents interests of certain members of the Kwok family, who are major shareholders of Sun Hung Kai Properties Limited, one of the largest real estate companies listed on the Stock Exchange. The Project is expected to be completed in 2020. As at 31 March 2019, the Group has contributed HK\$38,000,000 to the Sub-Fund and the remaining portion of HK\$38,000,000 is subject to be called from time to time. Please refer to the Company’s announcements dated 22 February 2018 and 2 March 2018.

The Group currently holds 33% of the entire issued share capital of Dellos Group Limited, a company incorporated in the Cayman Islands with its main operating subsidiary in Korea, (collectively the “**Dellos Group**”). Products under Dellos Group are sold in South Korea and over 40 countries across the world, spanning the European Union, Russia, Middle Asia, South America and Africa. Dellos Group develops the nano water-soluble technology with an independent third party, which could be applied to the manufacturing process of beverage for easily digested and absorbed by human body.

於2018年2月22日，本集團與Orient Capital Opportunity Fund SPC (「**投資基金**」)訂立認購協議，據此，本集團已同意根據認購協議及私人配售備忘錄的條款及條件認購參與股份，其價值相當於有關Orient Capital Real Estate Fund SP (「**子基金**」)的投資基金中76,000,000港元。子基金之主要投資目標為透過僅投資於位於倫敦西部之一項住宅房地產項目 (「**該項目**」)實現資金回報。該項目包括位於9 Lillie Square, Lillie Square London, SW6, United Kingdom的49個公寓單位及31個停車位。該項目乃名為Lillie Square之較大型發展項目第二期內之第四幢。Lillie Square由Capital & Counties Properties PLC (「**Capco**」)，其為最大規模之上市物業投資及發展公司之一，專營倫敦中部房地產業務)組成之合資企業所擁有及發展，而郭氏家族若干成員於當中擁有權益 (「**郭氏家族權益**」)。郭氏家族權益指郭氏家族 (新鴻基地產發展有限公司 (其為於聯交所上市之最大房地產公司之一)之主要股東)若干成員之權益。預期該項目將於2020年竣工。於2019年3月31日，本集團已向子基金出資38,000,000港元，而餘下部分38,000,000港元將不時被催繳。請參閱本公司日期為2018年2月22日及2018年3月2日之公告。

本集團目前持有Dellos Group Limited (一間於開曼群島註冊成立之公司，其主要營運附屬公司位於韓國，統稱「**Dellos集團**」)全部已發行股本的33%。Dellos集團旗下產品行銷韓國及全球40多個國家，包括歐盟、俄羅斯、中亞、南美洲和非洲。Dellos集團與獨立第三方共同開發納米水溶性技術，該技術可用於飲品的製造過程，使飲品能夠更易被人體消化和吸收。



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

In early 2018, the then chief executive officer and a director of Dellos F&B Co., Ltd. ("**Dellos F&B**"), the operating subsidiary of Dellos Group in Korea, resigned. A new chief executive officer took over the role and the management of Dellos F&B discovered that the business of Dellos F&B was mismanaged under the former chief executive officer and some of the assets were inflated, and he misappropriated Dellos F&B's assets through current account with his connected entities. In March 2018, the Group's finance personnel visited Dellos F&B's factory and no signs of any irregularities were noted. However, the Group was informed by the management of Dellos Group on 20 June 2018 that Dellos F&B had filed an application for commencing rehabilitation proceedings (the "**Rehabilitation Proceedings**") with Seoul Rehabilitation Court (the "**Court**") on 13 February 2018 and the Court approved the commencement of the Rehabilitation Proceedings on 7 March 2018. The management of Dellos F&B explained to the Group that the deterioration of Dellos F&B's financial condition was brought by its former chief executive officer and Dellos F&B has already taken legal action against him for misappropriation of assets and for using the Dellos' trademark for selling to customers without permission.

Therefore, the Group immediately sought legal advice from its legal advisers in Korea to assess the implications of the Rehabilitation Proceedings on the Group's interests in the Dellos Group.

The rehabilitation plan ("**Rehabilitation Plan**") involves, among other matters, reduction or exemption of the outstanding debts owed by Dellos F&B, conversion of all or part of the creditors' claims into shares of Dellos F&B and repayment plan for the remaining debts. The Rehabilitation Plan was put forward for approval by the creditors and shareholders of Dellos F&B and the Court. On 17 October 2018, the Court approved the Rehabilitation Plan and under the Rehabilitation Plan, there will be yearly cash payment instalments over a 10 year period (starting from 2019) in respect of the 30% of the outstanding debts and the remaining 70% of the outstanding debts will be converted into the equity of Dellos F&B.

The fair value of the equity interest of Dellos Group at as 31 March 2018 was close to zero which is determined based on the valuation provided by CHFT Advisory and Appraisal Limited ("**CHFT**"), independent professional qualified valuers not connected with the Group. The valuation is prepared using cost approach, where the nature of each account is reviewed and assessed individually. For the fixed assets valuation, another valuation report issued by a Korean valuation firm is adopted for further reference. Nevertheless, no cashflow projection, discount rate or growth rate is adopted in this valuation.

於2018年年初，Dellos集團於韓國之營運附屬公司Dellos F&B Co., Ltd. ("**Dellos F&B**")當時之行政總裁兼董事辭任。接替該職位及Dellos F&B之管理之新行政總裁發現，Dellos F&B之業務於該前行政總裁之管理下管理不善及若干資產被誇大，且彼透過彼之關連實體之往來賬戶挪用Dellos F&B之資產。於2018年3月，本集團之財務人員視察Dellos F&B之廠房及並無發現任何違規行為。然而，本集團於2018年6月20日接獲Dellos集團之管理層通知，Dellos F&B已於2018年2月13日向首爾重整法院（「**法院**」）提交申請啟動重整程序（「**重整程序**」），且法院於2018年3月7日批准啟動重整程序。Dellos F&B之管理層向本集團解釋，Dellos F&B之財務狀況轉差乃由其前行政總裁所造成，而Dellos F&B已就彼挪用資產及於未經准許下使用Dellos之商標向客戶作出銷售而對彼採取法律行動。

因此，本集團即時尋求其韓國法律顧問之法律意見，以評估重整程序對本集團於Dellos集團之權益之影響。

重整計劃（「**重整計劃**」）涉及（其中包括）削減或豁免Dellos F&B結欠的未償還債務、將債權人的全部或部分申索轉化為Dellos F&B的股份以及餘下債務的還款方案。重整計劃已提交Dellos F&B的債權人及股東以及法院以尋求批准。於2018年10月17日，法院已批准重整計劃，而根據重整計劃，就尚未償還債務之30%而言，將於10年期間（由2019年開始）每年進行現金分期付款，而尚未償還債務之其餘70%將轉換為Dellos F&B之股本。

Dellos集團之股權於2018年3月31日之公平值接近零，其乃根據與本集團概無關連之獨立專業合資格估值師華坊諮詢評估有限公司（「**華坊**」）提供之估值而釐定。該估值使用成本法編製，據此，各賬目之性質均已獲個別審閱及評估。就固定資產估值而言，一間韓國估值公司發出之另一份估值報告已獲採納，以供進一步參考之用。儘管如此，此估值中概無採納現金流量預測、貼現率或增長率。

Based on the advice from the Group's legal advisers and CHFT, the Group considered it is probable that the shareholding of the Group in Dellos F&B will be diminished. Hence, the Directors considered that Dellos F&B had ceased to be an associate of the Group since the date of filing of application for commencing the Rehabilitation Proceedings and that as a result of the Rehabilitation Plan, there was no significant value in the Group's equity interests in the Dellos Group as (i) the main operating subsidiary in the Dellos Group prior to the date of filing of application for commencing the Rehabilitation Proceedings is Dellos F&B; (ii) the shareholding of Dellos Group in Dellos F&B would likely be very significantly diluted; (iii) the important decisions of Dellos F&B would require the Court's approval; and (iv) there would be no dividend payout during the rehabilitation period. It is considered highly unlikely that Dellos Group would bring to the Group any future economic benefits. Therefore, the entire investment cost of the Group in Dellos Group of approximately HK\$80,193,000 was fully written down as at 31 March 2018 as loss on investments in associates.

According to the Rehabilitation Plan, the loans made to Dellos F&B have been made part of the rehabilitation claims, with the Group having been regarded as a rehabilitation creditor subject to the Court's final approval. Although the Group, as a potential rehabilitation creditor, may be able to obtain recovery of the loans in accordance with the terms of the Rehabilitation Plan, it is also subject to the economic conditions of Dellos F&B. In addition, based on the latest financial information provided by Dellos F&B, Dellos F&B is in a net current liabilities position. Furthermore, all the non-financial assets of Dellos F&B were pledged to certain banks in Korea by reference to the latest published audited financial statements. The Directors considered that the likelihood of recovery of the loans and interest receivables owed by Dellos Group to the Group, whose carrying amount as at 31 March 2018 amounting to approximately HK\$13,871,000, is remote. Hence, except for the amount of interest of approximately HK\$345,000 which was subsequently settled on 13 June 2018, the balances are considered irrecoverable and are fully impaired.

Looking forward, with the completion of the Loan Notes, its subsequent real estate agency business and the investment in the Sub-Fund, we expect that our strategic investment and financial services segment will diversify the income streams of the Group and generate additional investment returns on the available funds of the Company from time to time. We expect that the segment will be the growth driver of the Company and will actively make continuous efforts to find appropriate investment projects in the future. The Group will further use its resources as a listed company to add value for the acquisition projects, so as to increase its profitability and return.

根據本集團法律顧問及華坊之意見，本集團認為，本集團於Dellos F&B之股權將很可能會被減少。因此，本公司董事認為，自提交申請啟動重整程序日期起，Dellos F&B已不再為本集團之聯營公司，且重整計劃導致本集團於Dellos集團之股權並無重大價值，原因為(i) Dellos集團於提交申請啟動重整程序日期前之主要營運附屬公司為Dellos F&B；(ii) Dellos集團於Dellos F&B之股權將很可能遭非常大幅攤薄；(iii) Dellos F&B之重大決定須經法院批准；及(iv)於重整期內將不會獲派股息。Dellos集團被認為將極不可能為本集團帶來任何未來經濟利益。因此，本集團於Dellos集團之全部投資成本約80,193,000港元已於2018年3月31日全數撇減為於聯營公司投資之虧損。

根據重整計劃，本集團向Dellos F&B作出之貸款已作為重整索償之一部分，而本集團已被視為重整債權人，惟須待法院最終批准後，方可作實。儘管本集團（作為潛在重整債權人）可能能夠根據重整計劃之條款收回貸款，惟亦取決於Dellos F&B之經濟狀況。此外，根據Dellos F&B提供之最近期財務資料，Dellos F&B處於流動負債淨額狀況。此外，參考最近期刊發之經審核財務報表，Dellos F&B之所有非金融資產已質押予若干韓國銀行。董事認為，收回Dellos集團結欠本集團之應收貸款及利息（其於2018年3月31日之賬面值約為13,871,000港元）之可能性甚微，故除已於2018年6月13日其後償付之利息金額約345,000港元外，結餘被視為不可收回並已全數減值。

展望未來，隨著貸款票據完成、進行其隨後之房地產代理業務，以及投資於子基金，我們預期策略投資及財務服務分部將可多元化發展本集團的收入來源，且不時為本公司可使用資金產生額外投資回報。我們預期該分部將可成為本公司的增長動力，並將於未來繼續積極尋找適合的投資項目。本集團會進一步利用其作為上市公司的資源為收購項目增值，以提高其盈利能力及回報。

Management Discussion and Analysis (Continued)  
管理層討論及分析 (續)**DISCLOSEABLE TRANSACTION – ACQUISITION OF SUMMIT PACIFIC GROUP LIMITED**

In March 2018, the Group entered into an acquisition agreement in relation to the acquisition (the “**Acquisition**”) of the sale shares and sale loan of Summit Pacific Group Limited (“**Summit Pacific**”) at the consideration of HK\$70,000,000 in cash. Summit Pacific is currently holding a property (the “**Property**”) with a saleable area of approximately 2,567 sq. ft. located in Wanchai, Hong Kong. The Acquisition, the terms of which were amended by a supplemental agreement entered into by the parties on 19 April 2018, was completed on 4 October 2018 and the Property has been occupied as the headquarters of the Group as from 4 April 2019. Please refer to the Company’s announcements dated 23 March 2018, 19 April 2018, 28 September 2018, 4 October 2018 and 4 April 2019.

**GENERAL OFFER**

On 27 April 2018, the Company was informed that Pacific Wish Limited (“**Pacific Wish**”) (as purchaser) and Crown City Inc Limited (as vendor) entered into a sale and purchase agreement (the “**Agreement**”) in relation to the sale and purchase of an aggregate of 168,177,382 Shares, representing approximately 49.55% of the issued share capital of the Company, for the total consideration of approximately HK\$363 million (equivalent to HK\$2.16 per Share). Completion took place on 9 May 2018. Pursuant to Rule 26.1 of the Hong Kong Codes on Takeovers and Mergers, Pacific Wish made a mandatory conditional general cash offer (the “**General Offer**”) for all the issued shares (other than those already owned or agreed to be acquired by Pacific Wish and parties acting in concert with it). The General Offer lapsed on 30 August 2018 and Pacific Wish received acceptances in respect of a total of 14,102 Shares, representing approximately 0.004% of the issued share capital of the Company. As the conditions of the General Offer have not been satisfied, the General Offer has not become unconditional and lapsed on 30 August 2018. Please refer to the announcements of the Company dated 7 May 2018, 9 May 2018, 25 May 2018, 3 July 2018, 17 July 2018, 27 July 2018, 9 August 2018 and 30 August 2018 as well as the composite offer and response document dated 9 August 2018, jointly issued by Pacific Wish and the Company for further information relating to the Agreement and the General Offer.

**須予披露交易－收購SUMMIT PACIFIC GROUP LIMITED**

於2018年3月，本集團訂立收購協議，內容有關收購（「**收購事項**」）Summit Pacific Group Limited（「**Summit Pacific**」）之銷售股份及銷售貸款，現金代價為70,000,000港元。Summit Pacific現時持有位於香港灣仔之實用面積約2,567平方呎之物業（「**該物業**」）。收購事項（其條款經訂約方於2018年4月19日訂立之補充協議所修訂）已於2018年10月4日完成，而該物業已由2019年4月4日起用作本集團總部。請參閱本公司日期為2018年3月23日、2018年4月19日、2018年9月28日、2018年10月4日及2019年4月4日之公告。

**全面要約**

於2018年4月27日，本公司獲告知，百事威有限公司（「**百事威**」）（作為買方）與實禧有限公司（作為賣方）訂立買賣協議（「**該協議**」），內容有關買賣合共168,177,382股股份，相當於本公司已發行股本約49.55%，總代價約為363,000,000港元（相當於每股股份2.16港元）。完成已於2018年5月9日進行。根據香港公司收購及合併守則規則26.1，百事威就全部已發行股份（百事威及其一致行動人士已擁有或同意將予收購之股份除外）提出強制性有條件全面現金要約（「**全面要約**」）。全面要約於2018年8月30日失效，而百事威接獲涉及合共14,102股股份之接納，相當於本公司已發行股本約0.004%。由於全面要約之條件未獲達成，全面要約並無成為無條件，並於2018年8月30日失效。有關該協議及全面要約之進一步資料，請參閱百事威與本公司聯合刊發之本公司日期為2018年5月7日、2018年5月9日、2018年5月25日、2018年7月3日、2018年7月17日、2018年7月27日、2018年8月9日及2018年8月30日之公告，以及日期為2018年8月9日之綜合要約及回應文件。

## COLLABORATION AGREEMENT

On 26 October 2018, the Company entered into a collaboration agreement (the “**Collaboration Agreement**”) with Equitativa Real Estate Limited (“**Equitativa**”) in relation to setting up one or more REITs (the “**REITs**”) along Eurasia to be managed by an entity or entities established and wholly owned by Equitativa or its affiliates. Under the Collaboration Agreement, the Group will facilitate the implementation of the REITs, identify assets to seed the REITs, refer clients for investment in the REITs and act as an advisor to and work closely with Equitativa in relation to the REITs. Equitativa or its affiliates will be responsible for the establishment and management of the REITs and will be appointed as the manager. The Group shall be entitled to a referral fee equivalent to certain percentage of the transaction value of any assets acquired by the REITs and for any investments in the REITs introduced by the Group. The Group will also be entitled to a one-off performance fee upon the successful listing of the REITs on a recognised stock exchange on a pro rata basis as relative to the assets identified and referred by the Group and acquired by the REITs. Details of the Collaboration Agreement were disclosed in the announcement made by the Company on 28 October 2018.

## GRANT OF SHARE OPTIONS

On 29 October 2018, the Board granted and the grants were accepted by the eligible participants as defined in the Share Option Scheme in respect of 64,796,000 share options at an exercise price of HK\$1.34 per Share.

On 13 December 2018, the Board granted and the grants were accepted by the eligible participants as defined in the Share Option Scheme in respect of 1,000,000 share options at an exercise price of HK\$1.2 per Share.

Details of the above grants of share options were disclosed in the announcements made by the Company on 29 October 2018 and 13 December 2018 respectively.

## 合作協議

於2018年10月26日，本公司與Equitativa Real Estate Limited (「**Equitativa**」) 訂立合作協議 (「**合作協議**」)，內容有關於歐亞地區沿線成立將由Equitativa或其聯屬公司成立及全資擁有之一間或多間實體管理之一項或多項產業信託 (「**產業信託**」)。根據合作協議，本集團將促使實施產業信託、物色資產以播種產業信託、介紹客戶投資於產業信託及擔任顧問並與Equitativa就產業信託緊密合作。Equitativa或其聯屬公司將負責成立及管理產業信託，並將獲委任為經理。本集團將有權收取相當於產業信託所收購之任何資產交易價值之若干百分比之介紹費及就本集團所介紹之於產業信託之任何投資收取介紹費。本集團亦將有權於產業信託於認可證券交易所成功上市時，按本集團物色及介紹並獲產業信託收購之資產之相對比例收取一次性表現費。合作協議之詳情於本公司於2018年10月28日作出之公告內披露。

## 授出購股權

於2018年10月29日，董事會授出行使價為每股股份1.34港元之64,796,000份購股權，並已獲合資格參與者 (定義見購股權計劃) 接納授出。

於2018年12月13日，董事會授出行使價為每股股份1.2港元之1,000,000份購股權，並已獲合資格參與者 (定義見購股權計劃) 接納授出。

上述授出購股權之詳情於本公司分別於2018年10月29日及2018年12月13日作出之公告內披露。



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

## FINANCIAL GUARANTEE

As at 31 March 2019, the Group had no financial guarantee.

## EVENTS AFTER THE BALANCE SHEET DATE

### Proposed Acquisition of Sale Shares in Guardian City Limited

On 10 June 2019, the Group and the vendors entered into the sale and purchase agreement, pursuant to which the vendors have agreed to sell and the Group had conditionally agreed to acquire the sale shares ("**Acquisition**"), representing 30% of the issued share capital of Guardian City Limited (the "**Target Company**"), at the total consideration of HK\$176,005,000 (the "**Total Consideration**"). The Total Consideration of HK\$176,005,000 shall be satisfied by the Group by (i) cash in the sum of HK\$10,000,000 and (ii) procurement of the allotment and issuance of 153,000,000 Consideration Shares at the issue price of HK\$1.085 per Consideration Share by the Company to the vendors upon the completion. The Consideration Shares will be allotted and issued under the General Mandate. Upon the completion, the Group, the vendor 1 and the vendor 2 will be interested in 30.0%, 20.4% and 14.4% equity interests in the Target Company respectively. As such, the Target Company will become an associate of the Company. The Target Company is principally engaged in investment holding which holds 62.55% equity interest in Campfire Holdings Company Limited ("**Campfire Holdings**"). Campfire Holdings is principally engaged in investment holding and Campfire Holdings and its subsidiaries are principally engaged in operation of co-working spaces and co-living spaces in Hong Kong and United Kingdom with ongoing expansion plan in Asia Pacific region under the Campfire brand. Details of the Acquisition were disclosed in the announcements made by the Company on 28 May 2019 and 10 June 2019 respectively.

## 財務擔保

於2019年3月31日，本集團並無財務擔保。

## 結算日後事項

### 建議收購Guardian City Limited之銷售股份

於2019年6月10日，本集團與該等賣方訂立買賣協議，據此，該等賣方已同意出售，而本集團已有條件同意收購銷售股份（「**收購事項**」）（相當於Guardian City Limited（「**目標公司**」）已發行股本之30%），總代價為176,005,000港元（「**總代價**」）。總代價176,005,000港元將由本集團透過以(i)現金金額10,000,000港元及(ii)促使本公司於完成時按發行價每股代價股份1.085港元向該等賣方配發及發行153,000,000股代價股份之方式支付。代價股份將根據一般授權配發及發行。於完成後，本集團、賣方1及賣方2將分別於目標公司之30.0%、20.4%及14.4%股權中擁有權益。因此，目標公司將成為本公司之聯營公司。目標公司主要從事投資控股，其持有Campfire Holdings Company Limited（「**Campfire Holdings**」）之62.55%股權。Campfire Holdings主要從事投資控股，而Campfire Holdings及其附屬公司主要於香港及英國從事共享工作空間及共享居住空間營運，並計劃在Campfire品牌旗下於亞洲太平洋地區持續擴展。收購事項之詳情於本公司分別於2019年5月28日及2019年6月10日作出之公告內披露。

## PROSPECTS

Looking forward, with gradual expansion in real estate investment business, our targets are the United Kingdom and the countries along "Eurasia". We anticipate such investments and the Strategic Investment and Financial Services Segment will diversify the income streams of the Group, and generate additional investment returns on the available funds of the Company from time to time. We expect that the segment will be the growth driver of the Company and will actively make continuous efforts to find appropriate investment projects in the future.

The Group will further use its resources as a listed company to add value for the acquisition project to increase its profitability and return. Meanwhile, the Group will continue enhancing the development of the mature pearls and jewellery business, actively participating in various important jewellery & gem fairs around the world and optimising operation efficiency and productivity in a bid to stay competitive.

With the Collaboration Agreement entered into with Equitativa recently, the proposed acquisition of sales shares in Guardian City Limited and the development of the existing Strategic Investment and Financial Services Segment, the Group will focus its investments and operations more in the real estate, co-working spaces and co-living spaces and investment and asset management sectors especially in Europe and Asia.

## FINANCIAL REVIEW

The Group currently is principally engaged in purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products and operation of strategic investment and financial services.

### Revenue and Gross Profit

Revenue decreased during the year (FY19: HK\$171.3 million; FY18: HK\$187.4 million), comprised sales of pearl and jewellery of HK\$169.4 million (FY18: HK\$176.5 million) and interest income on strategic investment and financial services of HK\$1.9 million (FY18: HK\$10.8 million), mainly as a result of the decrease in interest income from the Strategic Investment and Financial Services Segment.

## 展望

展望未來，隨著房地產投資業務逐步擴張，目標投放在英國及「歐亞大陸」沿線的國家。我們預期相關投資，以及策略投資及財務服務分部，將可拓展本集團的收入來源，且不時為本公司可使用資金產生額外投資回報。我們預期該分部將可成為本公司的增長動力，未來會繼續積極尋找適合的投資項目。

本集團會進一步利用上市公司的資源為收購項目增值，以提高其盈利能力及回報。同時，本集團將繼續加強已成熟的珍珠及珠寶業務之發展，積極參加世界各地多個重要的珠寶首飾展覽會，優化業務效率及生產力，以維持競爭力。

隨著近期與Equitativa訂立合作協議、建議收購Guardian City Limited之銷售股份以及現有策略投資及財務服務分部之發展，本集團將更集中其投資及業務於房地產，共享工作空間及共享居住空間以及投資及資產管理分部，尤其於歐洲及亞洲。

## 財務回顧

本集團目前主要從事珍珠及珠寶產品之採購、加工、設計、生產及批發分銷以及策略投資及財務服務之營運。

### 收入及毛利

本年度之收入減少（2019年財政年度：171,300,000港元；2018年財政年度：187,400,000港元），當中包括珍珠及珠寶銷售169,400,000港元（2018年財政年度：176,500,000港元），以及策略投資及財務服務利息收入1,900,000港元（2018年財政年度：10,800,000港元），主要由於策略投資及財務服務分部之利息收入減少所致。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析 (續)

Gross profit decreased by HK\$6.6 million or 12.0% to HK\$48.5 million (FY18: HK\$55.1 million). The decrease was mainly due to the decrease in gross profit margin during FY19 (FY19: 28.3%; FY18: 29.4%). The decrease in gross profit margin was mainly attributable to the decrease in interest income from strategic investment and financial services during the year.

### Selling and Administrative Expenses (the “S&A expenses”)

S&A expenses mainly comprised selling expenses of HK\$6.3 million (FY18: HK\$8.6 million) and administrative expenses of HK\$72.2 million (FY18: HK\$70.1 million). S&A expenses decreased by HK\$0.2 million or 0.3% to HK\$78.5 million (FY18: HK\$78.7 million) in FY19, as a result of cost control measures deployed by the Group which reduced selling and administrative expenses during the year.

### Loss Attributable to Equity Holders of the Company

The loss attributable to equity holders of the Company substantially decreased by HK\$87.0 million or 67.0% to HK\$42.8 million in FY19 (FY18: HK\$129.8 million) mainly due to no realised loss on disposals of financial assets at fair value through profit or loss, no loss on investments in associates and no impairment loss on loans to associates during the year as compared to FY18.

### Liquidity and Capital Resources

During the year, the Group funded its operations through a combination of cash generated from operations and equity attributable to owners of the Company. As at 31 March 2019, the Group's total equity was HK\$198.0 million (2018: HK\$236.5 million), representing a decrease of 16.3% from last year.

As at 31 March 2019, the Group had cash and cash equivalents of HK\$28.4 million (31 March 2018: HK\$54.7 million). Cash and cash equivalents were mainly denominated in United States dollars, Hong Kong dollars and Renminbi. The Group's net current assets were HK\$53.3 million (31 March 2018: HK\$141.5 million). The current ratio, represented by the current assets divided by the current liabilities, was 1.7 (31 March 2018: 9.1).

毛利減少6,600,000港元或12.0%至48,500,000港元(2018年財政年度: 55,100,000港元)。該減少主要因為2019年財政年度的毛利率減少所致(2019年財政年度: 28.3%; 2018年財政年度: 29.4%)。毛利率減少主要由於年內策略投資及財務服務之利息收入減少所致。

### 銷售及行政開支(「銷售及行政開支」)

銷售及行政開支主要包括銷售開支6,300,000港元(2018年財政年度: 8,600,000港元)及行政開支72,200,000港元(2018年財政年度: 70,100,000港元)。銷售及行政開支減少200,000港元或0.3%至2019年財政年度之78,500,000港元(2018年財政年度: 78,700,000港元), 原因為本集團於本年度內推行減少銷售及行政開支之成本控制措施所致。

### 本公司股東應佔虧損

本公司股東應佔虧損大幅減少87,000,000港元或67.0%至2019年財政年度之42,800,000港元(2018年財政年度: 129,800,000港元), 主要由於與2018年財政年度比較, 年內並無出售按公平值計入損益表之金融資產之已變現虧損, 並無於聯營公司之投資之虧損及並無向聯營公司作出之貸款之減值虧損所致。

### 流動資金及資金資源

年內, 本集團透過結合營運所得現金及本公司擁有人應佔權益為其經營提供資金。於2019年3月31日, 本集團總權益為198,000,000港元(2018年: 236,500,000港元), 較去年減少16.3%。

於2019年3月31日, 本集團有現金及等同現金28,400,000港元(2018年3月31日: 54,700,000港元)。現金及等同現金主要以美元、港元及人民幣計值。本集團流動資產淨值為53,300,000港元(2018年3月31日: 141,500,000港元)。流動比率(即流動資產除以流動負債)為1.7倍(2018年3月31日: 9.1倍)。

As at 31 March 2019, the Group had outstanding borrowings and amount due to immediate holding company of approximately HK\$58.2 million (31 March 2018: nil) in which the borrowings are secured by leasehold property of the Group with net carrying amount of approximately HK\$69.3 million (31 March 2018: nil). With the available cash and cash equivalents and cash generated from operations, the Group has adequate financial resources to meet the anticipated future liquidity requirements and capital expenditure commitment.

### Capital Structure and Share Subdivision

As at 31 March 2019, the total number of issued shares of the Company was 1,696,949,645 (31 March 2018: 339,389,929) of HK\$0.002 each (31 March 2018: HK\$0.01 each) (the “**Shares**”) and its issued share capital was HK\$3,393,899 (31 March 2018: HK\$3,393,899).

On 4 September 2018, the Company proposed that each of the then issued and unissued ordinary shares of the Company be subdivided into five (5) subdivided Shares (the “**Share Subdivision**”). The Board considered that the Share Subdivision might facilitate trading and improve the liquidity of the subdivided Shares, thereby enabling the Company to attract more investors and broaden the Shareholders base. As such, the Directors (including independent non-executive Directors) were of the opinion that the Share Subdivision was in the interests of the Company and the Shareholders as a whole. The Share Subdivision was approved by the Shareholders at the extraordinary general meeting of the Company held on 28 September 2018 and became effective from 2 October 2018. Please refer to the Company’s announcement dated 4 September 2018 and the Company’s circular dated 10 September 2018.

Save as disclosed above, there was no movements in either the Company’s authorised or issued share capital during the year under review.

### Capital Commitments

At 31 March 2019, the Group had commitment, which as contracted but not provided and subject to fulfilment of conditions precedent, to make the remaining capital commitment to the unlisted property fund of HK\$38,000,000 (2018: HK\$38,000,000).

Save for the above, the Group had no other significant commitments outstanding at 31 March 2019.

於2019年3月31日，本集團之尚未償還借款及應付直接控股公司款項約58,200,000港元（2018年3月31日：無），當中借款乃由以本集團賬面淨值約為69,300,000港元之租賃物業作抵押（2018年3月31日：無）。計及備用現金及等同現金及營運所得現金，本集團有充足之財務資源應付未來預期之流動資金需求及資本開支承擔。

### 資本結構及股份拆細

於2019年3月31日，本公司已發行股份總數為每股面值0.002港元（2018年3月31日：每股面值0.01港元）之1,696,949,645股（2018年3月31日：339,389,929股）（「**股份**」），而其已發行股本為3,393,899港元（2018年3月31日：3,393,899港元）。

於2018年9月4日，本公司建議將本公司每股當時已發行及未發行普通股拆細為五(5)股拆細股份（「**股份拆細**」）。董事會認為，股份拆細可促進買賣及提升拆細股份之流通量，從而令本公司可吸引更多投資者及擴闊股東基礎。因此，董事（包括獨立非執行董事）認為，股份拆細符合本公司及股東之整體利益。股份拆細已於2018年9月28日舉行之本公司股東特別大會上獲股東批准，並已自2018年10月2日起生效。請參閱本公司日期為2018年9月4日之公告及日期為2018年9月10日之通函。

除上文所披露者外，本公司之法定或已發行股本於回顧年度內概無變動。

### 資本承擔

於2019年3月31日，本集團有已訂約但未撥備之承擔並須待達成先決條件後，方可作實，以就非上市物業基金作出餘下資本承擔38,000,000港元（2018年：38,000,000港元）。

除上文所述者外，於2019年3月31日，本集團並無尚未支付之其他重大承擔。



Management Discussion and Analysis (Continued)  
管理層討論及分析 (續)**Material Acquisitions and Disposals of Subsidiaries**

During FY18, the Group disposed of Huge Mind Investment Limited, a company engaged in money lending business. Other than that disclosed in the “Discloseable Transaction – Acquisition of Summit Pacific Group Limited” set out on page 14 of this annual report, the Group did not have any material acquisition or disposal of subsidiaries during FY18 and FY19.

**Exposure to Fluctuations in Exchange Rates**

The Group principally operates its businesses in Hong Kong and the PRC. The Group is exposed to foreign exchange fluctuations from various currencies, such as United States dollars, Great Britain Pounds, Renminbi and South Korean Won, which were the major foreign currencies transacted by the Group during FY18 and FY19.

Since Hong Kong dollars remain pegged to the United States dollars within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollars. The Group has subsidiaries operating in the PRC, in which most of their transactions, including revenue, expenses and other financing activities, are denominated in Renminbi. The Group has investments operating in England and South Korea and these investments are denominated in Great Britain Pounds and South Korean Won.

The Group manages its foreign currency risk against other currencies by closely monitoring the movement of the foreign currency rates and may use hedging derivative, such as foreign currency forward contract, to manage its foreign currency risk as appropriate.

**Human Resources**

As at 31 March 2019, the Group had a total workforce of 260 (31 March 2018: 322), of whom 41 (31 March 2018: 49) were based in Hong Kong. The total staff costs, including directors' emoluments and mandatory provident fund, was approximately HK\$53.2 million in 2019 (2018: HK\$44.4 million). Employees were remunerated on the basis of their performance and experience. Remuneration packages, including salary and year-end discretionary bonus, were determined by reference to market conditions and individual performance.

**重大收購及出售附屬公司**

於2018年財政年度，本集團出售宏思投資有限公司（一間從事借貸業務之公司）。除載於本年報第14頁之「須予披露交易－收購Summit Pacific Group Limited」所披露者外，於2018年財政年度及2019年財政年度，本集團並無任何重大收購或出售附屬公司。

**匯率波動風險**

本集團主要在香港及中國經營業務。本集團承受美元、英鎊、人民幣及韓圓等各種貨幣之外匯匯率波動，本集團於2018年財政年度及2019年財政年度主要採用上述外幣進行交易。

由於港元及美元仍在既定範圍內保持聯繫匯率，本集團並無承受任何重大美元外匯風險。本集團有附屬公司於中國營運，大部分交易（包括收入、開支及其他融資活動）以人民幣計值。本集團於英格蘭及南韓經營投資，而該等投資以英鎊及韓圓計值。

本集團透過密切監察外匯匯率變動管理其外匯風險，並可於適當時使用遠期外匯合約等對沖衍生工具，以管理其外匯風險。

**人力資源**

於2019年3月31日，本集團合共聘用260名（2018年3月31日：322名）僱員，當中41名（2018年3月31日：49名）僱員在香港工作。2019年之總員工成本（包括董事薪酬及強制性公積金）約為53,200,000港元（2018年：44,400,000港元）。僱員之薪酬乃以彼等之表現及經驗為基準。薪酬組合（包括薪金及年終酌情花紅）則參照市況及個別表現釐定。

**Key performance indicators**

The Company has defined the following key performance indicators (“KPIs”) which are closely aligned with the performance of the Group.

**主要表現指標**

本公司已界定以下與本集團表現密切相關之主要表現指標(「主要表現指標」)。

		<b>For the year ended 31 March</b>	
		<b>截至3月31日止年度</b>	
		<b>2019</b>	2018
		<b>2019年</b>	2018年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Notes			
附註			
Revenue	收益	<b>HK\$171,266港元</b>	HK\$187,357港元
Loss for the year attributable to equity holders of the Company	本年度本公司股東應佔虧損	<b>HK\$(42,816)港元</b>	HK\$(129,787)港元
Equity attributable to equity holders of the Company	本公司股東應佔權益	<b>HK\$197,978港元</b>	HK\$236,508港元
Return on capital employed in sale of pearls and jewellery products	銷售珍珠及珠寶產品所用資本之回報	<b>(1.5)%</b>	(10.3)%
Return on capital employed in strategic investment and financial services	策略投資及財務服務所用資本之回報	<b>(12.3)%</b>	(90.6)%

Notes:

- (1) Return on capital employed in sale of pearls and jewellery products represents segment profit or loss from sale of pearls and jewellery products business divided by average capital employed and is measured as a percentage.
- (2) Return on capital employed in strategic investment and financial services represent segment profit or loss from strategic investment and financial services divided by average capital employed and is measured as a percentage.

Commentary on the performance of the Group against each of these KPIs is set out in “BUSINESS REVIEW” above.

These KPIs are reviewed regularly and amended occasionally to correspond with the changing mix of the Group’s principal activities.

附註：

- (1) 銷售珍珠及珠寶產品所用資本之回報指銷售珍珠及珠寶產品業務之分部溢利或虧損除以平均所用資本，並計算為百分比。
- (2) 策略投資及財務服務所用資本之回報指策略投資及財務服務之分部溢利或虧損除以平均所用資本，並按百分比計量。

就本集團表現之各主要表現指標之評論載於上文「業務回顧」。

該等主要表現指標獲定期檢討並不時修訂，以配合本集團不斷變動之主要業務組合。

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

The Group's management reviews the Group's internal reporting in order to assess performance and allocate resources. They have determined the operating segments based on these reports. The Group is principally engaged in purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products and operation of strategic investment and financial services. Accordingly, the Group has identified two operating segments – pearls and jewellery operating segment and strategic investment and financial services operating segment.

**PRINCIPAL RISKS AND UNCERTAINTIES**

A summary of the principal risks and uncertainties which may impact the Group's financial conditions, results of operations or future performance and how the Group mitigates these risks is set out below.

This summary should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties faced by the Group, but rather those risks which the Group currently believes may have a significant impact on the Group's performance and future prospects.

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
Strategic risk 策略性風險	Strategic risk is the risk that medium and long term profitability and/or reputation of the Group could be adversely impacted by the failure either to identify or implement the correct strategy, or to react appropriately to changes in the business environment. 策略性風險為因未能識別或實施正確策略或對營商環境變化作出適當反應而對本集團中期及長期盈利能力及／或聲譽造成不利影響之風險。	<ul style="list-style-type: none"> <li>Extensive investment management experience of the Board. 董事會於投資管理之豐富經驗。</li> <li>Regularly review on strategy and performance of each business unit. 定期檢討各業務單位之策略及表現。</li> <li>Perform comprehensive due diligence on all potential acquisitions. 就所有潛在收購事項進行全面盡職審查。</li> </ul>
Economic risk 經濟風險	Economic risk is the risk of any downturn in economic conditions which could impact the Group's performance through higher bad debts as a result of customers' inability to repay loans and lower asset values. 經濟風險為任何經濟環境之下行風險，或會透過客戶無力償還貸款而導致壞賬增加及資產價值降低而影響本集團表現。	<ul style="list-style-type: none"> <li>Regularly review forward looking indicators to identify economic conditions. 定期檢討前瞻性指標以洞悉經濟環境。</li> </ul>

**分部資料**

本集團管理層審閱本集團之內部報告以評估表現及分配資源。彼等根據該等報告釐定營運分部。本集團主要從事珍珠及珠寶產品之採購、加工、設計、生產及批發分銷，以及策略投資及財務服務營運。因此，本集團已確定兩個營運分部－珍珠及珠寶營運分部，以及策略投資及財務服務營運分部。

**主要風險及不明朗因素**

可能影響本集團之財務狀況、營運業績或未來表現之主要風險及不明朗因素概要及本集團如何緩解該等風險載於下文。

此概要不應被視作對本集團面臨之所有潛在風險及不明朗因素之完整詳盡陳述，惟本集團現時相信該等風險可能對本集團之表現及未來前景構成重大影響。

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
Credit risk 信貸風險	Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. 信貸風險為倘金融工具之客戶或交易對手未能履行其合約責任，本集團承受財務虧損之風險。	<ul style="list-style-type: none"> <li>Fully understand customers and carry out credit quality assessment on customers before granting loans. 於授出貸款前全面了解客戶並對客戶進行信貸質素評估。</li> <li>Regularly monitor loans and interest receivable and assess for their recoverability. 定期監察應收貸款及利息，並評核其可回收程度。</li> </ul>
Business risk 業務風險	Business risk is the risk that any of our major customers ceases their business relationship with us. 業務風險為任何主要客戶終止與我們業務關係之風險。	<ul style="list-style-type: none"> <li>Continually review market trends and maintain a competitive position by retaining product quality. 通過保持產品質素，持續檢討市場趨勢並維持競爭地位。</li> </ul>
Operational risk 營運風險	Operational risk is the risk of increasing labour costs and labour shortages which could have a material and adverse impact on the Group's operation and profitability. 營運風險為勞工成本上升及勞工短缺可對本集團營運及盈利能力造成重大不利影響之風險。	<ul style="list-style-type: none"> <li>Regularly assess the requirements of labours based on forecasts. 根據預測定期評估勞工需求。</li> </ul>
Liquidity risk 流動資金風險	Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. 流動資金風險為本集團將無法履行其到期之財務責任之風險。	<ul style="list-style-type: none"> <li>Regularly monitor liquidity and statement of financial position. 定期監察流動資金及財務狀況表。</li> <li>Maintain appropriate liquidity to cover commitments. 保留適當流動資金以兌現承諾。</li> <li>Limit liquidity risk exposure by investing only in securities listed on stock exchanges. 透過僅投資於證券交易所上市之證券而限制流動資金風險。</li> <li>Ensure acceptable and appropriate finance in place, or believed to be available before committing investment projects. 承擔投資項目前確保已有或將有可接受及適當資金。</li> </ul>



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

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
Price risk 價格風險	Price risk is the risk that changes in equity prices will affect the Group's income and the value of its holdings of equities. 價格風險為將影響本集團收入及其所持股票價值之股價變動之風險。	<ul style="list-style-type: none"> <li>Regularly monitor equity portfolio to address any portfolio issues promptly. 定期監察股票投資組合以即時處理任何投資組合問題。</li> <li>Spread price risk exposure by investing a number of equities. 投資多隻股票以分散價格風險。</li> </ul>
Exchange risk 匯兌風險	Exchange risk is the risk that changes in foreign exchange rates will affect the Group's income and the value of its holdings of assets. 匯兌風險為將影響本集團收入及其所持資產價值之外匯匯率變動之風險。	<ul style="list-style-type: none"> <li>Closely monitor statement of financial position and cashflow exchange risk exposures. 密切監察財務狀況表及現金流匯兌風險。</li> </ul>
People risk 人事風險	People risk is the risk of loss of the services of any directors, senior management and other key personnel which could have a material adverse effect on the Group's businesses. 人事風險為任何董事、高級管理人員及其他主要人員終止服務可能對本集團業務造成重大不利影響之風險。	<ul style="list-style-type: none"> <li>Provide competitive reward and benefit packages that ensure our ability to attract and retain the employees we need. 提供具競爭力之獎勵及福利待遇以確保本集團有能力吸引及挽留所需之僱員。</li> <li>Ensure that the staff of the Group have the right working environment to enable them to do the best job possible and maximise their satisfaction at work. 確保本集團之員工有合適之工作環境以令員工盡最大可能做好工作及盡量提升工作滿意度。</li> </ul>
Legal and regulatory risk 法律及監管風險	Legal and regulatory risk is the risk that a breach of laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage. 法律及監管風險為違反法律及法規可能引致訴訟、調查或糾紛、導致產生額外成本、民事及／或刑事程序及聲譽受損之風險。	<ul style="list-style-type: none"> <li>Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes. 監察規管環境之變動及發展並確保可用之資源足以實施任何規定之變動。</li> <li>Seek legal or other specialist advice as appropriate. 適當時尋求法律或其他專家之意見。</li> </ul>

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

### CHAIRMAN

**Mr. Yuen Ching Bor, Stephen**, *M.H.*, aged 71, was appointed as a non-executive director and the chairman of the Company on 1 February 2018. He graduated with a Master of Science in Interdisciplinary Design and Management from The University of Hong Kong. He is an Eminent Fellow Member of the Royal Institution of Chartered Surveyors, a Fellow Member of the Chartered Institute of Housing, a Fellow Member of the Hong Kong Institute of Housing and a Member of the Chartered Institute of Arbitrators. He has approximately 48 years of real estate experience in both public and private sectors. He is currently a non-executive chairman of InfraredNF Investment Advisers Limited and an independent non-executive director of Autotoll Limited. Mr. Yuen was ex-chairman of the Industry Training Advisory Committee (Property Management) of the Education Bureau, past chairman of the Real Estate Service Training Board, ex-committee member of the Employee Retraining Board, ex-member of the Land and Building Advisory Committee, past chairman of the Chartered Institute of Housing (Hong Kong Branch), past president of the Hong Kong Association of Property Management Companies and past president of the Hong Kong Institute of Real Estate Administrators.

Mr. Yuen is currently an independent non-executive director of Winson Holdings Hong Kong Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8421). He is also an independent non-executive director of Real Nutraceutical Group Limited, (a company listed on the Stock Exchange (stock code: 2010)).

### 主席

**袁靖波先生**，*M.H.*，現年71歲，於2018年2月1日獲委任為本公司的非執行董事及主席。袁先生畢業於香港大學，獲跨學科設計及管理理學碩士學位。袁先生為英國皇家特許測量師學會傑出資深會員、英國特許房屋經理學會資深會員、香港房屋經理學會資深會員及英國特許仲裁學會會員。袁先生於公私營房地產界別擁有約48年經驗。袁先生現為滙貫南豐投資管理有限公司之非執行主席及快易通有限公司之獨立非執行董事。袁先生為教育局行業培訓諮詢委員會（物業管理業）前主席、房地產服務業訓練委員會前主席、僱員再培訓局委員會前成員、土地及建設諮詢委員會前成員、英國特許房屋經理學會香港分會前主席、香港物業管理公司協會前會長及香港地產行政師學會前會長。

袁先生現為永順控股香港有限公司（於聯交所GEM上市之公司，股份代號：8421）之獨立非執行董事。彼亦為瑞年國際有限公司（在聯交所上市的公司（股份代號：2010））之獨立非執行董事。

Profile of Directors and Senior Management (Continued)  
董事及高級管理人員履歷(續)

## EXECUTIVE DIRECTORS

**Mr. Archambaud-Chao Percy Henry Junior**, aged 32, was appointed as an executive director of the Company on 19 November 2016. He graduated from University of the West of England Bristol with a bachelor of arts degree in business administration in 2008. Mr. Archambaud-Chao joined the valuation advisory services department of Jones Lang LaSalle Limited in 2009 before working in its investment department. Jones Lang LaSalle Limited is a professional services and investment management firm offering specialised real estate services to clients seeking increased value by owning, occupying and investing in real estate. Mr. Archambaud-Chao was a director of Capstone Properties Limited from 2014 to 2017, which is a company that provides a platform in dealing with local and overseas properties investments. Mr. Archambaud-Chao is a holder of an estate agent's licence issued by the Estate Agents Authority.

**Mr. Leung Alex**, aged 40, was appointed as executive director of the Company on 11 April 2016. Mr. Leung obtained his Bachelor of Commerce degree from the University of Auckland, New Zealand in May 2000. Mr. Leung had worked in two international accounting firms from December 2000 to February 2012. He is a fellow member of the Hong Kong Institute of Certified Public Accounting and the CPA Australia. He has more than 16 years of experience in auditing, accounting and corporate management. Mr. Leung is currently an executive director and the vice chairman of China Healthwise Holdings Limited (a company listed on the Stock Exchange (stock code: 348)). Mr. Leung was an executive director and group chief financial officer of Man Sang International Limited (a company listed on the Stock Exchange (stock code: 938)) from 16 October 2014 to 4 November 2018.

**Mr. Cheung Sze Ming**, aged 50, was appointed as an executive director, company secretary and the chief financial officer of the Company on 1 April 2018. Mr. Cheung holds a Bachelor Degree in Accountancy from the Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has accumulated over 20 years' working experience from an international audit firm and public listed companies. He had spent about 8 years in the international audit firm and was an audit manager before he left the firm. Thereafter, Mr. Cheung has held different senior positions in various public listed companies. Mr. Cheung was an executive director and chief financial officer of Dingyi Group Investment Limited (a company listed on Stock Exchange (stock code: 508)) from 27 October 2011 to 16 March 2018.

## 執行董事

**趙剛裕先生**，現年32歲，於2016年11月19日獲委任為本公司的執行董事。彼於2008年自西英格蘭大學布里斯托(University of the West of England Bristol)畢業並取得工商管理文學士學位。趙剛裕先生於2009年加入仲量聯行有限公司估值顧問服務部，其後調職至投資部門。仲量聯行有限公司為尋求以持有、佔用或投資房地產實現增值之客戶提供專業房地產服務之專業服務及投資管理企業。趙剛裕先生自2014年至2017年為高寶域房地產有限公司之董事，該公司為當地及海外房地產投資提供交易平台。趙剛裕先生為地產代理監管局發出之地產代理牌照之持有人。

**梁奕曦先生**，現年40歲，於2016年4月11日獲委任為本公司執行董事。梁先生於2000年5月在紐西蘭奧克蘭大學取得商科學士學位。梁先生曾於2000年12月至2012年2月期間在兩間國際會計師事務所任職。彼為香港會計師公會及澳洲會計師公會資深會員。彼在審計、會計及企業管理方面擁有逾16年經驗。梁先生現為中國智能健康控股有限公司(在聯交所上市的公司(股份代號: 348))之執行董事及副主席。由2014年10月16日至2018年11月4日，梁先生為民生國際有限公司(在聯交所上市的公司(股份代號: 938))之執行董事兼集團首席財務總監。

**張詩敏先生**，現年50歲，於2018年4月1日獲委任為本公司的執行董事、公司秘書及財務總監。張先生持有香港理工大學會計學學士學位。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。張先生於一間國際核數師事務所及多間公眾上市公司積逾20年工作經驗。張先生曾於該國際核數師事務所任職約8年，從該事務所離任前為審計經理。此後，張先生於多間公眾上市公司擔任不同高級職位。於2011年10月27日至2018年3月16日，張先生為鼎億集團投資有限公司(在聯交所上市的公司(股份代號: 508))執行董事兼財務總監。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Lai Yat Yuen**, aged 61, was appointed as an independent non-executive director of the Company on 19 November 2016. He joined Asia Port Services Limited in 1994 as a finance manager and was promoted to deputy general manager in 1999. Asia Port Services Limited provides a loading alternative for container vessels anchored in mid-stream or moored to buoys in Hong Kong's harbour. Mr. Lai has gained ample experience in financial management from his employment with Asia Port Services Limited. He also has experience in auditing field between 1981 and 1986 while working at Wong C. Ming & Co., Peat, Marwick, Mitchell & Co., as well as the government of Hong Kong. Mr. Lai holds an honours diploma in accountancy studies. He is a fellow member of the Chartered Association of Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

**Mr. Lee Kin Keung**, aged 59, was appointed as an independent non-executive director of the Company on 19 November 2016. He graduated from the University of New South Wales with a bachelor of commerce degree and a master of commerce degree. He also holds a master of applied finance degree from Macquarie University. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. Mr. Lee has experience in finance, management, auditing and accounting fields and had worked in Touche Ross & Co. from 1985 to 1990, and in Deloitte Touche Tohmatsu from 1990 to 1992 and from 1995 to 1997. Mr. Lee was appointed as a director of Kandour Consultants Limited, a consultancy and advisory company in Hong Kong, in 2013. Mr. Lee has been a director of Crater Gold Mining Limited, the shares of which are listed on the Australian Securities Exchange, since 2014.

## 獨立非執行董事

**黎溢源先生**，現年61歲，於2016年11月19日獲委任為本公司的獨立非執行董事。彼自1994年起加入Asia Port Services Limited出任財務經理，於1999年晉升為副總經理。Asia Port Services Limited為在香港港口中途停留或在香港港口浮標停泊之集裝箱貨船提供中流裝卸作業服務。黎先生於任職Asia Port Services Limited期間，在財務管理領域累積豐富經驗。1981年至1986年期間，彼先後於黃振明會計師事務所、畢馬域會計師行及香港政府任職，獲取審計經驗。黎先生持有會計研究榮譽文憑。黎先生為英國特許公認會計師公會及香港會計師公會資深會員。

**李健強先生**，現年59歲，於2016年11月19日獲委任為本公司的獨立非執行董事。彼於新南威爾斯大學(University of New South Wales)取得商業學士及商業碩士學位，並於麥格理大學(Macquarie University)取得應用財務碩士學位。彼為香港會計師公會會員及澳洲會計師公會資深會員。李先生於金融、管理、審計及會計領域具有經驗，自1985年至1990年任職於Touche Ross & Co.，自1990年至1992年及自1995年至1997年任職於德勤·關黃陳方會計師行。李先生於2013年獲委任為建翔顧問有限公司(一間香港顧問及諮詢公司)之董事。李先生自2014年起出任Crater Gold Mining Limited之董事，該公司之股份於澳洲證券交易所上市。



Profile of Directors and Senior Management (Continued)  
董事及高級管理人員履歷(續)

**Mr. Leung Ka Kui, Johnny**, aged 61, was appointed as independent non-executive director of the Company on 23 January 2019. He holds a Bachelor of Laws of the University of London. Mr. Leung is a qualified solicitor in Hong Kong, England & Wales and Singapore, and is a Notary Public and China Appointed Attesting Officer. He has over 33 years of experience in legal field and is the senior partner of Messrs. Johnny K.K. Leung & Co., Solicitors & Notaries.

Mr. Leung is currently an independent non-executive director of Celestial Asia Securities Holdings Limited (Stock Code: 1049), Ban Loong Holdings Limited (Stock Code: 30), all of which are listed on the Main Board of the Stock Exchange as well as Phoenitron Holdings Limited (Stock Code: 8066), which is listed on GEM of the Stock Exchange ("GEM"). Mr. Leung was an independent non-executive director of Aeso Holding Limited (Stock Code: 8341), which is listed on GEM, from 13 January 2017 to 8 June 2017. From 12 September 2018 to 5 June 2019, Mr. Leung was also an independent non-executive director of Asis Coal Limited (Stock Code: 835), which was delisted from the Main Board of the Stock Exchange on 18 June 2019.

**SENIOR MANAGEMENT**

**Mr. CHUN Vincent**, aged 41, was appointed as the investment director of the Company on 2nd May 2018. He graduated from Imperial College of London with a Master degree in Finance in 2000 and King's College of London with a Bachelor degree in Mathematics and Management in 1999. He is a member of the CPA Australia. Mr. Chun was the co-founder and chief financial officer of the digital music streaming platform Soliton (HK) Limited. He has more than 6 years of experience in investment and fund management. He was the portfolio manager and investment analyst in Unifund S.A. and AIG Global Investment Corporation.

**梁家駒先生**，現年61歲，於2019年1月23日獲委任為本公司之獨立非執行董事。彼持有英國倫敦大學法律系學士學位。梁先生為香港、英格蘭及威爾斯，以及新加坡之合資格律師，亦為國際公證人及中國司法部委任公證律師。彼具有逾33年法律事務經驗，並為梁家駒律師行之高級合夥人。

梁先生現為時富投資集團有限公司（股份代號：1049）及萬隆控股集團有限公司（股份代號：30）（全部均於聯交所主板上市），以及品創控股有限公司（股份代號：8066）（於聯交所GEM（「GEM」）上市）之獨立非執行董事。由2017年1月13日至2017年6月8日，梁先生為艾碩控股有限公司（股份代號：8341）（於GEM上市）之獨立非執行董事。由2018年9月12日至2019年6月5日，梁先生亦為亞洲煤業有限公司（股份代號：835）（於2019年6月18日自聯交所主板除牌）之獨立非執行董事。

**高級管理人員**

**秦偉智先生**，現年41歲，於2018年5月2日獲委任為本公司之投資董事。彼於2000年畢業於倫敦大學帝國學院，擁有財務碩士學位，以及於1999年畢業於倫敦大學國王學院，擁有數學與管理學士學位。彼為澳洲會計師公會會員。秦先生曾為數碼音樂串流平台立子（香港）有限公司（Soliton (HK) Limited）之聯合創辦人兼財務總監。彼擁有超過6年投資及基金管理經驗。彼曾於Unifund S.A.及AIG Global Investment Corporation分別出任投資組合經理及投資分析師。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE CODE

The Group recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interests of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Corporate Governance Code (the **"CG Code"**) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the **"Listing Rules"**) on the Stock Exchange.

In the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code throughout the year ended 31 March 2019 and, where appropriate, the applicable recommended best practices of the CG Code, except the deviation that the Company does not have a Chief Executive Officer (**"CEO"**) (see the section headed **"CHAIRMAN AND CHIEF EXECUTIVE OFFICER"** on page 31).

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the **"Model Code"**) set out in Appendix 10 to the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code throughout the year ended 31 March 2019. To ensure Directors' dealings in the securities of the Company (the **"Securities"**) are conducted in accordance with the Model Code, a Director is required to notify the chairman of the Board (the **"Chairman"**) in writing and obtain a written acknowledgement from the Chairman prior to any dealings in the Securities.

### 企業管治守則

本集團深明達致配合其業務所需且符合其所有持份者最佳利益之最高標準企業管治之重要性，而董事會一直致力進行有關工作。董事會相信，高水平企業管治能為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水平問責性及保障持份者之利益。

本集團已參照聯交所證券上市規則（「**上市規則**」）附錄十四所載企業管治守則（「**企業管治守則**」）採納企業管治政策，為本集團應用企業管治原則提供指引。

董事認為，本公司於截至2019年3月31日止年度內一直遵守載於企業管治守則之所有守則條文及（倘適用）企業管治守則之適用建議最佳常規，惟本公司不設行政總裁（「**行政總裁**」）（見第31頁「**主席及行政總裁**」一節）之偏離事項除外。

### 董事進行之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為董事買賣本公司證券之操守守則。經本公司作出具體查詢後，全體董事確認彼等於截至2019年3月31日止年度內均遵守標準守則所載之規定標準。為確保董事於買賣本公司證券（「**證券**」）時遵守標準守則，董事於買賣任何證券前，須書面通知董事會主席（「**主席**」），並須取得主席之書面確認。

## BOARD OF DIRECTORS

The Board is responsible for the overall management of the Group, which includes leadership and control of the Company and oversees the Group's businesses, strategic decisions, internal control, risk management and performances. The management team is delegated with the authority and responsibility by the Board for the day-to-day management of the Group. The delegated functions and work tasks are periodically reviewed. Major corporate matters that are specifically delegated by the Board to the management include (1) the preparation of interim and annual reports and announcements for the Board's approval before publishing; (2) implementation of adequate systems of internal controls and risk management procedures; and (3) compliance with relevant statutory and regulatory requirements and rules and regulations. It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives.

The Board has maintained the necessary balance of skills and experience appropriate for the business requirements and objectives of the Group and for the exercise of independent judgement. The Directors with various professional qualifications, experience and related financial management expertise have contributed to the effective direction of the Company and provided adequate checks and balances to safeguard to the interests of both the Group and the shareholders of the Company (the **"Shareholders"**). Hence, the Board believes that the current Board composition satisfy the balance of expertise, skills and experience to the corporate governance requirements of the Group as well as the ongoing development and management of its business activities.

The Board currently comprises 3 executive Directors, namely Mr. Archambaud-Chao Percy Henry Junior, Mr. Leung Alex and Mr. Cheung Sze Ming, a non-executive Director, namely Mr. Yuen Ching Bor, Stephen (Chairman) and 3 independent non-executive Directors, namely Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Leung Ka Kui, Johnny.

The biographies of the Directors are set out in "Profile of Directors and Senior Management" on pages 25 to 28 of this annual report.

## 董事會

董事會負責本集團整體管理，包括領導及監控本公司以及監督本集團之業務、策略決定、內部監控、風險管理及表現。管理團隊就本集團日常管理獲董事會委派權力及職責。董事會定期檢討其所委派之職能及工作。董事會特別委派管理層處理之主要企業事宜，包括(1)編製中期及年度報告與公告以供董事會於刊發前審批；(2)執行充足之內部監控制度及風險管理程序；及(3)遵守相關法定及監管規定、規則及規例。董事會亦負責釐定適用於本公司情況的合適企業管治常規，並確保設有流程及程序以達致本公司企業管治目標。

董事會一直在本集團業務需要及目標與行使獨立判斷所適用之技巧與經驗之間維持必要之平衡。各董事均具備不同專業資格、經驗及相關財務管理專業知識，為有效管理本公司作出貢獻，並能互相制衡，以保障本集團及本公司股東（「股東」）之利益。因此，董事會相信，現有董事會之組成符合本集團在專業知識、技能及經驗方面維持平衡之企業管治要求，以及符合持續發展及管理業務。

董事會現時由三名執行董事趙剛裕先生、梁奕曦先生及張詩敏先生，一名非執行董事袁靖波先生（主席），以及三名獨立非執行董事黎溢源先生、李健強先生及梁家駒先生組成。

董事之履歷詳情載於本年報第25至28頁「董事及高級管理人員履歷」內。

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Company, and to review and approve the Company's interim and annual results. During the year ended 31 March 2019, four regular Board meetings were held and the attendance of each Director at the regular Board meetings is set out in the section headed "Board and Committees Meetings" of this report.

Regular Board meetings for each year are scheduled in advance to facilitate maximum attendance of Directors. All Directors are given an opportunity to include matters for discussion in the agenda. The Company Secretary assists the Chairman in preparing the agenda for meetings to comply with all applicable rules and regulations. The agenda and the accompanying Board papers are normally sent to the Directors at least three days before the intended date of a Board meeting. Draft minutes of each Board meeting are circulated to the Directors for their comments before being tabled at the next Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

Pursuant to the articles of association of the Company (the "Articles"), all Directors appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. At each annual general meeting, one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Save as disclosed in the "Profile of Directors and Senior Management" set out on pages 25 to 28 of this annual report, the Directors do not have material financial, business or other relationships with one another.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the executive Directors are clearly segregated to ensure independence and proper checks and balances. The Chairman, with his strategic vision and with a non-executive perspective, provides leadership to the Board and ensures proper and effective functioning of the Board in discharge of its responsibilities and gives direction in the development of the Company. The executive Directors are collectively accountable to the Board for the overall implementation of the Company's strategies and the co-ordination of overall business operations.

董事會定期舉行會議，以討論整體策略及本公司之營運及財務表現，並審閱及批准本公司中期業績及年度業績。截至2019年3月31日止年度，董事會舉行四次定期會議，每名董事出席定期董事會會議之情況載於本報告「董事會及委員會會議」一節。

每年定期舉行之董事會會議均提早作出安排，以盡可能安排更多董事出席。所有董事獲准在議程提出討論事項。公司秘書協助主席準備會議議程，以符合所有適用規則及規定。董事會一般於董事會會議的擬定日期前至少三日，向董事寄發議程及隨附之董事會文件。每次董事會會議之會議記錄初稿會於提呈下一次董事會會議以獲批准前，送交董事傳閱，以供彼等提出意見。所有會議記錄均由公司秘書存檔，而會議記錄亦可於任何董事提出合理通知後並在合理時間內查閱。

根據本公司之組織章程細則（「細則」），所有獲委任以填補臨時空缺之董事任期直至本公司下屆股東大會為止，惟屆時符合資格於該大會上重選連任。於每屆股東週年大會上，當時三分之一之董事須輪值退任，惟各董事須最少每三年輪值退任一次。

除載於本年報第25至28頁之「董事及高級管理人員履歷」所披露者外，董事彼此之間並無任何重大財務、業務或其他關係。

## 主席及行政總裁

主席及執行董事之角色已清晰區分，以確保其獨立性且能互相制衡。主席以其策略性遠見及從非行政角度領導董事會，確保董事會在履行其職責時能正確及有效地運作，並為本公司之發展制訂方針。執行董事須共同向董事會負責，全面執行本公司策略及協調整體業務營運。



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

There is currently no officer carrying the title of CEO up to the date of this annual report. In the absence of a CEO, the duties of the CEO have been/will continue to be collectively undertaken by all executive Directors, namely Mr. Archambaud-Chao Percy Henry Junior, Mr. Leung Alex and Mr. Cheung Sze Ming. In the opinion of the Directors, the present arrangement is effective and efficient.

**NON-EXECUTIVE DIRECTORS**

All Directors, including non-executive Directors, appointed to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the first general meeting after their appointment and shall then be eligible for re-election.

Moreover, all non-executive Directors (including independent non-executive Directors) are appointed for an initial term of one year, which are renewable automatically for successive terms of one year each from the day immediately after the expiry of the current terms of their respective appointments, subject to expiration on the earlier of either (i) the conclusion of the annual general meeting of the Company in the year of the third anniversary of the appointment or re-election of that Director; or (ii) the expiration of the period within which the annual general meeting of the Company is required to be held in the year of the third anniversary of the appointment or re-election of that Director; (iii) earlier determination in accordance with the Articles and/or any applicable laws and regulations.

**INDEPENDENCE OF INDEPENDENT  
NON-EXECUTIVE DIRECTORS**

The Company has complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules. The Company has received confirmation of independence from all the existing independent non-executive Directors, namely Mr. Lai Yat Yuen, Mr. Lee Kin Keung, Mr. Leung Ka Kui, Johnny in accordance with Rule 3.13 of the Listing Rules.

The Board has reviewed the independence of all independent non-executive Directors and concluded that all of them are independent within the definition of the Listing Rules. Furthermore, the Board is not aware of the occurrence of any events which would cause it to believe that the independence of any of the independent non-executive Directors has been impaired up to the date of this report.

截至本年報日期止，現時並無任何人士出任行政總裁一職。於行政總裁一職懸空時，行政總裁職務已／將繼續由所有執行董事，即趙剛裕先生、梁奕曦先生及張詩敏先生集體承擔。董事認為，目前安排行之有效，亦具效率。

**非執行董事**

所有獲委任以填補臨時空缺或新增為現有董事會成員的董事（包括非執行董事），其任期均以其委任後的首次股東大會止，惟屆時符合資格重選連任。

此外，所有非執行董事（包括獨立非執行董事）之初步任期為一年，並緊隨彼等各自之委任之現行任期屆滿後當日起每次自動續期一年，惟於(i)該名董事獲委任或重選後第三年的本公司股東週年大會結束時；或(ii)該名董事獲委任或重選後第三年規定本公司舉行股東週年大會的期限屆滿時（以較早者為準）屆滿；(iii)根據細則及／或任何適用法例及規定而提早終止。

**獨立非執行董事之獨立性**

本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條之規定。本公司已接獲全體現任獨立非執行董事（即黎溢源先生、李健強先生、梁家駒先生）根據上市規則第3.13條發出之獨立身份確認函。

董事會已審閱全體獨立非執行董事的獨立性，並認為彼等均屬上市規則所界定之獨立人士。此外，截至本報告日期，董事會並不知悉已發生任何事項，致使其相信任何獨立非執行董事之獨立性受損。

## BOARD DIVERSITY POLICY

The Board adopted a board diversity policy (the “**Board Diversity Policy**”) in October 2014 which was amended in December 2018. The Board Diversity Policy sets out the approach to achieve diversity on the Board. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in supporting the attainment of the Company’s strategic objectives and sustainable development.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to talents, skills, experience, independence and knowledge. The Company will also take into consideration its own business model and specific needs from time to time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

As at the date of this report, the Board comprises 7 Directors, amongst them, 3 are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, professional experience, skills and knowledge.

Appointment of Directors is based on meritocracy and the Board Diversity Policy is among the criteria used in selecting members to join the Board.

## 董事會成員多元化政策

董事會已於2014年10月採納董事會成員多元化政策（「**董事會成員多元化政策**」），其已於2018年12月修訂。董事會成員多元化政策列載為達致董事會成員多元化而採取的方針。本公司認同並重視擁有多元化董事會成員的裨益，並認為董事會成員層面日益多元化乃支持本公司達致策略目標及可持續發展的關鍵元素。

本公司為尋求達致董事會成員多元化會考慮眾多因素，包括但不限於才能、技能、經驗、獨立性及知識。本公司亦將不時考慮其本身的業務模式及具體需要。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

於本報告日期，董事會由7位董事組成，當中3位為獨立非執行董事，有助嚴格檢討及監控管理程序。不論在年齡、專業經驗、技能及知識方面，董事會亦由相當多元化的成員組成。

董事之委任均以用人唯才為原則，而董事會成員多元化政策乃甄選加入董事會之人選之準則之一。

## AUDIT COMMITTEE

An Audit Committee has been established by the Board with specific written terms of reference and all members of the Audit Committee are independent non-executive Directors. Pursuant to its terms of reference, the Audit Committee is authorised to commit the Company's funds in order to obtain advice from outside legal counsel, accountants, investigatory services or other expert advice. The terms of reference of the Audit Committee detailing the authority and responsibilities of the Audit Committee are available on the websites of the Company and the Stock Exchange.

The Audit Committee comprises 3 independent non-executive Directors, namely Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Leung Ka Kui, Johnny. Mr. Lai Yat Yuen is the chairman of the Audit Committee.

During the year ended 31 March 2019, the Audit Committee held 2 meetings to review the interim and the annual results, internal control report and Environmental, Social and Governance report before their submission to the Board. The attendance of each member of the Audit Committee is set out in the section headed "Board and Committees Meetings" of this report.

The Audit Committee has also discussed and reviewed the key audit matters determined by the external auditor under the new and revised auditor reporting standards under Hong Kong Standards on Auditing for the year ended 31 March 2019.

## 審核委員會

董事會已成立審核委員會，並書面訂明其職權範圍，而全體審核委員會成員均為獨立非執行董事。根據審核委員會之職權範圍，審核委員會獲授權動用本公司資金，以取得來自外聘法律顧問、會計師、調查服務之意見或其他專業意見。審核委員會之職權範圍詳列審核委員會之職權及職責，於本公司及聯交所網站可供查閱。

審核委員會由三名獨立非執行董事黎溢源先生、李健強先生及梁家駒先生組成。黎溢源先生為審核委員會主席。

於截至2019年3月31日止年度內，審核委員會舉行了兩次會議，以於向董事會提交前審閱中期及全年業績、內部監控報告，以及環境、社會及管治報告。審核委員會各成員之出席率載列於本報告「董事會及委員會會議」一節。

審核委員會亦已討論並檢討由外聘核數師於截至2019年3月31日止年度根據《香港審計準則》項下新訂及經修訂核數師報告準則釐定的關鍵審計事項。

## REMUNERATION COMMITTEE

A Remuneration Committee has been established by the Board with specific written terms of reference and the majority of the members of the Remuneration Committee are independent non-executive Directors. The terms of reference of the Remuneration Committee detailing the authority and responsibilities of the Remuneration Committee are available on the websites of the Company and the Stock Exchange.

The Remuneration Committee comprises 3 independent non-executive Directors, namely Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Leung Ka Kui, Johnny, and a non-executive Director, namely Mr. Yuen Ching Bor, Stephen. Mr. Lai Yat Yuen is the chairman of the Remuneration Committee.

During the year ended 31 March 2019, the Remuneration Committee reviewed and approved the revision of the remuneration packages of executive Directors and recommended to the Board for approval of the remuneration package of a new independent non-executive Director and the grant of share options to the Directors and certain senior management as incentives by way of written resolutions.

Details of the amount of Directors' emoluments for the year ended 31 March 2019 are set out in note 35(a) to the financial statements.

## 薪酬委員會

董事會已成立薪酬委員會，並書面訂明其職權範圍，而薪酬委員會大部分成員為獨立非執行董事。薪酬委員會之職權範圍詳列薪酬委員會之職權及職責，於本公司及聯交所網站可供查閱。

薪酬委員會由3名獨立非執行董事黎溢源先生、李健強先生及梁家駒先生，以及1名非執行董事袁靖波先生組成。黎溢源先生為薪酬委員會主席。

截至2019年3月31日止年度內，薪酬委員會已省覽及批准執行董事薪酬待遇之修訂，並建議董事會批准一名新的獨立非執行董事之薪酬待遇，以及透過書面決議案之方式向董事及若干高級管理人員授出購股權作為獎勵。

截至2019年3月31日止年度之董事薪酬金額詳情載於財務報表附註35(a)。



## NOMINATION COMMITTEE

A Nomination Committee has been established by the Board with specific terms of reference. The Nomination Committee is responsible for, amongst other things, identifying individuals suitably qualified to become Board members, considering the reappointment of the Directors and succession planning for Directors and making recommendations to the Board in respect of the aforesaid matters. The terms of reference of the Nomination Committee detailing the authority and responsibilities of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

The Nomination Committee comprises 3 independent non-executive Directors, namely Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Leung Ka Kui, Johnny, and an executive Director, namely Mr. Archambaud-Chao Percy Henry Junior. Mr. Lee Kin Keung is the chairman of the Nomination Committee.

The Board adopted a Director nomination policy (the “**Nomination Policy**”) on 21 December 2018 to formally set out the criteria and process on the selection, nomination and appointment of Directors. According to the Nomination Policy, the ultimate responsibility for selection and appointment of Directors rests with the entire Board or the Shareholders in general meeting as the case may be. The Board has delegated the relevant screening and evaluation process to the Nomination Committee, which identifies suitable candidates for directorships and recommends them to the Board. In assessing the suitability of the proposed candidate(s), the Nomination Committee takes into consideration the candidates’ character, integrity, personal attributes including professional qualifications, skills, knowledge, experience and expertise that are relevant to the Company’s business and corporate strategy, and the ability to provide insights and practical wisdom based on those attributes, his commitment to devoting adequate time to discharge duties as a Board member, fulfilment of the independence requirements as set out in the Listing Rules (for independent non-executive Directors) and diversity on the Board. After reaching its decision, the Nomination Committee nominates the relevant candidate(s) to the Board for approval of appointment. The Board will make recommendation to Shareholders in respect of the proposed re-election of Directors at general meeting.

## 提名委員會

董事會已成立提名委員會，並書面訂明其職權範圍。提名委員會負責（其中包括）物色合適人選出任董事會成員、考慮續聘董事以及董事繼任計劃，並就上述事項向董事會提出推薦建議。提名委員會之職權範圍詳列提名委員會之職權及職責，於本公司及聯交所網站可供查閱。

提名委員會由3名獨立非執行董事黎溢源先生、李健強先生及梁家駒先生，以及1名執行董事趙剛裕先生組成。李健強先生為提名委員會主席。

董事會已於2018年12月21日採納提名董事之政策（「**提名政策**」），正式列出甄選、提名及委任董事之準則及程序。根據提名政策，董事甄選及委任的最終責任由整個董事會或股東大會的股東（視乎情況而定）承擔。董事會已將相關篩選及評估的過程委派予提名委員會，以物色合適人選出任董事並向董事會推薦。於評估建議人選是否合適時，提名委員會將考慮該人選的性格、誠信、個人特質（包括專業資格、技能、知識、與本公司業務及企業策略相關的經驗及專業知識），以及根據彼等之有關特質提出見解及實踐智慧之能力、其投入足夠時間履行作為董事會成員職責之承諾、是否符合上市規則所載之獨立性要求（就獨立非執行董事而言），以及董事會多元化等因素。提名委員會於達致其決定後將提名相關人選予董事會批准委任。董事會將於股東大會上就建議重選董事向股東作出推薦建議。

During the year ended 31 March 2019, the members of Nomination Committee have by way of written resolutions confirmed their review of the Board Diversity Policy, the Nomination Policy and the amended terms of reference of the Nomination Committee with recommendations to the Board for approval and adoption of the same in compliance with the revised Listing Rules which came into effect on 1 January 2019 and recommended to the Board for approval of the proposed appointment of an independent non-executive Director.

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

According to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant.

Upon appointment, each new Director receives a comprehensive, formal and tailored induction package covering business operations, policy and procedures of the Company as well as general, statutory and regulatory obligations of being a Director to ensure that he is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors, on an ongoing basis, receive amendments to or updates on the relevant laws, rules and regulations. In addition, the Company encourages the Directors to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, Hong Kong Companies Ordinance and corporate governance practices so that they can continuously improve their relevant knowledge and skills.

All Directors have participated in continuous professional development and provided a record of training they received for the year ended 31 March 2019 to the Company. The Company has also continuously updated the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

於截至2019年3月31日止年度內，提名委員會成員已透過書面決議案之方式確認彼等審閱董事會成員多元化政策及提名政策，以及提名委員會經修訂之職權範圍向董事會作出推薦意見以供批准，並就此予以採納，以符合於2019年1月1日生效之經修訂上市規則，並向董事會就批准建議委任獨立非執行董事作出推薦意見。

## 董事培訓及專業發展

根據企業管治守則守則條文第A.6.5條，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需之情況下對董事會作出貢獻。

於獲委任時，每名新董事均會收到一份全面、正式而合用的入職資料，內容涵蓋本公司業務經營、政策及程序，以及作為董事的一般、法定及監管責任，以確保彼清楚知悉其於上市規則及其他相關監管規定下的責任。

本公司持續向董事提供相關法律、規則及規定之修訂或最新資訊。此外，本公司鼓勵董事參與多項與上市規則、香港公司條例及企業管治常規有關的專業發展課程及研討會，以便彼等持續增進有關知識及技能。

所有董事均有參與持續專業發展，並向本公司提供彼等於截至2019年3月31日止年度所接受培訓之記錄。本公司亦不斷向董事提供上市規則及其他適用監管規定最新發展之最新資料，確保彼等遵守及更清楚了解良好企業管治常規。

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

The participation by each Director in continuous professional development for the year ended 31 March 2019 is set out below:

截至2019年3月31日止年度，各董事所參與之持續專業發展載列如下：

		Reading materials relating to rules and/or attending trainings and seminars 閱讀有關規則之材料及／或出席培訓及研討會
Name of Directors	董事姓名	
Mr. Yuen Ching Bor, Stephen	袁靖波先生	✓
Mr. Archambaud-Chao Percy Henry Junior	趙剛裕先生	✓
Mr. Leung Alex	梁奕曦先生	✓
Mr. Cheung Sze Ming	張詩敏先生	✓
Mr. Lai Yat Yuen	黎溢源先生	✓
Mr. Lee Kin Keung	李健強先生	✓
Mr. Leung Ka Kui, Johnny	梁家駒先生	✓

**BOARD AND COMMITTEES MEETINGS**

The individual attendance records of each Director at the general meetings and the meetings of the Board and various Committees during the year ended 31 March 2019 are set out below:

**董事會及委員會會議**

截至2019年3月31日止年度，各董事出席股東大會、董事會及各委員會會議之個別出席記錄載列如下：

Name of director	董事姓名	General meetings 股東大會	Regular Board meetings 定期董事會會議	Audit Committee meetings 審核委員會會議	Remuneration Committee Meetings 薪酬委員會會議 (Note 4) (附註4)	Nomination Committee Meetings 提名委員會會議 (Note 4) (附註4)
Mr. Yuen Ching Bor, Stephen	袁靖波先生	2/2	3/4	–	N/A 不適用	–
Mr. Archambaud-Chao Percy Henry Junior	趙剛裕先生	2/2	4/4	–	–	N/A 不適用
Mr. Leung Alex	梁奕曦先生	2/2	4/4	–	–	–
Mr. Cheung Sze Ming	張詩敏先生	2/2	4/4	–	–	–
Mr. Lai Yat Yuen	黎溢源先生	2/2	4/4	2/2	N/A 不適用	N/A 不適用
Mr. Lee Kin Keung	李健強先生	1/2	4/4	2/2	N/A 不適用	N/A 不適用
Mr. Leung Ka Kui, Johnny (Note 1)	梁家駒先生(附註1)	–	–	–	N/A 不適用	N/A 不適用
Mr. Lee Tsz Hang (Note 2)	李子恆先生(附註2)	–	3/3	–	–	–
Mr. Pang Siu Yin (Note 3)	彭兆賢先生(附註3)	–	2/3	1/1	N/A 不適用	N/A 不適用
Mr. Chan Chi Yuen (Note 3)	陳志遠先生(附註3)	–	3/3	–	–	–

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

## Notes:

- (1) Mr. Leung Ka Kui, Johnny was appointed as independent non-executive Director on 23 January 2019.
- (2) Mr. Lee Tsz Hang resigned as executive Director on 13 September 2018.
- (3) Mr. Pang Siu Yin and Mr. Chan Chi Yuen resigned as independent non-executive Directors on 13 September 2018.
- (4) During the year ended 31 March 2019, no physical meeting was held by the Nomination Committee and the Remuneration Committee. The committees performed their functions by way of written resolutions passed by the committee members.

Apart from formal meetings, matters requiring Board approval were arranged by means of circulation of written resolutions.

## ACCOUNTABILITY AND AUDIT

The Board is responsible for overseeing the preparation of financial statements for the year ended 31 March 2019 which gives a true and fair view of the state of affairs of the Group as at 31 March 2019, and of the results and cash flows for year then ended. In preparing the financial statements for the year ended 31 March 2019, the Board has selected appropriate accounting policies, applied them consistently in accordance with the Hong Kong Financial Reporting Standards which are pertinent to its operations and relevant to the financial statements, made judgements and estimates that are prudent and reasonable, and ensured the preparation of the financial statements on the going concern basis.

The Group endeavours to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. The interim and annual results of the Company are announced in a timely manner within the limit of two months and three months, respectively, after the end of the relevant periods in accordance with the Listing Rules.

The Directors have acknowledged their responsibility for preparing all information and representation contained in the financial statements of the Company for the year ended 31 March 2019.

## 附註：

- (1) 梁家駒先生於2019年1月23日獲委任為獨立非執行董事。
- (2) 李子恒先生於2018年9月13日辭任執行董事。
- (3) 彭兆賢先生及陳志遠先生均於2018年9月13日辭任獨立非執行董事。
- (4) 截至2019年3月31日止年度，提名委員會及薪酬委員會並無舉行實體會議。有關委員會透過由委員會成員通過書面決議案之方式履行其職責。

除正式會議外，須董事會批准的事宜以傳閱書面決議案方式處理。

## 問責及核數

董事會負責監督編製截至2019年3月31日止年度之財務報表，以真實公平地反映本集團於2019年3月31日之事務狀況以及截至該日止年度之業績及現金流量。於編製截至2019年3月31日止年度之財務報表時，董事會已選擇合適會計政策，根據與其業務相關及與財務報表有關之香港財務報告準則貫徹應用該等會計政策，作出審慎及合理之判斷及估計，並確保按持續經營基準編製財務報表。

本集團力求呈列本集團表現、狀況及前景之平衡、清晰及全面評估。本公司之中期及全年業績已按照上市規則分別在有關期間結束後兩個月及三個月之限期內及時公告。

董事已知悉，彼等有責任編製載列於截至2019年3月31日止年度之本公司財務報表內的所有資料及陳述。

**AUDITOR'S REMUNERATION**

During the year ended 31 March 2019, the services provided by the Company's auditor, Moore Stephens CPA Limited to the Group and associated remuneration were as follows:

Services Rendered	所提供之服務	Fees paid/ payable 已付／ 應付費用
		HK\$'000 千港元
Audit of financial statements	審核財務報表	1,000
Review of interim results	審閱中期業績	168
Other non-audit services	其他非審核服務	136

**INTERNAL CONTROL AND RISK MANAGEMENT**

The Board acknowledges that it has overall responsibility for the design and implementation of internal controls and risk management which covers financial reporting, operations, compliance and risk management of the Company, as well as continuous monitoring the effectiveness of such internal controls and risk management. The Board has delegated such responsibility to the management of the Company. The management, under the supervision of the Board, has established an on-going process for identifying, evaluating and managing significant risks faced by the Group.

The Audit Committee reviews the internal controls and risk management that are significant to the Group on an on-going basis. The Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, as well as their training programmes and budgets.

In light of the size and scale of the Group's businesses, the Company does not establish a separate internal audit department. The Group has engaged an independent professional firm to conduct a review of the effectiveness of the Group's internal control and risk management systems annually. The independent professional firm engaged has performed a review of the effectiveness of the internal control and risk management systems covering the period from 1 April 2018 to 31 March 2019. The review covered all key controls and based on inquiry, observation and analytical review procedures supplemented by testing of transactions, reports and reconciliation. The overall opinion on the internal control and risk management systems of the Group are satisfactory.

**核數師酬金**

截至2019年3月31日止年度，本公司之核數師大華馬施雲會計師事務所有限公司向本集團提供之服務及相關酬金如下：

**內部監控及風險管理**

董事會確認其對設計及執行內部監控及風險管理之全面責任，包括本公司財務申報、營運、合規及風險管理方面，並持續監察該等內部監控及風險管理之成效。董事會已向本公司管理層委派該等職責。在董事會監督下，管理層已確立既定程序，以識別、評估及管理本集團所面對之重大風險。

審核委員會按持續經營基準審閱對本集團而言屬重大之內部監控及風險管理。審核委員會亦考慮本集團在會計及財務匯報職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。

鑒於本集團業務之大小及規模，本公司並無設立獨立內部審計部。本集團已委聘獨立專業公司每年對本集團內部監控及風險管理系統之有效性進行檢討。本集團委聘的獨立專業公司已對2018年4月1日至2019年3月31日期間之內部監控及風險管理系統之有效性進行檢討。有關檢討涵蓋所有主要監控，並基於經交易測試、報告及對賬所補充之查詢、觀察及分析檢討程序。本集團內部監控及風險管理系統整體上令人滿意。



The Board is satisfied that the internal control system in place covers all material controls including financial, operational and compliance controls and risk management functions for the year under review and up to the date of issuance of the annual report is reasonably effective and adequate.

## COMPANY SECRETARY

Mr. Cheung Sze Ming, the Company Secretary, is a full-time employee of the Company. Mr. Cheung reports to the Chairman of the Company and is responsible for advising the Board on corporate governance matters. Mr. Cheung confirmed that he had taken no less than 15 hours of relevant professional training for the year under review and complied with the training requirement under Rule 3.29 of the Listing Rules.

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM")

Pursuant to the Articles and the Companies Law (2018 Revision) of the Cayman Islands (the "**Companies Law**"), registered Shareholders holding not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "**EGM Requisitionists**") can deposit a written request to convene an EGM at the registered office of the Company (the "**Registered Office**"), which is presently situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The EGM Requisitionists must state in their request(s) the objects of the EGM and such request(s) must be signed by all the EGM Requisitionists and may consist of several documents in like form, each signed by one or more of the EGM Requisitionists.

The Share Registrar will verify the EGM Requisitionists' particulars in the EGM Requisitionists' request. Promptly after confirmation from the Share Registrar that the EGM Requisitionists' request is in order, the Company Secretary will arrange with the Board to convene an EGM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the EGM Requisitionists' request is verified not in order, the EGM Requisitionists will be advised of the outcome and a EGM will not be convened as requested.

董事會信納，於回顧年度內及截至本年報刊發日期，現有內部監控系統涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理職能，並屬合理地有效及足夠。

## 公司秘書

公司秘書張詩敏先生為本公司全職僱員。張先生向本公司主席匯報，並負責就企業管治事宜向董事會提供意見。張先生確認，彼於回顧年度內已接受不少於15個小時之相關專業培訓，並已遵守上市規則第3.29條之培訓規定。

## 股東權利

### 股東召開股東特別大會（「股東特別大會」）的程序

根據細則及開曼群島公司法（2018年修訂本）（「**公司法**」），持有本公司已繳足股本不少於十分之一（10%）並附有權利於本公司股東大會投票的登記股東（「**股東特別大會請求人**」）可向本公司註冊辦事處（「**註冊辦事處**」）遞呈書面請求，以召開股東特別大會，註冊辦事處的現址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。股東特別大會請求人須於請求書中列明股東特別大會的目的，而有關請求書須由全部股東特別大會請求人簽署且可由多份相同格式之文件組成，各自須經一名或以上股東特別大會請求人簽署。

股份登記處將核實股東特別大會請求人於其請求書中列明的詳情。經股份登記處確認股東特別大會請求人之請求書為合乎程序後，公司秘書將立即與董事會安排召開股東特別大會，並根據所有相關法定及規管要求，向所有已登記股東發出足夠時間之通知。反之，倘股東特別大會請求人之請求書獲核實為不合乎程序，股東特別大會請求人將獲告知此結果，並將不會應要求召開股東特別大會。

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

The EGM Requisitionists, or any of them representing more than one-tenth of the total voting rights of all of them, may themselves convene an EGM if within twenty-one (21) days of the deposit of the EGM Requisitionists' request, the Board does not proceed duly to convene an EGM provided that any EGM so convened is held within two (2) months from the date of the original EGM Requisitionists' request. An EGM so convened by the EGM Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Company.

**Procedures for Shareholders to Put Forward Proposals at a General Meeting**

There are no provisions in the Articles or the Companies Law for Shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph. Shareholders can also send enquiries and proposals putting forward for Shareholders' consideration at Shareholders' meetings to the Board in writing to the Hong Kong office of the Company whose contact details are as follows or directly by raising questions at the general meeting of the Company.

12th Floor  
Henan Building  
Nos.90 & 92 Jaffe Road and  
Nos.15-19 Luard Road  
Hong Kong

**Shareholders' Enquiries and Proposals**

Shareholders should direct their enquiries about their shareholdings to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019), or call its customer service hotline at (852) 2980 1333.

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

倘董事會並無於股東特別大會請求人遞交請求書之二十一(21)日內正式召開股東特別大會，股東特別大會請求人或彼等當中的任何人士（佔彼等全部投票權總數的十分之一以上）可自行召開股東特別大會，惟就此召開的任何股東特別大會須於股東特別大會請求人遞交原有請求書當日起計兩(2)個月內舉行。股東特別大會請求人就此召開的股東特別大會，將盡可能以本公司召開該大會之相似方式進行。

**股東於股東大會上提呈議案的程序**

細則或公司法並無有關股東於股東大會動議新決議案的條文。有意動議決議案的股東可根據上一段所載程序要求本公司召開股東大會。股東亦可以書面形式經本公司的香港辦事處（聯絡詳情如下）向董事會作出查詢及提呈供股東於股東大會考慮的議案，或於本公司股東大會上直接提問。

香港  
謝斐道90及92號與  
盧押道15至19號  
豫港大廈  
12樓

**股東查詢及建議**

股東應就其所持股份向本公司之香港股份過戶登記分處（即卓佳證券登記有限公司）提出查詢，地址為香港皇后大道東183號合和中心22樓（將由2019年7月11日起搬遷至香港皇后大道東183號合和中心54樓），或致電其客戶服務熱線(852) 2980 1333。

股東亦可於本公司股東大會上，向董事會作出查詢。

## INVESTOR RELATIONS

The public are welcomed to give their comments and make enquiries through the Company's website and by means of emails to the investor relations department (email address: ir@affluent-partners.com). The management always provides prompt responses to any such enquiries. During the year ended 31 March 2019, there were no changes in the Company's Memorandum and Articles of Association. An up-to-date consolidated version of the Company's Memorandum and Articles of Association is available on the Company's website.

## DIVIDEND POLICY

The Company adopted a dividend policy (the **"Dividend Policy"**) in December 2018. The Group considers stable and sustainable returns to the Shareholders to be its goal. In proposing any dividend payout, the Board shall take into account, inter alia, the operating results, cash flow, financial condition and capital requirements of the Group and the interests of the Shareholders as a whole. The Company's distribution of dividends shall also be subject to any restrictions under the Companies Law and the Articles as well as all applicable laws, rules and regulations.

The Dividend Policy allows the Board to declare special dividends from time to time in addition to the interim and/or annual dividends. There is no guarantee that any particular amount of dividends will be distributed for any specific periods. The Dividend Policy will be reviewed from time to time.

By Order of the Board  
**Yuen Ching Bor, Stephen**  
Chairman

Hong Kong, 20 June 2019

## 投資者關係

歡迎公眾通過本公司網站及投資者關係部之電郵（電郵地址：ir@affluent-partners.com）提供意見及作出查詢。管理層一如既往對此等查詢給予迅速回應。於截至2019年3月31日止年度，本公司組織章程大綱及細則概無變動。本公司組織章程大綱及細則之最新綜合版本可於本公司網站參閱。

## 股息政策

本公司已於2018年12月採納股息政策（「**股息政策**」）。本集團認為，為股東帶來穩定及可持續回報乃其目標。於建議派付任何股息時，董事會須考慮（其中包括）本集團之經營業績、現金流量、財務狀況及資金要求，以及股東之整體利益。本公司之股息分派亦須受限於根據公司法及細則的任何限制，以及所有適用法律法規及規章。

股息政策允許董事會不時宣派中期及／或年度股息以外之特別股息。概不保證於任何特定期間將分派任何特定金額之股息。股息政策將不時檢討。

承董事會命  
**袁靖波**  
主席

香港，2019年6月20日

## **REPORT OF THE DIRECTORS**

### **董事會報告**

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

#### **PRINCIPAL ACTIVITIES**

The Company is an investment holding company. During the year, the Group was principally engaged in the purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products and operation of strategic investment and financial services.

The principal activities of the Company's major subsidiaries are set out in note 1 to the consolidated financial statements in the annual report.

An analysis of the Group's performance for the year by operating segment is set out in note 8 to the financial statements.

#### **BUSINESS REVIEW**

A review of the business of the Group during the year and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 6 to 8 and the Management Discussion and Analysis on pages 9 to 24 of this annual report.

Financial risk management objectives and policies of the Group are shown in note 6 to the consolidated financial statements on pages 147 to 164 of this annual report.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights on page 5 and in the Management Discussion and Analysis under "Key performance indicators" on page 21 of this annual report.

The Company's key relationships with its employees, customers and suppliers and business associates that have a significant impact on the Company and on which the Company's success depends are shown in the Management Discussion and Analysis under "Human Resources" section on page 20 and in the Corporate Governance Report on pages 29 to 43 of this annual report.

董事謹此提交董事會報告，連同本集團截至2019年3月31日止年度的經審核財務報表。

#### **主要業務**

本公司為一間投資控股公司。年內本集團主要從事採購、加工、設計、生產及批發分銷珍珠及珠寶以及策略投資及財務服務之營運。

本公司之主要附屬公司的主要業務載於年報綜合財務報表附註1。

本集團於年內按營運分部劃分之業績表現分析載於財務報表附註8。

#### **業務回顧**

本集團於年內的業務回顧及對本集團日後業務發展的討論分別載於本年報第6至8頁主席報告一節及第9至24頁管理層討論及分析。

本集團的財務風險管理目標及政策載於本年報第147至164頁綜合財務報表附註6。

年內本集團利用主要財務表現指標所示的表現分析載於本年報第5頁財務摘要及第21頁管理層討論及分析中「主要表現指標」一節。

本公司與其員工、客戶及供應商以及業務夥伴的主要關係（對本公司有重大影響及為本公司的成功因素）載於本年報第20頁管理層討論及分析中「人力資源」一節及第29至43頁企業管治報告。

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with the relevant laws and regulations that have a significant impact on its principal activities and the risk of non-compliance with such laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage.

## ENVIRONMENTAL PROTECTION

The Group is committed to promoting an environmentally conscious work place and aims and places significant emphasis on minimising our environmental impact and to create a more sustainable future for future generations.

Our production operations are carried out by the production facilities of Hui Bao Feng Jewellery (Shenzhen) Limited ("**HBF Jewellery**"), a wholly-owned subsidiary of the Company, in Shenzhen, which is subject to certain PRC environmental laws and regulations. The primary waste generated from our production processes is waste water, which is treated in compliance with the applicable PRC environmental laws and regulations. To ensure the operation of HBF Jewellery is in compliance with the applicable environmental law on an ongoing basis, we have entered into a waste water treatment agreement with a qualified water treatment company which is responsible for collecting the waste water in the production process.

HBF Jewellery has been compliant with all relevant PRC environmental related laws and regulations in all material respects during the year ended 31 March 2019.

## 遵守法律及法規

本集團確認遵守對其主要業務有重大影響之相關法律及法規之重要性，而不遵守該等法律及法規之風險為可能引致訴訟、調查或糾紛、導致產生額外成本、民事及／或刑事程序及名聲受損。

## 環保

本集團致力推動工作場所的環保意識，務求並著重強調盡量減少對環境的影響，為下一代創造可持續發展的未來。

我們的生產工作由本公司全資附屬公司匯寶豐珠寶(深圳)有限公司(「**匯寶豐珠寶**」)於深圳的生產設施進行，須遵守若干中國環境法例及規例。我們在生產過程中產生的主要廢棄物為廢水，該等廢棄物已遵照適用中國環保法例及法規處理。為確保匯寶豐珠寶之營運持續符合適用的環境法，我們已與一家合資格廢水處理公司訂立廢水處理協議，該公司負責收集生產過程中產生的廢水。

於截至2019年3月31日止年度，匯寶豐珠寶一直於所有重大方面遵守所有相關之中國環境相關法例及規例。



Report of the Directors (Continued)  
董事會報告 (續)

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2019 are set out in the consolidated income statement on page 72 of this annual report.

The Board does not recommend the payment of final dividend for the year ended 31 March 2019.

## DISTRIBUTABLE RESERVES

The Company's net reserves available for distribution, calculated in accordance with the provisions of the Companies Law (2018 Revision) of the Cayman Islands, as at 31 March 2019 amounted to HK\$189,815,000 (2018: HK\$294,595,000), which represented the retained earnings/accumulated losses and share premium.

## EQUITY-LINKED AGREEMENTS

Save for disclosed in the section headed "Share Option Scheme" on page 49 of this annual report, the Company did not enter into any equity-linked agreements during the year ended 31 March 2019.

## SHARES ISSUED IN THE YEAR

Details of the movements in share capital of the Company are set out in note 26 to the consolidated financial statements in the annual report.

## FIVE-YEAR FINANCIAL SUMMARY

A five-year financial summary of the Group is set out on page 228.

## 業績及分派

本集團截至2019年3月31日止年度之業績載於本年報第72頁之綜合收益表。

董事會並不建議就截至2019年3月31日止年度派付末期股息。

## 可分派儲備

根據開曼群島公司法(2018年修訂本)之條文計算,於2019年3月31日,本公司可供分派之淨儲備為189,815,000港元(2018年:294,595,000港元),為保留溢利/累積虧損及股份溢價。

## 股票掛鈎協議

除本年報第49頁「購股權計劃」一節所披露者外,截至2019年3月31日止年度,本公司並無訂立任何股票掛鈎協議。

## 年內發行之股份

本公司股本之變動詳情載於年報綜合財務報表附註26。

## 五年財務摘要

本集團的五年財務摘要載於第228頁。

## DIRECTORS

The Directors during the year ended 31 March 2019 and up to the date of this report were:

### Executive Directors

Mr. Archambaud-Chao Percy Henry Junior  
Mr. Leung Alex  
Mr. Cheung Sze Ming (*appointed on 1 April 2018*)  
Mr. Lee Tsz Hang (*resigned on 13 September 2018*)

### Non-executive Director

Mr. Yuen Ching Bor Stephen (*Chairman*)

### Independent Non-executive Directors

Mr. Lai Yat Yuen  
Mr. Lee Kin Keung  
Mr. Leung Ka Kui, Johnny (*appointed on 23 January 2019*)  
Mr. Pang Siu Yin (*resigned on 13 September 2018*)  
Mr. Chan Chi Yuen (*resigned on 13 September 2018*)

In accordance with article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Leung Alex and Mr. Lee Kin Keung shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 83(3) of the Articles, Mr. Leung Ka Kui, Johnny, who was appointed as Director as an addition to the Board, shall hold office only until the next following annual general meeting of the Company. Mr. Leung Ka Kui, Johnny, being eligible, offers himself for re-election at the forthcoming annual general meeting of the Company.

## 董事

於截至2019年3月31日止年度及截至本報告日期之董事如下：

### 執行董事

趙剛裕先生  
梁奕曦先生  
張詩敏先生(於2018年4月1日獲委任)  
李子恆先生(於2018年9月13日辭任)

### 非執行董事

袁靖波先生(主席)

### 獨立非執行董事

黎溢源先生  
李健強先生  
梁家駒先生(於2019年1月23日獲委任)  
彭兆賢先生(於2018年9月13日辭任)  
陳志遠先生(於2018年9月13日辭任)

根據細則第84條，在每屆股東週年大會上，當時為數三分之一的董事須輪值退任，每位董事須每三年至少須在股東週年大會上輪值退任一次。因此，梁奕曦先生及李健強先生將告退任，惟彼等符合資格且願意在本公司應屆股東週年大會上重選連任。

根據細則第83(3)條，獲委任為董事會新增董事之梁家駒先生將僅任職至本公司下一屆股東週年大會。梁家駒先生符合資格且願意在本公司應屆股東週年大會上重選連任。

Report of the Directors (Continued)  
董事會報告 (續)

## **DIRECTORS' SERVICE AGREEMENT**

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## **PERMITTED INDEMNITY PROVISION**

Under Article 164(1) of the Articles, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attached to any of them. Such permitted indemnity provision is currently in force and was in force throughout the year ended 31 March 2019.

The Company has also taken out and maintained directors' and officers' liability insurance policy throughout the year, which indemnifies against costs, charges, losses, expenses and liabilities that may be incurred by the Directors in the execution and discharge of their duties.

## **BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**

The biographical details of the Directors and senior management are set out on pages 25 to 28 of this annual report.

## **DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE**

Save as disclosed in note 35 to the consolidated financial statements, no other contract of significance to which the Company or any of its subsidiaries or its holding companies was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2019.

## **董事服務協議**

擬於應屆股東週年大會上膺選連任之董事概無訂有本集團於一年內不付賠償（法定賠償除外）則不可終止之服務合約。

## **允許彌償條文**

根據細則第164(1)條，董事可從本公司之資產及溢利獲得彌償，就其或其任何人士將或可能因或由於在其各自之職位中所作出任何行為、同意或忽略或有關執行其職務或據稱職務而可能產生所有訴訟、成本、費用、損失、損害及開支，可獲確保免就此受任何損害，惟此彌償不得伸延至其任何人士可能被冠以之任何欺詐或不誠實事宜。有關允許彌償條文現為有效並於截至2019年3月31日止年度內一直有效。

本公司於年內已購買及維持董事及高級職員責任保險，為董事於執行及履行其職務時可能產生之成本、費用、損失、開支及負債提供彌償。

## **董事及高級管理人員之履歷**

董事及高級管理人員之履歷載於本年報第25至第28頁。

## **董事於重大合約之權益**

除綜合財務報表附註35所披露者外，本公司或其任何附屬公司或其控股公司概無訂立於年結日或截至2019年3月31日止年度任何時間仍然有效且董事在其中直接或間接擁有重大權益之其他重要合約。

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company has been entered into or existed during the year ended 31 March 2019.

## COMPETING BUSINESSES

As far as the Directors are aware, none of the Directors have any interests in a business which competes or may compete with the business of the Group or have any other conflict of interests with the Group during the year ended 31 March 2019.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Share Option Scheme**”) on 17 October 2014. As at the date of this report, the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme (the “**Options**”) shall not in aggregate exceed 169,694,960 shares, being 10% of the total number of shares in issue at the date of approval of the refreshed scheme mandate limit at the annual general meeting of the Company on 28 September 2018. Under the Share Option Scheme, the Board may offer to grant an option to any of the directors, officers, employees (including, without limitation, those employed for a fixed term) and contract consultants (including executive and non-executive consultants) of any member of the Group as determined by the Board. The total number of shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme or any other share option schemes adopted by the Company (and to which the provisions of chapter 17 of the Listing Rules are applicable) must not exceed 30% of the shares of the Company in issue from time to time. No option may be granted under any schemes of the Company if this will result in the limit being exceeded. The total number of shares issued and to be issued upon exercise of the Options granted to each eligible participant (including exercised, cancelled and outstanding Options) under the Share Option Scheme in any 12 month period must not exceed 1% of the shares of the Company in issue.

## 管理合約

截至2019年3月31日止年度，概無訂立或存在任何有關本公司全部業務或任何重大部分業務之管理及行政之合約。

## 競爭性業務

就董事所知，截至2019年3月31日止年度，概無董事於足以或可能與本集團業務構成競爭的業務中擁有任何權益或與本集團存在任何其他利益衝突。

## 購股權計劃

於2014年10月17日，本公司採納購股權計劃（「**購股權計劃**」）。於本報告日期，根據購股權計劃將予授出的全部購股權（「**購股權**」）獲行使時可予發行的股份總數合共不得超過169,694,960股，相當於本公司於2018年9月28日之股東週年大會上批准經更新計劃授權限額當日已發行股份總數的10%。根據購股權計劃，董事會可向任何董事、高級人員、僱員（包括但不限於以固定期受僱之僱員）及本集團任何成員公司之合約顧問（包括執行及非執行顧問）提呈授出購股權，由董事會決定。於行使根據購股權計劃或本公司採納的任何其他購股權計劃（及在上市規則第十七章條文所適用的情況下）已授出但未行使的所有購股權時，可發行的股份總數不得超過不時已發行本公司股份的30%。倘授出購股權將導致超出此限額，則不得根據本公司任何計劃授出購股權。於任何12個月期間內行使根據購股權計劃授予各合資格參與者的購股權（包括已行使、已註銷及未行使的購股權）而發行及將發行的股份總數，不得超過已發行本公司股份的1%。

Report of the Directors (Continued)  
董事會報告 (續)

The purpose of the Share Option Scheme is to provide incentives to the eligible participants to contribute to the Group and to enable the Group to recruit and retain high-calibre employees and attract resources that are valuable to the Group. The Board may, at its discretion, grant an option to the eligible participants to subscribe for the shares of the Company at an exercise price and subject to the other terms of the Share Option Scheme.

The Share Option Scheme shall be valid and effective for a period of ten years commencing on the adoption of the Share Option Scheme. Subject to certain restrictions contained in the Share Option Scheme, an option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant thereof at any time during the applicable option period, which is not more than 10 years from the date of grant of option. There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme. However, at the time of granting any option, the Board may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the options to be held and/or the performance targets to be achieved as the Board may determine in its absolute discretion.

During the year ended 31 March 2019, 65,796,000 share options were granted and no share option was exercised, cancelled or lapsed. As at the date of this report, the total number of shares available for issue under the Share Option Scheme is 169,694,960, which represents approximately 10% of the total number of shares in issue of the Company as at 20 June 2019 (i.e. 1,696,949,645 shares).

購股權計劃的目的是激勵合資格參與者向本集團作出貢獻，並令本集團能夠招募及留住優秀員工及吸引對本集團寶貴的資源。董事會可酌情向合資格參與者授出購股權，以按行使價及根據購股權計劃其他條款認購本公司股份。

購股權計劃自購股權計劃獲採納之日起十年內合法有效。受限於購股權計劃載列的若干限制，購股權可於適用購股權期間（即授出購股權日期起計十年內）隨時根據購股權計劃條款及相關授出條款予以行使。根據購股權計劃條款，並無行使購股權前須持有購股權的最短期限或須達成的表現目標之一般規定。然而，董事會可於授出任何購股權時按個別情況施加條件、限制或規限，包括但不限於董事會可能全權酌情釐定有關持有購股權的最短期限及／或須達成的表現目標。

截至2019年3月31日止年度，已授出65,796,000份購股權，且並無購股權已獲行使、已註銷或已失效。於本報告日期，根據購股權計劃可供發行之股份總數為169,694,960股，相當於本公司於2019年6月20日已發行股份總數（即1,696,949,645股股份）約10%。



Report of the Directors (Continued)  
董事會報告(續)

The movements in the share options granted under the Scheme during the year ended 31 March 2019 are shown below:

截至2019年3月31日止年度，根據該計劃授出之購股權變動如下所示：

Name or category of participants	Number of share options 購股權數目					At 31 March 2019 於2019年 3月31日	Date of grant of share options	Validity period of share options	Exercise price of share options 購股權 行使價 HK\$ 港元 per share 每股
	At 1 April 2018 於2018年 4月1日	Granted during the Year 年內已授出	Exercised during the Year 年內已行使	Cancelled during the Year 年內已註銷	Lapsed during the Year 年內已失效				
Executive Directors 執行董事									
Mr. Archambaud-Chao Percy Henry Junior 趙剛裕先生	—	8,484,000	—	—	—	8,484,000	29-10-2018	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
Mr. Leung Alex 梁奕曦先生	—	8,484,000	—	—	—	8,484,000	29-10-2018	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34
Mr. Leung Alex 梁奕曦先生	—	1,000,000	—	—	—	1,000,000	29-10-2018	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
Mr. Leung Alex 梁奕曦先生	—	1,000,000	—	—	—	1,000,000	29-10-2018	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34
Mr. Cheung Sze Ming 張詩敏先生	—	8,484,000	—	—	—	8,484,000	29-10-2018	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
Mr. Cheung Sze Ming 張詩敏先生	—	8,484,000	—	—	—	8,484,000	29-10-2018	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34
Non-executive director 非執行董事									
Mr. Yuen Ching Bor Stephen 袁靖波先生	—	8,484,000	—	—	—	8,484,000	29-10-2018	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
Mr. Yuen Ching Bor Stephen 袁靖波先生	—	8,484,000	—	—	—	8,484,000	29-10-2018	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34

Report of the Directors (Continued)  
董事會報告 (續)

Name or category of participants	Number of share options 購股權數目						Date of grant of share options	Validity period of share options	Exercise price of share options 購股權 行使價 HK\$ 港元 per share 每股
	At 1 April 2018 於2018年 4月1日	Granted during the Year 年內已授出	Exercised during the Year 年內已行使	Cancelled during the Year 年內已註銷	Lapsed during the Year 年內已失效	At 31 March 2019 於2019年 3月31日			
Independent non-executive directors 獨立非執行董事									
Mr. Lai Yat Yuen 黎溢源先生	–	848,000	–	–	–	848,000	29-10-2018 2018年10月29日	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
	–	848,000	–	–	–	848,000	29-10-2018 2018年10月29日	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34
Mr. Lee Kin Keung 李健強先生	–	848,000	–	–	–	848,000	29-10-2018 2018年10月29日	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
	–	848,000	–	–	–	848,000	29-10-2018 2018年10月29日	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34
Sub-total 小計	–	56,296,000	–	–	–	56,296,000			
Others 其他									
Employees 僱員	–	4,250,000	–	–	–	4,250,000	29-10-2018 2018年10月29日	29-10-2019 to 28-10-2023 2019年10月29日至 2023年10月28日	1.34
	–	4,250,000	–	–	–	4,250,000	29-10-2018 2018年10月29日	29-10-2020 to 28-10-2023 2020年10月29日至 2023年10月28日	1.34
	–	500,000	–	–	–	500,000	13-12-2018 2018年12月13日	12-12-2023 2019年12月13日至 2023年12月12日	1.2
	–	500,000	–	–	–	500,000	13-12-2018 2018年12月13日	13-12-2020 to 12-12-2023 2020年12月13日至 2023年12月12日	1.2
Sub-total 小計	–	9,500,000	–	–	–	9,500,000			
Total 總計	–	65,796,000	–	–	–	65,796,000			

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

So far as the Directors are aware, as at 31 March 2019, none of the Directors or chief executives and their respective associates had any interest or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which will be required, pursuant to Section 352 of the SFO, to be recorded in the register kept by the Company, or (ii) which will be required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Share Option Scheme" on page 49 of this report, at no time during the year ended 31 March 2019 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## 董事及最高行政人員於本公司及其關聯法團的股份、相關股份及債券之權益或淡倉

就董事所知，於2019年3月31日，概無董事或最高行政人員及其各自之聯繫人於本公司或其關聯法團（定義見《證券及期貨條例》第XV部分）的股份、相關股份及債券中擁有：(i)根據《證券及期貨條例》第352條登記於本公司所存置登記冊的權益或淡倉，或(ii)根據標準守則須知會本公司及香港聯交所的權益或淡倉。

## 董事購買股份或債券之權利

除本報告第49頁「購股權計劃」一節所披露者外，截至2019年3月31日止年度，概無授予任何董事或其各自之配偶或年幼子女獲授予可藉購入本公司股份或債券而獲益之權利，且彼等亦無行使該等權利；而本公司或其任何附屬公司亦無訂立任何安排致令董事可取得任何其他法人團體之該等權利。

Report of the Directors (Continued)  
董事會報告 (續)

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 March 2019, so far as the Directors are aware, the following persons (other than the Directors or chief executive of the Company), were directly or indirectly, interested in 5% or more of the shares or short positions in the shares and the underlying shares of the Company, which are required to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

## 主要股東之證券權益

於2019年3月31日，據董事所知，以下人士（本公司董事或主要行政人員除外）於本公司股份及相關股份中直接或間接擁有5%或以上須根據證券及期貨條例第XV部第2及3分部條文予以披露或根據證券及期貨條例第336條須記入該條所述登記冊的股份或淡倉如下：

Name of shareholders 股東名稱／姓名	Capacities 身份	Number of ordinary shares of HK\$0.002 each held 所持有每股面值 0.002港元之 普通股數目 (note 3) (附註3)	Long/short position 好／淡倉	Percentage of the issued share capital of the Company 佔本公司 已發行股本 百分比
Pacific Wish Limited (note 1) 百事威有限公司 (附註1)	Beneficial owner 實益擁有人	840,886,910	Long position 好倉	49.55%
Mr. Chan Vincent Wing Sing (note 1) 陳永勝先生 (附註1)	Beneficial owner 實益擁有人	1,000,000	Long position 好倉	0.06%
	Interest in a controlled corporation 受控法團權益	840,886,910	Long position 好倉	49.55%
Ms. Hui Ka Man Emily (note 1) 許嘉敏女士 (附註1)	Interest in a controlled corporation 受控法團權益	840,886,910	Long position 好倉	49.55%
Surplus Gain Global Limited (note 2) Surplus Gain Global Limited (附註2)	Beneficial owner 實益擁有人	121,810,000	Long position 好倉	7.18%
Mr. Lau Wang Chi Barry (note 2) 劉宏智先生 (附註2)	Interest in a controlled corporation 受控法團權益	121,810,000	Long position 好倉	7.18%

## Notes:

- (1) These 1,000,000 shares were personally held by Mr. Chan Vincent Wing Sing. These 840,886,910 shares are directly owned by Pacific Wish Limited, which is legally and beneficially owned by Mr. Chan Vincent Wing Sing as to 50% and Ms. Hui Ka Man Emily as to 50%. As at the date of this annual report, the board of directors of Pacific Wish Limited comprises Mr. Chan Vincent Wing Sing and Ms. Hui Ka Man Emily.
- (2) The interest disclosed represents the corporate interest in 121,810,000 shares held by Surplus Gain Global Limited, which is wholly-owned by Mr. Lau Wang Chi Barry.
- (3) The subdivision of each of the existing issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company into five ordinary shares of HK\$0.002 each became effective on 2 October 2018.

Save as disclosed above, as at 31 March 2019, there was no other person or entity had an interests or a short position in the shares, underlying shares or debentures of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules for securities transactions by the Directors. Having made specific enquiries with all the Directors, they have confirmed compliance with the required standard as set out in the Model Code throughout the year ended 31 March 2019.

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board has assessed the independence of all the independent non-executive Directors and is satisfied of their independence.

## 附註：

- (1) 陳永勝先生個人持有該1,000,000股股份。百事威有限公司直接擁有該840,886,910股股份，而該公司由陳永勝先生及許嘉敏女士分別合法及實益擁有50%及50%。於本年報日期，百事威有限公司之董事會由陳永勝先生及許嘉敏女士組成。
- (2) 所披露之權益為121,810,000股由Surplus Gain Global Limited持有之公司權益，該公司由劉宏智先生全資擁有。
- (3) 本公司股本中每股面值0.01港元之每股現有已發行及未發行普通股拆細為五股每股面值0.002港元之普通股，已於2018年10月2日生效。

除上文披露者外，於2019年3月31日，概無其他人士或實體於本公司股份、相關股份或債券中擁有已記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內或已另行知會本公司及聯交所之權益或淡倉。

## 上市發行人董事進行證券交易之標準守則

本公司已就董事進行證券交易採納上市規則附錄十所載之標準守則。經向全體董事作出特定查詢後，彼等確認於截至2019年3月31日止年度內一直遵守標準守則所載之規定標準。

## 獨立非執行董事之獨立身份

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立身份發出之年度確認函。董事會已評估全體獨立非執行董事之獨立身份，並信納彼等乃屬獨立。



Report of the Directors (Continued)  
董事會報告 (續)

## AUDIT COMMITTEE

The Audit Committee, which comprises 3 independent non-executive Directors, has reviewed with the management in conjunction with the auditor, the accounting principles and practices adopted by the Group and discussed the internal control, risk management and financial reporting matters including the review of the audited consolidated financial statements of the Group for the year ended 31 March 2019.

## MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2019 contributed by the Group's major suppliers and customers respectively are as follows:

### Purchases

– the largest supplier	16%
– five largest suppliers combined	51%

### Sales

– the largest customer	31%
– five largest customers combined	60%

None of the Directors, their associates or substantial Shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) were interested, at any time during the year ended 31 March 2019, in the Group's five largest customers or suppliers.

## 審核委員會

由3名獨立非執行董事組成之審核委員會，與管理層聯同核數師已審閱本集團採納之會計原則及常規，並商討內部監控、風險管理及財務報告事宜，包括審閱本集團截至2019年3月31日止年度之經審核綜合財務報表。

## 主要客戶及供應商

截至2019年3月31日止年度，本集團主要供應商和客戶的採購和銷售百分比分別如下：

### 採購

– 最大供應商	16%
– 首五大供應商之總和	51%

### 銷售

– 最大客戶	31%
– 首五大客戶之總和	60%

於截至2019年3月31日止年度內任何時間，概無董事、其聯繫人或主要股東（據董事所知擁有本公司已發行股本超過5%）在本集團五大客戶或供應商中擁有權益。

## CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors since 1 April 2018 and up to the date of this report are set out below:

Name of Directors	Details of Changes
Mr. Yuen Ching Bor, Stephen	Appointed as independent non-executive director of Real Nutriceutical Group Limited (stock code: 2010) on 3 January 2019.
Mr. Leung Alex	Resigned as executive director of Man Sang International Limited (stock code: 938) on 5 November 2018.
Mr. Leung Ka Kui, Johnny	Appointed as independent non-executive director of Asia Coal Limited ("Asia Coal") (stock code: 835) on 12 September 2018 and resigned from Asia Coal on 6 June 2019. Asia Coal was delisted from the Main Board of the Stock Exchange on 18 June 2019.

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

## EMOLUMENT POLICY

The emoluments of the Directors of the Company are recommended by the Remuneration Committee and approved by the Board, having regard to the Company's operating results, individual qualifications, experience, duties, responsibility, performance and comparable market statistics.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float during the year ended 31 March 2019.

## 董事資料變動

根據上市規則第13.51B(1)條，自2018年4月1日起直至本報告日期之董事資料變動詳情如下：

董事姓名	變動詳情
袁靖波先生	於2019年1月3日獲委任為瑞安國際有限公司(股份代號：2010)之獨立非執行董事。
梁奕曦先生	於2018年11月5日辭任民生國際有限公司(股份代號：938)之執行董事。
梁家駒先生	於2018年9月12日獲委任為亞洲煤業有限公司(「亞洲煤業」)(股份代號：835)之獨立非執行董事，並於2019年6月6日辭去亞洲煤業之職務。亞洲煤業於2019年6月18日在聯交所主板除牌。

除上文所披露資料外，概無其他須根據上市規則第13.51B(1)條予以披露之資料。

## 薪酬政策

本公司董事之薪酬乃由薪酬委員會建議並由董事會批准，並已考慮本公司之經營業績、個人資格、經驗、職責、責任、表現及可資比較之市場統計數據。

## 公眾持股量充足

根據本公司可取得之公開資料顯示，並就各董事所知悉，於截至2019年3月31日止年度，本公司一直維持足夠之公眾持股量。

Report of the Directors (Continued)  
董事會報告 (續)

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles, or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2019.

## CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report of this annual report.

## SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

On 10 June 2019, Thriving Oasis Limited, a wholly-owned subsidiary of the Company, as purchaser ("**Purchaser**") and Advance Champion International Limited and Prop Ventures Limited as vendors ("**Vendors**") entered into a sale and purchase agreement, pursuant to which and subject to condition precedents therein, the Purchaser has agreed to acquire and the Vendors have agreed to sell and the sale shares representing 30% of the issued share capital of Guardian City Limited ("**Target Company**") at the total consideration of HK\$176,005,000. The Target Company holds 62.55% equity interest in Campfire Group which is principally engaged in operation of co-working spaces and co-living spaces in Hong Kong and United Kingdom with ongoing expansion plan in Asia Pacific region under the Campfire brand.

The acquisition constitutes a discloseable transaction of the Company under the Listing Rules. Details of the acquisition are disclosed in the Management Discussion and Analysis of this annual report and the announcement published by the Company on 10 June 2019.

## 優先購買權

細則或開曼群島法例並無任何有關優先購買權之條文，規定本公司必須向現有股東按持股比例提呈新股份。

## 購買、贖回或出售上市證券

本公司或其任何附屬公司概無在截至2019年3月31日止年度內購買、出售或贖回本公司任何上市證券。

## 企業管治

本公司企業管治常規之詳情載於本年報企業管治報告。

## 報告期後之後續事項

於2019年6月10日，本公司全資附屬公司Thriving Oasis Limited（作為買方）（「**買方**」）與展晉國際有限公司及Prop Ventures Limited（作為賣方）（「**賣方**」）訂立買賣協議，據此並受其先決條件所規限下，買方已同意收購，而賣方已同意出售待售股份，相當於Guardian City Limited（「**目標公司**」）已發行股本之30%，總代價為176,005,000港元。目標公司於Campfire集團持有62.55%股權，Campfire集團主要於香港及英國從事共享工作空間及共享居住空間營運，並計劃在Campfire品牌旗下於亞洲太平洋地區持續擴展。

根據上市規則，收購事項構成本公司之須予披露交易。有關收購事項之詳情於本年報之管理層討論及分析，以及本公司於2019年6月10日刊發之公告內披露。

## AUDITOR

PricewaterhouseCoopers (“**Pwc**”) resigned as auditor of the Company on 19 July 2017 and Moore Stephens CPA Limited was appointed as auditor of the Company with effect from 4 August 2017 to fill the vacancy following Pwc’s resignation.

The financial statements of the Company for the year ended 31 March 2019 were audited by Moore Stephens CPA Limited. A resolution will be proposed at the forthcoming annual general meeting for the re-appointment of Moore Stephens CPA Limited as the auditor of the Company.

On behalf of the Board

**Yuen Ching Bor, Stephen**

*Chairman*

Hong Kong, 20 June 2019

## 核數師

羅兵咸永道會計師事務所(「**羅兵咸永道**」)於2017年7月19日辭任本公司核數師;而大華馬施雲會計師事務所有限公司獲委任為本公司核數師,自2017年8月4日生效,以填補羅兵咸永道辭任後之空缺。

本公司截至2019年3月31日止年度之財務報表已由大華馬施雲會計師事務所有限公司審核。本公司將於應屆股東週年大會提呈一項決議案,以續聘大華馬施雲會計師事務所有限公司為本公司核數師。

代表董事會

**袁靖波**

*主席*

香港, 2019年6月20日

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### MOORE STEPHENS

Moore Stephens CPA Limited  
801-806 Silvercord, Tower 1,  
30 Canton Road, Tsimshatsui,  
Kowloon, Hong Kong

T +852 2375 3180  
F +852 2375 3828

[www.moorestephens.com.hk](http://www.moorestephens.com.hk)

大華馬施雲  
會計師事務所有限公司

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AFFLUENT PARTNERS HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

#### OPINION

We have audited the consolidated financial statements of Affluent Partners Holdings Limited (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages 72 to 227, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### 致錢唐控股有限公司股東之獨立核數師報告

*(於開曼群島註冊成立的有限公司)*

#### 意見

本核數師(以下簡稱「我們」)已審計錢唐控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第72至227頁的綜合財務報表,該等綜合財務報表包括於2019年3月31日的綜合財務狀況表及截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實公平地反映貴集團於2019年3月31日的綜合財務狀況,及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為編製。



## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the Code), and we have fulfilled our other ethical responsibilities in accordance with 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.

## 意見基準

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們於該等準則下須承擔的責任已於本報告核數師就審計綜合財務報表須承擔之責任一節中進一步闡述。根據香港會計師公會之專業會計師職業道德守則（守則），我們獨立於貴集團，並已根據該等規範及守則履行其他道德責任。我們相信，我們所獲得的審計憑證屬充足及適當，可為我們的意見提供基礎。

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對審計本期綜合財務報表而言最為重要的事項。該等事項於我們審計整體綜合財務報表及出具意見時進行處理，而我們不會就該等事項提供單獨意見。

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

## Expected credit loss assessment of trade receivables

(Please refer to Notes 5 and 20 to the consolidated financial statements)

## 應收貨款之預期信貸虧損評估

(請參閱綜合財務報表附註5及20)

### Key audit matter

#### 關鍵審計事項

As at 31 March 2019, the gross trade receivables of the Group amounted to approximately HK\$52,187,000 and of its related allowance for expected credit loss amounted to approximately HK\$18,173,000.

於2019年3月31日，貴集團應收貨款總額約為52,187,000港元及其相關預期信貸虧損撥備約為18,173,000港元。

The management of the Company performed periodic assessment on the recoverability of the trade receivables and the sufficiency of the allowance for expected credit loss. The management of the Company estimated the amount of expected credit loss based on provision matrix through grouping of various customers that have similar loss patterns, after considering the credit profile of respective customers, ageing analysis, geographical areas, historical settlement records, subsequent settlement status and on-going trading relationships with the relevant customers. The management of the Company also considered the forward-looking information that may impact the customers' ability to repay the outstanding balances as to estimate the expected credit loss.

貴公司管理層對應收貨款之可收回性及預期信貸虧損撥備之充足性進行定期評估。貴公司管理層經考慮有關客戶之信貸情況、賬齡分析、地區、過往償付記錄、其後償付狀況及與相關客戶之持續貿易關係，根據撥備矩陣透過分類具類似虧損模式之多名客戶而估計預期信貸虧損金額。貴公司管理層亦就估計預期信貸虧損考慮可能影響客戶償還尚未償還結餘能力之前瞻性資料。

We have identified the management's assessment of the recoverability of the trade receivables and estimation of expected credit loss as a key audit matter because the amounts involved were significant and the assessment required significant management judgement and estimation uncertainty.

我們已將管理層就應收貨款可收回性進行之評估及預期信貸虧損之估計確定為關鍵審計事項，原因為所涉金額屬重大，且評估需要管理層作出重大判斷不確定性估計。

### How the matter was addressed in our audit

#### 我們的審計如何處理有關事項

Our key procedures to address the matter included:

我們處理有關事項之關鍵程序包括：

- obtained an understanding of the Group's provision policy on trade receivables, the key controls and procedures for managing and monitoring the credit risk, and validated the control effectiveness;
- 了解貴集團之應收貨款撥備政策及就編製管理及監管信貸風險之主要控制措施及程序，並驗證控制權有效性；
- obtained the ageing analysis of the trade receivables and discussed with the management of the Company about their evaluation of the background and financial capability of the debtors and their credit assessment that the amounts were recoverable;
- 獲得應收貨款之賬齡分析，並與貴公司管理層討論彼等關於債務人之背景及財務能力之評估以及彼等對可收回金額之信貸評估；
- tested the ageing analysis of the trade receivables, on a sample basis, to the underlying financial records and post year-end settlements to bank receipts;
- 按相關財務記錄抽樣檢測應收貨款之賬齡分析，並按銀行收據抽樣檢測年結後償付；
- inquired the management for the status of each of the material trade receivables past due as at the year ended and corroborated explanations from the management with supporting evidence, such as understanding on-going business relationship with customers based on the trade records, checked historical and subsequent settlement records of and other correspondence with the customers;
- 諮詢管理層有關於年結日已逾期之各個重大應收貨款之情況並以支持憑證（如根據貿易紀錄了解與客戶之持續業務關係、檢查客戶之過往及其後償付紀錄以及與客戶之其他通訊）核實管理層之解釋；

**Expected credit loss assessment of trade receivables**

(Please refer to Notes 5 and 20 to the consolidated financial statements)

**應收貨款之預期信貸虧損評估**

(請參閱綜合財務報表附註5及20)

**Key audit matter****關鍵審計事項****How the matter was addressed in our audit****我們的審計如何處理有關事項**

Our key procedures to address the matter included: (Continued)

我們處理有關事項之關鍵程序包括：(續)

- reviewed credit related information of a sample of debtors which were compiled by the management of the Company as part of their assessment of the recoverability of the trade receivables;
- 抽樣檢討 貴公司管理層編製之債務人信貸相關資料，作為彼等評估應收貨款可收回性之一部分；
- assessed the appropriateness of the expected credit loss provisioning methodology including the identification of credit impaired trade receivables, the reasonableness of the grouping of trade receivables into different categories in the provision matrix and the basis of estimated loss rates adopted in each category; and
- 評估預期信貸虧損撥備方法的合適性，包括識別信貸減值應收貨款、於撥備矩陣內將應收貨款分類為不同類別之合理性及各類別採納之估計虧損率之基準；及
- examined the key data inputs on a sample basis to assess the accuracy and completeness, and challenged the assumptions, including both historical and forward-looking information, used to determine the expected credit loss.
- 抽樣檢查主要輸入數據以評估其準確性和完整性，並質詢用於釐定預期信貸虧損的假設（包括歷史及前瞻性資料）。

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

## Provision for inventories

(Please refer to Notes 5 and 19 to the consolidated financial statements)

## 存貨撥備

(請參閱綜合財務報表附註5及19)

### Key audit matter

#### 關鍵審計事項

As at 31 March 2019, the Group's inventories amounted to approximately HK\$59,258,000 and the reversal of impairment losses on inventories of approximately HK\$3,218,000 was recognised by the Group in the profit or loss for the year.

於2019年3月31日，貴集團之存貨約為59,258,000港元，且存貨減值虧損撥回約3,218,000港元由貴集團於本年度損益中確認。

The management of the Company assessed the provision for obsolete or slow moving inventories taking into consideration of inventory ageing, condition of inventories, historical and current sales information, as well as different market factors impacting the selling price of these inventories. In addition, the management of the Company considered the changes in prevailing market condition, expected market trends and customer demands.

貴公司管理層評估陳舊或滯銷存貨撥備，並經考慮存貨賬齡、存貨狀況、過往及當前銷售資料，以及影響該等存貨售價之不同市場因素。此外，貴公司管理層已考慮現行市況、預期市場趨勢及客戶需求之變動。

We have identified the management's impairment assessment of the provision for obsolete or slow moving inventories as a key audit matter because the amounts of inventories were significant and the assessment required significant management judgement and involved high level of estimation uncertainty.

我們已將管理層對陳舊或滯銷存貨撥備進行之減值評估確定為關鍵審計事項，原因為存貨金額屬重大，且有關評估需要管理層作出重大判斷並涉及高度估計不確定性。

### How the matter was addressed in our audit

#### 我們的審計如何處理有關事項

Our key procedures to address the matter included:

我們處理有關事項之關鍵程序包括：

- obtained understanding of, and evaluated, the Group's provision policy on inventories;
- 了解及評估貴集團之存貨撥備政策；
- reviewed and assessed the management's process of the identification of obsolete or out-dated inventories and estimation of the net realisable value of these inventories;
- 檢討及評估管理層識別陳舊或過期存貨之流程及對該等存貨可變現淨值之估計；
- evaluated historical accuracy of inventory provisioning by comparing historical provision made to the loss incurred for actual sales;
- 透過比較過往所作撥備與實際銷售所產生虧損，評估過往存貨撥備之準確性；
- tested the accuracy of the inventory ageing analysis, on a sampling basis, and analysed the level of the aged inventory and their associated provisions;
- 抽樣檢測存貨賬齡分析之準確性並分析過期存貨水平及其相關撥備；
- tested the purchase cost, selling price and margins of aged and obsolete inventories on sample basis to the supporting documents; and
- 就證明文件抽樣檢測過期及陳舊存貨之採購成本、售價及利潤；及
- reviewed and evaluated net realisable value of inventories, on sample basis, with reference to subsequent sales information and the external price data and performed testing on a sample basis, by tracing to the supporting documents.
- 抽樣檢討及評估存貨之可變現淨值（經參照其後銷售資料及外部價格數據）並透過追溯證明文件執行抽樣檢測。

**Valuation of financial instruments classified as level 3 under fair value hierarchy**

(Please refer to Notes 5, 18 and 24 to the consolidated financial statements)

**分類為公平值層級之第3級之金融工具之估值**

(請參閱綜合財務報表附註5、18及24)

**Key audit matter  
關鍵審計事項**

As at 31 March 2019, the Group's financial assets at fair value through profit or loss amounting to approximately HK\$67,046,000 were classified as level 3 under fair value hierarchy ("**Level 3 financial instruments**"). The loss on changes in fair value of the financial instruments of approximately HK\$6,410,000 was recognised by the Group for the year ended 31 March 2019.

於2019年3月31日，貴集團按公平值計入損益表之金融資產約67,046,000港元分類為公平值層級之第3級（「**第3級金融工具**」）。截至2019年3月31日止年度，貴集團確認該等金融工具之公平值變動虧損約6,410,000港元。

These included an investment in unlisted property fund and convertible loan notes with fair values at 31 March 2019 of approximately HK\$34,500,000 and HK\$32,546,000 respectively. 其包括於2019年3月31日之公平值分別約為34,500,000港元及32,546,000港元之非上市物業基金之投資及可換股貸款票據。

The management of the Company assessed and measured the financial instruments using particular valuation techniques, with assistance from an external professional valuers. The valuation process was highly judgemental due to its reliance on the management's assumptions.

於外聘專業估值師協助下，貴公司管理層使用特定估值方法評估及計量金融工具。由於估值過程依賴管理層之假設，其涉及大量判斷。

**How the matter was addressed in our audit  
我們的審計如何處理有關事項**

Our key procedures to address the matter included:  
我們處理有關事項之關鍵程序包括：

- examined the relevant investment contracts for the key terms and the relevant contractual rights and obligations of the holders of these financial instruments and assessed the underlying business substance;
- 就金融工具之主要條款及該等金融工具持有人之相關合約權益及責任對相關投資合同進行檢查，並評估相關業務內容；
- obtained an understanding of the valuation methodologies and the processes performed by the management and the independent qualified valuers and the management's review process of the work of the independent qualified valuers;
- 了解估值方法及管理層及獨立合資格估值師進行之程序，以及管理層審閱獨立合資格估值師工作之程序；
- obtained the valuation reports and assessed the competence and independence of the professional valuers, and their experience in conducting valuation of similar financial instruments;
- 獲得估值報告及評估專業估值師之能力及獨立性；及其進行類似金融工具之估值之經驗；



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

### Valuation of financial instruments classified as level 3 under fair value hierarchy (Continued)

(Please refer to Notes 5, 18 and 24 to the consolidated financial statements)

### 分類為公平值層級之第3級之金融工具之估值 (續)

(請參閱綜合財務報表附註5、18及24)

#### Key audit matter 關鍵審計事項

We identified the valuation of the Level 3 financial instruments as a key audit matter due to the degree of complexity involved in valuing the financial instruments and the significance of the judgements and estimates made by the management. In particular, the determination of unobservable inputs is considerably more subjective given the lack of availability of market-based data.

由於為金融工具之估值涉及之複雜性及管理層作出之判斷及估計之重要性，我們已將第3級金融工具之估值確定為關鍵審計事項。具體而言，鑑於缺乏市場為基礎數據，釐定不可觀察輸入數據更為主觀。

#### How the matter was addressed in our audit 我們的審計如何處理有關事項

Our key procedures to address the matter included: (Continued)  
我們處理有關事項之關鍵程序包括：(續)

- evaluated the appropriateness of the methodologies and valuation techniques used by the management for Level 3 financial instruments and assessed the reasonableness and relevance of key assumptions based on industry knowledge and the prevailing economic indicators;
- 評估管理層就第3級金融工具所用之方法及估值技術之恰當性，並根據行業認識、現行經濟指標評估主要假設之合理性及相關性；
- evaluated the appropriateness of the key inputs by checking to the external data or by evaluating the rationale of the management's judgement on the key inputs by considering the publicly available information and other available information from related external parties, or by performing sensitivity analysis with reference to available market information, to evaluate the magnitude of their impact on the valuation, where appropriate;
- 透過與外界數據檢查，或透過考慮公開可得資料及來自相關外界人士之其他可得資料而評估管理層對主要輸入數據之判斷之理據，或透過參考可得市場資料進行敏感度分析而評估其對估值之影響程度（如適用），以評估主要輸入數據之恰當性；

**Valuation of financial instruments classified as level 3 under fair value hierarchy (Continued)**

(Please refer to Notes 5, 18 and 24 to the consolidated financial statements)

**分類為公平值層級之第3級之金融工具之估值 (續)**

(請參閱綜合財務報表附註5、18及24)

**Key audit matter  
關鍵審計事項****How the matter was addressed in our audit  
我們的審計如何處理有關事項**

Our key procedures to address the matter included: (Continued)  
我們處理有關事項之關鍵程序包括：(續)

- in respect of the convertible loan notes, in addition to the above procedures, evaluated the appropriateness of the key assumptions used in the profit forecast including expected revenue growth rate, discount rates and volatility, questioned the management regarding its approach for determining the probability weighting, liquidation and redemption scenarios, including assessing and analysing the weightings based on the understanding of the business and market conditions; and
- 就可換股貸款票據而言，除上述程序外，評估盈利預測所用之主要假設（包括預期收入增長率、貼現率及波幅）之恰當性、就管理層釐定概率權重、清盤及贖回情況之方法向管理層提出問題，包括根據對業務及市況之了解而評估及分析權重；及
- in respect of the unlisted property fund, in addition to the above procedures, obtained the statement of the unlisted fund as at 31 March 2019 and compared the market value of the underlying project used in the estimation of the fair value of the unlisted property fund to the net asset value as at 31 March 2019.
- 就非上市物業基金而言，除上述程序外，取得非上市基金於2019年3月31日之報表，並將非上市物業基金之公平值估計所用之相關項目市場價值與於2019年3月31日之資產淨值進行比較。

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

## **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 for the year ended 31 March 2019 of the Group 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 the other information, we are required to report that fact. We have nothing to report in this regard.

## **RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE 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 audit committee of the Company assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

## **綜合財務報表及相關核數師報告以外之資料**

董事須對其他資料負責。其他資料包括 貴集團截至2019年3月31日止年度之年報所載全部資料，但不包括綜合財務報表及我們就此發出之核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式之鑒證結論。

結合我們對綜合財務報表之審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解之情況存在重大抵觸或似乎存在重大錯誤陳述之情況。基於我們已執行之工作，如果我們認為其他資料存在重大錯誤陳述，我們需報告該事實。就此而言，我們並無任何報告。

## **董事及審核委員會就綜合財務報表須承擔之責任**

董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露要求擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案則另作別論。

貴公司審核委員會協助董事履行監督 貴集團財務報告過程之責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, 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 skepticism throughout the audit. We also:

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

## 核數師就審計綜合財務報表須承擔之責任

我們之目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具載有我們根據委聘工作之協定條款僅向全體股東發表意見之核數師報告，除此以外本報告不可用作其他用途。我們概不就本報告內容對任何其他人士負責或承擔責任。合理保證為高水平保證，但不能保證按照香港審計準則進行之審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，倘合理預期其單獨或整體可能影響綜合財務報表使用者倚賴該等綜合財務報表所作出之經濟決定，則有關錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，我們運用專業判斷及保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當之審計憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或超越內部控制，故未能發現因欺詐而導致重大錯誤陳述之風險高於未能發現因錯誤而導致重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計在有關情況下屬適當之審計程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價貴公司董事所採用會計政策之恰當性以及作出會計估計及有關披露之合理性。

Independent Auditor's Report (Continued)  
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- 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- 對董事採用持續經營會計基礎之恰當性作出結論，以及根據所取得之審計憑證確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則須在核數師報告中提請使用者注意綜合財務報表中之相關披露或（如有關披露不足）修改我們之意見。我們之結論基於截至核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表之整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足、適當之審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計方向、監督及執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通（其中包括）計劃之審計範圍及時間安排以及重大審計發現，包括我們在審計中識別出內部控制之任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性之相關專業道德要求，並就可能合理地被認為會影響我們獨立性之所有關係及其他事項，以及（倘適用）相關之防範措施與審核委員會溝通。



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

從與審核委員會溝通之事項中，我們確定對審計本期綜合財務報表最為重要並因而構成關鍵審計事項之事項。我們會在核數師報告中對該等事項作出說明，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，由於合理預期我們於報告中作出披露會造成之不利後果將超過公開披露所產生之公眾利益，我們會決定不在報告中披露該事項。

**Moore Stephens CPA Limited***Certified Public Accountants***Hung, Wan Fong Joanne**

Practising Certificate Number: P05419

Hong Kong, 20 June 2019

**大華馬施雲會計師事務所有限公司***執業會計師***洪溫彤**

執業證書編號：P05419

香港，2019年6月20日

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

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

		Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Revenue	收入	7	171,266	187,357
Cost of sales	銷售成本		(122,745)	(132,265)
Gross profit	毛利		48,521	55,092
Other (losses)/gains, net	其他(虧損)/溢利·淨額	9(a)	(341)	724
Fair value loss on convertible loan notes/derivative component of convertible loan notes	可換股貸款票據/可換股貸款票據衍生工具部分之公平值虧損	18	(2,910)	(607)
Fair value loss on unlisted property fund	非上市物業基金之公平值虧損		(3,500)	—
Realised loss on disposals of financial assets at fair value through profit or loss	出售按公平值計入損益表之金融資產之已變現虧損		—	(11,269)
Fair value loss on other receivables	其他應收賬款之公平值虧損	20(b)(iv)	(4,053)	—
Loss on investments in associates	於聯營公司之投資之虧損	17	—	(80,193)
Impairment losses on loans to associates	向聯營公司作出之貸款之減值虧損	17	—	(13,871)
Gain on disposal of a subsidiary	出售一間附屬公司溢利	9(b)	—	50
Selling expenses	銷售開支		(6,343)	(8,605)
Administrative expenses	行政開支		(72,248)	(70,103)
Operating loss	營運虧損		(40,874)	(128,782)
Finance income	財務收益	27	263	830
Finance costs	財務成本	27	(2,609)	(603)
Finance (costs)/income, net	財務(成本)/收益·淨額		(2,346)	227
Loss before income tax	除所得稅前虧損	10	(43,220)	(128,555)
Income tax credit/(expense)	所得稅抵免/(開支)	12	404	(1,232)
Loss for the year attributable to equity holders of the Company	本公司股東應佔年度虧損		(42,816)	(129,787)
Loss per share	每股虧損			
Basic and diluted	基本及攤薄	13	HK(2.52) cents 港仙	HK(7.70) cents 港仙

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

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

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Loss for the year	本年度虧損	(42,816)	(129,787)
Other comprehensive loss:	其他全面虧損：		
<i>Items that may be reclassified to profit or loss</i>	<i>可能重新分類至損益之項目</i>		
– Exchange difference on translation of financial statements of foreign operations	– 換算境外業務財務報表之匯兌差額	(348)	(483)
<b>Other comprehensive loss for the year, net of tax</b>	<b>本年度其他全面虧損，除稅淨額</b>	<b>(348)</b>	<b>(483)</b>
<b>Total comprehensive loss for the year attributable to equity holders of the Company</b>	<b>本年度本公司股東應佔全面虧損總額</b>	<b>(43,164)</b>	<b>(130,270)</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

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

		Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	<b>71,843</b>	4,105
Investments in associates	於聯營公司的投資	17	–	–
Convertible loan notes	可換股貸款票據	18	<b>32,546</b>	28,344
Unlisted property fund	非上市物業基金	24	<b>34,500</b>	38,000
Other receivables, deposits and prepayments	其他應收賬款、按金及 預付款項	20	<b>4,676</b>	23,505
Deferred tax assets	遞延稅項資產	16	<b>1,128</b>	1,088
			<b>144,693</b>	95,042
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	19	<b>59,258</b>	51,186
Trade and other receivables, deposits and prepayments	應收貨款及其他應收賬款、 按金及預付款項	20	<b>45,466</b>	52,211
Tax prepaid	預付稅項		–	598
Loans to associates	向聯營公司作出之貸款	17	–	345
Cash and cash equivalents	現金及等同現金	21	<b>28,443</b>	54,686
			<b>133,167</b>	159,026
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables, deposits received and accruals	應付貨款及其他應付賬款、 已收按金及應計費用	22	<b>21,682</b>	17,560
Other borrowings	其他借款	23	<b>52,500</b>	–
Amounts due to immediate holding company	應付直接控股公司款項	25	<b>5,700</b>	–
			<b>79,882</b>	17,560
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>53,285</b>	141,466
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>197,978</b>	236,508
<b>Net assets</b>	<b>資產淨值</b>		<b>197,978</b>	236,508

Consolidated Statement of Financial Position (Continued)  
 綜合財務狀況表 (續)  
 For the year ended 31 March 2019 截至2019年3月31日止年度

		Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司股東應佔權益</b>			
Share capital	股本	26	<b>3,394</b>	3,394
Reserves	儲備		<b>194,584</b>	233,114
<b>Total equity</b>	<b>總權益</b>		<b>197,978</b>	236,508

These consolidated financial statements on pages 72 to 227 were approved and authorised for issue by the Board of Directors on 20 June 2019 and were signed on its behalf by:

第72至227頁所載之該等綜合財務報表已於2019年6月20日獲董事會批准及授權刊發，並由下列董事代表簽署：

**Yuen Ching Bor Stephen**  
 袁靖波

*Chairman and Non-Executive Director*  
 主席及非執行董事

**Cheung Sze Ming**  
 張詩敏

*Executive Director*  
 執行董事



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to equity holders of the Company 本公司股東應佔				
		Share capital (Note 26) 股本 (附註26) HK\$'000 千港元	Share premium (Note a) 股份溢價 (附註a) HK\$'000 千港元	Translation reserve (Note b) 匯兌儲備 (附註b) HK\$'000 千港元	Share option reserve (Note c) 購股權儲備 (附註c) HK\$'000 千港元	Accumulated losses (Note d) 累計虧損 (附註d) HK\$'000 千港元
						Total 總計 HK\$'000 千港元
Balances at 1 April 2017	於2017年4月1日之結餘	3,195	334,316	(908)	–	(46,518)
Loss for the year	本年度虧損	–	–	–	–	(129,787)
Other comprehensive loss:	其他全面虧損：					
Exchange difference on translation of financial statements of foreign operations	換算境外業務財務報表之匯兌差額	–	–	(483)	–	–
Total comprehensive loss for the year	本年度全面虧損總額	–	–	(483)	–	(129,787)
Issue of consideration shares upon acquisition of associates (Note 17)	於收購聯營公司後發行代價股份 (附註17)	199	76,494	–	–	–
Balances at 31 March 2018	於2018年3月31日之結餘	3,394	410,810	(1,391)	–	(176,305)
Balances at 1 April 2018	於2018年4月1日之結餘	<b>3,394</b>	<b>410,810</b>	<b>(1,391)</b>	<b>–</b>	<b>(176,305)</b>
Initial adoption of HKFRS 9 (Note 3.3)	初次採納香港財務報告準則第9號 (附註3.3)	–	–	–	–	(3,918)
Balances at 1 April 2018 (restated)	於2018年4月1日之結餘 (經重列)	<b>3,394</b>	<b>410,810</b>	<b>(1,391)</b>	<b>–</b>	<b>(180,223)</b>
Loss for the year	本年度虧損	–	–	–	–	(42,816)
Other comprehensive loss:	其他全面虧損：					
Exchange difference on translation of financial statements of foreign operations	換算境外業務財務報表之匯兌差額	–	–	(348)	–	–
Total comprehensive loss for the year	本年度全面虧損總額	–	–	(348)	–	(42,816)
Equity-settled share-based payment (Note 29)	股權結算以股份為基礎付款 (附註29)	–	–	–	8,552	–
Balances at 31 March 2019	於2019年3月31日之結餘	<b>3,394</b>	<b>410,810</b>	<b>(1,739)</b>	<b>8,552</b>	<b>(223,039)</b>

Consolidated Statement of Changes in Equity (Continued)  
 綜合權益變動表(續)  
 For the year ended 31 March 2019 截至2019年3月31日止年度

## Note:

- (a) Share premium account of the Company represents the excess of the proceeds received over the nominal value of the Company's shares issued.
- (b) Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of certain subsidiaries whose functional currencies are different from that of presentation currency.
- (c) Share option reserve represents the portion of grant date fair value of the actual or estimated number of unexercised share options of the Company.
- (d) The Peoples Republic of China (the "PRC") laws and regulations require companies registered in the PRC to provide for certain statutory reserves, which are to be appropriated from the net profit (after offsetting accumulated losses from prior years) as reported in their respective statutory financial statements, before profit distributions to equity holders. All statutory reserves are created for specific purposes. PRC company is required to appropriate 10% of statutory net profits to statutory surplus reserves, and before distribution of its post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory surplus reserve is more than 50% of its registered capital. The statutory surplus reserves shall only be used to make up losses of the companies, to expand the companies' production operations, or to increase the capital of the companies. In addition, a company may make further discretionary contribution to the surplus reserve using its post-tax profits in accordance with resolutions of the board of directors. As at 31 March 2019, the statutory surplus reserves is nil (2018: nil), as the PRC subsidiaries continued to make a loss in its operations.

## 附註：

- (a) 本公司股份溢價賬指已收所得款項超過本公司已發行股份之面值之部分。
- (b) 匯兌儲備包括產生自換算若干附屬公司(其功能貨幣與呈列貨幣不同)之財務報表之所有外匯差額。
- (c) 購股權儲備指本公司未行使購股權之實際或估計數目之授出日期公平值之部分。
- (d) 中華人民共和國(「中國」)法律法規要求在中國註冊之公司撥付若干法定公積金。此一金額是由法定財務報表中載明之淨溢利(扣除往年累計虧損後)中分配溢利予股東之前撥備。所有法定公積金均有特定目的。中國公司被要求分配本年度之稅後溢利前撥備法定淨溢利之10%作為法定盈餘公積金。當法定盈餘公積金累計多於註冊資本50%時,公司可以停止撥備。法定盈餘公積金只能用於彌補公司虧損、擴大公司生產業務或增加公司資本。另外,公司可以根據其董事會之決議案使用稅後溢利向盈餘公積金進一步酌情供款。於2019年3月31日,法定盈餘公積金為零(2018年:無),由於中國附屬公司之營運持續虧損所致。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務產生之現金流量</b>		
Loss before income tax	除所得稅前虧損	<b>(43,220)</b>	(128,555)
Adjustments for:	就下列各項作出之調整：		
Finance income	財務收益	<b>(263)</b>	(830)
Finance costs	財務開支	<b>2,609</b>	603
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>2,105</b>	2,196
Gain on disposal of a subsidiary	出售一間附屬公司之溢利	<b>-</b>	(50)
Fair value loss on unlisted property fund	非上市物業基金之公平值虧損	<b>3,500</b>	-
Fair value loss on convertible loan notes/derivative component of convertible loan notes	可換股貸款票據／可換股貸款票據衍生工具部分之公平值虧損	<b>2,910</b>	607
Fair value loss on other receivables	其他應收賬款之公平值虧損	<b>4,053</b>	-
Realised loss on disposals of financial assets at fair value through profit or loss	出售按公平值計入損益表之金融資產之已變現虧損	<b>-</b>	11,269
Loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損	<b>16</b>	39
Loss on investments in associates	於聯營公司之投資之虧損	<b>-</b>	80,193
Impairment loss on loans to associates	向聯營公司作出之貸款之減值虧損	<b>-</b>	13,871
(Reversal of allowance for expected credit loss)/Provision for impairment loss on trade receivables, net	應收貨款之（預期信貸虧損撥備撥回）／減值虧損撥備，淨額	<b>(551)</b>	5,397
(Reversal of)/Provision for impairment loss on inventories, net	存貨減值虧損（撥回）／撥備，淨額	<b>(3,218)</b>	6,111
Equity-settled share-based payment	股權結算以股份為基礎付款	<b>8,552</b>	-
Written off of property, plant and equipment	撇銷物業、廠房及設備	<b>1,172</b>	-
<b>Operating cash flows before working capital changes</b>	<b>營運資金變動前之經營現金流量</b>	<b>(22,335)</b>	(9,149)
Changes in working capital:	營運資金變動：		
Inventories	存貨	<b>(5,101)</b>	9,364
Trade and other receivables, deposits and prepayments	應收貨款及其他應收賬款、按金及預付款項	<b>(562)</b>	10,863
Trade and other payables, deposits received and accruals	應付貨款及其他應付賬款、已收按金及應計費用	<b>4,064</b>	(5,593)
Loans and interest receivables	應收貸款及利息	<b>-</b>	46,878
Financial assets at fair value through profit or loss	按公平值計入損益表之金融資產	<b>-</b>	31,505
<b>Cash (used in)/generated from operations</b>	<b>經營業務（使用）／產生之現金</b>	<b>(23,934)</b>	83,868
Income tax refunded/(paid)	退還／（已付）所得稅	<b>962</b>	(1,265)

Consolidated Statement of Cash Flows (Continued)  
 綜合現金流量表 (續)  
 For the year ended 31 March 2019 截至2019年3月31日止年度

	Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
<b>Net cash (used in)/generated from operating activities</b>	經營業務 (使用) / 產生之現金淨額	<b>(22,972)</b>	82,603
<b>Cash flows from investing activities</b>	投資活動產生之現金流量		
Deposits paid for investment in a future subsidiary	就於一間未來附屬公司投資支付之按金	–	(20,000)
Purchase of property, plant and equipment	購買物業、廠房及設備	15 <b>(1,072)</b>	(653)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	32 <b>20</b>	20
Acquisition of associates	收購聯營公司	–	(3,500)
Proceeds from redemption of held-to-maturity investment	贖回持有至到期投資之所得款項	–	7,976
Interests received	已收利息	<b>263</b>	830
Purchase of convertible loan notes	購買可換股貸款票據	18 <b>(8,392)</b>	(27,274)
Purchase of unlisted property fund	購買非上市物業基金	24 –	(38,000)
Repayment from loans to associates	向聯營公司作出之貸款之償還	<b>345</b>	(900)
Net cash inflow arising from disposal of a subsidiary	出售一間附屬公司產生之現金流入淨額	9(b) –	1,973
Net cash outflow arising from acquisition of assets through acquisition	透過收購自收購資產產生之現金流出淨額	28 <b>(50,000)</b>	–
Net cash used in investing activities	投資活動使用之現金淨額	<b>(58,836)</b>	(79,528)
<b>Cash flows from financing activities</b>	融資活動產生之現金流量		
Interest paid	已付利息	<b>(2,609)</b>	(603)
Proceeds from borrowings	借貸所得款項	<b>52,500</b>	35,000
Repayments of borrowings	償還借貸	–	(35,000)
Advanced from immediate holding company	直接控股公司墊款	<b>5,700</b>	–
<b>Net cash generated from/(used in) financing activities</b>	融資活動產生 / (使用) 之現金淨額	<b>55,591</b>	(603)
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及等同現金 (減少) / 增加淨額	<b>(26,217)</b>	2,472
Cash and cash equivalents at beginning of the year	年初之現金及等同現金	<b>54,686</b>	54,342
Effect of foreign exchange rate changes	外匯匯率變動之影響	<b>(26)</b>	(2,128)
Cash and cash equivalents at end of the year, represented by bank balances and cash	年終之現金及等同現金 (由銀行結餘及現金表示)	<b>28,443</b>	54,686

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1. GENERAL INFORMATION

Affluent Partners Holdings Limited (the “**Company**”, collectively with its subsidiaries, the “**Group**”) was incorporated in the Cayman Islands on 13 May 2014 as an exempted company with limited liability under the Companies Law, Cap 22 (Laws 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business has been changed from Unit 2108, 21/F, Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong to 12/F, Henan Building, Nos.90 & 92 Jaffe Road and Nos.15-19 Luard Road, Hong Kong with effect from 4 April 2019.

The Company is an Investment holding company. The Group is principally engaged in (i) the purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products and (ii) the operation of strategic investment and financial services segment, with the objective to include investments in real estate agency business and real estate investment funds and other potential investment opportunities.

Upon the completion of acquisition of approximately 49.55% of issued share capital of the Company on 9 May 2018, the immediate holding company of the Company was changed to Pacific Wish Limited, a company incorporated in Hong Kong with limited liability, and the ultimate controlling parties of the Company were changed to Mr. Chan Vincent Wing Sing and Ms. Hui Ka Man Emily. Details of the transaction are set out in the circular of the Company dated 9 August 2018.

The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 17 October 2014.

### 1. 一般資料

錢唐控股有限公司（「**本公司**」，連同其附屬公司統稱「**本集團**」）於2014年5月13日根據開曼群島公司法第22章（1961年第3號法例（經綜合及修訂）在開曼群島註冊成立為獲豁免有限責任公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點已由香港灣仔告士打道39號夏慤大廈21樓2108室更改為香港謝斐道90及92號與盧押道15至19號豫港大廈12樓，自2019年4月4日起生效。

本公司為一間投資控股公司。本集團主要從事(i)珍珠及珠寶產品之採購、加工、設計、生產及批發分銷，以及(ii)策略投資及財務服務分部之營運，其目標包括投資於房地產代理業務及房地產投資基金，以及其他潛在投資機會。

於2018年5月9日完成收購本公司已發行股本約49.55%後，本公司之直接控股公司變更為百事威有限公司（一間於香港註冊成立之有限公司），而本公司之最終控制方變更為陳永勝先生及許嘉敏女士。有關交易之詳情載於本公司日期為2018年8月9日之通函。

本公司於2014年10月17日在香港聯合交易所有限公司（「**聯交所**」）主板上市。



## 2. BASIS OF PREPARATION AND PRESENTATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange (“**Listing Rules**”).

The consolidated financial statements have been prepared on historical cost basis except for certain financial instruments which are measured at fair values at the end of reporting period.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise stated.

It should be noted that accounting estimates and assumptions have been used in preparation of the consolidated financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are set out in Note 5 Critical accounting estimates and judgements.

## 2. 編製及呈列基準

綜合財務報表已按照香港財務報告準則（「**香港財務報告準則**」）（該統稱包括香港會計師公會（「**香港會計師公會**」）所頒佈之適用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）編製。綜合財務報表亦符合香港公司條例及聯交所證券上市規則（「**上市規則**」）之適用披露規定。

於報告期末，除按公平值計量之若干金融工具外，綜合財務報表按歷史成本基準編製。

綜合財務報表乃以港元（「**港元**」）呈列，其亦為本公司之功能貨幣。除另有指明者外，所有數值均調整至最接近千位數。

務請注意在編製綜合財務報表時已作出會計估計及假設。儘管該等估計乃根據管理層對目前事件及行動之最佳認識及判斷而作出，惟實際結果最終可能與該等估計存在差異。涉及較高程度或較為複雜判斷之方面，或假設及估計對綜合財務報表而言屬重大之方面載於附註5重要會計估計及判斷。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs

#### New and revised HKFRSs that are mandatorily effective for the current year

In the current year, the Group has adopted, for the first time, the following new and revised HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's consolidated financial statements for the accounting period beginning on 1 April 2018.

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK (IFRIC) – Interpretation 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfer of Investment Property

Except as described below, the adoption of the new and revised HKFRSs in the current year has had no material impact on the Group's consolidated financial performance and positions for the current and prior years and/or the disclosure set out in the consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則

#### 於本年度強制生效之新訂及經修訂香港財務報告準則

於本年度，本集團已首次採納以下香港會計師公會頒佈之新訂及經修訂香港財務報告準則（與本集團自2018年4月1日起開始之會計期間之綜合財務報表有關及對其生效）。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約之收入及相關修訂
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及墊付代價
香港財務報告準則第2號（修訂本）	以股份為基礎之付款交易之分類及計量
香港財務報告準則第4號（修訂本）	採納香港財務報告準則第4號保險合約時一併採納香港財務報告準則第9號金融工具
香港會計準則第28號（修訂本）	作為香港財務報告準則2014年至2016年週期之年度改進之一部分
香港會計準則第40號（修訂本）	轉讓投資物業

除下文所述者外，於本年度採納新訂及經修訂香港財務報告準則並未對本集團於本年度及過往年度之綜合財務表現及狀況及／或於綜合財務報表所載之披露產生任何重大影響。

**3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)****New and revised HKFRSs that are mandatorily effective for the current year (Continued)****3.1 HKFRS 15 “Revenue from Contracts with Customers”**

The Group has adopted HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

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

The Group recognised revenue mainly from the following major sources which arise from contracts with customers.

*Purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products*

HKFRS 15 was generally adopted without restating any comparative information, and there is no impact of transition to HKFRS 15 on the accumulated losses at 1 April 2018.

Information about the Group’s performance obligations and the accounting policies resulting from adoption of HKFRS 15 are disclosed in Note 4.

**3. 採納新訂及經修訂香港財務報告準則 (續)****於本年度強制生效之新訂及經修訂香港財務報告準則 (續)****3.1 香港財務報告準則第15號「客戶合約之收入」**

本集團於本年度首次採納香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯採納香港財務報告準則第15號，而初次採納該準則的累積影響已於2018年4月1日初次採納當日確認。於初次採納日期的任何差異已於年初累計虧損（或其他權益部分（如適用））確認，且並無重列比較資料。再者，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅就於2018年4月1日尚未完成的合約追溯採納該準則。由於比較資料乃根據香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋編製，因此，若干比較資料可能無法用作比較。

本集團確認主要來自以下主要來源之客戶合約產生之收入。

*珍珠及珠寶產品之採購、加工、設計、生產及批發分銷*

採納香港財務報告準則第15號一般並不重列任何比較資料，且過渡至香港財務報告準則第15號對於2018年4月1日之累計虧損並無影響。

有關本集團之履約責任之資料及採納香港財務報告準則第15號導致之會計政策於附註4披露。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.2 HKFRS 9 “Financial Instruments”

In the current year, the Group has adopted HKFRS 9 “Financial Instruments” and the related consequential amendments to other HKFRSs, HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses (“ECLs”) for financial assets and 3) general hedge accounting.

The Group has adopted HKFRS 9 in accordance with the transition provisions set out in HKFRS 9 i.e. adopted the classification and measurement requirements (including requirements relating to impairment under expected credit loss model (“ECL model”)) retrospectively to the financial instruments that have not been derecognised as at 1 April 2018 (date of initial adoption) and has not adopted the requirements to the financial instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 1 April 2018 are recognised in the opening accumulated losses and other components of equity without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

Accounting policies resulting from adoption of HKFRS 9 are disclosed in Note 4.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

##### 3.2 香港財務報告準則第9號「金融工具」

本年度，本集團已採納香港財務報告準則第9號「金融工具」及對其他香港財務報告準則作出的有關相應修訂，香港財務報告準則第9號引進有關1)金融資產及金融負債的分類及計量；2)金融資產的預期信貸虧損（「預期信貸虧損」）；及3)一般對沖會計的新規定。

本集團已按香港財務報告準則第9號所載的過渡條文採納香港財務報告準則第9號，即對於2018年4月1日（初次採納日期）並無終止確認的金融工具追溯採納分類及計量規定（包括有關根據預期信貸虧損模式（「預期信貸虧損模式」）減值之規定），且並無對已於2018年4月1日終止確認的金融工具採納有關規定。於2018年4月1日的賬面金額之間的差額於年初累計虧損及權益的其他部分確認，而並無重列比較資料。

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

採納香港財務報告準則第9號導致之會計政策於附註4披露。

**3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)****New and revised HKFRSs that are mandatorily effective for the current year (Continued)****3.2 HKFRS 9 “Financial Instruments” (Continued)***Summary of effect arising from initial adoption of HKFRS 9*

Below illustrates the classification and measurement (including impairment) of financial assets subject to ECL under HKFRS 9 and HKAS 39 at the date of initial adoption, 1 April 2018.

*Classification and measurement of financial assets*

HKFRS 9 eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. 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”). 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.

**3. 採納新訂及經修訂香港財務報告準則(續)****於本年度強制生效之新訂及經修訂香港財務報告準則(續)****3.2 香港財務報告準則第9號「金融工具」(續)***初次採納香港財務報告準則第9號之影響概述*

以下說明根據香港財務報告準則第9號及香港會計準則第39號於初次採納日期(2018年4月1日)在預期信貸虧損限下的金融資產的分類及計量(包括減值)。

*金融資產分類及計量*

香港財務報告準則第9號刪除先前香港會計準則第39號之金融資產類別持有至到期金融資產、貸款及應收賬款及可供出售金融資產。香港財務報告準則第9號將金融資產分類為三個主要分類類別：按攤銷成本計量、按公平值計入其他全面收益(「按公平值計入其他全面收益」)及按公平值計入損益表(「按公平值計入損益表」)。根據香港財務報告準則第9號之金融資產分類乃基於管理金融資產之業務模式及其合約現金流量特徵。



Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.2 HKFRS 9 “Financial Instruments” (Continued)

*Summary of effect arising from initial adoption of HKFRS 9 (Continued)*

##### *Financial assets at amortised cost*

All recognised financial assets of the Group are measured at amortised cost on the basis of the Group’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding.

##### *Financial assets at FVOCI*

Financial assets that meet the following conditions are subsequently measured at FVOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

##### 3.2 香港財務報告準則第9號「金融工具」(續)

*初次採納香港財務報告準則第9號之影響概述(續)*

##### *按攤銷成本計量之金融資產*

本集團所有已確認之金融資產均按本集團業務模式以攤銷成本計量，以管理金融資產及金融資產之合約現金流量特徵。

符合以下條件之金融資產其後會按攤銷成本計量：

- 金融資產於目標為收取合約現金流量的業務模式中持有；及
- 合約條款於特定日期產生僅為支付本金及未償還本金利息（「**僅為支付本金及利息**」）的現金流量。

##### *按公平值計入其他全面收益之金融資產*

符合以下條件之金融資產其後按公平值計入其他全面收益：

- 以收取合約現金流量及出售為目的之業務模式中持有之金融資產；及
- 合約條款於特定日期產生僅為支付本金及尚未償還本金利息的現金流量。

**3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)****New and revised HKFRSs that are mandatorily effective for the current year (Continued)****3.2 HKFRS 9 “Financial Instruments” (Continued)***Summary of effect arising from initial adoption of HKFRS 9 (Continued)**Financial assets at FVOCI (Continued)*

All other financial assets are subsequently measured at FVPL, except that at the date of initial adoption/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combination adopted.

*Financial assets at FVPL*

Financial assets are classified as at FVPL when the financial asset is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which HKFRS 3 applies, (ii) held for trading, or (iii) it is designated as at FVPL.

**3. 採納新訂及經修訂香港財務報告準則(續)****於本年度強制生效之新訂及經修訂香港財務報告準則(續)****3.2 香港財務報告準則第9號「金融工具」(續)***初次採納香港財務報告準則第9號之影響概述(續)**按公平值計入其他全面收益之金融資產(續)*

所有其他金融資產其後按公平值計入損益表計量，惟倘股本投資並非持作買賣或亦非於香港財務報告準則第3號業務合併適用之業務合併中收購方所確認之或然代價，則本集團可於金融資產首次採納／首次確認日期不可撤回地選擇於其他全面收益內呈列該股本投資公平值之其後變動。

*按公平值計入損益表之金融資產*

當金融資產為(i)可能由收購方支付作為香港財務報告準則第3號適用之業務合併一部分之或然代價；(ii)持作買賣；或(iii)指定為按公平值計入損益表，則金融資產會分類為按公平值計入損益表。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.2 HKFRS 9 “Financial Instruments” (Continued)

*Summary of effect arising from initial adoption of HKFRS 9 (Continued)*

The following table shows the original measurement categories for each class of the Group's financial assets as of 1 April 2018 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

Financial assets	Notes	Old classification under HKAS 39 根據香港會計準則第39號之舊分類	New classification under HKFRS 9 根據香港財務報告準則第9號之新分類	Carrying amount under HKAS 39 根據香港會計準則第39號之賬面值 HK\$'000 千港元	Remeasurement 重新計量 HK\$'000 千港元	Carrying amount under HKFRS 9 根據香港財務報告準則第9號之賬面值 HK\$'000 千港元
金融資產	附註					
Convertible loan notes, receivable component	可換股貸款票據，應收賬款部分	a	Loans and receivables 貸款及應收賬款	27,467	(1,280)	26,187
Convertible loan notes, derivative component	可換股貸款票據，衍生工具部分	a	Derivatives 衍生工具	877	–	877
Trade and other receivables and deposits	應收貸款及其他應收賬款及按金	b	Loans and receivables 貸款及應收賬款	67,781	(2,638)	65,143
Cash and cash equivalents	現金及等同現金		Loans and receivables 貸款及應收賬款	54,686	–	54,686

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

##### 3.2 香港財務報告準則第9號「金融工具」(續)

*初次採納香港財務報告準則第9號之影響概述(續)*

下表顯示本集團截至2018年4月1日之各金融資產類別之原有計量分類，以及該等金融資產按照香港會計準則第39號釐定之賬面值與按照香港財務報告準則第9號釐定者之對賬。

**3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)****New and revised HKFRSs that are mandatorily effective for the current year (Continued)****3.2 HKFRS 9 “Financial Instruments” (Continued)***Summary of effect arising from initial adoption of HKFRS 9 (Continued)*

Notes:

- (a) Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument would be analysed for classification in its entirety and the underlying conversion option would cause the conversion loan notes to fail the SPPI criterion. Therefore, the convertible loan notes in its entirety would be classified as financial assets at FVPL at the date of initial adoption (i.e. 1 April 2018). The fair value loss of approximately HK\$1,280,000 was adjusted to the accumulated losses as at 1 April 2018.
- (b) The amount represents additional impairment losses based on the ECL model under HKFRS 9.

**3. 採納新訂及經修訂香港財務報告準則(續)****於本年度強制生效之新訂及經修訂香港財務報告準則(續)****3.2 香港財務報告準則第9號「金融工具」(續)***初次採納香港財務報告準則第9號之影響概述(續)*

附註：

- (a) 根據香港財務報告準則第9號，倘主體屬標準範圍內之金融資產合約中嵌入之衍生工具並非與主體分開。相反，混合工具將整體進行分類分析，且相關轉換權將導致可換股貸款票據未能符合僅為支付本金及利息標準。因此，可換股貸款票據將於初次採納日期（即2018年4月1日）整體分類為按公平值計入損益表之金融資產。公平值虧損約1,280,000港元已於2018年4月1日於累計虧損調整。
- (b) 該金額代表根據香港財務報告準則第9號之預期信貸虧損模式項下之額外減值虧損。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.2 HKFRS 9 “Financial Instruments” (Continued)

*Summary of effect arising from initial adoption of HKFRS 9 (Continued)*

HKFRS 9 basically retains the existing requirements in HKAS 39 for the classification and measurements of financial liabilities. The accounting for the Group's financial liabilities remains largely the same as it was under HKAS 39. There were no financial liabilities which the Group had previously measured at amortised cost under HKAS 39 that were subject to reclassification upon the adoption of HKFRS 9.

The Group was required to revise its impairment methodology under HKFRS 9 for its financial assets. The impact of the change in impairment methodology is as follows:

##### *Impairment under ECL model*

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

In the current year, the Group has adopted HKFRS 9 simplified approach to measure ECL using lifetime ECL for trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

##### 3.2 香港財務報告準則第9號「金融工具」(續)

*初次採納香港財務報告準則第9號之影響概述(續)*

香港財務報告準則第9號基本上保留香港會計準則第39號有關金融負債分類及計量之現有規定。本集團金融負債之會計處理與其根據香港會計準則第39號者維持大致相同。本集團並無先前根據香港會計準則第39號按攤銷成本計量，而於採納香港財務報告準則第9號後須予重新分類之金融負債。

本集團須根據香港財務報告準則第9號修改其金融資產之減值方法。減值方法變動之影響如下：

##### *預期信貸虧損模式項下之減值*

就金融資產之減值而言，與香港會計準則第39號項下之已產生信貸虧損模式相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初次確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

於本年度，本集團已採納香港財務報告準則第9號之簡化方法，使用全期預期信貸虧損計量應收貨款之預期信貸虧損。為計量預期信貸虧損，應收貨款已根據共同信貸風險特徵分類。



**3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)****New and revised HKFRSs that are mandatorily effective for the current year (Continued)****3.2 HKFRS 9 “Financial Instruments” (Continued)***Impairment under ECL model (Continued)*

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

As at 1 April 2018, the additional credit loss allowance of approximately HK\$2,638,000 has been recognised against opening accumulated losses.

The following table is a reconciliation that shows how the closing loss allowance as at 31 March 2018 determined in accordance with HKAS 39 can be reconciled to the opening loss allowance as at 1 April 2018 determined in accordance with HKFRS 9:

		HK\$'000 千港元
Loss allowance recognised as at 31 March 2018 under HKAS 39	根據香港會計準則第39號於2018年3月31日確認之虧損撥備	18,135
Upon adoption of the ECL model under HKFRS 9	採納香港財務報告準則第9號項下之預期信貸虧損模式後	
– trade receivables	– 應收貨款	
– Additional loss allowance	– 額外虧損撥備	2,638
– Written off	– 撇銷	(920)
Loss allowance recognised as at 1 April 2018 (unaudited) under HKFRS 9	根據香港財務報告準則第9號於2018年4月1日確認之虧損撥備(未經審核)	19,853

**3. 採納新訂及經修訂香港財務報告準則(續)****於本年度強制生效之新訂及經修訂香港財務報告準則(續)****3.2 香港財務報告準則第9號「金融工具」(續)***預期信貸虧損模式項下之減值(續)*

按攤銷成本計量之其他金融資產之虧損撥備主要包括按金及其他應收賬款以及銀行結餘，並按12個月預期信貸虧損(「12個月預期信貸虧損」)基準計量，且自初次確認以來，信貸風險並無重大增加。

於2018年4月1日，已對年初累計虧損確認額外信貸虧損撥備約2,638,000港元。

下表所載為根據香港會計準則第39號釐定之於2018年3月31日之年末虧損撥備可調整為根據香港財務報告準則第9號釐定之於2018年4月1日之年初虧損撥備之對賬：

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.3 Impacts on opening consolidated statement of financial position arising from the adoption of all new standards

As a result of the adoption of all new standards stated above, the opening consolidated statement of financial position had to be restated. The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included.

		31 March 2018 2018年3月31日 HK\$'000 千港元 (Audited) (經審核)	HKFRS 9 香港財務報告 準則第9號 HK\$'000 千港元	1 April 2018 2018年4月1日 HK\$'000 千港元 (Restated) (經重列)
Convertible loan notes	可換股貸款票據	28,344	(1,280)	27,064
Trade and other receivables, deposits and prepayments	應收貨款及其他應收賬款、 按金及預付款項	67,781	(2,638)	65,143
Accumulated losses	累計虧損	(176,305)	(3,918)	(180,223)

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

##### 3.3 採納所有新訂準則對年初綜合財務狀況表產生之影響

採納所有上述新訂準則導致年初綜合財務狀況表須予重列。下表顯示就各個別項目確認之調整。並無載入不受變動影響之項目。

**3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)****New and revised HKFRSs in issue but not yet effective**

At the date of this report, the Group has not early adopted any of the following new and revised HKFRSs, that have been issued but are not yet effective, in these consolidated financial statements:

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

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

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined

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

<sup>4</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2020

\* On 6 January 2016, the HKICPA issued Effective Date of Amendments to HKFRS 10 and HKAS 28, following the International Accounting Standards Boards equivalent amendments. This update defers/removes the effective date of the amendments in Sale or Contribution of Assets between an Investor and its Associate or Joint Venture that the HKICPA issued on 7 October 2014. Early adoption of these amendments continues to be permitted.

**3. 採納新訂及經修訂香港財務報告準則(續)****已頒佈但尚未生效之新訂及經修訂香港財務報告準則**

於本報告日期，本集團並無於該等綜合財務報表內提早採納任何以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 <sup>1</sup>
香港財務報告準則第3號(修訂本)	業務之定義 <sup>4</sup>
香港財務報告準則第9號(修訂本)	具有負補償的提前還款特性 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)*	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>2</sup>
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義 <sup>5</sup>
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則第28號(修訂本)	於聯營公司及合營公司之長期權益 <sup>1</sup>
香港財務報告準則(修訂本)	香港財務報告準則2015年至2017年週期之年度改進 <sup>1</sup>

<sup>1</sup> 於2019年1月1日或以後開始之年度期間生效

<sup>2</sup> 於將予釐定之日期或以後開始之年度期間生效

<sup>3</sup> 於2021年1月1日或以後開始之年度期間生效

<sup>4</sup> 對收購日期為於2020年1月1日或以後開始之首個年度期間開始時或之後之業務合併及資產收購生效

<sup>5</sup> 於2020年1月1日或以後開始之年度期間生效

\* 於2016年1月6日，於國際會計準則理事會之相應修訂後，香港會計師公會頒佈香港財務報告準則第10號及香港會計準則第28號之修訂生效日期。該更新版本推遲／取消香港會計師公會於2014年10月7日頒佈之投資者與其聯營公司或合營企業之間的資產出售或注資之修訂生效日期。該等修訂繼續獲准提早採納。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註（續）

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs in issue but not yet effective (Continued)

The Group has already commenced an assessment of the related impact of adopting the above new and revised HKFRSs. So far, it has concluded that the above new and revised HKFRSs will be adopted at the respective effective dates and the adoption of them is unlikely to have a significant impact on these consolidated financial statements of the Group except for the following:

##### HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

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

### 3. 採納新訂及經修訂香港財務報告準則（續）

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

本集團已就採納上述新訂及經修訂香港財務報告準則的相關影響開展評估。直至目前為止，其認為上述新訂及經修訂香港財務報告準則將於各自生效日期獲採納，且採納該等準則應不會對本集團之綜合財務報表產生重大影響，惟以下各項除外：

##### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號為租賃安排之識別以及其於出租人及承租人之會計處理方式提供一個綜合模型。香港財務報告準則第16號將於生效後取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制而區分租賃及服務合約。此外，香港財務報告準則第16號規定銷售及租回交易將根據香港財務報告準則第15號之規定釐定有關資產轉讓是否應作為銷售入賬。香港財務報告準則第16號亦包括有關分租及租賃修訂之規定。

經營租賃及融資租賃之區分自承租人會計處理中移除，並以承租人須就所有租賃確認使用權資產及相應負債之模式取代，惟短期租賃及低價值資產租賃除外。

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs in issue but not yet effective (Continued)

##### HKFRS 16 “Leases” (Continued)

The right-of-use asset is initially measured at costs and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents operating lease payments are presented as operating cash flows. Upon adoption of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

In contrast to the lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號「租賃」(續)

使用權資產初步按成本計量，其後按成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債之任何重新計量而作出調整。租賃負債初步按該日尚未支付之租賃款項現值計量。其後，租賃負債就（其中包括）利息及租賃款項以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將經營租賃款項呈列為經營現金流量。於採納香港財務報告準則第16號後，有關租賃負債之租賃款項將分配至本金及利息部分，並將呈列為融資現金流量。

相較承租人會計處理而言，香港財務報告準則第16號大致上沿用香港會計準則第17號有關出租人之會計規定。因此，出租人繼續將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求作出廣泛披露。



Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 3. ADOPTION OF NEW AND REVISED HKFRSs (CONTINUED)

#### New and revised HKFRSs in issue but not yet effective (Continued)

##### HKFRS 16 “Leases” (Continued)

As at 31 March 2019, the Group has non-cancellable operating lease commitments of approximately HK\$12,319,000 (2018: HK\$25,829,000) as disclosed in Note 30(a). A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases. The new requirement to recognise a right-to-use asset and a related lease liability is expected to have an impact on the amounts recognised in the Group's consolidated financial statements. In addition, the adoption of the new requirements may result in changes in measurement, presentation and disclosure as indicated above.

In addition, the Group currently considers refundable rental deposits paid of approximately HK\$4,326,000 (2018: HK\$5,702,000) and refundable rental deposits received of approximately HK\$423,000 (2018: HK\$423,000) as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits would be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

The directors of the Company expected that, such changes would increase the consolidated assets and consolidated liabilities of the Group, but would not result in a significant impact to the consolidated financial performance in the Group's consolidated financial statements. Furthermore, the Group intends to elect the modified retrospective approach for the adoption of HKFRS 16 as lessee and will recognise the cumulative effect of initial adoption to opening accumulated losses, right-of-use assets and lease liabilities without restating comparative information.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號「租賃」(續)

於2019年3月31日，誠如附註30(a)所披露，本集團之不可撤銷經營租賃承擔約為12,319,000港元(2018年：25,829,000港元)。初步評估顯示該等安排將符合香港財務報告準則第16號項下租賃之定義，因此，除非該等租賃符合低價值或短期租賃之資格，本集團將就所有該等租賃確認使用權資產及相應負債。預期確認使用權資產及相關租賃負債之新規定將對於本集團綜合財務報表確認之金額產生影響。此外，採納新規定可能導致上述之計量、呈列及披露變動。

此外，本集團現時認為，已付可退還租金按金約4,326,000港元(2018年：5,702,000港元)及已收取可退還租金按金約423,000港元(2018年：423,000港元)為香港會計準則第17號適用之租賃項下之權利及義務。根據香港財務報告準則第16號項下租賃付款之定義，該等按金並非與相關資產之使用權有關之付款，因此，該等按金之賬面值將予調整至攤銷成本。對已付可退還租金按金之調整將被視為額外租賃付款及計入使用權資產之賬面值。對已收取可退還租金按金之調整將被視為預付租賃付款。

本公司董事預期有關變動將增加本集團之綜合資產及綜合負債，惟將不會對本集團之綜合財務報表之綜合財務表現產生重大影響。此外，本集團(作為承租人)擬選擇經修訂追溯法採納香港財務報告準則第16號，並將確認初次採納對年初累計虧損、使用權資產及租賃負債之累計影響，而並無重列比較資料。

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

### (a) Subsidiaries

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

#### (i) Consolidation

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

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

Acquisition-related costs are expensed as incurred.

## 4. 重大會計政策概要

編製此等綜合財務報表所採納之主要會計政策載列如下。除另有指明者外，此等政策已於所有呈報年度一致採納。

### (a) 附屬公司

附屬公司為本集團對其擁有控制權之實體（包括結構實體）。當本集團就參與實體所產生浮動回報而承受風險或享有權利，且有能力透過對其行使權力而影響有關回報時，則本集團已控制該實體。附屬公司自控制權轉移至本集團當日起綜合入賬，及自控制權終止當日起停止綜合入賬。

#### (i) 綜合

本集團進行業務合併時採用收購會計法入賬。收購附屬公司之轉讓代價為轉讓資產、被收購方原擁有人產生之負債及本集團所發行股本權益之公平值。轉讓代價包括因或然代價安排而產生之任何資產或負債之公平值。於業務合併中所收購之可識別資產及所承擔之負債及或然負債初步按收購日期之公平值計量。

本集團按個別收購基準確認被收購方之任何非控股權益。被收購方之非控股權益為現時之擁有權權益，並賦予其持有人一旦清盤時按比例分佔實體之資產淨值，可按公平值或按現時擁有權權益應佔被收購方可識別資產淨值之確認金額比例而計量。非控股權益之所有其他組成部分乃按收購日期之公平值計量，除非香港財務報告準則規定必須以其他計量基準計算。

收購相關成本於產生時支銷。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(a) Subsidiaries (Continued)**

###### **(i) Consolidation (Continued)**

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

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

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### **4. 重大會計政策概要(續)**

##### **(a) 附屬公司(續)**

###### **(i) 綜合(續)**

倘業務合併分階段進行，則收購方先前所持有被收購方股權於收購日期之賬面值按當日之公平值重新計量，有關重新計量所產生之收益或虧損於綜合損益表中確認。

轉讓代價、被收購方任何非控股權益數額及收購中任何先前股本權益於收購日期之公平值超出已收購可識別資產淨值之公平值之數額列賬為商譽。倘轉讓代價、已確認非控股權益及先前所持有權益總額低於收購附屬公司資產淨值之公平值，則該差額直接於綜合收益表中確認。

集團內公司間交易、結餘及收支予以對銷。於資產確認之來自集團內公司間之利潤和損失亦予以對銷。附屬公司之會計政策已按需要作出改變，以確保與本集團採納之政策貫徹一致。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(a) Subsidiaries (Continued)****(ii) Separate financial statements**

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

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

**(iii) Disposal of subsidiaries**

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

**4. 重大會計政策概要(續)****(a) 附屬公司(續)****(ii) 獨立財務報表**

於附屬公司之投資按成本扣除減值列賬。成本包括投資之直接歸屬成本。附屬公司之業績由本公司按已收及應收股息入賬。

倘所收股息超過宣派股息期內附屬公司之全面收益總額，或倘獨立財務報表之投資賬面值超過綜合財務報表中投資資產淨值（包括商譽）之賬面值，則必須就於附屬公司之投資作減值測試。

**(iii) 出售附屬公司**

本集團失去控制權時，於實體之任何保留權益按失去控制權當日之公平值重新計量，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或金融資產之保留權益，公平值為初步賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額重新分類至損益。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(b) Associates**

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investors share of the profit or loss of the investee after the date of acquisition. The Group's investments in associated entities includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associates identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

#### **4. 重大會計政策概要(續)**

##### **(b) 聯營公司**

聯營公司是指本集團對其有重大影響力但並無控制權之實體，一般為擁有20%至50%之表決權之股權。於聯營公司之投資按權益會計法入賬。根據權益法，該投資初步以成本確認，賬面值之增加或減少以確認投資者於收購日期後分佔被投資公司之損益。本集團於聯營實體之投資包括收購時已識別之商譽。於收購聯營公司之擁有權權益後，該聯營公司之成本及本集團分佔該聯營公司之可識別資產及負債之公平淨值間之任何差額將以商譽入賬。

倘於聯營公司之擁有權權益減少但重大影響力獲保留，則僅按比例將先前於其他全面收益內確認之金額部分重新分類至損益（如適用）。

本集團應佔收購後之溢利或虧損於綜合收益表內確認，而應佔收購後其他全面收益之變動則於其他全面收益內確認，並對投資之賬面值作出相應調整。如本集團應佔一間聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收賬款，本集團則不會確認進一步虧損，除非本集團對聯營公司已產生法律或推定責任或已代表聯營公司作出付款。



#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (b) Associates (Continued)

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of profit of investments accounted for using equity method in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investors interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gains or losses on dilution of equity interest in associates of interests are recognised in the consolidated income statement.

#### 4. 重大會計政策概要(續)

##### (b) 聯營公司(續)

本集團於各報告日期釐定是否有任何聯營公司投資減值之客觀憑證。倘有該等客觀憑證，本集團計算減值數額為聯營公司可收回款項及其賬面值之差額，並於綜合收益表中確認為使用權益法入賬之應佔投資溢利旁之款項。

本集團與其聯營公司之間之上游和下游交易產生之溢利及虧損在本集團財務報表中確認，但僅限於無關連投資者在聯營公司中之權益。除非交易提供證據證明所轉讓之資產出現減值，否則會就未實現虧損作出對銷。聯營公司之會計政策已按需要作出改變，以確保與本集團採納之政策一致。

攤薄於聯營公司中股本權益所產生之收益或虧損於綜合收益表內確認。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(c) Foreign currency translation**

###### **(i) Functional and presentation currency**

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

###### **(ii) Transactions and balances**

Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions.

At the end of the year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item.

#### **4. 重大會計政策概要(續)**

##### **(c) 外幣匯兌**

###### **(i) 功能及呈報貨幣**

本集團各實體包含於本綜合財務報表中之項目，均使用其所處之主要經濟環境之貨幣(功能貨幣)計量。本綜合財務報表以港元，即本公司之功能貨幣及本集團之呈報貨幣呈列。

###### **(ii) 交易及結餘**

由本集團實體入賬之外幣交易初步使用其各自之功能貨幣於交易日期之現行匯率入賬。

於年末，外幣計值之貨幣項目乃按於該日之現行匯率重新換算。結算貨幣項目及重新換算貨幣項目產生之匯兌差額於其產生期間於損益確認。

以外幣按歷史成本計算的非貨幣項目並未重新換算。以外幣按公平值計量之非貨幣項目使用計量公平值該日之匯率換算。換算按公平值計量之非貨幣項目產生之收益或虧損與確認該項目之公平值變動收益或虧損一致之方式處理。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(c) Foreign currency translation (Continued)****(iii) Group companies**

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

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting exchange differences are recognised in other comprehensive income.

**(d) Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

**4. 重大會計政策概要(續)****(c) 外幣匯兌(續)****(iii) 集團公司**

其功能貨幣與呈報貨幣不同的所有本集團內實體(當中沒有惡性通貨膨脹經濟之貨幣)之業績和財務狀況按以下方法換算為呈報貨幣:

- (a) 每份列報之資產負債表內之資產和負債按該結算日之收市匯率換算;
- (b) 每份收益表內之收支按平均匯率換算(除非此平均匯率並不代表交易日期匯率之累計影響之合理約數;在此情況下,收支項目按交易日期之匯率換算);及
- (c) 所有由此產生之匯兌差額,於其他全面收益中確認。

**(d) 物業、廠房及設備**

物業、廠房及設備及樓宇乃按成本減累計折舊及累計減值虧損列賬。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (d) Property, plant and equipment (Continued)

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the year in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses over their estimated useful lives from the date on which they are available for use and after taking into account of their estimated residual values, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	2%
Leasehold improvements	25% to 33%
Plant and machinery	20% to 25%
Furniture, fixtures and equipment	25%
Motor vehicles	20% to 25%

An assets carrying amount is written down immediately to its recoverable amount if the assets carrying amount is greater than its estimated recoverable amount. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within Other gain net in the consolidated income statement.

#### 4. 重大會計政策概要(續)

##### (d) 物業、廠房及設備(續)

物業、廠房及設備項目之成本包括其購買價及任何使有關資產達致其擬定用途狀況及地點之直接應佔成本。只有在該項目相關之未來經濟利益有可能流向本集團，且該項目成本能可靠地計量，後期成本方會計入資產賬面值或確認為一項獨立資產。所取化部分之賬面值則會取消確認。所有其他維修及保養均於產生年度於綜合收益表扣除。

折舊乃以其成本減累計減值虧損，計及其估計剩餘價值後，按其由可供使用日期起計之估計可使用年期以直線法撇銷，每年折舊率如下：

租賃土地及樓宇	2%
租賃樓宇裝修	25%至33%
廠房及機器	20%至25%
傢俬、裝置及設備	25%
汽車	20%至25%

倘資產賬面值高於其估計可收回金額，則資產賬面值即時撇減至其可收回金額。資產之剩餘價值及可使用年期均於各報告期末作審閱及調整(倘適用)。

出售之盈虧乃於比較所得款項與賬面值後釐定，並在綜合收益表內其他溢利淨額中確認。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(e) Impairment of non-financial assets**

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

**(f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3)**

Financial assets are recognised in the Group's consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the financial assets.

Financial assets are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

**4. 重大會計政策概要(續)****(e) 非金融資產之減值**

如有任何事件或情況變更顯示須予攤銷或折舊資產之賬面值可能無法收回，則審閱該資產有否減值。減值虧損按資產之賬面值超出其可收回金額之金額確認。可收回金額是指資產之公平值減去銷售成本和使用價值（以較高者為準）。就評估減值而言，資產將以可識別現金流量（現金產生單位）之最小資產組別分類。出現減值之非金融資產（商譽除外）須在各報告日審閱減值回撥之可能性。

**(f) 金融資產（於根據附註3之過渡安排採納香港財務報告準則第9號後）**

當集團實體成為金融資產合約條文之訂約方時，於本集團之綜合財務狀況表確認金融資產。

金融資產初步按公平值計量，惟客戶合約產生之應收貨款自2018年1月1日起初步根據香港財務報告準則第15號計量除外。收購金融資產（按公平值計入損益表之金融資產除外）直接應佔之交易成本，於初步確認時計入金融資產之公平值（如適用）。收購按公平值計入損益表之金融資產直接應佔之交易成本即時於損益內確認。

所有金融資產之常規買賣按交易日期基準確認及終止確認。常規買賣指需要按市場規例或慣例所定時限內交付資產之金融資產買賣。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)

###### Financial assets at amortised cost

All recognised financial assets of the Group are measured at amortised cost on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

###### Financial assets at FVOCI

Financial assets that meet the following conditions are subsequently measured at FVOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### 4. 重大會計政策概要(續)

##### (f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)

###### 按攤銷成本計量之金融資產

本集團所有已確認金融資產均根據本集團管理金融資產之業務模式及金融資產之合約現金流量特徵按攤銷成本計量。

符合下列條件的金融資產其後按攤銷成本計量：

- 持有金融資產的業務模式的目標為收取合約現金流量；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。

###### 按公平值計入其他全面收益之金融資產

符合下列條件的金融資產其後按公平值計入其他全面收益計量：

- 持有金融資產的業務模式的目標為透過收取合約現金流量及出售金融資產而達致；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。



**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)****Financial assets at FVOCI (Continued)**

All other financial assets are subsequently measured at FVPL, except that at the date of initial adoption/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combination adopted.

**Financial assets at FVPL**

Financial assets are classified as at FVPL when the financial asset is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which HKFRS 3 applies, (ii) held for trading, or (iii) it is designated as at FVPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that are the group;
- manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

**4. 重大會計政策概要(續)****(f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)****按公平值計入其他全面收益之金融資產(續)**

所有其他金融資產其後按公平值計入損益表計量，惟本集團可於初步採納／初步確認金融資產日期，不可撤回地選擇於其他全面收益呈列股本投資（倘該股本投資並非持作買賣或收購方並無於已採納香港財務報告準則第3號業務合併之業務合併中確認或然代價）之其後公平值變動。

**按公平值計入損益表之金融資產**

當金融資產為(i)收購方作為香港財務報告準則第3號適用之業務合併之一部分可能支付之或然代價、(ii)持作買賣、或(iii)其指定為按公平值計入損益表，則金融資產分類為按公平值計入損益表。

倘出現下列情況，金融資產被歸類為持作買賣：

- 收購金融資產之目的主要為於短期內出售；
- 於初步確認時，其構成本集團組合之已識別金融工具之組合之一部份；
- 合併管理及具有最近實際短期獲利模式；或
- 為未被指定及可有效作為對沖工具之衍生工具。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)

###### Financial assets at FVPL (Continued)

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVOCI as measured at FVPL if doing so eliminates or significantly reduces an accounting mismatch.

Financial assets at FVPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. Fair value is determined in the manner described in Notes 18 and 24.

###### Debt instruments at amortised cost

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

###### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### 4. 重大會計政策概要(續)

##### (f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)

###### 按公平值計入損益表之金融資產(續)

此外,本集團可不可撤回地指定金融資產須按以攤銷成本或按公平值計入其他全面收益計量或按公平值計入損益表計量,前提為此舉可消除或大幅減少會計錯配。

按公平值計入損益表之金融資產按公平值計量,而重新計量產生之任何收益或虧損將在損益內確認。公平值按附註18及24所述之方式釐定。

###### 按攤銷成本計量之債務工具

其後按攤銷成本計量之金融資產之利息收入使用實際利息法確認。利息收入乃對金融資產賬面總值採納實際利率而計算。

###### 實際利息法

實際利息法乃計算金融資產攤銷成本以及於相關期間分配利息收入的方法。實際利率乃在金融資產的預計年期或(如適用)較短期間內,將估計未來現金收入(包括構成實際利率組成部分的所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的利率。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)****Impairment of financial assets**

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, deposits and other receivables, cash and cash equivalents).

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date.

Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for significant balances or collectively using a provision matrix with appropriate grouping based on shared credit risk characteristics by reference to past default experience and current past due exposure of the debtors.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

**4. 重大會計政策概要(續)****(f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)****金融資產減值**

本集團就須根據香港財務報告準則第9號減值之金融資產(包括應收貨款、按金及其他應收賬款、現金及等同現金)之預期信貸虧損確認虧損撥備。

全期預期信貸虧損指有關工具的預計年期內所有可能違約事件將產生的預期信貸虧損。相反, 12個月預期信貸虧損指報告日期後12個月內可能發生違約事件預期將產生的全期預期信貸虧損的部分。

本集團已根據其過往信貸虧損經驗作出評估, 並就債務人特定因素、整體經濟狀況以及對報告日期現況的評估及未來情況預測作出調整。預期信貸虧損於各報告日期予以更新, 以反映自初步確認以來之信貸風險變動。

本集團一直就應收貨款確認全期預期信貸虧損。結餘重大之該等資產的預期信貸虧損乃個別評估, 或參考過往違約經驗及債務人之現時逾期風險, 使用根據共同信貸風險特徵具有適當分組的撥備矩陣進行集體評估。

就所有其他工具而言, 本集團按相等於12個月預期信貸虧損計量虧損撥備, 除非當信貸風險自初步確認以來顯著增加, 則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初步確認以來發生違約的可能性或風險顯著增加而定。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)

###### Impairment of financial assets (Continued)

###### (i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

#### 4. 重大會計政策概要(續)

##### (f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)

###### 金融資產減值(續)

###### (i) 信貸風險顯著增加

於評估自初步確認以來信貸風險是否顯著增加時，本集團將金融工具於報告日期發生違約之風險與金融工具於初步確認日期發生違約之風險進行比較。在進行該評估時，本集團考慮合理及有根據的定量及定性資料，包括毋須過度成本或努力即可取得的歷史經驗及前瞻性資料。

具體而言，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(倘可取得)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格；

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)****Impairment of financial assets (Continued)***(i) Significant increase in credit risk (Continued)*

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

**4. 重大會計政策概要(續)****(f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)****金融資產減值(續)***(i) 信貸風險顯著增加(續)*

- 預期會導致債務人償還債務責任能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人償還債務責任能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

不論上述評估的結果為何，當合約付款逾期超過30日，本集團假定信貸風險自初步確認以來已顯著增加，除非本集團有合理及有根據的資料證明並非如此。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)

###### Impairment of financial assets (Continued)

###### (i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### 4. 重大會計政策概要(續)

##### (f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)

###### 金融資產減值(續)

###### (i) 信貸風險顯著增加(續)

儘管上文所述者，倘債務工具於報告日期被釐定為具有低信貸風險，則本集團假設該債務工具之信貸風險自初步確認以來並無顯著增加。債務工具於以下情況被釐定為具有低信貸風險：i)其違約風險屬低；ii)借款人具有強大能力於短期內履行其合約現金流量責任；及iii)經濟及業務狀況之不利變動在長期而言可能但不一定降低借款人履行其合約現金流量責任之能力。倘債務工具的內部或外部信貸評級根據全球理解定義為「投資級別」，則本集團認為該債務工具具有低信貸風險。

本集團定期監察用於確定信貸風險是否顯著增加的標準的有效性，並於適當時進行修訂，以確保該等標準能夠於款項逾期之前識別信貸風險顯著增加。



**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)****Impairment of financial assets (Continued)***(ii) Definition of default*

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

*(iii) Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

**4. 重大會計政策概要(續)****(f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)****金融資產減值(續)***(ii) 違約定義*

就內部信貸風險管理而言，當內部編製的資料或從外部來源獲得的資料表明債務人不可能向其債權人(包括本集團)悉數還款(並無計及本集團持有的任何抵押品)時，本集團視為發生違約事件。

不論上述情況，當金融資產逾期超過90日時，本集團認為已發生違約，除非本集團有合理及有根據的資料顯示更滯後違約標準更為適當則除外。

*(iii) 信貸減值金融資產*

當發生對金融資產估計未來現金流量有不利影響的一項或多項違約事件時，金融資產為信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人之嚴重財政困難；
- (b) 違反合約，如拖欠或逾期事件；

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)

###### Impairment of financial assets (Continued)

###### (iii) Credit-impaired financial assets (Continued)

- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

###### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

#### 4. 重大會計政策概要(續)

##### (f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)

###### 金融資產減值(續)

###### (iii) 信貸減值金融資產(續)

- (c) 借款人之貸款人因有關借款人財務困難的經濟或合約原因，已向借款人授出貸款人在其他情況下不會考慮的優惠；
- (c) 借款人有可能將破產或進行其他財務重組；或
- (d) 金融資產因財務困難而失去活躍市場。

###### (iv) 撇銷政策

當有資料顯示對手方有嚴重財務困難及實際上不可收回金融資產時，本集團會撇銷該金融資產，例如當對手方進行清盤或已進行破產程序時，或倘屬應收貨款之情況，則當款項逾期三年以上(以較早發生者為準)。根據本集團的收回程序並考慮法律建議(如適用)，撇銷的金融資產仍可予強制執行。撇銷構成一項終止確認事件。任何其後收回均於損益中確認。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)****Impairment of financial assets (Continued)***(v) Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors;
- Nature of collaterals for the receivables; and
- External credit ratings where available.

**4. 重大會計政策概要(續)****(f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)****金融資產減值(續)***(v) 預期信貸虧損的計量及確認*

預期信貸虧損的計量為違約概率、違約損失率(即存在違約時的損失程度)及違約風險之函數。違約概率及違約損失率乃基於歷史數據評估,並就前瞻性資料作出調整。預期信貸虧損的估計反映以發生相關違約風險的金額作為權重而釐定的無偏概率加權金額。

一般而言,預期信貸虧損為本集團根據合約應收的所有合約現金流量與本集團預期收取的現金流量之間的差額,並按初步確認時釐定的實際利率貼現。

倘按集體基準計量全期預期信貸虧損,以處理可能尚未取得於個別工具層面出現信貸風險顯著增加之證據之情況,金融工具乃按以下基準分組:

- 金融工具之性質(即本集團之應收貨款及其他應收賬款各自作為單獨組別評估);
- 逾期情況;
- 債務人之性質、規模及行業;
- 應收賬款抵押品之性質;及
- 可用之外部信貸評級。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (f) Financial assets (upon adoption of HKFRS 9 in accordance with transition in Note 3) (Continued)

###### Impairment of financial assets (Continued)

###### (v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each separate group continues to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

###### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

#### 4. 重大會計政策概要(續)

##### (f) 金融資產(於根據附註3之過渡安排採納香港財務報告準則第9號後)(續)

###### 金融資產減值(續)

###### (v) 預期信貸虧損的計量及確認(續)

管理層定期檢討分組方法,以確保各單獨組別之組成項目繼續具有相似之信貸風險特徵。

倘本集團已於上一個報告期間按相等於全期預期信貸虧損金額計量金融工具之虧損撥備,但於當前報告日期確定其不再符合全期預期信貸虧損之條件,則本集團於當前報告日期將按相等於12個月預期信貸虧損金額計量虧損撥備。

本集團就所有金融工具透過調整其賬面值於損益確認減值收益或虧損,惟應收貨款除外,其相應調整乃透過虧損撥備賬確認。

###### *取消確認金融資產*

本集團僅於自資產獲得現金流量之合約權利屆滿,或當金融資產及該資產所有權之絕大部分風險及回報轉讓予另一實體時,方會終止確認該金融資產。

於取消確認金融資產時,資產賬面值與已收及應收代價總額之間的差額於損益內確認。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(g) Financial assets (before adoption of HKFRS 9 on 1 April 2018)****(i) Classification**

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables and held-to-maturity investments. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

**(a) Financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss (FVPL) represents financial assets held for trading and those designated at fair value through profit or loss.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument as defined by HKAS 39.

**4. 重大會計政策概要(續)****(g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)****(i) 分類**

本集團將其金融資產分類為按公平值計入損益表金融資產、貸款及應收賬款及持有至到期投資。分類視乎收購有關金融資產之目的而定。管理層於初步確認時決定金融資產類別。

**(a) 按公平值計入損益表之金融資產**

按公平值計入損益表(按公平值計入損益表)之金融資產指持作買賣之金融資產及指定為按公平值計入損益表之金融資產。

倘出現下列情況,金融資產被歸類為持作買賣:

- 收購金融資產之目的主要為於短期內出售;或
- 於初步確認時,其構成本集團合併管理之確定金融工具之組合之一部份,及具有最近實際短期獲利模式;或
- 為未被指定及可有效作為對沖工具(定義見香港會計準則第39號)之衍生工具。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)

###### (i) Classification (Continued)

###### (a) Financial assets at fair value through profit or loss (Continued)

A financial asset other than a financial asset held for trading may be designated as at FVPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 Financial Instruments: Recognition and Measurement permits the entire combined contract to be designated as at FVPL.

#### 4. 重大會計政策概要(續)

##### (g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)

###### (i) 分類(續)

###### (a) 按公平值計入損益表之金融資產(續)

金融資產(持作買賣之金融資產除外)可於下列情況下於初步確認時指定為按公平值計入損益表:

- 有關指定消除或大幅減少可能會出現的計量或確認方面的一致性;或
- 該金融資產構成一組金融資產或金融負債或金融資產及金融負債組合之一部分,而根據本集團制定的風險管理或投資策略,該項資產乃以公平值為基礎進行管理及評估績效,且有關分組之資料乃按此基準向內部提供;或
- 其構成包含一項或多項嵌入衍生工具的合約之一部分,而香港會計準則第39號金融工具:確認及計量允許將整個組合合約指定為按公平值計入損益表。



**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)****(i) Classification (Continued)****(b) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities more than 12 months after the end of the reporting period which are classified as non-current assets. Loans and receivables are carried at amortised cost using the effective interest methods less impairment losses, if any. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate.

**4. 重大會計政策概要(續)****(g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)****(i) 分類(續)****(b) 貸款及應收賬款**

貸款及應收賬款屬非衍生金融資產，其有並無在活躍市場報價之定額或可確定數額之付款。其在本集團直接向債務人提供金錢、貨物或服務，而無計劃買賣該等應收賬款的情況下產生。其計入流動資產，惟在報告期末後12個月之後到期者（其分類為非流動資產）除外。貸款及應收賬款使用實際利率法減減值虧損（如有）按攤銷成本入賬。攤銷成本經計及任何收購之折讓或溢價後計算，並包括實際利率之主要部分之費用或成本。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)

###### (i) Classification (Continued)

###### (c) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intention and ability to hold to maturity other than:

- (a) those that the entity upon initial recognition designates as at fair value through profit or loss;
- (b) those that the entity designates as available for sale; and
- (c) those that meet the definition of loans and receivables.

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

#### 4. 重大會計政策概要(續)

##### (g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)

###### (i) 分類(續)

###### (c) 持有至到期投資

持有至到期投資為有固定或可釐定付款及固定到期日之非衍生金融資產，而本集團有明確意向及能力持有至到期日，惟下列情況除外：

- (a) 實體於初始確認時指定為按公平值計入損益表；
- (b) 實體指定為可供出售；及
- (c) 符合貸款及應收賬款之定義。

初始確認後，持有至到期投資以實際利率法按攤銷成本扣除任何已識別減值虧損計算（見下文有關金融資產減值虧損之會計政策）。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)****(i) Classification (Continued)***(d) Convertible loan notes*

The component parts of the convertible loan notes are classified separately as receivable component and derivative component.

At the date of subscription of convertible loan notes, the initial value of the receivable component is the residual value after separating out the initial fair value of conversion option component. In subsequent periods, the receivable component of the convertible instruments is carried at amortised cost using the effective interest method. The conversion option derivative is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the acquisition of the convertible investments are allocated to debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative components are charged to profit or loss immediately. Transaction costs relating to the receivable component are included in the carrying amount of the receivable portion and amortised over the period of the convertible instruments using the effective interest method.

**4. 重大會計政策概要(續)****(g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)****(i) 分類(續)***(d) 可換股貸款票據*

可換股貸款票據之組成部分可獨立分類為應收賬款部分及衍生工具部分。

於認購可換股貸款票據之日，應收賬款部分之初步價值為剔除換股權部分之初步公平值後之剩餘價值。於其後期間，可換股工具之應收賬款部分乃使用實際利率法按攤銷成本入賬。換股權衍生工具乃按公平值計量，而公平值變動於損益中確認。

有關收購可換股投資之交易成本乃按相關公平值分配至債務部分及衍生工具部分。有關衍生工具部分之交易成本會即時於損益中支銷，而有關應收賬款部分之交易成本則計入應收賬款部分之賬面值，並使用實際利率法於可換股工具期間內攤銷。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)**

###### **(ii) Recognition and measurement**

Regular way purchases and sales of financial asset is recognised on the trade-date, which is the date on which the Group commits to purchase or sell the asset. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement, and subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the income statement within Other (loss)/gain net in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

###### **(iii) Derecognition**

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

#### **4. 重大會計政策概要(續)**

##### **(g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)**

###### **(ii) 確認及計量**

金融資產之常規方式買賣於交易日期(即本集團承諾買賣資產之日期)確認。按公平值計入損益表之金融資產初步按公平值確認,而交易成本於綜合收益表列作開支,及其後按公平值入賬。貸款及應收賬款以實際利息法按攤銷成本列賬。

按公平值計入損益表之金融資產類別之公平值變動所產生之溢利或虧損於產生時列入當期收益表中其他(虧損)/溢利淨額內。當本集團確立收取付款的權利時,按公平值計入損益表之金融資產之股息收益會於綜合收益表內確認為其他收益的一部分。

###### **(iii) 取消確認**

當收取來自投資的現金流量的權利屆滿或已轉讓,且本集團已實質上將所有權的所有風險及回報轉移時,有關金融資產將取消確認。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)****(iv) Impairment of financial assets***(a) Assets carried at amortised cost*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

**4. 重大會計政策概要(續)****(g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)****(iv) 金融資產減值***(a) 按攤銷成本列賬之資產*

本集團於各報告期末評估是否有客觀證據顯示一項金融資產或一組金融資產已經減值。一項金融資產或一組金融資產僅在因於初步確認該資產後發生之一項或多項事件(虧損事件)而產生減值之客觀證據,且該虧損事件(或該等虧損事件)對金融資產或一組金融資產之估計未來現金流量之影響能夠可靠地估計時,方會減值及產生減值虧損。

減值證據可包括有跡象顯示債務人或一組債務人陷入重大財務困難、拖欠或延期償還利息或本金付款、借款人可能將會破產或進行其他財務重組,以及可觀察數據顯示估計未來現金流量出現可計量減少,例如出現拖欠或與逾期還款相關之經濟狀況變動。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (g) Financial assets (before adoption of HKFRS 9 on 1 April 2018) (Continued)

##### (iv) Impairment of financial assets (Continued)

###### (a) Assets carried at amortised cost (Continued)

For loans and receivables and held to maturity category of financial assets, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial assets original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instruments fair value using an observable market price.

If, in a subsequent period, the amount of the impairment losses decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtors credit rating), the reversal of the previously recognised impairment losses is recognised in the consolidated income statement.

#### 4. 重大會計政策概要(續)

##### (g) 金融資產(於2018年4月1日採納香港財務報告準則第9號前)(續)

##### (iv) 金融資產減值(續)

###### (a) 按攤銷成本列賬之資產(續)

就貸款及應收賬款及持有至到期之金融資產類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率貼現之估計未來現金流量(不包括尚未產生之未來信貸虧損)現值間之差額計量。該資產賬面值會予以削減，而虧損金額乃於綜合收益表內確認。倘貸款按浮動利率計息，則計量任何減值虧損之貼現率為根據合約釐定之現有實際利率。在實際採納中，本集團可能會按工具公平值為基準使用可觀察市價計量減值。

倘於其後期間，減值虧損金額減少，而此減少可客觀地聯繫至減值確認後才發生之事件(例如債務人之信用評級有所改善)，則先前已確認之減值虧損可於綜合收益表中撥回。



**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(h) Financial liabilities****Initial recognition and measurement**

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

All financial liabilities are recognised initially at fair value.

The Group's financial liabilities comprise mainly trade and other payables and accruals, other borrowings and amount due to immediate holding company.

**Subsequent measurement**

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

*Non-derivative financial liabilities measurement*

Non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

**Derecognition**

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

**4. 重大會計政策概要(續)****(h) 金融負債****初始確認及計量**

於初步確認時，金融負債分類為按公平值計入損益表之金融負債、按攤銷成本計量之貸款及借貸，或有效對沖中指定作對沖工具之衍生工具（如適用）。

所有金融負債初步按公平值確認。

本集團之金融負債主要包括應付貨款及其他應付賬款以及應計費用、其他借款以及應付直接控股公司款項。

**隨後計量**

金融負債按其分類之隨後計量如下：

*非衍生金融負債計量*

非衍生金融負債初步按公平值減任何直接應佔交易成本確認。初步確認後，此等負債採用實際利率法按攤銷成本計量。

**終止確認**

倘負債項下之責任被解除、註銷或屆滿，則終止確認金融負債。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(h) Financial liabilities (Continued)**

###### **Derecognition (Continued)**

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

###### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

##### **(i) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated selling expenses.

#### **4. 重大會計政策概要(續)**

##### **(h) 金融負債(續)**

###### **終止確認(續)**

倘一項現有金融負債由相同放款人按有重大差別之條款提供之另一債項取代，或現有負債之條款作出重大修訂，則該項交換或修訂會視作終止確認原有負債及確認新負債，且各賬面值間之差額於損益中確認。

###### **抵銷金融工具**

金融資產及負債於擁有可依法強制執行之權利抵銷已確認金額及於擬按淨值基準結算或同時變現資產及結算負債時予以抵銷，而有關淨額則於財務狀況表內呈報。

可依法強制執行之權利不得取決於未來事件而定，且於正常業務過程中及倘本集團或對手方出現違約、無力償債或破產時，必須為可強制執行。

##### **(i) 存貨**

存貨乃按成本及可變現淨值之較低者入賬。成本包括所有購買成本以及(如適用)轉換成本及其他使存貨達致其目前地點及狀況所產生之成本。成本乃按加權平均成本法計算。可變現淨值指日常業務過程中之估計售價減估計出售開支。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(j) 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 with original maturities of three months or less, in the consolidated balance sheet.

**(k) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

**(l) Current and deferred tax**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity.

**(i) Current tax**

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

**4. 重大會計政策概要(續)****(j) 現金及等同現金**

現金及等同現金包括銀行及手頭現金、存放於銀行及其他財務機構之活期存款，以及綜合資產負債表項下原訂到期日為三個月或以內之高流通性短期投資。

**(k) 撥備**

倘本集團因過往事件而承擔現時法律或推定責任，可能需要流出資源以履行有關責任，且有關金額能可靠估計，則確認撥備。並不會就未來經營虧損確認撥備。撥備採用稅前利率按照預期需結算有關負債的支出現值計量，該利率反映當時市場對金錢時間值和有關負債固有風險的評估。隨著時間過去而增加的撥備確認為利息開支。

**(l) 即期及遞延稅項**

年內稅項支出包括即期及遞延稅項。稅項在綜合收益表內確認，惟與在其他全面收益或直接於權益中確認之項目有關者則除外。在此情況下，稅項亦於其他全面收益或直接於權益中確認。

**(i) 即期稅項**

即期稅項按結算日在本公司及其附屬公司經營及產生應課稅收入之國家已實施或實質實施之稅務法律計算。管理層定期就適用稅務法規詮釋所規限之情況評估報稅表之狀況，並在適當情況下按預期將向稅務機關支付之款項作出撥備。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(I) Current and deferred income tax (Continued)**

###### **(ii) Deferred tax**

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognised for all deductible temporary differences, the carried forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carried forward unused tax credits and unused tax losses can be utilised, except in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

#### **4. 重大會計政策概要(續)**

##### **(I) 即期及遞延稅項(續)**

###### **(ii) 遞延稅項**

遞延稅項乃使用負債法，就於報告期末資產及負債之稅基與其就財務報告而言之賬面值之間之所有暫時性差額作出撥備。

所有應課稅暫時性差額均被確認為遞延稅項負債，惟就與附屬公司及聯營公司之投資有關之應課稅暫時性差額而言，倘暫時性差異之回撥時間為可以控制，而暫時性差額於可見將來相當可能不會回撥。遞延稅項資產會就所有可扣減之暫時差額、結轉未運用稅項抵免及任何未運用稅務虧損確認入賬。

倘可能具有應課稅溢利可供抵銷可扣稅暫時差額，可動用結轉之未動用稅項抵免及未動用稅項虧損，則會確認遞延稅項資產，惟就與附屬公司及聯營公司之投資有關之可扣減暫時性差額而言，遞延稅項資產僅會於暫時性差額可能於可見將來將會回撥及應課稅溢利可用於抵銷暫時性差額時確認。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(I) Current and deferred income tax (Continued)****(ii) Deferred tax (Continued)**

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

**(iii) Offsetting**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**4. 重大會計政策概要(續)****(I) 即期及遞延稅項(續)****(ii) 遞延稅項(續)**

遞延稅項資產之賬面值會於各報告期末檢討，並減至不再可能有足夠應課稅溢利令全部或部分遞延稅項資產得以動用為止。未確認之遞延稅項資產會於各報告期末重新評估，並於可能有足夠應課稅溢利令全部或部分遞延稅項資產得以收回時確認。

遞延稅項資產及負債乃根據於報告期末已頒佈或實質上已頒佈之稅率(及稅法)，按預期於資產獲變現或負債獲償還期間適用之稅率計算。

**(iii) 抵銷**

倘有合法強制執行權利以即期稅項資產抵銷即期稅項負債，以及當遞延所得稅資產及負債涉及由同一稅務機關就應課稅實體或有意以淨額基準結算結餘之不同應課稅實體徵收所得稅，遞延稅項資產與負債則互相抵銷。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (m) Equity

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

##### (n) Revenue from contracts with customers (upon adoption of HKFRS 15 in accordance with transition in Note 3)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “**control**” of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

#### 4. 重大會計政策概要(續)

##### (m) 權益

普通股獲分類為權益。直接歸屬於發行新股份或購股權的新增成本在權益中列為所得款項的減少(扣除稅項)。

##### (n) 客戶合約收入(於根據附註3之過渡安排採納香港財務報告準則第15號後)

根據香港財務報告準則第15號,本集團於達成履約責任時(或就此)確認收入,即當特定的履約責任涉及的貨品或服務的「**控制權**」轉移至客戶時。

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

倘符合下列其中一項標準,則控制權隨時間轉移,而收入經參考完全達成相關履約責任的進度隨時間確認:

- 客戶於本集團履約之同時收取及消耗本集團履約所提供的利益;
- 本集團履約創造及提升客戶於本集團履約時控制的資產;或
- 本集團履約並無創造對本集團具有替代用途的資產,而本集團有權強制執行收取至今已履約部分的款項。

否則,收入於客戶取得明確貨品或服務控制權之時間點確認。



#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (n) Revenue from contracts with customers (upon adoption of HKFRS 15 in accordance with transition in Note 3) (Continued)

###### Sale of goods

The revenue of the Group arising from sales of pearls and jewellery product is generally recognised at a point in time when control of the goods has been transferred, being when the goods have been shipped to the specific location (upon delivery of goods) and the customer acceptance has been obtained, being when the customer has the ability to direct the use of these products and obtain substantially all of the remaining benefits of these products.

###### Interest income

Interest income from a financial asset is accrued on a time basis, by reference to principal outstanding and at the effective interest rate applicable, which is the rate that discounts the estimated future cash receipts through the expected life of the financial asset to that assets net carrying amount.

###### Rental income

Rental income is recognised on a straight-line basis over the terms of the relevant leases.

#### 4. 重大會計政策概要(續)

##### (n) 客戶合約收入(於根據附註3之過渡安排採納香港財務報告準則第15號後)(續)

###### 銷售貨品

本集團銷售珍珠及珠寶產品產生之收入通常於貨品控制權獲轉移之時間點確認,即當貨品運送至指定地點(於交付貨品時)並獲客戶接受時確認,即當客戶有能力指示該等產品之用途及取得該等產品之絕大部分餘下利益時。

###### 利息收入

金融資產之利息收入乃按時間基準,參考尚未償還本金及按適用實際利率累計,實際利率為將金融資產預期年期內的估計未來現金收入貼現至資產賬面淨值之利率。

###### 租金收入

租金收入於有關租約年內按直線法確認。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(o) Revenue recognition (before adoption of HKFRS 15 on 1 April 2018)**

###### **Revenue from sales of goods**

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met as described below. The Group bases its estimates of returns on historical experiences results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

###### **Interest income**

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts the estimated future cash receipts through the expected life of the financial asset to that assets net carrying amount.

###### **Rental income**

Rental income is recognised on a straight-line basis over the terms of the relevant leases.

#### **4. 重大會計政策概要(續)**

##### **(o) 收入確認(於2018年4月1日採納香港財務報告準則第15號前)**

###### **貨品銷售收入**

收入乃按已收或應收代價之公平值計量，乃指就供應貨品應收之金額扣除折扣、退貨及增值稅。本集團於收入金額能可靠計量時可能有未來經濟利益流入實體時；及符合以下描述之特定條件時確認收入。本集團估計回報時乃以過往經驗為依據並考慮客戶種類、交易種類及各項安排之詳情。

貨品銷售在擁有權之風險及回報轉移時(一般為貨品付運及擁有權移交予客戶之時)確認。

###### **利息收入**

源自金融資產之利息收入按未提取本金及適用實際利率(即將金融資產於預期年期之估計未來現金收入貼現至該資產賬面淨值之利率)，以時間比例基準計算。

###### **租金收入**

租金收入乃按直線基準於相關租賃之年期內確認。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (p) Retirement benefits scheme

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of reporting period.

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

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries.

These plans are a state-managed retirement benefits scheme being operated by the local PRC government. The subsidiaries are required to contribute 10% to 15% of the average basic salary to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

#### 4. 重大會計政策概要(續)

##### (p) 退休福利計劃

僱員應享年假及長期服務假期，在僱員應享有該等假期時確認，並就直至報告期末因僱員提供服務而可享年假及長期服務假期之估計負債作出撥備。

僱員的病假及產假利益於休假時方確認入賬。

根據中國規則及規例，本集團之中國僱員參與由中國有關省市政府營辦之各項定額供款退休福利計劃，據此，本集團與中國僱員須每月按僱員薪金若干百分比向該等計劃作出供款。

該等計劃為由中國當地政府營辦之國家管理退休福利計劃。各附屬公司須就退休福利計劃支付平均基本薪金之10%至15%作為福利資金。就退休福利計劃而言，本集團之唯一責任為作出指定供款。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(p) Retirement benefits scheme (Continued)**

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administered funds managed by the PRC government.

The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance ("**MPF Scheme**"), which is a defined contribution retirement scheme for all employees in Hong Kong. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income subject to a cap of HK\$1,500 per month, effective from 1 June 2014. The assets of this pension scheme are held separately from those of the Group in independently administered funds.

The Group's contributions to the defined contribution retirement schemes are expensed as incurred.

#### **4. 重大會計政策概要(續)**

##### **(p) 退休福利計劃(續)**

省市政府承諾會承擔根據上述計劃應付所有現任及日後退休中國僱員之退休福利責任。除每月供款外，本集團並無其他支付僱員退休及其他退休後福利之責任。該等計劃之資產由中國政府管理之獨立管理基金持有，並與本集團之資產分開持有。

本集團亦根據強制性公積金計劃（「**強積金計劃**」）條例之規則及規例，為其全體香港僱員設立定額供款退休金計劃。強積金計劃供款是按合資格僱員相關收入總額5%之最低法定供款規定作出，供款上限為每月1,500港元，自2014年6月1日起生效。該退休金計劃之資產由獨立管理基金持有，並與本集團之資產分開持有。

本集團向定額供款退休計劃之供款於產生時支銷。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (q) Share-based payments

The Group operates a share option scheme for remuneration of its employees (including the directors).

All services received in exchange for the grant of any share options are measured at their fair value. These are indirectly determined by reference to the fair value of share options granted. Their value is appraised at the grant date and excludes the impact of any service and non-market performance vesting conditions (for example, profitability and sales growth targets).

All services received is ultimately recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the share options granted vest immediately unless the expense qualifies for recognition as asset, with a corresponding increase in **"Share option reserve"** within equity. If service or non-market performance conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market performance and service conditions are included in assumptions about the number of share options that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

#### 4. 重大會計政策概要(續)

##### (q) 以股份為基礎付款

本集團為其僱員(包括董事)之薪酬營運購股權計劃。

所有為換取授予任何購股權的服務乃按其公平值計量。此乃參考所授予購股權公平值而間接釐定，其價值於授出日期評值並排除任何服務及非市場表現歸屬條件(例如，盈利能力及銷售增長目標)的影響。

倘歸屬條件適用，已收取之所有服務最終於歸屬期於損益確認為開支，或當所授出之購股權即時歸屬，則於授出日期全數確認為開支，惟倘有關開支合資格獲確認為資產則除外，並導致權益內之「**購股權儲備**」相應增加。倘服務或非市場表現條件適用，則按對預期歸屬之購股權數目之最佳估計於歸屬期內確認開支。就預期歸屬之購股權數目作出假設時，須計及非市場表現及服務條件。倘有任何跡象顯示預期歸屬之購股權數目有別於過往估計，須於其後修訂估計。修訂原有估計的影響(如有)於損益確認，致使累計開支反映經修訂估計，並相應調整購股權儲備。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註 (續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(q) Share-based payments (Continued)**

Where a grant of share options is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the grant is recognised immediately. This includes any grant where non-vesting conditions within the control of either the Group or the employee are not met.

At the time when the share options are exercised, the amount previously recognised in share option reserve and the proceeds received net of any directly attributable transaction costs up to the nominal value of the share issued are reallocated to share capital with any excess being recorded as share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

##### **(r) Operating leases**

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

#### **4. 重大會計政策概要 (續)**

##### **(q) 以股份為基礎付款 (續)**

倘授出之購股權被註銷，則視為已於註銷日期歸屬，而尚未就有關授出確認之任何開支，均會即時確認。此包括非歸屬條件在本集團或僱員控制範圍內但尚未達成之任何授出。

於行使購股權時，過往於購股權儲備確認之金額及已收取之所得款項（扣除任何直接應佔交易成本，最多為已發行股份面值）將重新分配至股本，而任何超出金額入賬為股份溢價。倘購股權於歸屬日期後被沒收或於到期時仍尚未行使，則過往於購股權儲備確認之金額將轉撥至累計虧損。

##### **(r) 經營租賃**

凡租賃條款將資產擁有權之絕大部份風險及回報轉移於承租人之租賃均分類為財務租賃。所有其他租賃均分類為經營租賃。



#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (r) Operating leases (Continued)

###### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease, 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.

###### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental is charged to profit or loss in the year in which they are incurred.

##### (s) Dividend distribution

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

#### 4. 重大會計政策概要(續)

##### (r) 經營租賃(續)

###### 本集團作為出租人

來自經營租賃之租金收入於有關租約年期按直線基準在損益表確認。除非有更能反映使用租賃資產所產生利益模式的替代基準。獲授租金減免將於損益表確認為應收淨租金總額的一部分。或然租金於賺取相關租金的會計期間確認為收入。

###### 本集團作為承租人

經營租賃付款於租賃年內按直線基準確認為開支，除非有其他基準更能反映來自租賃資產之利益之時間模式。所獲租賃減免在損益確認為淨租賃付款總額之一部分。或然租金在其產生之年度於損益扣除。

##### (s) 股息分派

向本公司股東分派之股息於股息獲本公司股東或董事(倘適用)批准期間內於本集團及本公司之財務報表內確認為負債。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(t) Segment reporting**

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors, which are the Group's chief operating decision-maker for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The Group has identified the following reportable and operating segments: (i) Sale of Pearls and Jewellery and (ii) Strategic Investment and Financial services. Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

All inter-segment transfers are carried out at arm's length prices. The measurement policies the Group use for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs. Segment results represents the loss incurred by each segment and hence is arrived at without allocation of certain income and expenses (including finance costs, corporate income and expense and income tax expense).

#### **4. 重大會計政策概要(續)**

##### **(t) 分部報告**

本集團根據向執行董事(本集團之主要經營決策者)呈報以供彼等就分配資源至本集團業務部分及審閱該等部分表現作出決定之定期內部財務資料識別經營分部及編製分部資料。向執行董事呈報之內部財務資料內之業務部分乃按本集團主要產品及服務類別釐定。

本集團已識別以下可報告及經營分部：(i)出售珍珠及珠寶及(ii)策略投資及財務服務。由於各產品及服務類別需要不同資源以及市場推廣方法，故該等經營分部各自獨立管理。

所有分部間之轉撥均按公平價格進行。本集團按照香港財務報告準則第8號就報告分部業績使用的計量政策與按照香港財務報告準則編製其財務報表所用者相同。分部業績指各分部產生之虧損，並因此在並無分配若干收入及開支(包括融資成本、企業收入及開支以及所得稅開支)之情況下達致。

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(u) Related parties**

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) as control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (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.

**4. 重大會計政策概要(續)****(u) 關連人士**

- (a) 在以下情況下，某人士或其近親家庭成員本集團有關聯：
- (i) 可控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本公司母公司的主要管理人員的成員。
- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 該實體及本集團均為同一集團的成員公司（即母公司、附屬公司及同系附屬公司各自與另一方有關聯）。
  - (ii) 某實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團的成員公司的聯營公司或合營企業）。
  - (iii) 兩家實體均為同一第三方的合營企業。
  - (iv) 某實體為第三方實體的合營企業而另一實體為該第三方實體的聯營公司。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註（續）

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (u) Related parties (Continued)

(b) (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of the employees of 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 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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

#### 4. 重大會計政策概要（續）

##### (u) 關連人士（續）

(b) （續）

- (v) 該實體為旨在提供福利予本集團或與本集團有關聯的實體的僱員的離職後福利計劃。
- (vi) 該實體受(a)項中所辨別的人士控制或共同控制。
- (vii) 在(a)(i)項中所辨別的人士對該實體有重大影響力，或該人士為該實體（或該實體的母公司）的主要管理人員的成員。
- (viii) 該實體、或其所屬集團之任何成員，向本集團或本集團之母公司提供主要管理層服務。

某人士的近親家庭成員為在與實體交易時預期會影響該名人士或受到該名人士影響的家庭成員，並包括：

- (i) 該人士的子女及配偶或家庭伴侶；
- (ii) 該人士配偶或家庭伴侶的子女；及
- (iii) 該人士或該人士的配偶或家庭伴侶的受養人。

#### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (v) Fair value measurement

The Group measures the fair value of its convertible loan notes and unlisted property fund at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

#### 4. 重大會計政策概要(續)

##### (v) 公平值計量

本集團於各報告期末計量其可換股貸款票據及非上市物業基金之公平值。公平值為市場參與者於計量日期於有序交易中出售資產時收取或轉讓負債時支付的價格。公平值計量乃基予假設出售資產或轉讓負債的交易於資產或負債的主要市場中進行，或倘並無主要市場，則於資產或負債的最有利市場進行。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃採用對資產或負債定價時市場參與者將採用的假設計量，並假設市場參與者以其最佳經濟利益行事。

非金融資產公平值之計量則參考市場參與者可從使用該資產得到之最高及最佳效用，或將該資產出售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。

本集團採用當時情況下屬適當且有足夠數據可用的估值技術計量公平值，盡量使用有關可觀察輸入數據並盡量避免使用不可觀察輸入數據。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(v) Fair value measurement (Continued)**

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)

Level 3 – based on Inputs for the asset or liability that are not based on observable market data (that is unobservable inputs)

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

#### **4. 重大會計政策概要(續)**

##### **(v) 公平值計量(續)**

於財務報表計量或披露公平值的所有資產及負債在公平值層級(如下文所述)中,根據對整體公平值計量而言屬重大的最低級輸入數據進行分類:

第1級—根據相同資產或負債在活躍市場的報價(未經調整)

第2級—根據第1級所包括的報價外之資產或負債的可觀察輸入數據,可為直接(即例如價格)或間接(即源自價格)。

第3級—根據並非可觀察市場數據之資產或負債輸入數據(即不可觀察輸入數據)

就按經常性基準於財務報表確認的資產及負債而言,本集團透過於各報告期末重新評估分類(根據對公平值計量整體而言屬重大的最低級輸入數據)確定是否發生不同級別轉移。



## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the consolidated financial statements requires the directors of the Company to make judgements, estimates and assumptions that affect the adoption 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.

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

### Allowance for ECL on trade receivables

Before the adoption of HKFRS 9, the Group made the provision for impairment losses on trade receivables based on the evaluation of collectability and ageing analysis of accounts and on managements' judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these trade receivables, including current creditworthiness, the past collection history, subsequent settlement and ageing analysis of each customer or counterparty. If the financial conditions of customers or counterparties of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provision for impairment may be required.

## 5. 重要會計估計及判斷

編製綜合財務報表時，本公司董事須作出影響採納政策及資產、負債、收入及開支的呈報金額的判斷、估計及假設。該等估計及相關假設乃基於過往經驗及多項在相關情況下被認為合理的其他因素而作出，所得結果構成作出未能從其他途徑即時得知之資產及負債賬面值的判斷基礎。實際結果或會有別於該等估計。

估計及相關假設持續予以檢討。會計估計的修訂如僅影響修訂估計之期間，則修訂於該期間內確認或修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

於報告期末，具有重大風險導致對下個財政年度之資產及負債賬面值作出重大調整之有關未來之主要假設及估計不確定性之其他主要來源詳述如下。

### 應收貨款之預期信貸虧損撥備

於採納香港財務報告準則第9號前，本集團根據對賬目的可收回程度及賬齡分析之評估以及管理層之判斷對應收貨款作出減值虧損撥備。評估該等應收貨款之最終變現時須作出大量判斷，包括每名客戶或對手方之當前信譽、過往收款記錄以及其後償付及賬齡分析。倘本集團客戶或對手方之財務狀況惡化，導致其還款能力有所削弱，則可能須作出額外減值撥備。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

### Allowance for ECL on trade receivables (Continued)

Since the adoption of HKFRS 9 on 1 April 2018, the management estimate the amount of loss allowance based on the credit risk of the customers, the Group then uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar credit risk characteristic. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable, and available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward looking information are considered. In addition, certain balances of trade receivables and those credit impaired are assessed for ECL individually. The provision of ECL is sensitive to changes in estimates.

The above assessment requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying amount of receivables and credit loss allowance/reversal in the period in which the estimate has been changed.

The Group reassessed the estimation at the end of each reporting period. As at 31 March 2019, the net carrying amount of trade receivables was approximately HK\$34,014,000 (2018: HK\$37,392,000). The management of the Company determined that reversal of allowance for ECL on trade receivables (2018: provision for impairment losses) on trade receivables were recognised in profit or loss amounting to approximately HK\$551,000 (2018: HK\$5,397,000) for the year ended 31 March 2019.

## 5. 重要會計估計及判斷(續)

### 應收貨款之預期信貸虧損撥備(續)

於2018年4月1日採納香港財務報告準則第9號以來，管理層根據客戶之信貸風險估計虧損撥備金額，本集團其後採用撥備矩陣計算應收貨款的預期信貸虧損。撥備率根據內部信貸評級將具有類似虧損特徵的多個債務人分組。撥備矩陣乃根據本集團的過往違約率並考慮毋須過度成本或努力即可取得的合理及有根據的前瞻性資料。於各報告日期，過往觀察所得違約率將予重新評估，並考慮前瞻性資料的變動。此外，若干應收貨款餘額及出現信貸減值的應收貨款會個別評估預期信貸虧損。預期信貸虧損撥備易受估計變動影響。

上述評估需要管理層作出判斷及估計。若未來的實際結果或預計有別於原有估計，則有關差額將影響有關估計發生變動期間內應收賬款的賬面值及所撥備／撥回的信貸虧損。

本集團於各報告期末重新評估有關估計。於2019年3月31日，應收貨款之賬面淨值約為34,014,000港元(2018年：37,392,000港元)。本公司管理層釐定，於截至2019年3月31日止年度，於損益中確認應收貨款之預期信貸虧損撥備撥回(2018年：減值虧損撥備)約為551,000港元(2018年：5,397,000港元)。

**5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)****Net realisable value of inventories**

Inventories are valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated selling expense. The Group would evaluate ageing analysis as to identify the slow-moving inventories. The Group would also estimate the net realisable value of inventories based primarily on the latest market price, current market conditions and subsequent selling price, and make allowance for slow-moving inventories when the Group identified items of inventories which have a net realisable value that is lower than its carrying amount. It could change significantly as a result of changes in customer taste and competitors actions in response to severe industry cycles, such differences will impact the carrying value of inventories and provision charge/reverse in the period in which such estimate has been changed.

The Group reassessed the estimation at the end of each reporting period. As at 31 March 2019, the net carrying amount of inventories was approximately HK\$59,258,000 (2018: HK\$51,186,000). The management of the Company determined that net reversal of provision for impairment losses on inventories be recognised in profit or loss amounting to approximately HK\$3,218,000 (2018: HK\$6,111,000) for the year ended 31 March 2019.

**Investments in associates**

Determining the equity interest held by the Group in associates and estimating its value in use requires the management judgements and involved high level of estimation uncertainty. Should the estimates and the underlying factors be changed, there would be material changes in the equity interest in associates and the estimated impairment provision made.

Detailed information in relation to investments in associates are set out in Note 17 to the consolidated financial statements.

**5. 重要會計估計及判斷(續)****存貨之可變現淨值**

存貨按成本與可變現淨值兩者間的較低者列賬。可變現淨值為日常業務過程中的估計售價減估計銷售開支。本集團將評估賬齡分析以識別滯銷存貨。本集團亦將主要根據最近市價、當前市況及其後售價估計存貨之可變現淨值，並於本集團發現可變現淨值低於其賬面值之存貨項目時就滯銷存貨作出撥備。客戶品味轉變及競爭對手因應不利行業週期而採取之行動可能使其出現重大改變。有關差額將影響到有關估計發生變動期間內存貨的賬面值及撥備支出／撥回。

本集團於各報告期末重新評估有關估計。於2019年3月31日，存貨之賬面淨值約為59,258,000港元(2018年：51,186,000港元)。本公司管理層釐定，於截至2019年3月31日止年度，於損益中確認存貨減值虧損撥備撥回淨額約為3,218,000港元(2018年：6,111,000港元)。

**於聯營公司的投資**

釐定本集團於聯營公司持有之股權及估計其使用價值須管理層判斷，並涉及高水平之估計不確定性。倘估計及相關因素改變，於聯營公司之股權及作出之估計減值撥備將出現重大變動。

有關於聯營公司之投資之詳細資料載於綜合財務報表附註17。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

### Current and deferred tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

### Fair value measurement of financial instruments

Certain of the Group's financial instruments are measured at fair value for the financial reporting purpose. The best evidence of fair value is the published price quotations in an active market. In the absence of such information, the fair value is determined by an independent professional valuer. Such valuation is subject to limitations of the valuation models adopted and the uncertainty in estimates used by management in the assumptions. Should the estimates and the relevant parameters of the valuation models be changed, there would be material changes in the fair value of certain financial instruments without quoted prices.

Detailed information in relation to the fair value measurement of the respective financial instruments are set out in the applicable notes.

## 5. 重要會計估計及判斷(續)

### 即期及遞延稅項

本集團須繳納多個司法權區之所得稅。釐定所得稅撥備時須作出重大判斷。多項交易及計算之最終稅務釐定並不確定。本集團根據是否將繳交額外稅項之估計，就預期稅務審核事宜確認負債。倘該等事宜之最終稅務結果有別於初步記錄金額，有關差額將影響作出有關釐定之期間之即期及遞延所得稅資產及負債。

當管理層認為未來可能存在可用於抵銷若干暫時性差額應課稅溢利時，會確認與若干暫時性差額相關的遞延稅項資產。當預期與原本估計有差異時，有關差異將影響有關估計發生變動期間內遞延所得稅資產及稅項開支之確認。

### 金融工具之公平值計量

就財務報告目的而言，本集團若干金融工具乃按公平值計量。公平值之最佳憑證為於活躍市場之已刊發報價。在缺乏有關資料之情況下，公平值由獨立專業估值師釐定。有關估值受所採納之估值模式的限制以及管理層於假設中所用之估計的不確定因素所規限。倘若有關估計及估值模式的有關輸入數據出現改變，則若干無報價的金融工具之公平值將會出現重大變動。

有關各金融工具之公平值計量之詳細資料載於適用附註。

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include unlisted property fund, convertible loan notes, trade and other receivables and deposit, cash and cash equivalents, other borrowings, trade and other payables, deposit received and accruals and amount due to immediate holding company. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments, which include market risk (foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk, and the policies on how to mitigate these risks are set out below. Save for credit risk, the Group does not have written risk management policies and guidelines. However, the board of directors (the Board) meets periodically to analyse and formulate measures to manage the Group's exposure to different risks arising from the use of financial instruments. Generally, the Group employs conservative strategies regarding its risk management. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### (a) Market risk

#### (i) Foreign exchange risk

Foreign exchange risk refers to the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group mainly operates in Hong Kong, the PRC, the United States of America (the "USA"), United Kingdom (the "UK") and Europe with most of the transactions denominated and settled in HK\$, United States dollars ("US\$"), and RMB. No foreign currency risk has been identified for the financial assets and financial liabilities denominated in RMB, which is the functional currencies of the subsidiaries in the Mainland China to which these transactions relate. The Group's exposure to foreign currency risk primarily arises from certain financial instruments including convertible loan notes, trade and other receivables and deposits, cash and cash equivalents and trade payables which are denominated in US\$, RMB, GBP and Euro. During the years, the Group did not have foreign currency hedging policy but management continuously monitors the foreign exchange exposure.

## 6. 財務風險管理目標及政策

本集團之主要金融工具包括非上市物業基金、可換股貸款票據、應收貨款及其他應收賬款以及按金、現金及等同現金、其他借款、應付貨款及其他應付賬款、已收按金及應計費用以及應付直接控股公司款項。該等金融工具之詳情於有關附註披露。該等金融工具涉及之風險包括市場風險（外匯風險、利率風險及價格風險）、信貸風險及流動資金風險，而減低該等風險之政策載於下文。除信貸風險外，本集團並無書面訂立風險管理政策及指引。然而，董事會（董事會）定期舉行會議以分析及制訂措施，藉此管理本集團因使用金融工具而產生之各種風險。一般而言，本集團就其風險管理採取保守策略。管理層管理及監察該等風險，確保適時有效實行適當之措施。

### (a) 市場風險

#### (i) 外匯風險

外匯風險指因外幣匯率變動而導致金融工具未來現金流量之公平值出現波動之風險。

本集團主要在香港、中國、美利堅合眾國（「美國」）、英國（「英國」）及歐洲經營業務，當中大部分交易以港元、美元（「美元」）及人民幣計值及結算。以人民幣計值之金融資產及金融負債並無發現外幣風險，而人民幣為與該等交易相關之中國大陸附屬公司之功能貨幣。本集團之外幣風險主要來自若干金融工具，包括可換股貸款票據、應收貨款及其他應收賬款以及按金、現金及等同現金及應付貨款。該等工具以美元、人民幣、英鎊及歐元計值。該等年度內，本集團並無外幣對沖政策，惟管理層會持續監察外匯風險。



Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (a) Market risk (Continued)

#### (i) Foreign exchange risk (Continued)

As US\$ is pegged to HK\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. No sensitivity analysis in respect of the Group's financial assets and liabilities denominated in US\$ is disclosed as in the opinion of directors, such sensitivity analysis does not give additional value in view of insignificant movement in the US\$/HK\$ exchange rates as at reporting date.

The following table summarises the Group's major financial assets and financial liabilities denominated in currencies other than the functional currencies of the respective group companies at the reporting date.

		Expressed in HK\$'000 以千港元呈列					
		2019 2019年			2018 2018年		
		RMB 人民幣	Euro 歐元	GBP 英鎊	RMB 人民幣	Euro 歐元	GBP 英鎊
Convertible loan notes	可換股貸款票據	-	-	32,546	-	-	28,344
Trade receivables	應收貨款	584	-	-	56	12	-
Deposits and other receivables	按金及其他應收賬款	-	-	2,440	-	-	-
Cash and cash equivalents	現金及等同現金	4,020	319	95	1,530	-	88
Trade payables	應付貨款	(756)	(31)	-	(583)	(95)	-
Overall net exposure	整體風險淨額	3,848	288	35,081	1,003	(83)	28,432

## 6. 財務風險管理目標及政策(續)

### (a) 市場風險(續)

#### (i) 外匯風險(續)

由於美元與港元掛鈎，本集團預期美元兌港元之匯率不會出現任何重大變動。並無披露有關以美元計值之本集團之金融資產及負債之敏感度分析，原因為董事認為，鑑於截至報告日期美元兌港元匯率不會有重大變化，相關敏感度分析並無額外價值。

下表概列於報告日期本集團以各集團公司之功能貨幣以外之貨幣計值之主要金融資產及金融負債。



**6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****(a) Market risk (Continued)****(i) Foreign exchange risk (Continued)**

The following table indicates the approximate change in the Group's loss for the year and equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the reporting date.

		2019 2019年		2018 2018年	
	Increase/ (Decrease) in foreign exchange rates 外匯匯率 上升/(下降)	Effect on loss for the year 對年度虧損 之影響 HK\$'000 千港元	Effect on equity 對權益之 影響 HK\$'000 千港元	Increase/ (Decrease) in foreign exchange rates 外匯匯率 上升/(下降)	Effect on loss for the year 對年度虧損 之影響 HK\$'000 千港元
RMB	人民幣	+10%	385	+10%	100
		-10%	(385)	-10%	(100)
Euro	歐元	+10%	29	+10%	(8)
		-10%	(29)	-10%	8
GBP	英鎊	+10%	3,508	+10%	2,843
		-10%	(3,508)	-10%	(2,843)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the reporting dates and that all other variables remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. A positive figure represents a decrease in loss or increase in equity and vice versa for figures in brackets.

The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

**6. 財務風險管理目標及政策(續)****(a) 市場風險(續)****(i) 外匯風險(續)**

下表顯示本集團之年度虧損及權益之概約變動，有關變動對應外匯匯率之合理可能變動（本集團於報告日期就其面臨重大風險）。

敏感度分析乃假設外匯匯率變動已於報告日期發生及所有其他可變因素保持不變而釐定。

上述變動指管理層評估外匯匯率在直至下一個年度報告日期期間之合理可能變動。正數表示虧損減少或權益增加，而括號內之數字則相反。

本集團管理外幣風險之政策已實施多年，並認為有關政策有效。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## **6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

### **(a) Market risk (Continued)**

#### **(ii) Interest rate risk**

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Bank balances at variable rates expose the Group to cash flow interest-rate risk while the convertible loan notes and other borrowings carried at fixed rates expose the Group to fair value interest rate risk. The Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

As at 31 March 2019, if interest rates on bank balances had been 25 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been approximately HK\$13,000 (2018: HK\$208,000) lower/higher, mainly as a result of higher/lower interest income on bank balances.

The policies to manage interest rate risk have been followed by the Group since prior years are considered to be effective.

## **6. 財務風險管理目標及政策(續)**

### **(a) 市場風險(續)**

#### **(ii) 利率風險**

利率風險與市場利率變動導致金融工具公平值或現金流量出現波動的風險有關。按浮息計算之銀行結餘使本集團面對現金流量利率風險，而可換股貸款票據及按固定利率計算之其他借貸使本集團面對公平值利率風險。本集團之收益及經營現金流量大致上不受市場利率變動影響。

本集團目前並無利率對沖政策。然而，管理層監察利率風險，並將於有需要時考慮對沖重大利率風險。

於2019年3月31日，倘銀行結餘之利率上升／下降25個基點而所有其他可變因素保持不變，則年度除稅後虧損將減少／增加約13,000港元（2018年：208,000港元），主要由於銀行結餘之利息收入增加／減少。

本集團管理利率風險之政策已實施多年，並認為有關政策有效。

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fall to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

Credit risk mainly arises from trade and other receivables and deposits, convertible loan notes and cash and cash equivalents.

#### Trade receivables

Most of the Group's customers do not have independent credit rating. Trade receivables are continuously monitored by assessing the credit quality of the customers, taking into account its financial position, past experience and other factors. Credit limits of customers are reviewed periodically. In order to minimise the credit risk, the management of the Company has to comply with the credit and risk management policies approved by the Board of the Company, established credit limits, credit approvals and other monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. In addition, the Group reviews the recoverable amount for each individual trade receivables including reviewing the credit history, settlement patterns, subsequent settlement and ageing analysis in determining the allowance for doubtful debts and ascertain that the adequate allowance for doubtful debts are made for irrecoverable amount at the reporting date. In this regard, the board of directors considers that the Group's credit risk is effectively controlled and significantly reduced.

## 6. 財務風險管理目標及政策(續)

### (b) 信貸風險

信貸風險指金融工具對手方未能按金融工具之條款履行責任，導致本集團錄得財務虧損之風險。

信貸風險主要源於應收貨款及其他應收賬款及按金、可換股貸款票據以及現金及等同現金。

#### 應收貨款

本集團大部分客戶均無獨立信用評級。應收貨款通過評核客戶信貸素質，包括其財務狀況、過往經驗及其他因素，以作持續監察。本公司定期審閱客戶之信貸限額。為減低信貸風險，本公司管理層已遵守獲本公司董事會批准之信貸及風險管理政策、制訂信貸限額、信貸審批及其他監管程序，以確保採取跟進行動追收逾期債務。此外，本集團於報告日期審閱各項個別應收貨款之可收回金額，包括審閱信貸歷史、償付模式、其後償付及賬齡分析以釐定呆賬撥備，並確保已於報告日期就不可收回金額作出足夠呆賬虧損撥備。就此而言，董事會認為，本集團之信貸風險已獲有效控制及大幅減少。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## **6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

### **(b) Credit risk (Continued)**

#### **Trade receivables (Continued)**

Upon the adoption of HKFRS 9 on 1 April 2018, the Group adopted the simplified approach to provide for expected credit loss prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables.

Management assessed the expected loss on the trade receivable with significant balances individually by estimation based on the historical credit loss experience, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

In addition, the directors of the Company are of the opinion that there has been no default occurred in respect of certain largest customers past due 90 days or more and the balances are still considered fully recoverable due to long term and on-going business relationship and good repayment record from these customers. As such, the directors of the Company considered that the presumption of default could be rebutted for certain largest customers.

## **6. 財務風險管理目標及政策(續)**

### **(b) 信貸風險(續)**

#### **應收貨款(續)**

於2018年4月1日採納香港財務報告準則第9號時，本集團採納香港財務報告準則第9號指定的簡化方法以作出預期信貸虧損撥備，該簡化方法允許就應收貨款使用全期預期信貸虧損撥備。

管理層根據歷史信貸虧損經驗、債務人經營行業的一般經濟狀況及於報告日期的當前及預測狀況方向個別評估具有重大結餘的應收貨款的預期虧損。

此外，本公司董事認為，就逾期90日或以上之若干最大客戶而言，並無發生違約且由於長期及持續業務關係及該等客戶的良好還款記錄，該等結餘仍被視為可悉數收回。因此，本公司董事認為就若干最大客戶而言，違約假定可予駁回。

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (b) Credit risk (Continued)

#### Trade receivables (Continued)

As part of the Group's credit risk management, the Group uses geographical areas to assess the impairment for its remaining customers because these remaining customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group's trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to geographical area, past default experience and current past due exposure of the debtors. These rates are adjusted to reflect the differences between the economic conditions during the period over which the historical data has been collected and the Group's view of economic conditions over the credit risk characteristics of the debtors. Such forward-looking information is used by management of the Company to assess both the current as well as the forecast direction of conditions at the reporting date. The grouping is regularly reviewed by management of the Company to ensure relevant information about specific debtors is updated.

## 6. 財務風險管理目標及政策(續)

### (b) 信貸風險(續)

#### 應收貨款(續)

作為本集團信貸風險管理的一部分，本集團採用地區評估其餘下客戶的減值，原因為該等餘下客戶包括大量具共同風險特徵的小型客戶，而該等風險特徵足以反映客戶根據合約條款支付所有到期款項的能力。本集團的應收貨款乃參考地區、過往違約經驗及債務人現時逾期風險根據基於共同信貸風險特徵的撥備矩陣分組。該等比率乃經調整以反映收集過往數據期間的經濟狀況與本集團對債務人信貸風險特徵的經濟狀況的見解之間的差異。本公司管理層使用該等前瞻性資料評估於報告日期之現時狀況及預測狀況方向。分組乃由本公司管理層定期檢討，以確保更新有關特定債務人之有關資料。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (b) Credit risk (Continued)

#### Trade receivables (Continued)

The following table shows the Group's expected loss rates (shown on a weighted average basis) adopted to the ageing analysis of trade receivables, based on due dates, as at 31 March 2019 and 1 April 2018:

		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
<b>At 31 March 2019</b>	<b>於2019年3月31日</b>				
Ageing based on the due date	根據到期日之賬齡				
Not overdue	未逾期	1.7%	10,605	(185)	10,420
Overdue by:	逾期:				
1 to 30 days	1至30日	4.4%	13,109	(578)	12,531
31 to 90 days	31至90日	6.3%	6,286	(398)	5,888
91 to 180 days	91至180日	50.1%	3,481	(1,067)	2,414
181 to 365 days	181至365日	21.0%	4,156	(1,395)	2,761
Over 365 days	超過365日	100.0%	14,550	(14,550)	-
			<b>52,187</b>	<b>(18,173)</b>	<b>34,014</b>
<b>At 1 April 2018</b>	<b>於2018年4月1日</b>				
Ageing based on the due date	根據到期日之賬齡				
Not overdue	未逾期	1.7%	12,237	(208)	12,029
Overdue by:	逾期:				
1 to 30 days	1至30日	14.7%	9,575	(741)	8,834
31 to 90 days	31至90日	13.9%	6,517	(555)	5,962
91 to 180 days	91至180日	26.5%	4,238	(1,111)	3,127
181 to 365 days	181至365日	47.0%	8,047	(3,245)	4,802
Over 365 days	超過365日	100.0%	13,993	(13,993)	-
			<b>54,607</b>	<b>(19,853)</b>	<b>34,754</b>

Relevant information with regard to the exposure of credit risk and expected credit losses of trade receivables as at 31 March 2019 are set out in Note 20.

## 6. 財務風險管理目標及政策(續)

### (b) 信貸風險(續)

#### 應收貨款(續)

下表列示於2019年3月31日及2018年4月1日，本集團對應收貨款根據到期日之賬齡分析採納之預期虧損率(按加權平均基準列示)：

有關應收貨款於2019年3月31日之信貸風險及預期信貸虧損之相關資料載於附註20。



**6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****(b) Credit risk (Continued)****Trade receivables (Continued)**

As at 31 March 2019, the largest and the five largest customers accounted for approximately 23% and 84% (2018: 8% and 55%) of the Group's trade receivables balance respectively. The directors of the Company considered the credit risk from this concentration was not significant as these counterparties were sizeable and well-established companies in the jewellery industry with sound financial position, one of which is a company listed in Hong Kong. All of these counterparties have retail stores in Hong Kong and elsewhere in the world.

**Deposits and other receivables**

The Group uses historical default experience and forward looking information, as appropriate, to assess whether credit risk has increased significantly since initial recognition. Based on the historical default rate and repayment history, the directors of the Company considered the expected credit loss for deposits and other receivables is immaterial.

**Cash and cash equivalents**

In respect of cash and cash equivalents, the Group will place them in banks and financial institutions with high credit ratings assigned by international credit-rating agencies. Management of the Company considers the bank balances are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers, and accordingly, loss allowance was considered as insignificant.

**6. 財務風險管理目標及政策(續)****(b) 信貸風險(續)****應收貨款(續)**

於2019年3月31日，最大及五大客戶分別佔本集團應收貨款結餘約23%及84%（2018年：8%及55%）。本公司董事認為產生自此等集中之信貸風險並不重大，原因為該等對手方為於珠寶行業內具穩健財務狀況之具規模及聲譽良好之公司，其中一間為於香港上市之公司。所有該等對手方均於香港及全球其他地區擁有零售店。

**按金及其他應收賬款**

本集團使用過往違約經驗及前瞻性資料（如適用）評估信貸風險自初步確認以來是否已顯著增加。根據過往違約率及償還記錄，本公司董事認為按金及其他應收賬款之預期信貸虧損為不重大。

**現金及等同現金**

就現金及等同現金而言，本集團將其存置於獲國際信用評級機構評定為高信用級別之銀行及財務機構。本公司管理層認為銀行結餘為短期性質，且由於高信用級別發行人，違約概率可予忽略，因此，虧損撥備並視為不重大。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (b) Credit risk (Continued)

#### Convertible loan notes

For the convertible loan notes, the issuer and its wholly owned subsidiary are well-established multi-national companies in the realty agency industry in England and the board of directors consider the credit risk is not high.

The table below details the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

2019	External credit rating	12 month or lifetime ECL	Gross carrying amount
2019年	外部信貸評級	12個月或全期預期信貸虧損	賬面總值 HK\$'000 千港元
<b>Financial assets at amortised costs</b>			
<b>按攤銷成本計量之金融資產</b>			
Trade receivables	N/A	Lifetime ECL (provision matrix)	34,572
應收貨款	不適用	全期預期信貸虧損 (撥備矩陣)	
		Lifetime credit-impaired	17,615
		全期信貸減值	
Deposits and other receivables	N/A	12 month ECL	9,279
按金及其他應收賬款	不適用	12個月預期信貸虧損	
Bank balances	See above	12 month ECL	28,443
銀行結餘	見上文	12個月預期信貸虧損	

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

## 6. 財務風險管理目標及政策(續)

### (b) 信貸風險(續)

#### 可換股貸款票據

就可換股貸款票據而言，發行人及其全資附屬公司均為英格蘭房地產代理行業之聲譽良好跨國公司，且董事會認為信貸風險不高。

下表詳列須進行預期信貸虧損評估的本集團金融資產之信貸風險：

本集團之信貸政策已實施多年，並認為有關政策有效將本集團面臨之信貸風險限制在理想水平。

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (c) Liquidity risk

Liquidity risk related to the risk that the Group will not be able to meet its obligation associated with its financial liabilities. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows in the short and long term.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risk.

The following tables show the remaining contractual maturities at the balance sheet date of the Group's trade and other payables, deposits received and accruals, other borrowings and amount due to immediate holdings company based on undiscounted cash flows (include interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group can be required to pay.

## 6. 財務風險管理目標及政策(續)

### (c) 流動資金風險

流動資金風險與本集團未能履行其有關金融負債之責任的風險有關。在管理流動資金風險方面，本集團監察及維持管理層認為足夠的現金及等同現金水平，為本集團之營運提供資金及減低現金流量短期及長期波動之影響。

本集團之流動資金政策已實施多年，並認為有關政策有效管理流動資金風險。

下表顯示於結算日本集團應付貨款及其他應付賬款、已收按金及應計費用、其他借貸及應付直接控股公司款項之餘下合約到期時間，此為根據未貼現現金流量（包括使用合約利率或（倘為浮動利率）於結算日之利率計算之利息付款）及本集團可被要求償還之最早日期計算。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (c) Liquidity risk (Continued)

The Group's financial liabilities have contractual maturities as follows:

Maturity analysis of undiscounted cash outflows:

		On demand or less than 1 year 按要求或 少於一年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 March 2019</b>	<b>於2019年3月31日</b>		
Trade and other payables, deposits received and other accruals	應付貨款及其他應付賬款、 已收按金及其他應計費用	15,024	15,024
Other borrowings (Note)	其他借貸(附註)	52,500	52,500
Amount due to immediate holding company	應付直接控股公司款項	5,700	5,700
		<b>73,224</b>	<b>73,224</b>
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>		
Trade and other payables, deposits received and other accruals	應付貨款及其他應付賬款、 已收按金及其他應計費用	11,185	11,185

Note: Other borrowings with a repayment on demand clause are included in the "on demand or less than 1 year" time band in the above maturity analysis. As at 31 March 2019, the aggregate carrying amounts of these other borrowings amounted to approximately HK\$52,500,000 (2018: Nil). Taking into account of the Group's financial position, the directors of the Company do not believe that it is probable that the borrower and the lender will exercise the discretionary rights to demand immediate repayment. The directors of the Company believe that such other borrowings will be repaid within one year after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the undiscounted cash outflows amount to approximately HK\$56,617,000 (2018: Nil) at 31 March 2019.

## 6. 財務風險管理目標及政策(續)

### (c) 流動資金風險(續)

本集團金融負債之合約到期日如下：

未貼現現金流出之到期日分析：

附註：具有按要求償還條款之其他借貸於上述到期日分析中計入「按要求或少於一年」組別。於2019年3月31日，該等其他借貸之賬面總值約為52,500,000港元(2018年：無)。經計及本集團之財務狀況，本公司董事並不相信借款人及貸款人將可能行使酌情權要求即時償還。本公司董事相信，該等其他借貸將根據貸款協議所載之預定償還日期於報告期末後一年內償還。於其時，於2019年3月31日之未貼現現金流出約為56,617,000港元(2018年：無)。

**6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****(d) Fair value estimation****(i) Financial instruments not measured at fair value**

Financial instruments not measured at fair value include trade receivables, deposits and other receivables cash and cash equivalents, trade and other payables, and deposits received and accruals, other borrowings and amount due to immediate holding company. The directors consider that the carrying amounts of these financial assets and liabilities approximate their fair values at 31 March 2019 and 2018.

**(ii) Financial instruments measured at fair value**

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is unobservable inputs) (level 3).

**6. 財務風險管理目標及政策(續)****(d) 公平值估計****(i) 並非按公平值計量之金融工具**

並非按公平值計量之金融工具包括應收貨款、按金及其他應收賬款、現金及等同現金、應付貨款及其他應付賬款、已收按金及應計費用、其他借貸及應付直接控股公司款項。董事認為該等金融資產及負債之賬面值與其於2019年及2018年3月31日之公平值相若。

**(ii) 按公平值計量之金融工具**

附帶標準條款於活躍流通市場買賣之金融資產及負債之公平價值乃參考市場報價釐定。

此架構根據計量此等金融資產及負債之公平價值所使用的主要輸入數據的相對可靠程度，將金融資產及負債劃分為三層組別。公平值架構分為以下各級：

- 相同資產或負債在活躍市場之報價（未經調整）（第1級）。
- 除包含於第1層之報價外，資產或負債之可觀察直接（即價格）或間接（即源自價格）輸入數據（第2級）。
- 並非依據可觀察市場數據而釐定之資產或負債輸入數據（即不可觀察輸入數據）（第3級）。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (d) Fair value estimation (Continued)

#### (ii) Financial instruments measured at fair value (Continued)

The level in the fair value hierarchy within which the financial assets is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. The financial assets measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

Financial assets	金融資產	Level 1 第1級 2019 HK\$'000 千港元	Level 2 第2級 2019 HK\$'000 千港元	Level 3 第3級 2019 HK\$'000 千港元	Total 總計 2019 HK\$'000 千港元
<b>At 31 March 2019</b>	<b>於2019年3月31日</b>				
Financial assets at fair value through profit or loss:	按公平值計入損益表之金融資產：				
– Unlisted property fund	– 非上市物業基金	–	–	34,500	34,500
– Convertible loan notes	– 可換股貸款票據	–	–	32,546	32,546
		–	–	67,046	67,046
Financial assets	金融資產	Level 1 第1級 2018 HK\$'000 千港元	Level 2 第2級 2018 HK\$'000 千港元	Level 3 第3級 2018 HK\$'000 千港元	Total 總計 2018 HK\$'000 千港元
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>				
Financial assets at fair value through profit or loss:	按公平值計入損益表之金融資產：				
– Unlisted property fund	– 非上市物業基金	–	–	38,000	38,000
– Convertible loan notes, derivative component	– 可換股貸款票據，衍生工具部分	–	–	877	877
		–	–	38,877	38,877

## 6. 財務風險管理目標及政策(續)

### (d) 公平值估計(續)

#### (ii) 按公平值計量之金融工具(續)

在金融資產之分類中，公平值等級之水平基於對公平值計量有重大影響之最低輸入數據水平。於綜合財務狀況表內按公平值計量之金融資產乃劃分為以下的公平值等級：



**6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****6. 財務風險管理目標及政策(續)****(d) Fair value estimation (Continued)**

Reconciliation of fair value measurements categorised within level 3 of fair value hierarchy:

**(d) 公平值估計(續)**

於公平值等級第3級分類之公平值計量對賬：

		Derivative component in convertible loan notes/convertible loan notes 可換股貸款票據之衍生工具 部分／可換股貸款票據 HK\$'000 千港元	Unlisted property fund 非上市物業基金 HK\$'000 千港元	Unlisted investment fund 非上市投資基金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Carrying amounts as at 1 April 2017	於2017年4月1日之賬面值	–	–	13,620	13,620
Additions	增加	1,433	38,000	–	39,433
Disposals	出售	–	–	(13,620)	(13,620)
Fair value loss recognised in profit or loss	於損益確認之公平值虧損	(607)	–	–	(607)
Exchange differences	匯兌差額	51	–	–	51
Carrying amounts as at 31 March 2018	於2018年3月31日之賬面值	877	38,000	–	38,877
Reclassification and remeasurement upon adoption of HKFRS 9	於採納香港財務報告準則第9號後之重新分類及重新計量	26,187	–	–	26,187
Carrying amounts as at 1 April 2018	於2018年4月1日之賬面值	27,064	38,000	–	65,064
Additions	增加	8,392	–	–	8,392
Fair value loss recognised in profit or loss	於損益確認之公平值虧損	(2,910)	(3,500)	–	(6,410)
Carrying amounts as at 31 March 2019	於2019年3月31日之賬面值	32,546	34,500	–	67,046

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (d) Fair value estimation (Continued)

The methods and valuation techniques used for the purpose of measuring fair values are unchanged compared to the previous reporting periods.

The Group's policy is to recognise transfer between levels of fair value hierarchy as of the date of the events or change in circumstances that cause the transfer. There have been no significant transfers between the levels in the reporting periods.

The Group's financial assets classified in Level 3 use valuation technique based on significant inputs that are not based on observable market data.

#### Information about level 3 fair value measurement

As at 31 March 2018, the fair values of derivative component in the convertible loan notes are determined using binomial option pricing model and the significant unobservable input used in the fair value measurement is the expected volatility. The fair value measurement is positively correlated to the expected volatility. As at 31 March 2018, it is estimated that with all other variables held constant, an increase in the expected volatility by 5% would have decreased the Group's loss by GBP116,000 (equivalent to approximately HK\$1,277,000) while a decrease in the expected volatility by 5% would have increased the Group's loss by GBP66,000 (equivalent to approximately HK\$727,000) for conversion option embedded in convertible loan notes.

## 6. 財務風險管理目標及政策(續)

### (d) 公平值估計(續)

與先前報告期間比較，就計量公平值使用之方法及估值技術並無變動。

本集團之政策為於引致轉撥之事件或情況變化當日確認公平值等級之間之轉撥。於報告期間等級之間並無重大轉撥。

本集團分類為第3級之金融資產使用基於重大輸入數據(並非基於可觀察市場數據)之估值技術。

#### 有關第3級公平值計量之資料

於2018年3月31日，可換股貸款票據中的衍生工具部分的公平值乃使用二項式期權定價模型釐定，而公平值計量所使用的重大不可觀察輸入數據為預期波幅。公平值計量與預期波幅呈正相關關係。於2018年3月31日，倘所有其他可變因素維持不變，就可換股貸款票據內含換股權而言，估計預期波幅上升5%將導致本集團虧損減少116,000英鎊(相當於約1,277,000港元)，而預期波幅下降5%將導致本集團虧損增加66,000英鎊(相當於約727,000港元)。

**6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****(d) Fair value estimation (Continued)****Information about level 3 fair value measurement (Continued)**

Upon the adoption of HKFRS 9, the convertible loan notes in its entirety was measured as FVPL and the fair values are determined using binomial option pricing model and the significant unobservable input used in the fair value measurement is (i) expected volatility and (ii) present value of contractually determined stream of future cash flows discounted at the required yield for receivable component. The fair value measurement is positively correlated to the expected volatility. As at 31 March 2019, it is estimated that with all other variables held constant, an increase in the expected volatility by 5% would have decreased the Group's loss by approximately GBP15,000 (equivalent to approximately HK\$151,000) while a decrease in the expected volatility by 5% would have increased the Group's loss by approximately GBP10,000 (equivalent to approximately HK\$98,000) for convertible loan notes.

As at 31 March 2019, the fair values of unlisted property fund are determined using binomial option pricing model and the significant unobservable input used in the fair value measurement is the expected volatility. The fair value measurement is positively correlated to the expected volatility. As at 31 March 2019, it is estimated that with all other variables held constant, an increase in the expected volatility by 5% would have decreased the Group's loss by approximately HK\$1,500,000 (2018: HK\$902,000) while a decrease in the expected volatility by 5% would have increased the Group's loss by approximately HK\$2,000,000 (2018: HK\$1,320,000).

For the significant inputs for the convertible loan notes and unlisted property fund, please refer to Notes 18 and 24 respectively.

**6. 財務風險管理目標及政策(續)****(d) 公平值估計(續)****有關第3級公平值計量之資料(續)**

於採納香港財務報告準則第9號後，可換股貸款票據整體為按公平值計入損益表計量，而公平值乃使用二項式期權定價模型釐定，而公平值計量所使用的重大不可觀察輸入數據為(i)預期波幅及(ii)應收賬款之公平值乃使用合約確定未來現金流量按所需收益率貼現之現值釐定。公平值計量與預期波幅呈正相關關係。於2019年3月31日，倘所有其他可變因素維持不變，就可換股貸款票據而言，估計預期波幅上升5%將導致本集團虧損減少約15,000英鎊(相當於約151,000港元)，而預期波幅下降5%將導致本集團虧損增加約10,000英鎊(相當於約98,000港元)。

於2019年3月31日，非上市物業基金之公平值乃使用二項期權定價模式釐定，而公平值計量所使用的重大不可觀察輸入數據為預期波幅。公平值計量與預期波幅呈正相關關係。於2019年3月31日，倘所有其他可變因素維持不變，預期波幅上升5%將導致本集團虧損減少約1,500,000港元(2018年：902,000港元)，而預期波幅下降5%將導致本集團虧損增加約2,000,000港元(2018年：1,320,000港元)。

有關可換股貸款票據及非上市物業基金中的衍生工具部分之重大輸入數據，請分別參閱附註18及24。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### (e) Financial instruments by category

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities:

## 6. 財務風險管理目標及政策(續)

### (e) 按類別劃分的金融工具

綜合財務狀況表中呈列之賬面值與以下金融資產及金融負債類別有關：

		<b>As at 31 March 於3月31日</b>	
		<b>2019</b>	2018
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
<b>Financial assets as per consolidated statement of financial position</b>	<b>綜合財務狀況表所列金融資產</b>		
Financial assets at fair value through profit or loss	按公平值計入損益表之金融資產		
– Convertible loan notes, derivative component (Note 18)	– 可換股貸款票據，衍生工具部分(附註18)	–	877
– Convertible loan notes (Note 18)	– 可換股貸款票據(附註18)	<b>32,546</b>	–
– Unlisted property fund (Note 24)	– 非上市物業基金(附註24)	<b>34,500</b>	38,000
Financial assets measured at amortised cost	按攤銷成本計量之金融資產		
– Trade and other receivables and deposits (Note 20)	– 應收貨款及其他應收賬款及按金(附註20)	<b>43,293</b>	–
– Cash and cash equivalents (Note 21)	– 現金及等同現金(附註21)	<b>28,443</b>	–
Loans and receivables	貸款及應收賬款		
– Loans to associates (Note 17)	– 向聯營公司作出之貸款(附註17)	–	345
– Convertible loan notes, receivable component (Note 18)	– 可換股貸款票據，應收賬款部分(附註18)	–	27,467
– Trade and other receivables and deposits (Note 20)	– 應收貨款及其他應收賬款及按金(附註20)	–	67,781
– Cash and cash equivalents (Note 21)	– 現金及等同現金(附註21)	–	54,686
Total	總計	<b>138,782</b>	189,156
<b>Financial liability as per consolidated statement of financial position</b>	<b>綜合財務狀況表所列金融負債</b>		
Financial liability measured at amortised costs	按攤銷成本計量之金融負債		
– Trade and other payables, deposits received and other accruals (Note 22)	– 應付貨款及其他應付賬款、已收按金及其他應計費用(附註22)	<b>15,024</b>	11,185
– Other borrowings (Note 23)	– 其他借貸(附註23)	<b>52,500</b>	–
– Amount due to immediate holding company (Note 25)	– 應付直接控股公司款項(附註25)	<b>5,700</b>	–
Total	總計	<b>73,224</b>	11,185

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**7. REVENUE**

Revenue from sales of pearls and jewellery represents the amounts received and receivable from customers in respect of goods sold less returns and allowances.

Interest income on financial assets including are accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

The Group's revenue recognised during the year is as follows:

		<b>2019</b>	2018
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Sales of pearls and jewellery	銷售珍珠及珠寶	<b>169,350</b>	176,519
– Sales of pearls	– 銷售珍珠	<b>35,645</b>	59,354
– Design and sale of jewellery products	– 設計及銷售珠寶產品	<b>133,705</b>	117,165
Interest income from strategic investment and financial services	策略投資及財務服務利息收入	<b>1,916</b>	10,838
		<b>171,266</b>	187,357

The Group has adopted the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for pearls and jewellery products such that information about revenue that the Group will be entitled to when it satisfies the remaining unsatisfied (or partially satisfied) performance obligations under the contracts for all contracts that had an original expected duration of one year or less is not disclosed.

**7. 收入**

銷售珍珠及珠寶之收入指就貨品已收及應收客戶之款項減退貨及折扣。

金融資產之利息收入乃經參考尚未償還本金及以適用實際利率按時間之基準累計。

年內已確認之本集團收入如下：

本集團已將香港財務報告準則第15號第121段之實際權宜方法採納於其珍珠及珠寶產品之銷售合約，因此就原本預期年期為一年或以下之所有合約而言，並無披露有關本集團當達成合約項下之餘下尚未達成（或部分達成）履約責任時有權收取之收入之資料。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 8. SEGMENT INFORMATION

The Group's operating segments have been determined based on the information reported to the executive directors, being the chief operating decision maker of the Group, that are used for performance assessment and to make strategic decisions. The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments. The Group currently has two operating segments:

- |   |  |
|---|--|
| (a) Sale of pearls and jewellery products       | Design and sale of jewellery products, and sale of pearls              |
| (b) Strategic investment and financial services | Real estate financial assets investments and investments in associates |

The executive directors assess the performance of the operating segments based on a measure of segment results. This measurement basis excludes the effects of non-recurring expenditure and of corporate expenses from the operating segments. Other information provided to the executive directors is measured in a manner consistent with that in the consolidated financial statements.

## 8. 分部資料

本集團之經營分部已根據向執行董事(即本集團主要經營決策人)報告之資料釐定,有關資料乃用作評估表現及作出策略性決定。本集團之經營業務乃根據其業務性質及所提供之產品及服務構建及獨立管理。本集團各經營分部指提供產品及服務之策略性業務單位,其風險及回報有別於其他經營分部。本集團現時有兩個經營分部:

- |               |                    |
|---------------|--------------------|
| (a) 銷售珍珠及珠寶產品 | 設計及銷售珠寶產品,以及銷售珍珠   |
| (b) 策略投資及財務服務 | 房地產金融資產投資及於聯營公司之投資 |

執行董事根據分部業績之計量評估營運分部表現。此計量基準不包括營運分部之非經常性支出及企業開支之影響。提供予執行董事之其他資料按與綜合財務報表一致之方式計量。



**8. SEGMENT INFORMATION (CONTINUED)**

An analysis of the Group's reportable segment revenue, results, assets, liabilities and other selected financial information by operating segments are as follows:

**Segment revenue and results**

For the year ended 31 March 2019

**8. 分部資料 (續)**

本集團按經營分部劃分之可呈報分部收入、業績、資產、負債及其他選定財務資料之分析如下：

**分部收入及業績**

截至2019年3月31日止年度

		<b>Sale of pearls and jewellery products</b> 銷售珍珠及 珠寶產品 <b>HK\$'000</b> 千港元	<b>Strategic investment and financial services</b> 策略投資及 財務服務 <b>HK\$'000</b> 千港元	<b>Total</b> 總計 <b>HK\$'000</b> 千港元
<b>Segment revenue</b>	分部收入	<b>169,350</b>	<b>1,916</b>	<b>171,266</b>
<b>Segment loss</b>	分部虧損	<b>(1,803)</b>	<b>(10,841)</b>	<b>(12,644)</b>
Finance income	財務收益			<b>263</b>
Finance costs	財務成本			<b>(2,609)</b>
Equity-settled share-based payments	股權結算以股份為基礎付款			<b>(8,552)</b>
Unallocated corporate expenses	未分配企業開支			<b>(19,678)</b>
Loss before income tax	除所得稅前虧損			<b>(43,220)</b>

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 8. SEGMENT INFORMATION (CONTINUED)

### Segment revenue and results (Continued)

For the year ended 31 March 2018

		Sale of pearls and jewellery products 銷售珍珠及 珠寶產品 HK\$'000 千港元	Strategic investment and financial services 策略投資及 財務服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收入	176,519	10,838	187,357
Segment loss	分部虧損	(14,518)	(98,284)	(112,802)
Finance income	財務收益			830
Finance costs	財務成本			(603)
Unallocated corporate expenses	未分配企業開支			(15,980)
Loss before income tax	除所得稅前虧損			(128,555)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the years.

Segment results represent loss incurred by each segment without allocation of central administrative expenses including directors' emoluments and salaries and other operating expenses incurred by the Company and the investment holding companies, certain other (losses)/gains and finance income and costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

## 8. 分部資料(續)

### 分部收入及業績(續)

截至2018年3月31日止年度

		Sale of pearls and jewellery products 銷售珍珠及 珠寶產品 HK\$'000 千港元	Strategic investment and financial services 策略投資及 財務服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收入	176,519	10,838	187,357
Segment loss	分部虧損	(14,518)	(98,284)	(112,802)
Finance income	財務收益			830
Finance costs	財務成本			(603)
Unallocated corporate expenses	未分配企業開支			(15,980)
Loss before income tax	除所得稅前虧損			(128,555)

上文呈報之分部收入指由對外客戶產生之收益。兩個年度並無分部間銷售。

分部業績指各分部產生之虧損，惟並無分配中央行政開支，包括董事酬金及薪金以及本公司及投資控股公司產生之其他經營開支、若干其他(虧損)/收益及財務收益及成本。此乃就分配資源及評估分部表現而向主要經營決策人呈報之計量。

**8. SEGMENT INFORMATION (CONTINUED)****Segment assets and liabilities**

The following is an analysis of the carrying amount of assets and liabilities analysed by the geographical area of operations of the Group:

At 31 March 2019

**8. 分部資料 (續)****分部資產及負債**

下文載列按本集團經營所在地分類之資產及負債之賬面值分析：

於2019年3月31日

		<b>Sale of pearls and jewellery products 銷售珍珠及 珠寶產品 HK\$'000 千港元</b>	<b>Strategic investment and financial services 策略投資及 財務服務 HK\$'000 千港元</b>	<b>Total 總計 HK\$'000 千港元</b>
<b>Segment assets</b>	<b>分部資產</b>			
– Hong Kong	– 香港	118,608	1,217	119,825
– UK	– 英國	–	70,512	70,512
– The PRC	– 中國	16,890	–	16,890
		<b>135,498</b>	<b>71,729</b>	<b>207,227</b>
Unallocated corporate assets	未分配企業資產			<b>70,633</b>
Total assets	資產總值			<b>277,860</b>
<b>Segment liabilities</b>	<b>分部負債</b>			
– Hong Kong	– 香港	(15,907)	(350)	(16,257)
– The PRC	– 中國	(3,446)	–	(3,446)
		<b>(19,353)</b>	<b>(350)</b>	<b>(19,703)</b>
Unallocated corporate liabilities	未分配企業負債			<b>(60,179)</b>
Total liabilities	負債總額			<b>(79,882)</b>

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**8. SEGMENT INFORMATION (CONTINUED)****Segment assets and liabilities (Continued)****At 31 March 2018****8. 分部資料(續)****分部資產及負債(續)****於2018年3月31日**

		Sale of pearls and jewellery products 銷售珍珠及 珠寶產品 HK\$'000 千港元	Strategic investment and financial services 策略投資及 財務服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產			
– Hong Kong	– 香港	119,567	38,612	158,179
– UK	– 英國	–	66,868	66,868
– The PRC	– 中國	17,115	–	17,115
		<u>136,682</u>	<u>105,480</u>	<u>242,162</u>
Unallocated corporate assets	未分配企業資產			<u>11,906</u>
Total assets	資產總值			<u>254,068</u>
Segment liabilities	分部負債			
– Hong Kong	– 香港	(12,992)	(500)	(13,492)
– The PRC	– 中國	(2,993)	–	(2,993)
		<u>(15,985)</u>	<u>(500)</u>	<u>(16,485)</u>
Unallocated corporate liabilities	未分配企業負債			<u>(1,075)</u>
Total liabilities	負債總額			<u>(17,560)</u>

**8. SEGMENT INFORMATION (CONTINUED)****Segment assets and liabilities (Continued)**

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain property, plant and equipment, certain deposits and prepayments, and certain cash and cash equivalents that are not attributable to individual segments.
- all liabilities are allocated to operating segments other than certain accruals and other payables and other borrowings that are not attributable to individual segments.

**Other segment information**

For the year ended 31 March 2019

**8. 分部資料 (續)****分部資產及負債 (續)**

為監察分部表現及於分部間分配資源：

- 除若干物業、廠房及設備、若干按金及預付款項，以及若干現金及等同現金不計入個別分部外，所有資產均分配至經營分部。
- 除若干應計費用及其他應付賬款及其他借貸不計入個別分部外，所有負債均分配至經營分部。

**其他分部資料**

截至2019年3月31日止年度

		Sale of pearls and jewellery products 銷售珍珠及珠寶產品 HK\$'000 千港元	Strategic investment and financial services 策略投資及財務服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Amounts included in the measure of segment loss and segment assets</b>	<b>計量分部虧損及分部資產所計入之金額</b>			
Additions to property, plant and equipment	添置物業、廠房及設備	944	90	1,034
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(1,419)	(152)	(1,571)
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	–	(16)	(16)
Fair value loss on convertible loan notes	可換股貸款票據之公平值虧損	–	(2,910)	(2,910)
Fair value loss on unlisted property fund	非上市物業基金之公平值虧損	–	(3,500)	(3,500)
Fair value loss on other receivable	其他應收賬款之公平值虧損	–	(4,053)	(4,053)
Reversal of allowance for ECL on trade receivables, net	應收貨款之預期信貸虧損撥回，淨額	551	–	551
Reversal of impairment losses on inventories, net	存貨之減值虧損撥回，淨額	3,218	–	3,218
Written off of property, plant and equipment	撇銷物業、廠房及設備	(1,047)	–	(1,047)

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**8. SEGMENT INFORMATION (CONTINUED)****Other segment information (Continued)**

For the year ended 31 March 2018

**8. 分部資料(續)****其他分部資料(續)**

截至2018年3月31日止年度

		Sale of pearls and jewellery products 銷售珍珠及 珠寶產品 HK\$'000 千港元	Strategic investment and financial services 策略投資及 財務服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment loss and segment assets	計量分部虧損及分部 資產所計入之金額			
Additions to property, plant and equipment	添置物業、廠房及設備	51	602	653
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(2,077)	(119)	(2,196)
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	(34)	(5)	(39)
Fair value loss on derivative component in convertible loan notes	可換股貸款票據衍生工具 部分之公平值虧損	–	(607)	(607)
Realised loss on disposals of financial assets at fair value through profit or loss	出售按公平值計入損益表之 金融資產之已變現虧損	–	(11,269)	(11,269)
Loss on investments in associates	於聯營公司之投資之虧損	–	(80,193)	(80,193)
Impairment losses on loans to associates	向聯營公司作出之貸款之 減值虧損	–	(13,871)	(13,871)
Provision for impairment losses on trade receivables, net	應收貨款減值虧損撥備，淨額	(5,397)	–	(5,397)
Provision for impairment losses on inventories, net	存貨減值虧損撥備，淨額	(6,111)	–	(6,111)
Gain on disposal of a subsidiary	出售一間附屬公司之溢利	–	50	50



## 8. SEGMENT INFORMATION (CONTINUED)

## Geographical Information

The Group mainly operates in Hong Kong, the PRC, United States of America ("USA"), UK and Europe. The Group's revenue from external customers based on the locations of operations and information about its non-current assets by geographical location of the assets are detailed below:

## 8. 分部資料 (續)

## 地區資料

本集團主要於香港、中國、美利堅合眾國(「美國」)、英國及歐洲經營。本集團按經營所在地劃分之來自對外客戶之收益及按該等資產之地區劃分之非流動資產之資料詳列如下：

		Revenue from external customers 來自對外客戶之收益		Non-current assets* 非流動資產*	
		2019 HK\$'000 千港元	2018 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元
North America <sup>#</sup>	北美洲 <sup>#</sup>				
– USA	– 美國	98,712	70,254	–	–
– Others	– 其他	318	2,093	–	–
Europe	歐洲				
– Germany	– 德國	16,917	29,906	–	–
– Italy	– 意大利	271	1,592	–	–
– UK	– 英國	2,159	602	–	–
– Others	– 其他	4,306	6,843	–	–
Hong Kong	香港	21,748	27,403	70,837	2,931
Asian countries (excluding Hong Kong and Korea)	亞洲國家(不包括 香港及韓國)				
– PRC	– 中國	10,898	23,297	1,006	1,174
– Japan	– 日本	10,121	15,452	–	–
– Others	– 其他	1,695	3,428	–	–
Others	其他	4,121	6,487	–	–
		171,266	187,357	71,843	4,105

\* Non-current assets included property, plant and equipment only.

\* 非流動資產僅包括物業、廠房及設備。

<sup>#</sup> Revenue from the transactions with one individual customer amounted to approximately HK\$53,788,000 (2018: HK\$29,664,000) which represented more than 31% of total revenue of the Group for the year ended 31 March 2019. The customer is situated in the USA, the revenue generated from the USA during the year amounted to approximately HK\$98,712,000 (2018: HK\$70,013,000). These figures were attributable to North America region of the sales of pearls and jewellery products segment.

<sup>#</sup> 截至2019年3月31日止年度，與一名個別客戶交易之收入約為53,788,000港元(2018年：29,664,000港元)，佔本集團總收入31%以上。該客戶位於美國，本年度由美國產生之收入約為98,712,000港元(2018年：70,013,000港元)。該等數字由銷售珍珠及珠寶產品分部之北美洲地區所得。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 9. OTHER (LOSSES)/GAIN, NET AND GAIN ON DISPOSAL OF A SUBSIDIARY

### (a) Other (losses)/gain, net

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Exchange gain	匯兌溢利	522	823
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	(16)	(39)
Written off of property, plant and equipment	撇銷物業、廠房及設備	(1,172)	—
Bad debt recovered	已收回壞賬	163	—
Others	其他	162	(60)
		(341)	724

### (b) Gain on disposal of a subsidiary

On 29 March 2018, the Group entered into an agreement with an independent third party (the “Purchaser”), pursuant to which the Group agreed to sell and the Purchaser agreed to acquire the entire equity interest of Huge Mind Investment Limited (“Huge Mind”), being the wholly owned subsidiary of the Group, at a total consideration of HK\$7,000,000 which was determined with reference to their financial positions as at 29 March 2018. The disposal was completed on 29 March 2018.

## 9. 其他(虧損)/溢利—淨額及出售一間附屬公司溢利

### (a) 其他(虧損)/溢利—淨額

### (b) 出售一間附屬公司溢利

於2018年3月29日，本集團與一名獨立第三方(「買方」)訂立協議，據此，本集團同意出售及買方同意收購宏思投資有限公司(「宏思」，本集團之全資附屬公司)之全部股本權益，總代價為7,000,000港元，其乃經參考其於2018年3月29日之財務狀況而釐定。出售事項已於2018年3月29日完成。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**9. OTHER (LOSSES)/GAIN, NET AND GAIN ON DISPOSAL OF A SUBSIDIARY (CONTINUED)****(b) Gain on disposal of a subsidiary (Continued)**

The assets and liabilities of Huge Mind at the disposal date are disclosed as below:

**9. 其他(虧損)/溢利—淨額及出售一間附屬公司溢利(續)****(b) 出售一間附屬公司溢利(續)**

宏思於出售日期之資產及負債披露如下：

		Year ended 31 March 2018 截至2018年 3月31日止年度 HK\$'000 千港元
Net assets disposed of:	所出售資產淨值：	
Loans and interest receivables	應收貸款及利息	8,362
Deposits and prepayments	按金及預付款項	38
Cash and bank balances	現金及銀行結餘	27
Other payables and accruals	其他應付賬款及應計費用	(1,477)
		6,950
Gain on disposal of a subsidiary	出售一間附屬公司之溢利	50
Total consideration	總代價	7,000
Satisfied by:	以下列方式支付：	
Cash	現金	2,000
Promissory note (Note)	承兌票據(附註)	5,000
		7,000
An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:	有關出售一間附屬公司之現金及等同現金流入淨額分析如下：	
Cash consideration	現金代價	2,000
Cash and bank balances disposed of	出售之現金及銀行結餘	(27)
		1,973

Note: As at 31 March 2018, the above consideration receivable was included in other receivables in the consolidated statement of financial position. No interest is payable on the promissory note, and the balance was fully settled on 21 June 2018.

The directors of the Company considered that the promissory note was expected to be recovered within one year. The fair value was not materially different from its carrying amount.

附註：於2018年3月31日，上述應收代價計入綜合財務狀況表中的其他應收賬款。毋須就承兌票據支付利息，且結餘已於2018年6月21日悉數償付。

本公司董事認為，預計承兌票據將於一年內收回。公平值與其賬面值並無重大差異。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**10. LOSS BEFORE INCOME TAX****10. 除所得稅前虧損**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Costs of inventories sold	已出售存貨成本	<b>105,051</b>	105,565
Employee benefit expenses (including directors' emoluments) (Note 11)	僱員福利開支(包括董事酬金)(附註11)	<b>53,218</b>	44,422
Auditors remuneration	核數師酬金		
Audit services	審核服務	<b>1,108</b>	1,300
Non-audit services	非審核服務	<b>236</b>	284
Acquisition-related costs (Note 28)	收購相關成本(附註28)	<b>804</b>	–
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊(附註15)	<b>2,105</b>	2,196
Written off of property, plant and equipment (Note 15)	撇銷物業、廠房及設備(附註15)	<b>1,172</b>	–
(Reversal of allowance for ECL)/Provision for impairment losses on trade receivables, net* (Note 20)	應收貨款之(預期信貸虧損撥備撥回)/減值虧損撥備,淨額*(附註20)	<b>(551)</b>	5,397
(Reversal of)/Provision for impairment losses on inventories, net#	存貨之減值虧損(撥回)/撥備,淨額#	<b>(3,218)</b>	6,111
Operating lease payments, gross	經營租賃付款,總額	<b>14,744</b>	15,564
Less: operating lease income on sub-leased premises	減:分租物業之經營租賃收入	<b>(3,283)</b>	(3,823)
Operating lease payments, net	經營租賃付款,淨額	<b>11,461</b>	11,741
Exhibition expenses	展覽開支	<b>4,602</b>	5,901
Commission expenses	佣金開支	<b>–</b>	65

\* The amount was included in the administrative expenses in the profit or loss.

\* 該金額已計入損益之行政開支內。

# The amount was included in the cost of sales in the profit or loss.

# 該金額已計入損益之銷售成本內。

**11. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)****11. 僱員福利開支(包括董事酬金)**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	<b>40,493</b>	40,474
Equity-settled share-based payments	股權結算以股份為基礎付款	<b>8,552</b>	–
Pension costs defined contribution plans and social security costs	養老金成本定額供款計劃及社會保障成本	<b>4,173</b>	3,948
		<b>53,218</b>	44,422

**11. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)****Five highest paid individuals**

The five individuals with the highest emoluments in the Group for the year include 3 existing directors (2018: 3 existing directors and 1 resigned director) of the Company whose emoluments are set out in note 35 below. The emolument of the remaining 2 (2018: 1) individual is as follows:

		<b>non-director</b> <b>非董事</b>	
		<b>2019</b>	2018
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Salaries, wages and other benefits	薪金、工資及其他福利	<b>2,731</b>	2,000
Equity-settled share-based payments	股權結算以股份為基礎付款	<b>978</b>	–
Pension costs defined contribution plans and social security costs	養老金成本定額供款計劃及社會保障成本	<b>35</b>	18
		<b>3,744</b>	2,018

Except for the directors' remuneration disclosed in Note 35, the number of the remaining 2 (2018: 1) individual whose remuneration fell within the following bands is as follows:

		<b>Number of employees</b> <b>僱員人數</b>	
		<b>2019</b>	2018
HK\$500,000 to HK\$1,000,000	500,000港元至1,000,000港元	–	–
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–	–
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	<b>2</b>	–
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	–	1

During the year ended 31 March 2019, no emoluments were paid by the Group to the five highest paid individuals, including directors, as inducement to join or upon joining the Group or as compensation for loss of office (2018: Nil).

**11. 僱員福利開支(包括董事酬金)(續)****五名最高薪酬人士**

年內，本集團五名最高薪酬人士包括本公司3名現任董事(2018年：3名現任董事及1名已辭任董事)，彼等之酬金載於下文附註35。其餘2名人士(2018年：1名個人)之酬金如下：

除於附註35披露之董事酬金外，屬於下列薪酬幅度之其餘2名(2018年：1名)人士人數如下：

於截至2019年3月31日止年度，本集團並無向五名最高薪酬人士(包括董事)支付任何酬金，作為吸引其加入或於加入本集團時之獎勵或離職補償(2018年：無)。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**12. INCOME TAX (CREDIT)/EXPENSE****12. 所得稅(抵免)/開支**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong profits tax	香港利得稅	–	1,319
PRC corporate income tax	中國企業所得稅	–	–
		–	1,319
Over-provision in prior years:	過往年度超額撥備：		
Hong Kong profits tax	香港利得稅	<b>(364)</b>	–
PRC corporate income tax	中國企業所得稅	–	–
		<b>(364)</b>	–
Deferred tax:	遞延稅項：		
Net credit for current year (Note 16)	本年度抵免淨額 (附註16)	<b>(40)</b>	(87)
Income tax (credit)/expense	所得稅(抵免)/開支	<b>(404)</b>	1,232

**Hong Kong profits tax**

No Provision for Hong Kong profits tax has been made as the Group had no estimated assessable profits for the year ended 31 March 2019.

Hong Kong profits tax has been provided at a rate of 16.5% on the estimated assessable profits for the year ended 31 March 2018.

**PRC corporate income tax**

In accordance with the relevant PRC corporate income tax laws, regulations and implementation guidance notes, subsidiaries in the PRC are subject to the PRC corporate income tax rate at 25% of the estimated assessable profits during the year (2018: 25%).

**香港利得稅**

由於本集團於截至2019年3月31日止年度並無估計應課稅溢利，故並無就香港利得稅作撥備。

香港利得稅乃根據截至2018年3月31日止年度之估計應課稅溢利按稅率16.5%計算。

**中國企業所得稅**

根據相關中國企業所得稅法律、規例及實施指引註釋，中國附屬公司須按年內估計應課稅溢利25%之稅率(2018年：25%)繳納中國企業所得稅。



**12. INCOME TAX (CREDIT)/EXPENSE  
(CONTINUED)****Withholding tax on distributed/undistributed profits**

The PRC tax law imposes a withholding tax at 10%, unless reduced by a tax treaty, for dividends distributed by PRC subsidiaries to its immediate holding company outside the PRC for earnings generated beginning on 1 January 2008.

The amount of taxation (credit)/charge for the year can be reconciled to the loss before income tax as follows:

**12. 所得稅(抵免)/開支(續)****已分派/未分派溢利之預扣稅**

自2008年1月1日開始，除非根據稅務條約予以減少，否則中國稅法規定中國附屬公司因產生盈利而向其中國境外直接控股公司分派股息須繳納10%預扣稅。

本年度稅項(抵免)/開支與除所得稅前虧損之對賬如下：

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(43,220)	(128,555)
Tax calculated at statutory income tax rate (Note)	按法定所得稅稅率計算之稅項(附註)	(7,131)	(21,211)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區營運之附屬公司不同稅率之影響	46	(1,552)
Tax effect of:	稅務影響：		
Expenses that are not deductible for tax purpose	不可扣稅之開支	6,871	21,483
Income not subject to tax	毋須課稅之收入	(191)	(550)
Tax losses not recognised	尚未確認之稅項虧損	1,065	3,918
Utilisation of tax losses not recognised previously	動用先前未確認之稅項虧損	(805)	(556)
Over-provision in prior years	過往年度超額撥備	(363)	—
Others	其他	104	(300)
Income tax (credit)/expense	所得稅(抵免)/開支	(404)	1,232

On 21 March 2018, the Hong Kong Legislative Council passes The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of entity not qualifying for the two-tiered profits tax rates regime will continued to be taxed at a flat rate of 16.5%.

Note: For the year ended 31 March 2019, the income tax is calculated in accordance with the two-tiered profits tax rates regime. For the year ended 31 March 2018, the income tax is calculated at a single tax rate of 16.5%.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「法案」)，引入利得稅兩級制。法案已於2018年3月28日簽署為法例，並於翌日刊憲。根據利得稅兩級制，合資格實體之首2,000,000港元溢利將按8.25%繳稅，而2,000,000港元以上之溢利將按16.5%繳稅。不符合資格根據利得稅兩級制計稅之實體之溢利將繼續按劃一稅率16.5%繳稅。

附註：截至2019年3月31日止年度，所得稅乃根據利得稅兩級制計算。截至2018年3月31日止年度，所得稅按單一稅率16.5%計算。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 13. LOSS PER SHARE

The calculation of the basic loss per share is calculated by dividing the loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

Loss attributable to equity holders of the Company (HK\$'000)	本公司股東應佔虧損 (千港元)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (thousands)	就計算每股基本虧損所用之 普通股加權平均數(千股)

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. For the year ended 31 March 2018, the number of shares used for the purpose of calculating basic loss per share has been retrospectively adjusted for the issue of shares pursuant to the Share Subdivision (Note 26) as if the Share Subdivision had occurred on 1 April 2017.

### 13. 每股虧損

每股基本虧損之計算乃按年內本公司普通股股東應佔虧損除以年內已發行普通股之加權平均數計算。

2019	2018 (Restated) (經重列)
<b>(42,816)</b>	(129,787)
<b>1,696,950</b>	1,686,335

每股基本虧損乃按本公司股東應佔虧損除以年內已發行普通股之加權平均數計算。截至2018年3月31日止年度，計算每股基本虧損所用之股份數目已就根據股份拆細(附註26)發行之股份作追溯調整，猶如股份拆細已於2017年4月1日發生。

### 13. LOSS PER SHARE (CONTINUED)

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The potential ordinary shares of the Company are share options (Note 29). The calculation of dilutive effect of share options is determined by the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

For the year ended 31 March 2019, the assumed conversion of potential ordinary shares in relation to the share option has an anti-dilutive effect to the basic loss per share. For the year ended 31 March 2018, the diluted loss per share were equal to the basic earnings per share because the Company has no potential ordinary shares.

### 14. DIVIDEND

The directors do not recommend any payment of dividend in respect of the year ended 31 March 2019 (2018: Nil).

### 13. 每股虧損(續)

每股攤薄虧損乃透過調整發行在外之普通股加權平均數計算，以假設轉換所有潛在攤薄普通股。本公司之潛在普通股為購股權(附註29)。購股權攤薄影響之計算乃以根據尚未行使購股權附帶之認購權之貨幣價值，可按公平值(釐定為本公司股份之平均全年市場股份價格)收購之股份數目釐定。按上述計算之股份數目與假設行使購股權應已發行之股份數目進行比較。

截至2019年3月31日止年度，假設轉換有關購股權之潛在普通股對每股基本虧損具有反攤薄影響。截至2018年3月31日止年度，由於本公司並無潛在普通股，故每股攤薄虧損相等於每股基本盈利。

### 14. 股息

董事不建議就截至2019年3月31日止年度派付任何股息(2018年：無)。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**15. PROPERTY, PLANT AND EQUIPMENT****15. 物業、廠房及設備**

		Leasehold land and buildings 租賃物業及 樓宇 HK\$'000 千港元	Leasehold improvements 租賃樓宇 裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢私、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 March 2018</b>	<b>截至2018年3月31日止年度</b>						
Opening net book amount	年初賬面淨額	–	514	3,071	6	2,104	5,695
Additions	添置	–	382	14	257	–	653
Disposals (Note 32)	出售(附註32)	–	–	(25)	(34)	–	(59)
Depreciation (Note 10)	折舊(附註10)	–	(529)	(947)	(51)	(669)	(2,196)
Exchange differences	匯兌差額	–	–	12	–	–	12
Closing net book amount	年末賬面淨額	–	367	2,125	178	1,435	4,105
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>						
Cost	成本	–	2,435	22,531	683	2,986	28,635
Accumulated depreciation	累計折舊	–	(2,068)	(20,406)	(505)	(1,551)	(24,530)
		–	367	2,125	178	1,435	4,105

15. PROPERTY, PLANT AND EQUIPMENT  
(CONTINUED)

## 15. 物業、廠房及設備(續)

		Leasehold property	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		租賃物業	租賃樓宇 裝修	廠房及機器	傢俬、裝置及 設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Year ended 31 March 2019</b>	<b>截至2019年3月31日止年度</b>						
Opening net book amount	年初賬面淨額	-	367	2,125	178	1,435	4,105
Arising from acquisition of a subsidiary (Note 28)	因收購一間附屬公司產生 (附註28)	69,875	124	-	-	-	69,999
Additions	添置	-	997	-	75	-	1,072
Disposals (Note 32)	出售(附註32)	-	-	-	(36)	-	(36)
Depreciation (Note 10)	折舊(附註10)	(532)	(324)	(530)	(56)	(663)	(2,105)
Written off* (Note 10)	撇銷*(附註10)	-	(699)	(447)	(26)	-	(1,172)
Exchange differences	匯兌差額	-	-	(20)	-	-	(20)
Closing net book amount	年末賬面淨額	69,343	465	1,128	135	772	71,843
<b>At 31 March 2019</b>	<b>於2019年3月31日</b>						
Cost	成本	69,875	2,759	21,733	595	2,986	97,948
Accumulated depreciation	累計折舊	(532)	(2,294)	(20,605)	(460)	(2,214)	(26,105)
		69,343	465	1,128	135	772	71,843

\* The Group's leasehold improvements and furniture, fixtures and equipment with carrying amount of approximately HK\$725,000 (2018: Nil) was written off upon the termination of certain lease of Hong Kong office. The Group's plant and machinery with carrying amount of approximately HK\$447,000 (2018: Nil) was written off under the deregistration procedures of the PRC subsidiary.

As at 31 March 2019, the Group's leasehold land and buildings with carrying amount amounting to approximately HK\$69,343,000 (2018: Nil) has been pledged to secure the other borrowings granted to the Group (Note 23).

\* 本集團賬面值約為725,000港元(2018年:無)之租賃樓宇裝修及傢俬、裝置及設備已於終止香港辦公室之若干租約時撇銷。本集團賬面值約為447,000港元(2018年:無)之廠房及機器乃根據中國附屬公司之取消註冊程序撇銷。

於2019年3月31日,本集團賬面值約為69,343,000港元(2018年:無)之租賃土地及樓宇已質押,為授予本集團之其他借貸作抵押(附註23)。

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綜合財務報表附註(續)

## 16. DEFERRED TAX ASSETS

The followings are the major deferred income tax assets recognised by the Group and movements thereon during the year ended 31 March 2019.

		<b>Timing differences arising from tax depreciation 稅項折舊 產生之時間 差異</b>	<b>Unrealised profit in inventories 未變現 存貨溢利</b>	<b>Total 總計</b>
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2017	於2017年4月1日	(72)	(929)	(1,001)
Net (credited)/charged to profit or loss (Note 12)	(計入)／扣自損益之淨額 (附註12)	(132)	45	(87)
At 31 March 2018	於2018年3月31日	<b>(204)</b>	<b>(884)</b>	<b>(1,088)</b>
Net (credited)/charged to profit or loss (Note 12)	(計入)／扣自損益之淨額 (附註12)	<b>(112)</b>	<b>72</b>	<b>(40)</b>
At 31 March 2019	於2019年3月31日	<b>(316)</b>	<b>(812)</b>	<b>(1,128)</b>

As at 31 March 2019, all tax losses and deductible temporary differences of the Group have no expiry dates under the current tax legislation. The Group has unused tax losses and deductible temporary differences relating to the allowance for ECL, all of which are arose in Hong Kong of approximately HK\$49,164,000 and HK\$18,173,000 (2018: HK\$47,588,000 and HK\$18,135,000) respectively. Deferred tax assets have not been recognised in respect of these balances due to the unpredictability of future profits streams.

As discussed in Note 12, withholding tax would be payable on the unremitted retained earnings of certain PRC subsidiaries. The PRC subsidiaries have been incurring losses since commencement of operation and there was no distributable retained earnings as at 31 March 2019 (2018: Nil).

## 16. 遞延稅項資產

本集團於截至2019年3月31日止年度確認之主要遞延所得稅資產及其變動如下。

於2019年3月31日，根據現行稅務法例，本集團所有稅項虧損及可扣減暫時差額並無到期日。本集團所有有關預期信貸虧損撥備之未動用稅項虧損及可扣減暫時差額均於香港產生，其分別約為49,164,000港元及18,173,000港元（2018年：47,588,000港元及18,135,000港元），由於未能預計未來溢利流量，故並無就該等結餘確認遞延稅項資產。

誠如附註12所論述，須就若干中國附屬公司之未結匯保留盈利支付預扣稅。自開始營運以來，中國附屬公司一直產生虧損，故於2019年3月31日並無可分派保留盈利（2018年：無）。



## 17. INVESTMENTS IN ASSOCIATES

On 18 April 2017, the Group had entered into a sale and purchase agreement with independent third parties (the **"Vendors"**), pursuant to which the Vendors have conditionally agreed to sell and transfer and the Group agreed to acquire 33% of the entire issued share capital of Dellos Group Limited and its subsidiaries (the **"Dellos Group"**). On 10 May 2017, the Group completed the transaction and the consideration was satisfied by the payment of the cash consideration of HK\$3,500,000 and the allotment and issue of 19,868,766 consideration shares of the Company in the aggregate fair value of HK\$76,693,000, based on the fair value of each share of HK\$3.86 on 10 May 2017, to the Vendors (Note 26). The aggregate costs of acquisition of the equity interest in Dellos Group were approximately HK\$80,193,000.

## 17. 於聯營公司的投資

於2017年4月18日，本集團與獨立第三方（「賣方」）訂立買賣協議，據此，賣方已有條件同意銷售及轉讓，而本集團已同意收購 Dellos Group Limited及其附屬公司（「**Dellos 集團**」）之全部已發行股本之33%。於2017年5月10日，本集團完成該交易，而代價以現金代價付款3,500,000港元及向賣方配發及發行19,868,766股本公司代價股份（根據於2017年5月10日之每股公平值3.86港元計算，公平值總額為76,693,000港元）（附註26）支付。收購Dellos集團股權之總成本約為80,193,000港元。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**17. INVESTMENTS IN ASSOCIATES (CONTINUED)**

At 31 March 2019, the Group had interests in the following associates, of which the particulars are set forth below:

**17. 於聯營公司的投資(續)**

於2019年3月31日，本集團於以下聯營公司中擁有權益，詳情載列如下：

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Proportion of ownership interest and proportion of voting power held by the Group 本集團持有的 擁有權權益比例及 投票權比例		Principal activities 主要業務
		2019	2018	
Directly held 直接持有				
Dellos Group Limited	the Cayman Islands	33%	33%	Investment holding
Dellos Group Limited	開曼群島			投資控股
Indirectly held 間接持有				
Natural Spring Global Limited	the British Virgin Islands (the “BVI”)	33%	33%	Investment holding
Natural Spring Global Limited	英屬處女群島 (「英屬處女群島」)			投資控股
Dellos F&B Co., Ltd (“Dellos F&B”)	Korea	33%	33%	Manufacturing, sale and distribution of fruit juice and other beverage products
Dellos F&B Co., Ltd (「Dellos F&B」)	韓國			製造、銷售及分銷果汁及 其他飲品產品
Dellos International Limited	Hong Kong	33%	33%	Trading of beverage products
Dellos International Limited	香港			買賣飲品產品

The financial reporting dates of the above associates are not coterminous with those of the Group, as they have financial years ending 31 December or 30 June.

上述聯營公司之財務報告日期與本集團者並不相同，原因為該等公司之財政年度為截至12月31日或6月30日止。

## 17. INVESTMENTS IN ASSOCIATES (CONTINUED)

During the course of preparation of the consolidated financial statements of the Group for the year ended 31 March 2018, the Group carried out follow up work with the Dellos Group in relation to the determination of the Group's share of net assets and profit or loss of the Dellos Group. During the course of carrying out the follow up work, the Group was informed by the management of Dellos Group on 20 June 2018 that Dellos F&B had filed an application for commencing rehabilitation proceedings (the **"Rehabilitation Proceedings"**) with Seoul Rehabilitation Court (the **"Court"**) on 13 February 2018 and the Court had approved the commencement of the Rehabilitation Proceedings on 7 March 2018. Therefore, the Group sought for legal advice from its legal advisers in Korea to assess the implications of the Rehabilitation Proceedings on the Group's interests in the Dellos Group.

The rehabilitation plan (**"Rehabilitation Plan"**) involves, among other matters, reduction or exemption of the outstanding debts owed by Dellos F&B, conversion of all or part of the creditors' claims into shares of Dellos F&B and repayment plan for the remaining debts. The Rehabilitation Plan was put forward for approval by the creditors and shareholders of Dellos F&B and the Court.

## 17. 於聯營公司的投資(續)

於編製本集團截至2018年3月31日止年度之綜合財務報表之過程中，本集團與Dellos集團進行有關釐定本集團分佔Dellos集團之資產淨值及溢利或虧損之跟進工作。於進行跟進工作之過程中，本集團於2018年6月20日接獲Dellos集團之管理層通知，Dellos F&B已於2018年2月13日向首爾重整法院（「法院」）提交申請啟動重整程序（「重整程序」），且法院已於2018年3月7日批准啟動重整程序。因此，本集團已尋求其韓國法律顧問之法律意見，以評估重整程序對本集團於Dellos集團之權益之影響。

重整計劃（「重整計劃」）涉及（其中包括）削減或豁免Dellos F&B結欠的未償還債務、將債權人的全部或部分申索轉化為Dellos F&B的股份以及餘下債務的還款方案。重整計劃已提交Dellos F&B的債權人及股東以及法院以尋求批准。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 17. INVESTMENTS IN ASSOCIATES (CONTINUED)

Based on the advices from the Group's legal advisers, the Group considered it was probable that the shareholding of the Group in Dellos F&B would be diminished. Hence, the directors of the Company considered that Dellos F&B had ceased to be an associate of the Group since the date of filing of application for commencing the Rehabilitation Proceedings and that as a result of the Rehabilitation Plan, there was no significant value in the Group's equity interests in the Dellos Group as (i) the main operating subsidiary in the Dellos Group prior to the date of filing of application for commencing the Rehabilitation Proceedings is Dellos F&B; (ii) the shareholding of Dellos Group in Dellos F&B would likely be very significantly diluted; (iii) the important decisions of Dellos F&B would require the Courts approval; and (iv) there would be no dividend payout during the rehabilitation period. It was considered highly unlikely that Dellos Group would bring to the Group any future economic benefits. Therefore, the entire investments cost of the Group in Dellos Group of approximately HK\$80,193,000 was fully written down as at 31 March 2018 and the resulting loss of approximately HK\$80,193,000 was recognised in consolidated profit or loss for the year ended 31 March 2018 and presented as loss on investments in associates.

According to the Rehabilitation Plan, the loans made by the Group to Dellos F&B have been made part of the rehabilitation claims, with the Group having been regarded as a rehabilitation creditor. Although the Group, as a rehabilitation creditor, will be able to obtain recovery of the loans in accordance with the terms of the Rehabilitation Plan, it is subject to approval by the Court and also the economic conditions of Dellos F&B. In addition, based on the latest financial information for the year ended 31 March 2018 provided by the management of Dellos F&B, the financial position of Dellos F&B is net current liabilities. Furthermore, by reference to the published audited financial statement for the year ended 31 March 2018 all the non-financial assets of Dellos F&B were pledged to certain banks in Korea. The directors of the Company considered that the likelihood of recovery of the loans and interest receivables owed by Dellos Group to the Group, whose carrying amount as at 31 March 2018 amounted to approximately HK\$13,871,000 was remote, hence, except for the amount of interest of approximately HK\$345,000 which was subsequently settled on 13 June 2018 the balances were considered irrecoverable and were fully impaired. Accordingly, an impairment loss on the loans and interest receivables amounting to HK\$13,871,000 was recognised in consolidated profit or loss for the year ended 31 March 2018.

## 17. 於聯營公司的投資(續)

根據本集團法律顧問之意見，本集團認為，本集團於Dellos F&B之股權將很可能會被減少。因此，本公司董事認為，自提交申請啟動重整程序日期起，Dellos F&B已不再為本集團之聯營公司，且重整計劃導致本集團於Dellos集團之股權並無重大價值，原因為(i) Dellos集團於提交申請啟動重整程序日期前之主要營運附屬公司為Dellos F&B；(ii) Dellos集團於Dellos F&B之股權將很可能遭非常大幅攤薄；(iii) Dellos F&B之重大決定須經法院批准；及(iv)於重整期內將不會獲派股息。Dellos集團被認為將極不可能為本集團帶來任何未來經濟利益。因此，本集團於Dellos集團之全部投資成本約80,193,000港元已於2018年3月31日全數撇減，而所產生之虧損約80,193,000港元已於截至2018年3月31日止年度於綜合損益確認及呈列為於聯營公司之投資之虧損。

根據重整計劃，本集團向Dellos F&B作出之貸款已作為重整索償之一部分，而本集團已被視為重整債權人。儘管本集團（作為重整債權人）將能夠根據重整計劃之條款收回貸款，惟其須待法院批准後，方可作實，且亦取決於Dellos F&B之經濟狀況。此外，根據Dellos F&B管理層提供截至2018年3月31日止年度之最近期財務資料，Dellos F&B之財務狀況為流動負債淨額。再者，經參考已刊發之截至2018年3月31日止年度之經審核財務報表，Dellos F&B所有非金融資產已抵押予韓國若干銀行。本公司董事認為，收回Dellos集團結欠本集團之應收貸款及利息（其於2018年3月31日之賬面值約為13,871,000港元）之可能性甚微，故除已於2018年6月13日其後償付之利息金額約345,000港元除外，結餘被視為不可收回並已全數減值。因此，已於截至2018年3月31日止年度於綜合損益確認應收貸款及利息減值虧損13,871,000港元。

**17. INVESTMENTS IN ASSOCIATES (CONTINUED)**

On 17 October 2018, the Court approved the Rehabilitation Plan and under the Rehabilitation Plan, there will be yearly cash payment instalments over a 10-year period (starting from 2019) in respect of the 30% of the outstanding debts and the remaining 70% of the outstanding debts will be converted into the equity of Dellos F&B. However, based on the latest financial information for the year ended 31 March 2019 provided by the management of Dellos F&B, its financial performance continued to deteriorate and its financial position is still in net current liabilities. In view of the diminished shareholding upon the conversion of debts to equity and no reliable estimation of future economic benefits derived, the directors of the Company considered that the above investment cost and loans and interest receivables are unlikely to be recovered. No reversal of loss on investment and allowance for ECL on loans and interest receivables should be made for the year ended 31 March 2019.

**17. 於聯營公司的投資(續)**

於2018年10月17日，法院已批准重整計劃，而根據重整計劃，就尚未償還債務之30%而言，將於10年期間（由2019年開始）每年進行現金分期付款，而尚未償還債務之其餘70%將轉換為Dellos F&B之股本。然而，根據Dellos F&B管理層提供截至2019年3月31日止年度之最近期財務資料，其財務表現持續轉差以及其財務狀況仍屬流動負債淨額狀況。鑑於股權減少及無法可靠估計所產生之未來經濟利益，故本公司董事認為，上述投資成本以及應收貸款及利息不大可能獲收回。截至2019年3月31日止年度，投資虧損以及應收貸款及利息之預期信貸虧損撥備不應予以撥回。

**18. CONVERTIBLE LOAN NOTES****18. 可換股貸款票據**

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Convertible loan notes	可換股貸款票據	<b>32,546</b>	28,344

On 10 November 2017, the Group entered into the investment agreement and subscribed for certain convertible loan notes issued by Wonderland (UK) Holdings Limited ("Wonderland (UK)"). The principal amount is GBP3,500,000 (equivalent to approximately HK\$36,050,000) which carries interest at 6% per annum and payable on the date on which the convertible loan notes become payable or are redeemed. The maturity date of the convertible loan notes is on 9 November 2020 and will be redeemed at 100% of the principal amount.

於2017年11月10日，本集團訂立投資協議，並認購Wonderland (UK) Holdings Limited (「Wonderland (UK)」)發行之若干可換股貸款票據。本金額為3,500,000英鎊（相當於約36,050,000港元），其按每年6厘之利率計息，並須於可換股貸款票據成為應付或贖回之日期予以支付。可換股貸款票據之到期日為2020年11月9日，並將按本金額之100%贖回。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 18. CONVERTIBLE LOAN NOTES (CONTINUED)

The convertible loan notes can be converted at any time from the date the convertible loan notes are fully subscribed and paid up to the maturity date. Upon the full conversion of the convertible loan notes, the converted shares will represent 65% of the enlarged share capital of Wonderland (UK) immediately after the completion of issuance of new shares. At any time after the convertible loan notes are fully subscribed by the Group, full conversion would be made automatically when the pre-tax audited net profit of Wonderland (UK) exceeded GBP1,000,000 for the financial year immediately prior to the maturity date. The convertible loan notes would become immediately due and payable if Wonderland (UK) ceased to be the exclusive licensee of a global real estate brand in England.

During the year ended 31 March 2019, the Group entered into the deeds of variation to the investment agreement, pursuant to which (i) the conversion rate of the convertible loan notes was varied from 65% to 99.9%; and (ii) the Group and the existing legal and beneficial owner of Wonderland (UK) (the “**Selling Shareholder**”) have the call option to acquire and put option to sell, respectively, the two fully paid ordinary shares (representing the sale shares held by the Selling Shareholder) at a consideration of GBP350 upon the fully subscription of convertible loan notes by the Group.

Pursuant to the investment agreement, the Group has subscribed for the convertible loan notes upon the receipt of notice of drawdown issued by Wonderland (UK). As at 31 March 2019, the Group has subscribed for approximately GBP3,419,000 (equivalent to approximately HK\$35,666,000) (2018: GBP2,599,000 (equivalent to approximately HK\$27,274,000)) convertible loan notes, representing approximately 97.7% of the total subscription amount.

## 18. 可換股貸款票據(續)

可換股貸款票據可自其獲悉數認購及繳足之日期直至到期日隨時轉換。於悉數轉換可換股貸款票據後，已轉換股份將相當於緊隨完成發行新股份後之Wonderland (UK)經擴大股本之65%。於可換股貸款票據獲本集團悉數認購後任何時間內，倘於緊接到期日前之財政年度Wonderland (UK)之除稅前經審核純利超過1,000,000英鎊，則將自動予以悉數轉換。倘Wonderland (UK)不再為英格蘭一個全球房地產品牌之獨家獲許可人，可換股貸款票據將即時到期及應付。

截至2019年3月31日止年度，本集團訂立之投資協議之變更契據，據此，(i)可換股貸款票據之轉換率已由65%變更至99.9%；及(ii)於本集團悉數認購可換股貸款票據後，本集團與Wonderland (UK)之現有合法及實益擁有人（「**銷售股東**」）分別擁有認購期權以收購及認沽期權以出售兩股繳足普通股（相當於銷售股東持有之銷售股份），代價為350英鎊。

根據投資協議，本集團已於接獲Wonderland (UK)發出之提取通知後認購可換股貸款票據。於2019年3月31日，本集團已認購約3,419,000英鎊（相當於約35,666,000港元）（2018年：2,599,000英鎊（相當於約27,274,000港元））之可換股貸款票據，相當於總認購額約97.7%。



## 18. CONVERTIBLE LOAN NOTES (CONTINUED)

Wonderland (UK) is a company incorporated and registered in England and Wales with limited liability and it is the exclusive licensee of Sotheby's International Realty Limited ("SIRL") and is principally engaged in the operation of realty agency business in England. In addition, Wonderland (UK) holds the entire equity interest of SIRL which mainly deals in residential sales, letting, development sales, investment and international sales in England and Wales and it currently has approximately 22,700 sales associates.

The unlisted property fund classified as financial assets at fair value through profit or loss ("FVPL") (Note 24) has appointed SIRL and Wonderland (UK), acting as real estates agent to assist with the sub-selling of the apartments in the residential real estate project, and the unlisted projects fund shall pay the agency fee to SIRL and Wonderland (UK) in return.

Upon the adoption of HKFRS 9, the convertible loan notes were analysed for classification in its entirety as the financial assets at FVPL.

## 18. 可換股貸款票據(續)

Wonderland (UK)為一間於英格蘭及威爾斯註冊成立及登記之有限公司，並為Sotheby's International Realty Limited (「SIRL」)之獨家獲特許人，且主要於英格蘭從事經營房地產代理業務。此外，Wonderland (UK)持有SIRL (主要於英格蘭及威爾斯從事住宅銷售、出租、開發銷售、投資及國際銷售，且目前擁有約22,700名銷售人員)之全部股權。

分類為按公平值計入損益表(「按公平值計入損益表」)之非上市物業基金(附註24)已委任SIRL及Wonderland (UK)作為地產代理協助轉售住宅地產項目中的住宅，而非上市物業基金將須向SIRL及Wonderland (UK)支付代理費用。

於採納香港財務報告準則第9號後，可換股貸款票據已整體作按公平值計入損益表之金融資產之分類分析。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**18. CONVERTIBLE LOAN NOTES (CONTINUED)**

The fair value of the convertible loan notes was determined based on the valuation provided by CHFT Advisory and Appraisal Ltd. ("CHFT"), independent professional qualified valuers not connected with the Group.

The convertible loan notes are recognised as follows:

**18. 可換股貸款票據(續)**

可換股貸款票據之公平值乃根據與本集團並無關連之獨立專業合資格估值師華坊諮詢評估有限公司(「華坊」)提供之估值釐定。

可換股貸款票據確認如下：

		Receivable component	Derivative component	Financial Asset at FVPL 按公平值 計入 損益表之 金融資產	Total
		應收賬款部分 HK\$'000 千港元	衍生工具部分 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Subscriptions	認購	25,841	1,433	–	27,274
Effective interest income	實際利息收入	859	–	–	859
Fair value loss recognised in profit or loss	於損益中確認之 公平值虧損	–	(607)	–	(607)
Interest receivable	應收利息	(524)	–	–	(524)
Exchange differences	匯兌差額	1,291	51	–	1,342
At 31 March 2018	於2018年3月31日	27,467	877	–	28,344
Reclassification upon adoption of HKFRS 9	於採納香港財務報告 準則第9號後重新分類	(27,467)	(877)	28,344	–
Measurement upon adoption of HKFRS 9 (Note 3.3)	於採納香港財務報告 準則第9號後之計量 (附註3.3)	–	–	(1,280)	(1,280)
At 1 April 2018	於2018年4月1日	–	–	27,064	27,064
Subscriptions	認購	–	–	8,392	8,392
Fair value loss recognised in profit or loss	於損益中確認之 公平值虧損	–	–	(2,910)	(2,910)
At 31 March 2019	於2019年3月31日	–	–	32,546	32,546

**18. CONVERTIBLE LOAN NOTES (CONTINUED)**

The fair value of the convertible loan notes is level 3 fair value measurement. There is no transfer under the fair value hierarchy classification for the year ended 31 March 2019.

As at 31 March 2019, the convertible loan notes contained both receivable component and derivative component which are not separated out and are classified as financial asset at FVPL (2018: receivable component recognised as loans and receivables and derivative component recognised as derivative financial instruments at FVPL). The methods and assumptions adopted for the valuation of the convertible loan notes are as follows:

**(i) Valuation of receivable component**

At initial recognition, the fair value of the receivable component was calculated based on the present value of contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to the credit risk of the convertible note issuer and maturity term. Subsequent to initial recognition and at 31 March 2018, the receivable component was carried at amortised cost using the effective interest method.

The effective interest rate of the receivable component was 9% per annum.

**18. 可換股貸款票據(續)**

可換股貸款票據之公平值為公平值計量之第3級。於截至2019年3月31日止年度，公平值層級分類項下並無轉撥。

於2019年3月31日，可換股貸款票據包含應收賬款部分及衍生工具部分，兩者不可分開，並分類為按公平值計入損益表之金融資產(2018年：應收賬款部分確認為貸款及應收賬款及衍生工具部分確認為按公平值計入損益表之衍生金融工具)。就可換股貸款票據估值所採納之方法及假設如下：

**(i) 應收賬款部分的估值**

於首次確認時，應收賬款部分的公平值根據合約釐定的未來現金流量按規定收益率折現的現值計算，其乃經參考可換股票據發行人信用風險及期限而釐定。於初步確認後及於2018年3月31日，應收賬款部分以實際利率法按攤銷成本列賬。

應收賬款部分的實際年利率為9%。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 18. CONVERTIBLE LOAN NOTES (CONTINUED)

### (ii) Valuation of derivative component/convertible loan notes as a whole

The derivative component/convertible loan notes was measured at fair value using the binomial option pricing model and the key inputs into the model were as follows:

	At 31 March 2019 於2019年 3月31日 HK\$'000 千港元	At 31 March 2018 於2018年 3月31日 HK\$'000 千港元
Enterprise value of Wonderland (UK)	Wonderland (UK)之企業價值	
Conversion ratio	轉換比率	
Volatility	波幅	
Time to maturity	到期期限	
Risk-free rate	無風險利率	

Note: The enterprise value of Wonderland (UK) was determined by applying the price to sales revenue ratio analysis ("P/S ratio" of 1.62) based on a number of comparable companies in similar business nature of Wonderland (UK) which are engaged in the real estate agency business in UK and their shares are listed on London Stock Exchange and adjusted with the discount for lack of marketability of 20%.

The key significant unobservable inputs to determine the fair value of the derivative component are the enterprise value and expected volatility. A higher enterprise value and expected volatility used in the valuation would result in an increase in the fair value of the derivative component, and vice versa.

The convertible loan notes are denominated in GBP at the end of reporting period.

## 18. 可換股貸款票據(續)

### (ii) 衍生工具部分／可換股貸款票據整體的估值

衍生工具部分／可換股貸款票據採用二項期權定價模式按公平值計量，該模式的主要輸入數據如下：

	At 31 March 2019 於2019年 3月31日 HK\$'000 千港元	At 31 March 2018 於2018年 3月31日 HK\$'000 千港元
Enterprise value of Wonderland (UK)	Wonderland (UK)之企業價值	
Conversion ratio	轉換比率	
Volatility	波幅	
Time to maturity	到期期限	
Risk-free rate	無風險利率	

附註：Wonderland (UK)之企業價值透過應用根據與Wonderland (UK)之業務性質相似之若干可資比較公司（於英國從事房地產代理業務及其股份於倫敦證券交易所上市）之市銷率分析（「市銷率」1.62）而釐定及以缺乏市場流通性折讓20%調整。

釐定衍生工具部分公平值之主要重大不可觀察輸入數據為企業價值及預期波幅。估值中採用之企業價值及預期波幅上升會導致衍生工具部分之公平值增加，反之亦然。

於報告期末，可換股貸款票據以英鎊計值。

## 19. INVENTORIES

## 19. 存貨

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Raw materials	原材料	15,030	9,727
Work in progress	在製品	2,323	2,479
Finished goods	成品	41,905	38,980
		<b>59,258</b>	51,186

The provision for impairment losses on inventories is generally made for those inventories aged over 180 days with no subsequent sales while the reversal of provision for impairment losses on inventories is only recognised for those inventories which are sold subsequently with the prices higher than the carrying amounts.

As at 31 March 2019, certain inventories with original cost which amounted to approximately HK\$106,244,000 (2018: HK\$113,916,000) were stated at net realisable value of approximately HK\$22,875,000 (2018: HK\$27,348,000).

一般就賬齡為180日以上及並無其後銷售之該等存貨作出存貨減值虧損撥備，而存貨減值虧損撥備撥回僅就其後按高於賬面值之價格售出之該等存貨確認。

於2019年3月31日，若干原成本約106,244,000港元（2018年：113,916,000港元）之存貨按可變現淨值約22,875,000港元（2018年：約27,348,000港元）列賬。

## 20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

## 20. 應收貨款及其他應收賬款、按金及預付款項

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Trade receivables (Note a)	應收貨款（附註a）	34,014	37,392
Other receivables, deposits and prepayments (Note b)	其他應收賬款、按金及預付款項（附註b）	16,128	38,324
		<b>50,142</b>	75,716
Less: Non-current portion	減：非流動部分		
Other receivables, deposits and prepayments (Note b)	其他應收賬款、按金及預付款項（附註b）	(4,676)	(23,505)
		<b>45,466</b>	52,211

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes:

**(a) Trade receivables**

		<b>2019</b>	2018
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Trade receivables, gross	應收貨款·總額	<b>52,187</b>	55,527
Less: allowance for ECL/provision for impairment losses on trade receivables	減: 應收貨款之預期信貸虧損撥備/ 減值虧損撥備	<b>(18,173)</b>	(18,135)
Trade receivables, net	應收貨款·淨額	<b>34,014</b>	37,392

The following is an ageing analysis of trade receivables, net of allowance for ECL/provision for impairment losses, as at the reporting date, based on invoice dates which approximate the respective revenue recognition dates:

		<b>2019</b>	2018
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
0 to 30 days	0至30日	<b>16,378</b>	11,692
31 to 90 days	31至90日	<b>6,551</b>	10,724
91 to 180 days	91至180日	<b>5,290</b>	6,189
181 to 365 days	181至365日	<b>4,834</b>	8,523
Over 365 days	超過365日	<b>961</b>	264
		<b>34,014</b>	37,392

The Group's retail sales to customers are mainly made in cash or through credit card payments. The trade receivables arising from credit card sales are normally settled in one to two business days in arrears. For the remaining customers, the Group generally grants a credit period of 30 days to 120 days, according to industry practice together with consideration of their credibility, repayment history and years of establishment. A longer credit period may be granted to large or long-established customers with good payment history.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註:

**(a) 應收貨款**

以下為應收貨款(扣除預期信貸虧損撥備/減值虧損撥備)於報告日期根據發票日期(與各自收入確認日期相若)之賬齡分析:

本集團向客戶之零售銷售主要以現金或透過信用卡付款作出。信用卡銷售產生之應收貨款通常於一至兩個營業日內結算。根據行業慣例並考慮彼等之信譽、還款記錄及成立年份,本集團一般向餘下客戶授出30日至120日之信貸期。具有良好付款記錄之大型或歷史悠久客戶可獲授較長信貸期。



Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes: (Continued)

**(a) Trade receivables (Continued)**

An ageing analysis of these trade receivables, net of allowance for ECL/provision for impairment losses, as at the reporting date, based on due dates, is as follows:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Not overdue	並無逾期	10,420	12,237
Overdue by:	逾期:		
1 to 30 days	1至30日	12,531	7,961
31 to 90 days	31至90日	5,888	8,131
91 to 180 days	91至180日	2,414	3,901
181 to 365 days	181至365日	2,761	4,898
Over 365 days	365日以上	-	264
		<b>34,014</b>	<b>37,392</b>

The Group did not hold any collateral as security or other credit enhancements in respect of trade receivables that are past due but not impaired.

**Prior to the adoption of HKFRS 9**

The management of the Company takes into consideration of the customers' credit history, subsequent settlements and ageing analysis of the trade receivables in determining the recoverability of the trade receivables. At 31 March 2018, the trade receivables of approximately HK\$12,237,000 were neither past due nor impaired and they were assessed to be of good credit rating by the Group and for those receivables that were past due but not impaired, these related to a number of independent customers for which there was no recent history of default. Based on past experience, management believes that no impairment provision is necessary in respect of these balances as there has not been a significant change in credit quality of these receivables and the balances are still considered fully recoverable.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註: (續)

**(a) 應收貨款(續)**

該等應收貨款(扣除預期信貸虧損撥備/減值虧損撥備)於報告日期根據到期日之賬齡分析如下:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Not overdue	並無逾期	10,420	12,237
Overdue by:	逾期:		
1 to 30 days	1至30日	12,531	7,961
31 to 90 days	31至90日	5,888	8,131
91 to 180 days	91至180日	2,414	3,901
181 to 365 days	181至365日	2,761	4,898
Over 365 days	365日以上	-	264
		<b>34,014</b>	<b>37,392</b>

本集團並無就已逾期但未減值之應收貨款持有任何抵押品作抵押或其他信用增級。

**於採納香港財務報告準則第9號前**

本公司管理層考慮客戶之信貸記錄、其後償付及應收貨款之賬齡分析釐定應收貨款之可收回性。於2018年3月31日，應收貨款約12,237,000港元為未逾期亦無減值，並獲本集團評估為具良好信貸評級，而就該等已逾期但未減值之應收賬款而言，其與多名並無近期拖欠記錄之獨立客戶有關。根據過往經驗，管理層相信毋須就該等結餘作出減值撥備，原因為該等應收賬款信貸質素並無重大變動，且該等結餘仍被視為可全數收回。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes: (Continued)

**(a) Trade receivables (Continued)*****Prior to the adoption of HKFRS 9 (Continued)***

The provision for impairment losses on trade receivables was generally made for those receivables that were past due over 90 days with no subsequent settlement while the reversal of provision for impairment losses on trade receivables was only recognised for those receivables which were subsequently settled.

Amounts charged to the allowance account are generally written off, when there is no expectation of recovering additional cash.

***Initial adoption of HKFRS 9***

The management of the Company makes reference to the historical repayment to assess the impairment for individual debtors with significant balances while the Group collectively assesses the impairment for its remaining customers using a provision matrix with appropriate groupings based on shared credit risk characteristics of customers by reference to geographical area, past default experience and current past due exposure and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates, export data and default rate in respective regions, which reflect the general economic conditions of the regions in which the debtors operate) that is available without undue cost or effort.

The allowance for impairment are measured at lifetime ECL in accordance with simplified approach set out in HKFRS 9. Included in the overdue balances of approximately HK\$5,175,000 has been overdue 90 days or more and the directors of the Company consider these are not in default based on the expected subsequent and historical repayment from certain largest customers and continuous business with the Group.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註：(續)

**(a) 應收貨款(續)*****於採納香港財務報告準則第9號前(續)***

一般就逾期超過90日及並無其後償付之該等應收貨款作出應收貨款之減值虧損撥備，且僅就其後償付之該等應收貨款確認應收貨款之減值虧損撥備撥回。

當預期不會收回額外現金時，於撥備賬扣除之金額一般會被撤銷。

***初次採納香港財務報告準則第9號***

本公司管理層參考過往還款以評估具重大結餘之個別債務人之減值，而本集團參考地區、過去拖欠經驗及現時逾期風險，使用具有根據客戶共同信貸風險特徵之適當分類之撥備矩陣集體評估其餘下客戶之減值，並就毋須付出過多成本或努力即可得之前瞻性資料（如反映債務人營運所在地區之整體經濟環境之有關地區之現時及預測經濟增長率、出口數據及拖欠率）作出調整。

根據香港財務報告準則第9號所載之簡化方法，減值撥備乃按全期預期信貸虧損計量。逾期結餘包括已逾期90日或以上約5,175,000港元，而根據若干最大客戶之預期其後及過往還款及與本集團之持續業務，本公司董事認為該等結餘並無違約。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)20. TRADE AND OTHER RECEIVABLES, DEPOSITS  
AND PREPAYMENTS (CONTINUED)

Notes: (Continued)

## (a) Trade receivables (Continued)

Movements in the allowance for ECL on trade receivables under HKFRS 9 are as follows:

		Lifetime ECL – not credit impaired 全期預期 信貸虧損 — 無信貸減值 HK\$'000 千港元	Lifetime ECL– credit impaired 全期預期 信貸虧損 — 信貸減值 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2018	於2018年4月1日	–	18,135	18,135
Effect arising from adoption of HKFRS 9 (Note a)(Note 3.3)	採納香港財務報告準則 第9號之影響(附註a)(附註3.3)			
– Additional ECL	— 額外預期信貸虧損	1,069	1,569	2,638
– Written off	— 撇銷	–	(920)	(920)
		1,069	18,784	19,853
Changes in the loss allowance:	虧損撥備之變動:			
– Written off	— 撇銷	–	(1,129)	(1,129)
– Transferred to Lifetime ECL– credit impaired	— 轉撥至全期預期信貸虧損 — 信貸減值	(608)	608	–
– Charged/(Credited) to profit or loss (Note b)	— 扣除/(計入)損益(附註b)	97	(648)	(551)
As at 31 March 2019	於2019年3月31日	558	17,615	18,173

Notes:

- (a) Following the adoption of HKFRS 9 on 1 April 2018, the impairment loss has been assessed using ECL method, with no restatement to prior period comparatives. Refer to Note 3 for information on the adoption of HKFRS 9.
- (b) There has been no change in the estimation techniques or significant assumptions made during the year in assessing the loss allowance for the trade receivables.
- (c) As of 31 March 2019, trade receivables with gross carrying amount of approximately HK\$17,615,000 (2018: HK\$18,135,000) were fully impaired and provided for those credit-impaired customers which are in unexpectedly difficult economic situations.

附註: (續)

## (a) 應收貨款(續)

根據香港財務報告準則第9號之應收貨款之預期信貸虧損撥備變動如下:

附註:

- (a) 於2018年4月1日採納香港財務報告準則第9號後,已使用預期信貸虧損法評估減值虧損,而並無重列上一期間之比較資料。有關採納香港財務報告準則第9號之資料請參閱附註3。
- (b) 年內於評估應收貨款之虧損撥備時並無改變估計方法或重大假設。
- (c) 截止2019年3月31日,賬面總值約為17,615,000港元(2018年:18,135,000港元)之應收貨款已全數減值及撥備,原因為該等信貸減值客戶處於未能預計之經濟困境。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes: (Continued)

**(b) Other receivables, deposits and prepayments**

Other receivables (Note iv)	其他應收賬款(附註iv)
Deposits	按金
Prepayments (Note iv)	預付款項(附註iv)
Less: Non-current portion	減: 非流動部分
Other receivables (Note i)	其他應收賬款(附註i)
Prepayments (Note ii)	預付款項(附註ii)
Deposits (Note iii)	按金(附註iii)
Current portion	流動部分

Notes:

- (i) At 31 March 2019, other receivables included the amount of approximately HK\$2,440,000 (2018: HK\$524,000) interest receivables due from Wonderland (UK), as defined in Note 18, the issuer of convertible loan notes which carry interest at 6% per annum and payable on the date on which the convertible loan notes become payable or are redeemed (i.e. 9 November 2020) (Note 18).
- (ii) Balance mainly represented prepayments for the IT system maintenance, onsite technical support and IT advisory services which would be amortised over five years from commencement in the year ended 31 March 2018.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註: (續)

**(b) 其他應收賬款、按金及預付款項**

2019 HK\$'000 千港元	2018 HK\$'000 千港元
4,708	4,687
4,571	25,702
6,849	7,935
16,128	38,324
(2,440)	(524)
(2,236)	(2,981)
-	(20,000)
(4,676)	(23,505)
11,452	14,819

附註:

- (i) 於2019年3月31日, 其他應收賬款包括應收Wonderland (UK) (定義見附註18) (可換股貸款票據之發行人, 可換股貸款票據按每年6厘之利率計息, 並須於可換股貸款票據成為應付或贖回之當日(即2020年11月9日)予以支付)之利息約2,440,000港元(2018年: 524,000港元)(附註18)。
- (ii) 該結餘主要指自截至2018年3月31日止年度開始五年內攤銷之資訊科技系統維護、現場技術支持及資訊科技顧問服務之預付款項。

**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes: (Continued)

**(b) Other receivables, deposits and prepayments (Continued)**

Notes: (Continued)

- (iii) On 23 March 2018, the Group had entered into a sale and purchase agreement with an independent third party, Mr. Chiu Ngai Hung (the **"Vendor"**), pursuant to which the Vendor has conditionally agreed to sell and transfer and the Group agreed to acquire and accept the entire issued share capital of Summit Pacific Group Limited (**"Summit Pacific"**) at the consideration of not less than HK\$70,000,000, which would be satisfied by cash. On the same date, the deposit in the amount of HK\$20,000,000 was paid to the Vendor upon the execution of and in accordance with the terms of the agreement, which should be entirely refundable to the Group upon the written request to the Vendor prior to the completion only if the Vendor failed or is unable to discharge any of its obligation under the agreement. Summit Pacific is a company incorporated in the BVI with limited liability and it is principally engaged in property investment in Hong Kong. Details of the transaction were set out in the Company's announcement dated 23 March 2018. The transaction was completed during the year ended 31 March 2019. Details of which are set out in Note 28.
- (iv) On 4 October 2018, the Group had entered into a non-binding memorandum of understanding (the **"MOU"**) with an independent third party (the Proposed JV Partner") in relation to formation of a joint venture (the **"Proposed JV"**), pursuant to which the Proposed JV will be formed to acquire and develop properties across the UK especially in the student housing, serviced apartments and invest in other suitable real estate projects. The said Proposed JV will be owned as to 51% by the Group and 49% by the Proposed JV Partner respectively.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註：(續)

**(b) 其他應收賬款、按金及預付款項(續)**

附註：(續)

- (iii) 於2018年3月23日，本集團與一名獨立第三方趙毅雄先生(「賣方」)訂立買賣協議，據此，賣方已有條件同意出售及轉讓而本集團已同意收購及接收Summit Pacific Group Limited (「Summit Pacific」)之全部已發行股本，代價為不少於70,000,000港元，其將由現金結付。於同日，於簽立該協議後並根據其條款向賣方支付按金20,000,000港元，其應僅可於賣方未能或無法履行其於該協議項下之任何責任之情況下，於完成前向賣方作出書面要求時全數退回本集團。Summit Pacific為一間於英屬處女群島註冊成立之有限公司，其主要於香港從事物業投資。交易之詳情載於本公司日期為2018年3月23日之公告。該交易已於截至2019年3月31日止年度完成。其詳情載於附註28。
- (iv) 於2018年10月4日，本集團與一名獨立第三方(「建議合資企業夥伴」)就成立合資企業(「建議合資企業」)訂立不具約束力之諒解備忘錄(「諒解備忘錄」)，據此，將成立建議合資企業以於英國收購及發展物業，尤其是學生房屋、服務式公寓及投資於其他合適房地產項目。上述建議合資企業將由本集團及建議合資企業夥伴分別擁有51%及49%股權。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes: (Continued)

**(b) Other receivables, deposits and prepayments (Continued)**

Notes: (Continued)

(iv) (Continued)

Prior to the formation of the Proposed JV, the Group had entered into two interest-free loan agreements of aggregate amount of GBP395,000 (equivalent to approximately HK\$4,053,000) with the Proposed JV Partner in relation to financing the deposit paid for acquisition of parcels of lands and the student housing projects (the “**Underlying transactions**”) to the vendors. In the event that the Underlying transactions are terminated by the Proposed JV Partner or the vendors and the deposit paid is not repayable to the Proposed JV Partner, the Group shall immediately irrevocably release the Proposed JV Partner from all and any liability (i.e. outstanding loan balances) pursuant to the loan agreements. The terms of the loan agreements failed the SPPI criterion, so that the loans are recognised as financial assets at FVPL.

As at 31 March 2019, in view of the increasing uncertainties on UK’s economies resulting from ever-changing BREXIT scenario, the management of the Company and the Proposed JV Partner agreed not to further proceed the Underlying transactions. One deposit of the Underlying transactions of GBP195,000 (equivalent to approximately HK\$2,000,000) was forfeited upon termination by the Proposed JV Partner. The management of the Company also considered that it is unlikely to recover the remaining deposit of GBP200,000 (equivalent to approximately HK\$2,053,000) upon the expiry of the Underlying transaction. In view of such, the fair value of the said loan as at 31 March 2019 was considered as minimal and the fair value loss of approximately HK\$4,053,000 was recognised in profit or loss accordingly.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註：(續)

**(b) 其他應收賬款、按金及預付款項(續)**

附註：(續)

(iv) (續)

於成立建議合資企業前，本集團已與建議合資企業夥伴訂立合共395,000英鎊（相當於約4,053,000港元）之兩份免息貸款協議，以為就收購地塊及學生房屋項目（「**相關交易**」）而向賣方支付之按金提供資金。倘相關交易被建議合資企業夥伴或賣方終止，而已付之按金並不可退還予建議合資企業夥伴，則本集團將即時不可撤回地根據貸款協議解除建議合資企業夥伴之所有及任何責任（即尚未償還貸款結餘）。貸款協議之條款未能符合僅為支付本金及利息之條件，因此，貸款乃確認為按公平值計入損益表之金融資產。

於2019年3月31日，鑒於英國經濟因英國脫歐不斷變化之情況而出現日益增加之不確定因素，故本公司管理層與建議合資企業夥伴協定不再進一步進行相關交易。相關交易之一筆按金195,000英鎊（相當於約2,000,000港元）於終止後被建議合資企業夥伴沒收。本公司管理層亦認為，於相關交易終止後收回餘下按金200,000英鎊（相當於約2,053,000港元）之可能性不大。有鑒於此，上述貸款於2019年3月31日之公平值被視為極微，而公平值虧損約4,053,000港元已相應於之損益中確認。



**20. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)**

Notes: (Continued)

**(b) Other receivables, deposits and prepayments (Continued)**

Notes: (Continued)

(iv) (Continued)

Moreover, the Group had entered into other interest-free loan facility letter of GBP500,000 (equivalent to approximately HK\$5,130,000) with the Proposed JV Partner in relation to financing the overheads in management and fulfilling the business objectives of the Proposed JV at the pre-operation stage prior to the formation of Proposed JV. Pursuant to the loan agreement, both parties agreed that, upon the formation of the Proposed JV, the loan shall be treated as fully repaid by the Proposed JV Partner and be set off against the agreed capital payment obligation under the MOU. In the event that formation and operation of Proposed JV failed, the amount due shall be repayable (in whole or in part) within a period of 6 months from the date of drawdown with interest-free. As at 31 March 2019, the Proposed JV Partner has drew downed the loan of approximately GBP100,000 (equivalent to approximately HK\$1,000,000). In view of no binding investment agreement signed, such balance is not capital in nature and regarded as the prepayment for the pre-operation costs of the Proposed JV.

The carrying amounts of the trade and other receivables approximate their fair values as these financial assets, which are measured at amortised cost, are expected to be received within one year.

**20. 應收貨款及其他應收賬款、按金及預付款項(續)**

附註：(續)

**(b) 其他應收賬款、按金及預付款項(續)**

附註：(續)

(iv) (續)

此外，本集團已與建議合資企業夥伴訂立500,000英鎊（相當於約5,130,000港元）之其他免息貸款融資函件，內容有關於成立建議合資企業前於營運前階段管理及達成建議合資企業之業務目標之費用進行融資。根據貸款協議，訂約雙方同意，於成立建議合資企業後，貸款將被視為已由建議合資企業夥伴悉數償還，並抵銷諒解備忘錄項下之協定資金付款責任。倘未能成立及營運建議合資企業，則結欠金額須於提取日期起計6個月期間內免息償還（全部或部分）。於2019年3月31日，建議合資企業夥伴已提取貸款約100,000英鎊（相當於約1,000,000港元），鑑於並無簽署具約束力協議，該結餘並非資本性質並被視為建議合資企業營運前成本之預付款項。

應收貨款及其他應收賬款之賬面值與其公平值相若，原因為預期該等按攤銷成本計量之金融資產將於一年內收取。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**21. CASH AND CASH EQUIVALENTS****21. 現金及等同現金**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Bank balances and cash	銀行結餘及現金	<b>28,443</b>	54,686

Cash at banks earn interest at floating rates based on daily bank deposit rates.

銀行現金按每日銀行存款利率之浮動利率賺取利息。

The carrying amounts of the cash and cash equivalents approximate their fair values.

現金及等同現金之賬面值與其公平值相若。

The conversion of RMB-denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

將以人民幣計值之結餘兌換為外幣並將此等以外幣計值之銀行結餘及現金匯出中國，須遵守中國政府就外匯管制頒佈之相關規則及規例。

**22. TRADE AND OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUALS****22. 應付貨款及其他應付賬款、已收按金及應計費用**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Trade payables	應付貨款	<b>8,434</b>	5,677
Accrued payroll and employee benefits	應計薪金及僱員福利	<b>6,658</b>	6,375
Other payables and other accruals	其他應付賬款及其他應計費用	<b>6,167</b>	4,930
Deposits received	已收按金	<b>423</b>	578
		<b>21,682</b>	17,560

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)**22. TRADE AND OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUALS (CONTINUED)**

An ageing analysis of trade payables, as at the reporting date, based on invoice dates, is as follows:

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
0 to 60 days	0至60日	<b>6,894</b>	5,189
61 to 120 days	61至120日	<b>40</b>	415
More than 120 days	超過120日	<b>1,500</b>	73
		<b>8,434</b>	5,677

The carrying amounts of trade and other payables, deposits received and accruals approximate their fair values.

**22. 應付貨款及其他應付賬款、已收按金及應計費用(續)**

於報告日期，應付貨款根據發票日期之賬齡分析如下：

應付貨款及其他應付賬款、已收按金及應計費用之賬面值與其公平值相若。

**23. OTHER BORROWINGS**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Other borrowings – secured*: Within one year	其他借貸－有抵押*： 一年內	<b>52,500</b>	–

\* The amounts due are based on scheduled repayment dates set out in the respective loan agreements.

As at 31 March 2019, the Group's fixed rate other borrowings carried interest rates ranging from 11.3% to 18.0% (2018: Nil) per annum. The other borrowings are secured by leasehold land and buildings (Note 15) and jointly guaranteed by the Company and its subsidiary (with an aggregate amount up to HK\$52,500,000).

**23. 其他借貸**

\* 應付金額乃按有關貸款協議所載之預定還款日期計算。

於2019年3月31日，本集團之固定利率其他借貸按年利率介乎11.3%至18.0%（2018年：無）計息。其他借貸乃以租賃土地及樓宇（附註15）作抵押，並由本公司及其附屬公司共同擔保（總金額最多為52,500,000 港元）。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**24. UNLISTED PROPERTY FUND****24. 非上市物業基金**

		<b>2019</b>	2018
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Unlisted property fund	非上市物業基金	<b>34,500</b>	38,000

On 23 February 2018, the Group acquired 50%, representing 3,800 non-redeemable, non-voting participating shares of the unlisted property fund which was incorporated in the Cayman Islands. The fair value of the unlisted property fund as at 31 March 2018 was approximately HK\$38,000,000.

The investment objective of the unlisted property fund is to achieve capital appreciation through investing its assets available for investment in residential real estate projects in the UK.

The investment is unlisted and the Group has no power to govern or participate the financial and operating policies of the investee so as to obtain benefits from its activities and the directors of the Company designated the unlisted property fund as financial assets at fair value through profit or loss as at 31 March 2018. Upon the adoption of HKFRS 9, the unlisted property fund was mandatorily classified and measured as financial assets at FVPL.

The unlisted property fund is recognised as follows:-

於2018年2月23日，本集團收購非上市物業基金（於開曼群島註冊成立）之50%（相當於3,800股）不可贖回、無表決權之參與股份。非上市物業基金於2018年3月31日之公平值約為38,000,000港元。

非上市物業基金之投資目標為通過將其可供投資之資產投資於英國住宅房地產項目，以達致資本增值。

投資為非上市，而本集團並無權力監管或參與被投資公司之財務及營運政策，以自其業務中獲得利益，而本公司董事於2018年3月31日將非上市物業基金指定為按公平值計入損益表之金融資產。於採納香港財務報告準則第9號後，非上市物業基金強制分類及計量為按公平值計入損益表之金融資產。

非上市物業基金確認如下：—

		HK\$'000 千港元
Subscription	認購	38,000
As at 31 March 2018 and 1 April 2018	於2018年3月31日及2018年4月1日	38,000
Fair value loss recognised in profit or loss	於損益確認之公平值虧損	(3,500)
As at 31 March 2019	於2019年3月31日	34,500

**24. UNLISTED PROPERTY FUND (CONTINUED)**

The fair value of the unlisted property fund at initial recognition and the end of the reporting period was determined based on the valuation provided by CHFT (2018: GW Financial Advisory Services Limited), independent professional qualified valuers not connected with the Group.

The fair value of the unlisted property fund is level 3 fair value measurement. There is no transfer under the fair value hierarchy classification for the year ended 31 March 2019.

During the year, the unlisted property fund paid the management fee of approximately HK\$3,040,000 (2018: HK\$253,000) to its fund manager, a company incorporated in Hong Kong with limited liability, in which a shareholder who has significant influence over the Group also is a shareholder with significant influence over the fund manager.

The unlisted property fund was measured at fair value using the binomial option pricing model, at initial recognition and at the end of the subsequent reporting period. The inputs into the model were as follows:

		At 31 March 2019 於2019年 3月31日	At 31 March 2018 於2018年 3月31日
Market value of the project	項目市場價值	GBP72,841,000英鎊	GBP70,520,000英鎊
Expected volatility	預期波幅	3.49%	5.75%
Time to maturity	到期時限	1.89 years年	2.89 years年
Risk-free rate	無風險利率		
– HK	– 香港	1.410%	1.625%
– UK	– 英國	0.644%	0.859%

As at 31 March 2019, the unlisted property fund is denominated in Hong Kong dollar (2018: Hong Kong dollar).

**25. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY**

The balance was unsecured, interest-free and repayable on demand.

**24. 非上市物業基金 (續)**

非上市物業基金於初次確認及於報告期末之公平值乃根據與本集團並無關連之獨立專業合資格估值師華坊(2018年:盛德財務諮詢服務有限公司)提供之估值而釐定。

非上市物業基金之公平值屬第3級公平值計量。於截至2019年3月31日止年度,公平值層級分類項下並無轉撥。

年內,非上市物業基金向其基金經理(一間於香港註冊成立之有限公司,當中一名對本集團有重大影響力之股東亦為對基金經理有重大影響力之股東)支付管理費約3,040,000港元(2018年:253,000港元)。

非上市物業基金使用二項式期權定價模式於初次確認及於其後報告期末按公平值計量。向模型輸入之資料如下:

	At 31 March 2019 於2019年 3月31日	At 31 March 2018 於2018年 3月31日
項目市場價值	GBP72,841,000英鎊	GBP70,520,000英鎊
預期波幅	3.49%	5.75%
到期時限	1.89 years年	2.89 years年
無風險利率		
– 香港	1.410%	1.625%
– 英國	0.644%	0.859%

於2019年3月31日,非上市物業基金以港元(2018年:港元)計值。

**25. 應付直接控股公司款項**

該結餘為無抵押、免息及須按要求償還。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

**26. SHARE CAPITAL****26. 股本**

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Authorised:	法定：		
At 31 March 2018 and 1 April 2018, ordinary shares of HK\$0.01 each	於2018年3月31日及2018年4月1日， 每股面值0.01港元之普通股	1,000,000	10,000
Effect of share subdivision	股份拆細之影響	4,000,000	—
At 31 March 2019, ordinary shares of HK\$0.002 each	於2019年3月31日， 每股面值0.002港元之普通股	5,000,000	10,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2017	於2017年4月1日	319,521	3,195
Issue of consideration shares upon acquisition of associates (Note 17)	於收購聯營公司後發行代價股份 (附註17)	19,869	199
At 31 March 2018 and 1 April 2018	於2018年3月31日及2018年4月1日	339,390	3,394
Effect of share subdivision (Note)	股份拆細之影響(附註)	1,357,560	—
At 31 March 2019	於2019年3月31日	1,696,950	3,394

Note: Pursuant to the ordinary resolution passed by the shareholders of the Company at the extraordinary general meeting of the Company held on 28 September 2018, a share subdivision was approved with effect from 2 October 2018 in which every one share issued and unissued ordinary share of HK\$0.01 each in the share capital of the Company was subdivided into five subdivided shares having a par value of HK\$0.002 per subdivided share ("**Share Subdivision**"). Immediately after the Share Subdivision, the authorised share capital of the Company of HK\$1,000,000,000 was divided into 5,000,000,000 subdivided shares, of which 1,696,950,000 subdivided shares were issued and fully paid. Details of the Share Subdivision are disclosed in the circular of the Company dated 10 September 2018.

附註：根據本公司股東於2018年9月28日舉行之本公司股東特別大會上通過之普通決議案，股份拆細已獲批准，並已自2018年10月2日起生效，當中本公司股本中每股面值0.01港元之每一股已發行及未發行普通股拆細為五股面值為每股拆細股份0.002港元之拆細股份（「**股份拆細**」）。緊隨股份拆細後，本公司之法定股本1,000,000,000港元分為5,000,000,000股拆細股份，其中1,696,950,000股拆細股份為已發行及繳足。股份拆細之詳情於本公司日期為2018年9月10日之通函內披露。



Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 27. FINANCE INCOME AND COSTS

## 27. 財務收益及成本

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Finance income	財務收益		
Interest income on short-term bank deposits	短期銀行存款之利息收入	263	5
Interest income on loans to associates	向聯營公司提供之貸款之利息收入	—	825
		<b>263</b>	<b>830</b>
Finance costs	財務成本		
Interest expenses on borrowings (Note)	借貸之利息開支(附註)	<b>(2,609)</b>	(603)

Note:

On 10 April 2017, the Group entered into a credit facility with a financial institution for a loan facility of up to HK\$50,000,000. The facility was utilised for several times during the year ended 31 March 2018. The loan bore interest at fixed rate of 8% per annum. The entire issued share capital of a subsidiary had been pledged to secure the facility granted to the Group. No further drawing had been made after the outstanding balances were fully settled, the facility was automatically cancelled and the charge was released accordingly during the year ended 31 March 2018.

附註:

於2017年4月10日，本集團與一間金融機構就最多為50,000,000港元之貸款融資訂立一項信貸融資。該融資於截至2018年3月31日止年度數次獲使用。貸款按固定年利率8%計息。已質押一間附屬公司之全部已發行股本以為向本集團授出之融資提供抵押。於悉數結付尚未償還結餘後，並無作進一步提取。融資已於截至2018年3月31日止年度被自動取消，而抵押亦相應解除。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 28. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On 23 March 2018, the Group entered into a sale and purchase agreement with an independent third party (the “Vendor”), pursuant to which the Group has agreed to acquire the entire issued share capital of a company at a consideration of approximately HK\$70,000,000. The acquisition was completed on 4 October 2018. Such newly subsidiary is incorporated in Hong Kong with limited liability which is principally engaged in the property investment business and is holding an office premise in Hong Kong. The acquisition had been accounted for as an acquisition of assets.

Assets acquired and liabilities recognised at the date of acquisition were as follows:

## 28. 透過收購附屬公司收購資產

於2018年3月23日，本集團與獨立第三方（「賣方」）訂立買賣協議，據此，本集團已同意收購一間公司之全部已發行股本，代價約為70,000,000港元。該收購已於2018年10月4日完成。該新附屬公司為於香港註冊成立之有限公司，主要從事物業投資業務，並於香港持有辦公室物業。該收購已入賬為收購資產。

於收購日期確認之已收購資產及負債如下：

		HK\$'000 千港元
Property, plant and equipment (Note a)	物業、廠房及設備（附註a）	69,999
Other receivables	其他應收賬款	7
Accruals	應計費用	(6)
		<hr/>
Total consideration	總代價	70,000
		<hr/>
Total consideration satisfied by (Note b):	總代價已以下各項支付（附註b）：	
Cash	現金	20,247
Shareholders' loan novated	更替股東貸款	49,753
		<hr/>
		70,000
		<hr/>
New cash outflow arising from acquisition	收購產生之新現金流出	
Repayment of shareholders' loan novated	償還已更替股東貸款	49,753
Cash consideration paid	已付現金代價	20,247
Less: Deposits paid as at 31 March 2018 (Note 20 (b)(iii))	減：於2018年3月31日已付之按金 （附註20 (b)(iii)）	(20,000)
Less: Bank balances and cash acquired	減：已所購之銀行結餘及現金	-
		<hr/>
		50,000
		<hr/>

## 28. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (CONTINUED)

Notes:

- (a) Upon the transfer of the legal title and possession of the office premise, the Group has designated it as the owner-occupied property and use for administrative purpose.
- (b) The consideration for the acquisition was approximately HK\$70,000,000, which included (i) cash consideration of approximately HK\$20,247,000; and the novation of shareholders' loan of approximately HK\$49,753,000, represents the shareholders' loan as at the completion date.

Acquisition-related costs amounting to approximately HK\$804,000 (Note 10) have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the **"Administrative expenses"** line item in the profit or loss.

## 28. 透過收購附屬公司收購資產 (續)

附註：

- (a) 於轉讓辦公室物業之法定所有權及擁有權後，本集團已指定該辦公室物業為擁有人自用物業並用作行政用途。
- (b) 收購代價約為70,000,000港元，包括(i)現金代價約20,247,000港元；及更替股東貸款約49,753,000港元（即於完成日期之股東貸款）。

收購相關成本約804,000港元（附註10）已自獲轉讓之代價中扣除，並已於本年度於損益之「**行政開支**」項目內確認為開支。

## 29. EQUITY-SETTLED SHARE-BASED PAYMENTS

The Company adopted a share option scheme (the **"Scheme"**) on 17 October 2014. Pursuant to the ordinary resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 28 September 2018, the refreshment of the Scheme has been approved and the terms are stated below.

### Purpose of the Scheme

The purpose of the Scheme is to provide incentives to participants to contribute to the Group and to enable the Group to recruit and retain high calibre employees and attract those that are valuable to the Group.

### Participants of the Scheme

The board of directors of the Company, may at its discretion, grant options to the Group's directors, officers, employees (including, without limitation, those employed for a fixed term) and contract consultants (including executive and non-executive consultants) or any member of the Group, to subscribe for shares of HK\$0.002 each in the share capital of the Company in accordance with the provisions of the Scheme.

## 29. 股權結算以股份為基礎付款

本公司於2014年10月17日採納購股權計劃（「**該計劃**」）。根據本公司股東於2018年9月28日舉行之本公司股東特別大會上通過之普通決議案，更新該計劃已獲批准及其條款載列如下。

### 該計劃的目的

該計劃的目的是激勵參與者向本集團作出貢獻，並令本集團能夠招募及留住優秀員工及吸引對本集團寶貴的員工。

### 該計劃的參與者

本公司董事會可酌情向本集團之董事、高級職員、員工（包括但不限於有固定任期的員工）及合約顧問（包括執行及非執行顧問）或本集團任何成員公司授出購股權，以根據該計劃之條文認購本公司股本中每股面值0.002港元之股份。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## **29. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)**

### **Total number of shares available for issue under the Scheme**

Under the Scheme, subject to the approval of the Company's shareholders, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the share capital of the Company in issue from time to time. No options may be granted under the Scheme if the grant of such option will result in the limit being exceeded.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under this Scheme and any other share option of the Group must not in aggregate exceed 10% of the shares in issue as at the date of passing of the relevant resolution adopting this Scheme.

### **Maximum entitlement of each participant**

The total number of Shares issued and to be issued upon exercise of the Options granted to each participant (including exercised, cancelled and outstanding Options) in any 12-month period shall not exceed 1% of the Shares in issue. Any further grant of Options to a participant which would result in the shares issued and to be issued upon exercise of all Options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the limit shall be subject to shareholders' approval in advance with such participant and his close associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

## **29. 股權結算以股份為基礎付款 (續)**

### **根據該計劃可供發行的股份總數**

根據該計劃，須待本公司股東批准，於行使根據該計劃已授出但未行使的所有購股權時，可發行的股份最高數目不得超過本公司不時已發行股本的30%。倘授出購股權將導致超出此限額，則不得根據該計劃授出購股權。

於行使根據該計劃及本集團的任何其他購股權將予授出的所有購股權時，可配發及發行的股份總數合共不得超過於採納該計劃之有關決議案獲通過當日之已發行股份的10%。

### **各參與者的最高限額**

於任何12個月期間內行使授予各參與者的購股權（包括已行使、已註銷及未行使的購股權）時已發行及將予發行的股份總數，不得超過已發行股份的1%。任何進一步授出購股權將導致直至及包括有關進一步授出日期之任何12個月期間內，授予及將授予有關參與者的所有購股權（包括已行使、已註銷及未行使的購股權）獲行使時已發行及將予發行之股份超出該上限，則須獲得股東事先批准，而有關參與者及其緊密聯繫人須放棄投票。

向本公司任何董事、主要行政人員或主要股東或任何彼等的聯繫人授出購股權須獲得本公司獨立非執行董事事先批准。此外，於任何12個月期間內，向本公司主要股東或獨立非執行董事或其任何聯繫人授出超出本公司於任何時間之已發行股份0.1%且總值超過5,000,000港元（根據本公司股份於授出日期之價格計算）之任何購股權，須待股東於股東大會上事先批准。

**29. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)****Period within which the share must be taken up under an option**

The exercise period of the share options granted is determinable by the directors of the Company, save that such period shall not be more than ten years from the date of the offer of the share options, subject to the provisions for early termination as set out in the Scheme. Unless otherwise determined by the directors at their absolute discretion, there is no requirement of a minimum period for which an option must be held before an option can be exercised. In addition, there is no performance target which must be achieved before any of the options can be exercised.

**Amount payable upon acceptance of the option and the period within which the payment must be made**

The nominal consideration of HK\$1.00 shall be paid within 28 days from the date of offer of the option.

**Basis of determining the exercise price of the option**

The subscription price for shares under the Scheme shall be a price determined by the Board at its absolute discretion and notified to the participant in the offer and shall be no less than the higher of:

- (1) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;
- (2) 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 (provided that in the event that any options is proposed to be granted within a period of less than five business days after the trading of the shares shall be used for the purpose of this paragraph; and
- (3) the nominal value of a share on the day of grant.

**29. 股權結算以股份為基礎付款 (續)****根據購股權須認購股份的期限**

授出購股權之行使期可由本公司董事釐定，惟該期間不得超過提呈購股權日期起計十年，並須受該計劃所載之提早終止條文所規限。除非董事另行全權酌情釐定，否則並無於購股權可予行使前必須持有購股權的最短期限規定。此外，並無於任何購股權可予行使前必須達成之表現目標。

**接受購股權時應付的金額及必須作出付款的期限**

象徵式代價1.00港元須於提呈購股權日期起計28日內支付。

**釐定購股權行使價的基準**

根據該計劃的股份認購價將為董事會全權酌情釐定並於要約中知會參與者之價格，且須不低於以下各項之最高者：

- (1) 股份於授出日期於聯交所發出之每日報價表所示之收市價；
- (2) 股份於緊接授出日期前五個營業日於聯交所發出之每日報價表所示之平均收市價（惟倘於股份買賣後少於五個營業日之期間內建議授出任何購股權，須就本段用作）；及
- (3) 於授出日期之股份面值。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 29. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

### Remaining life of the Scheme

The Scheme shall be valid and effective for a period of 10 years from the date of adoption (i.e. 26 September 2014 and ending on 25 September 2024), after which no further options will be granted but the provisions of the Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted or exercised prior to otherwise as may be required in accordance with the provision of the Scheme.

Details of share options granted under the Scheme are as follows:

Number of ordinary shares to be issued upon exercise:	於行使時將予發行之普通股數目：
– Chairman	– 主席
– Directors	– 董事
– Independent non-executive directors	– 獨立非執行董事
– Employee	– 僱員

For all the share options granted, 50% of the share options granted to each grantee at any time after the expiration of 12 months from the date of grant (the “**first tranche**”) and 50% of the share options granted to each grantee at any time after the expiration of 24 months from the date of grant (the “**second tranche**”). In the event the grantee ceases to be the participants, the share options granted to the grantee shall lapse on the date which the grantee ceases to be the participant.

## 29. 股權結算以股份為基礎付款 (續)

### 該計劃之餘下期限

該計劃將由採納日期起10年內有效及生效(即2014年9月26日及於2024年9月25日止)，其後不會進一步授出購股權，惟該計劃之條文款於必要範圍內仍然有效，以使根據該計劃的條文可能另行須之前行使任何授予或行使購股權生效。

根據該計劃授出之購股權詳情如下：

29 October 2018 2018年 10月29日	13 December 2018 2018年 12月13日	Total 總計
16,968,000	–	16,968,000
35,936,000	–	35,936,000
3,392,000	–	3,392,000
8,500,000	1,000,000	9,500,000
64,796,000	1,000,000	65,796,000

就所授出的所有購股權而言，授予各承授人之50%購股權於授出日期起計12個月屆滿之任何時間(「**第一批**」)及授予各承授人之50%購股權於授出日期起計24個月屆滿之任何時間(「**第二批**」)。倘承授人不再為參與者，則授予承授人的購股權將於承授人不再為參與者當日失效。



**29. EQUITY-SETTLED SHARE-BASED PAYMENTS  
(CONTINUED)****Remaining life of the Scheme (Continued)**

In respect of the share options granted on 29 October 2018, they are exercisable commencing from 29 October 2019 to 28 October 2023 (both dates inclusive) for the first tranche and from 29 October 2020 to 28 October 2023 (both dates inclusive) for the second tranche.

In respect of the share options granted on 13 December 2018, they are exercisable commencing from 13 December 2019 to 12 December 2023 (both dates inclusive) for the first tranche and from 13 December 2020 to 12 December 2023 (both dates inclusive) for the second tranche.

Details of the exercise prices and the movement of number of share options outstanding and exercisable as at 31 March 2019 are as follows.

Details of the exercise prices and the movement of number of share options outstanding and exercisable as at 31 March 2019 are as follows.

**29. 股權結算以股份為基礎付款  
(續)****該計劃之餘下期限(續)**

就於2018年10月29日授出的購股權而言，其可於2019年10月29日至2023年10月28日(包括首尾兩日)可予行使(第一批)及於2020年10月29日至2023年10月28日(包括首尾兩日)可予行使(第二批)。

就於2018年12月13日授出的購股權而言，其可於2019年12月13日至2023年12月12日(包括首尾兩日)可予行使(第一批)及於2020年12月13日至2023年12月12日(包括首尾兩日)可予行使(第二批)。

於2019年3月31日之行使價及尚未行使及可行使之購股權數目變動如下。

於2019年3月31日之行使價及尚未行使及可行使之購股權數目變動如下。

		Number of share options 購股權數目				
Grant date 授出日期		Exercise price per share option HK\$ 每份購股權 行使價港元	As at 1 April 2018 於2018年 4月1日	Granted during the year 年內授出	Lapsed/ Forfeited during the year 年內失效/ 沒收	As at 31 March 2019 於2019年 3月31日
29 October 2018	2018年10月29日	1.34	–	64,796,000	–	64,796,000
13 December 2018	2018年12月13日	1.20	–	1,000,000	–	1,000,000
				65,796,000	–	65,796,000

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 29. EQUITY-SETTLED SHARE-BASED PAYMENTS (CONTINUED)

### Remaining life of the Scheme (Continued)

The fair values of employee services received in return for share options granted are measured by reference to the fair value of share options granted. The fair value is determined by the directors of the Company with reference to the valuation performed by an independent valuer, CHFT using the binomial option pricing model and significant inputs into the model were as follows:

		29 October 2018 2018年 10月29日	13 December 2018 2018年 12月13日
Expected volatility	預期波幅	48.71%	50.07%
Expected option life	預期購股權年期	5 years年	5 years年
Expected dividend yield	預期股息收益率	0.00%	0.00%
Annual risk-free interest rate	年度無風險利率	2.26%	2.1%
Fair value – First tranche	公平值 – 第一批	HK\$0.389港元	HK\$0.395港元
– Second tranche	– 第二批	HK\$0.445港元	HK\$0.454港元

The expected volatility reflects the assumption that the historical volatility of future trends, adjusted for any expected changes to future volatility based on publicly available information, which may also not necessarily be the actual outcome. No other feature of the options was incorporated into the measurement of the fair value.

The variables and assumptions used in estimating the fair value of the share options were the directors' best estimates. Change in subjective input assumptions can materially affect the fair value.

During the year ended 31 March 2019, share-based payment expense of HKD8,552,000 (2018: Nil) for the share option scheme was recognised in the profit or loss with a corresponding credit in share option reserve.

The Group does not have a legal or constructive obligation to repurchase or settle the options in cash.

## 29. 股權結算以股份為基礎付款 (續)

### 該計劃之餘下期限 (續)

為換取已授出購股權而收取的僱員服務的公平值乃參考已授出的購股權的公平值計量。公平值乃由本公司董事經參考獨立估值師華坊採用二項式期權定價模式釐定，而該模式的主要輸入數據如下：

預期波幅反映未來趨勢的過往波幅之假設，並根據公開可得資料對未來波幅的任何預期變動作出調整，其可能亦不一定為實際結果。公平值計量並無計及購股權之其他特徵。

估計購股權的公平值所使用的變數及假設為董事的最佳估計。主觀輸入假設的變動可能會對公平值產生重大影響。

截至2019年3月31日止年度，購股權計劃之股份為基礎付款開支8,552,000港元(2018年：無)已於損益確認，並相應計入購股權儲備。

本集團並無法律或推定責任以現金購回或償付購股權。

**30. CAPITAL COMMITMENTS****(a) Capital Commitments**

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Capital expenditure contracted for but not provided for in the consolidated financial statements:	已訂約但未於綜合財務報表撥備之資本開支：		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>1,350</b>	—

**(b) Operating Lease Commitments***The Group as lessee*

As at 31 March 2019, the Group had outstanding commitments for the future minimum lease payments under non-cancellable operating leases which fall due as follows:

		<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Operating leases which expire:	經營租賃在以下時間屆滿：		
Within one year	一年內	<b>12,262</b>	13,132
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	<b>57</b>	12,697
		<b>12,319</b>	25,829

The Group leases as offices and factories under non-cancellable operating lease commitments. Leases are negotiated for an average term of one to three years (2018: one to three years) and rentals are fixed during the relevant lease period.

**30. 資本承擔****(a) 資本承擔**

	<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
Capital expenditure contracted for but not provided for in the consolidated financial statements:		
Purchase of property, plant and equipment	<b>1,350</b>	—

**(b) 經營租賃承擔***本集團作為承租人*

於2019年3月31日，本集團按於下列期間屆滿之不可撤銷經營租賃就未來最低租金付款之尚未支付承擔如下：

	<b>2019</b> <b>HK\$'000</b> 千港元	2018 HK\$'000 千港元
經營租賃在以下時間屆滿：		
一年內	<b>12,262</b>	13,132
第二至第五年 (包括首尾兩年)	<b>57</b>	12,697
	<b>12,319</b>	25,829

本集團以不可撤銷經營租賃承擔租賃辦公室及廠房。租約議定平均年期為一至三年(2018年：一至三年)，而租金於有關租期內固定不變。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 30. CAPITAL COMMITMENTS (CONTINUED)

#### (b) Operating Lease Commitments (Continued)

##### *The Group as lessor*

As at 31 March 2019, the Group had the future minimum lease receipts under non-cancellable operating leases which fall due as follows:

Operating leases which expire:	經營租賃在以下時間屆滿：
Within one year	一年內

The Group leases certain of its offices under operating lease arrangements with 3 months of non-cancellable period (2018: 3 months). Leases are negotiated for an average term of one to three years (2018: one to three years) and rentals are fixed during the relevant lease period.

- (c) At 31 March 2019, the Group had commitment, which is contracted but not provided and subject to fulfillment of condition precedents for to make the remaining capital commitment to the unlisted property fund of HK\$38,000,000 (2018: HK\$38,000,000 (Note 24)).
- (d) At 31 March 2018, the Group had commitment, which is contracted but not provided for and subject to fulfillment of condition precedents to make acquisition of a subsidiary of not less than HK\$50,000,000 (2017: Nil). The relevant deposits of HK\$20,000,000 (Note 20(b)(iii)) were paid during the year ended 31 March 2018 and the acquisition was completed during the year (Note 28).

### 30. 資本承擔 (續)

#### (b) 經營租賃承擔 (續)

##### *本集團作為出租人*

於2019年3月31日，本集團於下列期間屆滿之不可撤銷經營租賃項下未來最低租金收款如下：

2019 HK\$'000 千港元	2018 HK\$'000 千港元
821	821

本集團根據不可撤銷期間為3個月(2018年：3個月)之經營租賃安排租賃其若干辦公室。租賃議定平均年期為一至三年(2018年：一至三年)，而租金於有關租期內固定不變。

- (c) 於2019年3月31日，本集團有已訂約但未撥備之承擔並須待達成先決條件後，方可作實，以就非上市物業基金作出餘下資本承擔38,000,000港元(2018年：38,000,000港元(附註24))。
- (d) 於2018年3月31日，本集團有已訂約但未撥備之承擔並須待達成先決條件後，方可作實，以收購一間不少於50,000,000港元之附屬公司(2017年：無)。相關按金20,000,000港元(附註20(b)(iii))已於截至2018年3月31日止年度支付，而收購已於年內完成(附註28)。

## 31. RELATED PARTY TRANSACTIONS

## (a) Key management compensation

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	7,121	7,746
Equity settled share-based payment	股權結算以股份為基礎付款	7,339	–
Pension costs defined contribution plans and social security costs	養老金成本定額供款計劃及社會保障成本	81	113
		14,541	7,859

Key management personnel include the directors of the Company and other senior management of the Group. The remuneration of key management personnel is determined by the management of the Company having regard to the performance of individuals and market trends.

- (b) Save as disclosed elsewhere on the consolidated financial statements, the Group entered into the following material related party transactions. These transactions are made of terms mutually agreed by the related parties.

Related party relationship 關連人士關係	Nature of transaction 交易性質	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Associates of the Company 本公司之聯營公司	Interest income (Note 1) 利息收入(附註1)	–	825

Note:

- (1) Loans to associates as at 31 March 2018 were interest bearing ranging from 5% to 6% per annum.

## 31. 關連人士交易

## (a) 主要管理人員之薪酬

主要管理人員包括本公司董事及本集團其他高級管理層。主要管理人員的薪酬由本公司管理層根據個人表現及市場趨勢釐定。

- (b) 除綜合財務報表其他部分所披露外，本集團進行以下重大關連人士交易。該等交易乃根據多名關連人士互相協定之條款訂立。

附註：

- (1) 於2018年3月31日向聯營公司作出之貸款按介乎5%至6%之年利率計息。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 32. NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment comprise:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Net book value (Note 15)	賬面淨額(附註15)	36	59
Loss on disposals of property, plant and equipment (Note 9)	出售物業、廠房及設備虧損(附註9)	(16)	(39)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	20	20

### 32. 綜合現金流量表附註

於綜合現金流量表中，出售物業、廠房及設備所得款項包含：

### 33. PRINCIPAL SUBSIDIARIES

Name of subsidiary 附屬公司名稱	Place of establishment/ principal place of operation 成立地點／主要經營地點	Nominal value of issued share capital/ registered capital 已發行股本／註冊資本面值	Percentage of equity attributable to the Group 本集團應佔權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Arcadia Jewellery Limited 薈寶珠寶有限公司	Hong Kong 香港	Ordinary shares of HK\$500,000 普通股500,000港元	–	100%	Trading of jewellery products 買賣珠寶產品
Man Sang Jewellery (Hong Kong) Limited 民生珠寶(香港)有限公司	Hong Kong 香港	Ordinary shares of HK\$1 普通股1港元	–	100%	Trading of pearl products 買賣珍珠產品
Hui Bao Feng Jewellery (Shenzhen) Limited 滙寶豐珠寶(深圳)有限公司	PRC 中國	Registered capital of US\$2,000,000 註冊資本2,000,000美元	–	100%	Purchasing and processing of pearls and assembling of pearl jewellery 採購及加工珍珠及 鑲嵌珍珠珠寶
Full Wealth Investment Hong Kong Limited 富滿投資香港有限公司	Hong Kong 香港	Ordinary shares of HK\$1 普通股1港元	–	100%	Financial assets investment 金融資產投資
Summit Pacific Group Limited Summit Pacific Group Limited	Hong Kong 香港	Ordinary shares of HK\$387,500 普通股387,500港元	–	100%	Property holding 物業持有

The English names of certain subsidiaries represent the best effort by the management of the Company in translating their Chinese names as they do not have official English names.

As at 31 March 2019, none of the subsidiaries had issued any debt securities (2018: Nil).

### 33. 主要附屬公司

若干附屬公司並無官方英文名稱，其英文名稱乃本公司管理層盡最大努力將其中文名稱翻譯所得。

於2019年3月31日，概無附屬公司已發行任何債務證券(2018年：無)。



Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

## 34. THE FINANCIAL INFORMATION OF THE COMPANY

## Statement of financial position

## 34. 本公司之財務資料

## 財務狀況表

		As at 31 March 於3月31日		
		Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	33	<b>11,198</b>	11,198
Amounts due from subsidiaries	應收附屬公司款項		<b>72,233</b>	178,162
			<b>83,431</b>	189,360
<b>Current assets</b>	<b>流動資產</b>			
Prepayments and other receivables	預付款項及其他應收賬款		<b>34</b>	63
Amounts due from subsidiaries	應收附屬公司款項		<b>119,289</b>	97,299
Cash and cash equivalents	現金及等同現金		<b>123</b>	11,843
			<b>119,446</b>	109,205
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付賬款		<b>1,568</b>	576
Amounts due to subsidiaries	應付附屬公司款項		<b>2,400</b>	–
Amount due to immediate holding company	應付直接控股公司款項		<b>5,700</b>	–
			<b>9,668</b>	576
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>109,778</b>	108,629
<b>Net assets</b>	<b>資產淨值</b>		<b>193,209</b>	297,989
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司股東應佔權益</b>			
Share capital	股本	26	<b>3,394</b>	3,394
Reserves	儲備	(a)	<b>189,815</b>	294,595
<b>Total equity</b>	<b>總權益</b>		<b>193,209</b>	297,989

The balance sheet of the Company was approved by the Board of Directors on 20 June 2019 and was signed on its behalf.

**Yuen Ching Bor Stephen**

袁靖波

Chairman and Non-Executive Director

主席及非執行董事

**Cheung Sze Ming**

張詩敏

Executive Director

執行董事

本公司資產負債表已於2019年6月20日獲董事會批准並由以下董事代表簽署。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 34. THE FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

#### Statement of financial position (Continued)

Note:

(a) Reserves movement of the Company

### 34. 本公司之財務資料(續)

#### 財務狀況表(續)

附註：

(a) 本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 March 2017</b>	<b>於2017年3月31日</b>	334,316	–	(47,152)	287,164
Issue of consideration shares upon acquisition of associates (Note 17)	於收購聯營公司時發行代 價股份(附註17)	76,494	–	–	76,494
Loss for the year	本年度虧損	–	–	(69,063)	(69,063)
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>	410,810	–	(116,215)	294,595
Equity-settled share-based payments (Note 29)	股權結算以股份為 基礎付款(附註29)	–	8,552	–	8,552
Loss for the year	本年度虧損	–	–	(113,332)	(113,332)
<b>At 31 March 2019</b>	<b>於2019年3月31日</b>	<b>410,810</b>	<b>8,552</b>	<b>(229,547)</b>	<b>189,815</b>

## 35. BENEFITS AND INTERESTS OF DIRECTORS

## (a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

**For the year ended 31 March 2019:**

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the company or its subsidiary undertaking

## 35. 董事利益及權益

## (a) 董事及行政總裁酬金

各董事及行政總裁之酬金列載如下：

**截至2019年3月31日止年度：**

就身為董事（不論本公司或其附屬公司業務）之服務已付予董事或董事應收之總酬金

Name of director	Fees	Salary	Equity settled share-based payment	Employers contribution to a retirement benefit scheme	Total
董事姓名	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	股權結算以股份為基礎付款開支 HK\$'000 千港元	僱主對退休福利計劃的供款 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Executive Directors</b>					
Mr. Archambaud-Chao					
Percy Henry Junior	–	1,100	2,212	18	3,330
Mr. Lee Tsz Hang (Note a)	–	435	–	9	444
Mr. Leung Alex	–	120	261	–	381
Mr. Cheung Sze Ming (Note b)	–	1,624	2,212	18	3,854
<b>Non-Executive Director</b>					
Mr. Yuen Ching Bor Stephen (Chairman) (Note i)	360	–	2,212	–	2,572
	360	3,279	6,897	45	10,581
<b>Independent Non-Executive Directors</b>					
Mr. Pang Siu Yin (Note c)	100	–	–	–	100
Mr. Lai Yat Yuen	220	–	221	–	441
Mr. Lee Kin Keung	220	–	221	–	441
Mr. Chan Chi Yuen (Note d)	100	–	–	–	100
Mr. Leung Ka Kui Johnny (Note e)	42	–	–	–	42
	682	–	442	–	1,124

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### 35. BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

#### (a) Directors' and chief executive's emoluments (Continued)

**For the year ended 31 March 2018:**

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the company or its subsidiary undertaking

### 35. 董事利益及權益(續)

#### (a) 董事及行政總裁酬金(續)

**截至2018年3月31日止年度：**

就身為董事(不論本公司或其附屬公司業務)之服務已付予董事或董事應收之總酬金

Name of director	Fees	Salary	Equity settled share-based payment	Employers contribution to a retirement benefit scheme	Total
董事姓名	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	股權結算以股份為基礎付款開支 HK\$'000 千港元	僱主對退休福利計劃的供款 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Executive Directors</b>	<b>執行董事</b>				
Mr. Archambaud-Chao	趙剛裕先生				
Percy Henry Junior		960	—	18	978
Mr. Lee Tsz Hang (Note a)	李子恆先生(附註a)	960	—	18	978
Mr. Leung Alex	梁奕曦先生	120	—	—	120
Mr. Lan Zhi Cheng (Chairman) (Note g)	藍志城先生(主席)(附註g)	480	—	9	489
Mr. Luk Siu Fung Mark (Note h)	陸兆鋒先生(附註h)	640	—	12	652
<b>Non-Executive Director</b>	<b>非執行董事</b>				
Mr. Yuen Ching Bor Stephen (Chairman) (Note i)	袁靖波先生(主席)(附註i)	60	—	—	60
		60	3,160	57	3,277
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>				
Mr. Pang Siu Yin (Note c)	彭兆賢先生(附註c)	220	—	—	220
Mr. Lai Yat Yuen	黎溢源先生	220	—	—	220
Mr. Lee Kin Keung	李健強先生	220	—	—	220
Mr. Chan Chi Yuen (Note d)	陳志遠先生(附註d)	220	—	—	220
		880	—	—	880

**35. BENEFITS AND INTERESTS OF DIRECTORS  
(CONTINUED)****(a) Directors' and chief executive's emoluments  
(Continued)**

Notes:

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive director's emoluments shown above were mainly for their services as directors of the Company or its subsidiaries. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

- (a) Mr. Lee Tsz Hang resigned as an executive director on 13 September 2018.
- (b) Mr. Cheung Sze Ming was appointed as executive director on 1 April 2018.
- (c) Mr. Pang Siu Yin resigned as an independent non-executive director on 13 September 2018.
- (d) Mr. Chan Chi Yuen resigned as an independent non-executive director on 13 September 2018.
- (e) Mr. Leung Ka Kui Johnny was appointed as an independent non-executive director on 23 January 2019.
- (f) During the year ended 31 March 2019, no directors agreed to waive their partial emoluments voluntarily (2018: HK\$800,000).
- (g) Mr. Lan Zhi Cheng resigned as an executive director on 1 February 2018.
- (h) Mr. Luk Siu Fung Mark resigned as an executive director on 19 March 2018.
- (i) Mr. Yuen Ching Bor Stephen was appointed as non-executive director on 1 February 2018.

**35. 董事利益及權益 (續)****(a) 董事及行政總裁酬金 (續)**

附註：

上文所述執行董事之酬金主要由於彼等所提供與本公司及本集團事務管理有關之服務。上文所述非執行董事之酬金主要由於彼等作為本公司或其附屬公司董事所提供之服務。上文所述獨立非執行董事之酬金主要由於彼等作為本公司董事所提供之服務。

- (a) 李子恒先生於2018年9月13日辭任執行董事。
- (b) 張詩敏先生於2018年4月1日獲委任為執行董事。
- (c) 彭兆賢先生於2018年9月13日辭任獨立非執行董事。
- (d) 陳志遠先生於2018年9月13日辭任獨立非執行董事。
- (e) 梁家駒先生於2019年1月23日獲委任為獨立非執行董事。
- (f) 於截至2019年3月31日止年度，概無董事同意自願放棄彼等之部分酬金（2018年：800,000港元）。
- (g) 藍志城先生於2018年2月1日辭任執行董事。
- (h) 陸兆鋒先生於2018年3月19日辭任執行董事。
- (i) 袁靖波先生於2018年2月1日獲委任為非執行董事。

Notes to the Consolidated Financial Statements (Continued)  
綜合財務報表附註(續)

### **35. BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)**

#### **(b) Directors' retirement benefits and termination benefits**

None of the directors received or will receive any retirement benefits or termination benefits during the year (2018: Nil).

#### **(c) Consideration provided to third parties for making available directors' services**

During the year ended 31 March 2019, the Company did not pay consideration to any third parties for making available directors' services (2018: Nil).

#### **(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors**

During the year ended 31 March 2019, there were no loans, quasi-loans and other dealing arrangements in favour of directors, or controlled bodies corporate by and connected entities with such directors (2018: Nil).

#### **(e) Directors' material interests in transactions, arrangements or contracts**

Save as disclosed in these consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2018: Nil).

### **35. 董事利益及權益 (續)**

#### **(b) 董事之退休福利與離職福利**

本年度內概無董事已收取或將收取任何退休福利或離職福利(2018年: 無)。

#### **(c) 就獲提供董事服務而向第三方提供之代價**

於截至2019年3月31日止年度, 本公司並無就獲提供董事服務而向任何第三方支付代價(2018年: 無)。

#### **(d) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料**

於截至2019年3月31日止年度, 概無訂立以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易安排(2018年: 無)。

#### **(e) 董事於交易、安排或合約中之重大權益**

除該等綜合財務報表所披露者外, 於本年度末或本年度內任何時間, 本公司並無簽訂任何涉及本公司之業務而本公司之董事直接或間接在其中擁有重大權益之重要交易、安排及合約(2018年: 無)。



### 36. EVENTS AFTER THE REPORTING PERIOD

In addition to those disclosed elsewhere in these consolidated financial statements, the Group had the following material events after 31 March 2019:

On 10 June 2019, the Group and the independent third parties (the **"Vendors"**) entered into the sale and purchase agreement, pursuant to which the Vendors have agreed to sell and the Group have conditionally agreed to acquire the sale shares, representing 30% of the issued share capital of Guardian City Limited (the **"Target Company"**) at the total consideration of approximately HK\$176,005,000. Upon the completion of the transaction, the Target Company will become an associate of the Company. The Target Company is principally engaged in investment holding which holds 62.55% equity interest in Campfire Holdings Company Limited, which is principally engaged in operation of co-working spaces and co-living spaces in Hong Kong and UK.

Details of the transaction was disclosed in the announcements of the Company dated 28 May 2019 and 10 June 2019 respectively.

### 36. 報告期後事項

除該等綜合財務報表其他部分所披露者外，本集團於2019年3月31日後發生以下重大事項：

於2019年6月10日，本集團與獨立第三方（「賣方」）訂立買賣協議，據此，賣方已同意出售，而本集團已有條件同意收購銷售股份，相當於Guardian City Limited（「目標公司」）已發行股本之30%，總代價約176,005,000港元。於交易完成後，目標公司將成為本公司之聯營公司。目標公司主要從事投資控股，其持有Campfire Holdings Company Limited（主要於香港及英國從事共享工作空間及共享居住空間營運）之62.55%股權。

交易之詳情披露於本公司日期分別為2019年5月28日及2019年6月10日之公告。

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務摘要

### RESULTS

### 業績

		For the year ended 31 March 截至3月31日止年度				
		2019 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Revenue	收入	171,266	187,357	212,232	210,019	270,709
Loss before income tax	除所得稅前虧損	(43,966)	(128,555)	(24,282)	(10,858)	16,049
Income tax credit/(expense)	所得稅抵免／(開支)	199	(1,232)	396	(82)	(5,993)
(Loss)/profit attributable to equity holders of the Company for the year	本公司股東應佔年度(虧損)／溢利	(43,767)	(129,787)	(23,886)	(10,940)	10,056

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 March 於3月31日				
		2019 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Total assets	總資產	279,498	254,068	313,238	339,303	358,494
Total liabilities	總負債	77,374	17,560	23,153	25,646	90,896
Equity attributable to equity holders of the Company	本公司股東應佔權益	202,124	236,508	290,085	313,657	267,598

Note:

附註：

The financial figures were extracted from the consolidated financial statements in the annual report.

財務數字乃摘錄自年報之綜合財務報表。



AFFLUENT PARTNERS HOLDINGS LIMITED  
錢唐控股有限公司\*