



金利豐金融集團有限公司

KINGSTON FINANCIAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 01031)

2019
Annual Report
年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chu, Nicholas Yuk-yui (*Chairman*)
Mrs. Chu Yuet Wah (*Chief Executive Officer*)
Mr. Chu, Kingston Chun Ho
Mr. Ho Chi Ho

Independent Non-executive Directors

Dr. Wong Yun Kuen
Mr. Lau Man Tak
Ms. Lo, Miu Sheung Betty

COMPANY SECRETARY

Mr. Chan Chun Lam

AUDIT COMMITTEE

Mr. Lau Man Tak (*Chairman*)
Dr. Wong Yun Kuen
Ms. Lo, Miu Sheung Betty

REMUNERATION COMMITTEE

Ms. Lo, Miu Sheung Betty (*Chairman*)
Dr. Wong Yun Kuen
Mr. Lau Man Tak

NOMINATION COMMITTEE

Dr. Wong Yun Kuen (*Chairman*)
Mr. Lau Man Tak
Ms. Lo, Miu Sheung Betty

AUDITORS

BDO Limited
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited
Chong Hing Bank Limited
Hang Seng Bank Limited
Industrial and Commercial Bank of China (Macau) Limited

董事局

執行董事

朱沃裕先生 (*主席*)
李月華女士 (*行政總裁*)
朱俊浩先生
何志豪先生

獨立非執行董事

黃潤權博士
劉文德先生
羅妙嫦女士

公司秘書

陳俊霖先生

審核委員會

劉文德先生 (*主席*)
黃潤權博士
羅妙嫦女士

薪酬委員會

羅妙嫦女士 (*主席*)
黃潤權博士
劉文德先生

提名委員會

黃潤權博士 (*主席*)
劉文德先生
羅妙嫦女士

核數師

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

主要往來銀行

香港上海滙豐銀行有限公司
東亞銀行有限公司
創興銀行有限公司
恒生銀行有限公司
中國工商銀行(澳門)股份有限公司

CORPORATE INFORMATION

公司資料

BERMUDA LEGAL ADVISERS

Conyers Dill & Pearman
Room 2901, One Exchange Square
8 Connaught Place
Central
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

72/F
The Center
99 Queen's Road Central
Central
Hong Kong

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda (until 18 July 2019)

4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda (effect from 19 July 2019)

BRANCH SHARE REGISTRARS AND TRANSFER OFFICE IN HONG KONG

Tricor Abacus Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong (until 10 July 2019)

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong (effect from 11 July 2019)

STOCK CODE

1031

WEBSITE

<http://www.kingston.com.hk>

百慕達法律顧問

Conyers Dill & Pearman
香港
中環
康樂廣場8號
交易廣場一座2901室

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港主要營業地點

香港
中環
皇后大道中99號
中環中心
72樓

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda (直至二零一九年七月十八日為止)

4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda (自二零一九年七月十九日起生效)

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心22樓 (直至二零一九年七月十日為止)

香港
皇后大道東183號
合和中心54樓 (自二零一九年七月十一日起生效)

股份代號

1031

網址

<http://www.kingston.com.hk>

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of directors (the "Board") of Kingston Financial Group Limited (the "Company"), I am pleased to present to you details of the Company's (together with its subsidiaries, the "Group") annual performance and business development for the year ended 31 March 2019 (the "Year").

The Group recorded a decrease of approximately 2% in total revenue from approximately HK\$3,093,546,000 for the year ended 31 March 2018 (the "Previous Year") to approximately HK\$3,039,228,000 for the Year. Profit attributable to owners of the Company was approximately HK\$1,001,927,000, representing a decrease of approximately 26% from approximately HK\$1,348,626,000 of the Previous Year. The year-on-year decrease was mainly due to a one-time write off of the Group's intangible assets amounted to approximately HK\$266,157,000 relating to cancellation of the mineral leases, which were non-core assets of the Group.

Due to the impact of the trade dispute between China and the United States, ongoing concerns and uncertainties, global economic growth may further slow down. The global market fluctuation has instilled cautious sentiment in the financial market resulting in major stock markets readjustment. The average daily turnover in the Hong Kong Exchanges and Clearing Limited dropped significantly in the second half of the financial year. Investors are cautious of the near future economic outlook and have been observing and restraining from trade activities, hence, the overall market sentiment remains negative. The Group's revenue from the securities brokerage, underwriting and placements segment was approximately HK\$152,056,000 (Previous Year: approximately HK\$360,544,000), representing a decrease of approximately 58%. Nonetheless, in terms of margin and initial public offering financing, as the Group's capital base is relatively strong, we recorded a revenue of approximately HK\$2,168,514,000 in this segment (Previous Year: approximately HK\$1,964,949,000), representing an increase of approximately 10%.

各位股東：

本人謹代表金利豐金融集團有限公司(「本公司」)董事局(「董事局」)欣然向閣下呈報本公司(連同其附屬公司統稱「本集團」)截至二零一九年三月三十一日止年度(「本年度」)之年度業績及業務發展。

本集團總收益錄得約2%跌幅。較截至二零一八年三月三十一日止年度(「上一年度」)約3,093,546,000港元減少至約3,039,228,000港元。本公司擁有人應佔溢利約為1,001,927,000港元，較上一年度約1,348,626,000港元減少約26%。按年減少主要由於本集團因註銷礦產租契(本集團非核心資產)而一次性撇銷約266,157,000港元無形資產所致。

受中美貿易戰、持續憂慮及不明朗局勢影響，環球經濟增長可能進一步放緩。全球金融市場起伏不定令審慎投資情緒蔓延，主要股市均出現調整。香港交易及結算有限公司平均每日成交額於本財政年度下半年顯著下跌。投資者對短線經濟前景較為憂慮，因而一直抱持觀望態度並抑制買賣活動，令整體市場氣氛維持消極。本集團來自證券經紀、包銷及配售分類之收益減少約58%至約152,056,000港元(上一年度：約360,544,000港元)。然而，保證金及首次公開發售融資方面，受惠於本集團相對雄厚的資本基礎，此分類所得收益增長約10%至約2,168,514,000港元(上一年度：約1,964,949,000港元)。

CHAIRMAN'S STATEMENT

主席報告

For the remaining year of 2019, although the global economic may slow down and the Sino-US trade friction remains uncertain, it is believed that China's overall economic development is still encouraging. In the first quarter of 2019, China's GDP recorded a year-on-year growth and China embarked on measures to stimulate economic growth and boosted domestic demand. China will continue to exert its strength in overall development and growth. In Hong Kong, the new listing rules and the newly introduced issuance mechanism for optimizing new shares and the integration of the interconnection mechanism will create more opportunities to promote the development of the local financial market. Being one of the leading brokers in Hong Kong, we will continue to review and adjust future plans to explore more business opportunities.

Benefiting from China's economic growth and completion of the Hong Kong-Zhuhai-Macao Bridge, Macau's gaming and hospitality industry is regaining its growth momentum. It is believed that the Group's business in Macau will continue to generate stable income.

Last but not the least, I would like to take this opportunity to express my heartfelt gratitude to our board members for leading the Group through a challenging year. I would like to express my highest gratitude to our management and staff for their unremitting efforts. I would also like to sincerely thank all our valued customers, service providers, and business partners as well as you, the shareholder, for your unwavering support.

By Order of the Board

Chu, Nicholas Yuk-yui
Chairman
Hong Kong, 26 June 2019

於二零一九年餘下時間，儘管全球經濟增長可能放緩及中美貿易摩擦的情況仍未明朗，相信中國整體經濟發展仍然樂觀。二零一九年第一季度中國國內生產總值錄得同比增長，加上中國已著手推出刺激經濟措施，提振內需，中國將持續在整體發展及增長方面發揮實力。香港方面，新的上市規則及新推出的優化新股發行機制及納入互聯互通機制所帶來的機遇將締造更多機會，推動本地金融市場發展。作為香港其中一名龍頭券商，我們將繼續檢討及調整未來計劃，探索更多商機。

受惠於中國經濟增長，以及港珠澳大橋的落成，澳門博彩及酒店業，正重拾增長動力。相信本集團澳門業務將會繼續為本集團帶來穩定收入。

最後，我想藉此機會對我們的董事局成員帶領集團渡過充滿挑戰的一年表示衷心的感謝。我要對我們的管理層和員工對集團的努力不懈表示最高的謝意。我還要衷心感謝所有尊貴的客戶、服務供應商、業務合作夥伴以及全體股東對本集團之堅定支持。

承董事局命

主席
朱沃裕
香港，二零一九年六月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On behalf of the Board of directors (the “Board”) of Kingston Financial Group Limited (the “Company”), I am pleased to announce the annual results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2019 (the “Year”).

OVERVIEW

The Group is principally engaged in the provision of a wide range of financial services including securities brokerage, underwriting and placements, margin and initial public offering financing, corporate finance advisory, futures brokerage and asset management services. The Group also provides gaming and hospitality services in Macau.

Total revenue recorded by the Group for the Year amounted to approximately HK\$3,039,228,000, representing a decrease of approximately 2% as compared to approximately HK\$3,093,546,000 for the year ended 31 March 2018 (the “Previous Year”).

Profit attributable to owners of the Company for the Year amounted to approximately HK\$1,001,927,000, representing a decrease of approximately 26% as compared to approximately HK\$1,348,626,000 for the Previous Year. Basic earnings per share for the Year was approximately HK5.77 cents, representing a decrease of approximately 26% as compared to approximately HK7.77 cents for the Previous Year. The year-on-year decrease was primarily attributable to a one-time write off of the Group’s intangible assets amounted to approximately HK\$266,157,000 relating to cancellation of the mineral leases, which were non-core assets of the Group.

本人謹代表金利豐金融集團有限公司(「本公司」)董事局(「董事局」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零一九年三月三十一日止年度(「本年度」)之年度業績。

概覽

本集團主要業務為提供全面金融服務，包括證券經紀、包銷及配售、保證金以及首次公开发售融資、企業財務顧問、期貨經紀及資產管理服務。本集團亦在澳門提供博彩及酒店服務。

本集團於本年度錄得總收益約3,039,228,000港元，較截至二零一八年三月三十一日止年度(「上一年度」)約3,093,546,000港元減少約2%。

於本年度，本公司擁有人應佔溢利約為1,001,927,000港元，較上一年度約1,348,626,000港元減少約26%。於本年度，每股基本盈利約為5.77港仙，較上一年度約7.77港仙減少約26%。按年減少主要由於本集團因註銷礦產租契(本集團非核心資產)而一次性撇銷約266,157,000港元無形資產所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS AND FINANCIAL REVIEW

In addition to the weakening of world's major economies, Sino-US trade frictions, the Fragile European economy and the UK's "Brexit" storm, the geopolitical tensions further attributed to the overall significant economic downturns in 2018. The International Monetary Fund (IMF) in its blog envisaged the additional impact of the newly announced tariffs on China and the United States declared that if it is extended to all trade between China and the United States, it is expected that the global GDP is to be reduced by one-third of a percentage point in the short term. Half of the impact would come from reduction of business and market confidence. On the global economic climate, The World Economic Outlook published by IMF predicts that 70% of global economies would decline in 2019. Global economy growth reached a peak of nearly 4% in 2017, slowing to a 3.6% in 2018, and is expected to fall further to 3.3% in 2019. Japan, Germany, and the United States also experienced regressions in manufacturing data. Recently, US debt experienced an inverted yield curve, a first time in 12 years, an outcome from the Sino-US trade tension. It was believed to be a market on its worry about a further slowing down of the global economic growth.

Despite these pessimistic data, China has started preparing for the possibility of embargo war, especially on energy and agricultural products. China was prompted to deploy stimulus measures to maintain the internal demand. At the opening ceremony of the 2nd The Belt and Road Initiative International Cooperation Summit, President Xi Jinping announced that China would implement a series of reform policies and to adopt higher standards of opening-up, which should encourage further expansion of the foreign capital market, increase flows of imports and continue to apply the opening-up policy thoroughly. This should certainly provide new opportunities for enterprises from all over the world to invest and do business in China, and make new contributions to safeguard and promote free world trade. Besides, Central Banks' policy around the globe has gradually turned to easement. The global economy would be driven by steady growth in consumer demand and technological innovation. The economic situation should be more hopeful for the remaining months of 2019.

業務及財務回顧

受全球主要經濟體影響，除了中美貿易摩擦外，歐洲經濟疲弱，英國「脫歐」風暴，加上環球多處地緣政局緊張，總體經濟增長於二零一八年度明顯放緩。國際貨幣基金組織發表網誌預視新公佈關稅對中國構成的額外影響，而美國宣稱若對象擴大至中美之間所有貿易活動，預計短期內全球國內生產總值將下跌三分之一個百分點，當中一半影響源於業務及市場信心倒退。針對全球經濟局面，國際貨幣基金組織發表的《世界經濟展望》預測全球70%經濟體將於二零一九年陷入衰退。全球經濟增長率於二零一七年飆至近4%的高位，及後於二零一八年放緩至3.6%，預期二零一九年將進一步下跌至3.3%。日本、德國以至美國的製造業數據同樣出現倒退。受中美貿易緊張局勢影響，美國債息近期出現倒掛，此現象是十二年來初次出現。市場難免憂慮環球經濟增長進一步放緩。

但這一系列悲觀數據，正正促使中國著手為能源及農產品等可能被捲入禁運戰作準備，為維護自身發展權益的能力推出刺激經濟措施。習近平主席在第二屆「一帶一路」國際合作高峰論壇開幕式上宣佈，中國將採取一系列重大改革開放舉措，促進更高水準對外開放，進一步擴大外資市場，新增商品和服務進口，貫徹落實對外開放政策。相信這必將為世界各國企業在華投資經商提供新的機遇，也必將為維護自由貿易體制，推動世界貿易增長作出新貢獻。此外，環球央行政策逐步轉向寬鬆，全球經濟在消費需求穩定增長和科技創新帶動下，展望二零一九年末來數月，經濟局勢會漸趨明朗。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the Year, glutted with prudent investment sentiment, the global financial market was volatile with significant corrections across major stock markets. As for Hong Kong, the average amount of daily trades and the average volume of daily trades of the Hong Kong Exchanges and Clearing Limited (the "HKEX") were strong in the first three quarters of 2018. The fourth quarter slowed down and began to adjust due to the escalation of Sino-US trade tensions. The average daily trade amount fell from HK\$126.6 billion to HK\$88.8 billion in the second half of the year. In the first quarter of 2019, the average daily turnover of equity products traded on the Stock Exchange of Hong Kong Limited (the "SEHK") decreased by 34% compared to the same period last year; the average daily turnover of the SEHK has decreased by 31% in total; the average daily volume of stock options contracts traded on the SEHK dropped by 21%. During the Year under review, the Group's revenue from its financial service segment recorded a drop of 2% from approximately HK\$2,411,363,000 in the Previous Year to approximately HK\$2,365,068,000 in the Year.

Looking into Macau, the opening of new hotels and diversification of casino operations seemed to help the Macau market to restore momentum. According to the Macau Government Tourism Office, global visitor arrivals to the Macau from April 2018 to March 2019 reached approximately 37,618,000, representing an increase of approximately 13% over the same period in the previous year. The Group's hotel and gaming operations in this Year also recorded satisfactory results.

Securities Brokerage, Underwriting and Placements

Securities brokerage, underwriting and placement services is one of the main sources of income for the Group. The Group undertakes the origination, structuring and marketing of placements of equity and equity-related securities. It offers across-the-board solutions to clients' financing needs. The Group plays significant roles as placing agents and underwriters for a wide range of listed companies in different sectors.

With concerns over the economic outlook amid the ongoing Sino-US trade war, investors were staying on the sidelines of the stock market which resulted in curbed trading activities and negative sentiment. During the Year, the Group recorded a revenue in this segment of approximately HK\$152,056,000 (Previous Year: approximately HK\$360,544,000), representing a decrease of approximately 58% as compared to the Previous Year, which also accounted for approximately 6% (Previous Year: approximately 15%) of the Group's financial service segment revenue and approximately 5% (Previous Year: approximately 12%) of the Group's total revenue.

於本年度，市場充斥審慎投資情緒，全球金融市場起伏不定，主要股市均出現大幅調整。於香港，香港交易及結算所有限公司（「港交所」）平均每日成交額及平均每日交投量於二零一八年首三季表現強勁，第四季放緩，並因中美貿易緊張局勢升級而開始調整，平均每日成交額由1,266億港元跌至下半年的888億港元。二零一九年第一季香港聯合交易所有限公司（「聯交所」）的股本證券產品平均每日成交金額比去年同期下降34%；聯交所的平均每日成交金額則總體下降31%；聯交所的股票期權合約平均每日成交張數下降21%。於本回顧年度，本集團來自金融服務分類的收益由上一年度約2,411,363,000港元下跌2%至本年度約2,365,068,000港元。

於澳門，新酒店開業及多元化博彩業務看來有助澳門市場重拾增長動力。根據澳門旅遊局資料，二零一八年四月至二零一九年三月全球到訪澳門旅客約達37,618,000人次，較去年同期增加約13%。本集團本年度的酒店及博彩業務亦錄得理想業績。

證券經紀、包銷及配售

證券經紀、包銷及配售服務為本集團主要收入來源之一。本集團處理股權及股權相關證券配售之發起、組織及營銷，並向客戶提供切合其融資需要之全面解決方案。本集團成功擔當各行各業上市公司配售代理及包銷商之角色。

中美貿易戰持續，投資者對經濟前景充滿憂慮，因而對股票市場一直抱持觀望態度並抑制買賣活動，令市場氣氛一片消極。於本年度，本集團錄得此分類之收益約152,056,000港元（上一年度：約360,544,000港元），較上一年度減少約58%，同時佔本集團金融服務分類收益約6%（上一年度：約15%）及佔本集團總收益約5%（上一年度：約12%）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Margin and IPO Financing

To complement the Group's securities brokerage services, the Group also provides margin and IPO financing services. Margin financing is made available to clients who have opened margin accounts with the Group to purchase securities with funds borrowed from it to leverage their investments. IPO financing is the grant of loans to clients for subscriptions of shares relating to an IPO.

Leveraging on the Group's compelling advantages from strong capital base and prudent risk management policies to credit control, the Group managed to achieve stable contribution in margin and IPO financing. During the Year, the Group continued its steady performance in the segment, with revenue amounted to approximately HK\$2,168,514,000 (Previous Year: approximately HK\$1,964,949,000), which also accounted for approximately 92% (Previous Year: approximately 81%) of the Group's financial service segment revenue and approximately 71% (Previous Year: approximately 63%) of the Group's total revenue. However, the stock market in Hong Kong was volatile over the Year. An impairment loss on advances to customers in margin financing of approximately HK\$479,411,000 (Previous Year: approximately HK\$430,573,000) was made on a prudent basis after reviewing the relevant margin accounts portfolio and financial positions.

Other Financial Services — Corporate Finance Advisory Services, Futures Brokerage and Asset Management

Complementing the securities brokerage, underwriting and placements, and margin and IPO financing, the Group also provides a full range of financial services to its clients including corporate finance advisory services, futures brokerage and asset management.

The Group holds license under the Securities and Futures Ordinance to engage in advising on corporate finance activities. The scope of services provided includes advising on corporate finance transactions, sponsoring IPOs and advising clients on deal structure and financing strategies in the context of mergers and acquisitions, equity fund raising exercises, takeovers and other notifiable transactions.

The Group provides brokerage services for index futures trading on the Futures Exchange, including After Hours Futures Trading, clients can place orders online and through telephone.

保證金及首次公開發售融資

本集團亦提供保證金及首次公開發售融資服務，以配合其證券經紀服務。在本集團開立保證金賬戶的客戶獲提供保證金融資，以便其運用借入資金購買證券，進行槓桿投資。首次公開發售融資乃指向認購首次公開發售股份的客戶授出貸款。

憑藉本集團的雄厚資本基礎及監控信貸的審慎風險管理政策等強大優勢，本集團得以在保證金及首次公開發售融資方面取得長足的發展。於本年度，本集團此分類的表現繼續保持平穩，錄得收益約2,168,514,000港元(上一年度：約1,964,949,000港元)，同時佔本集團金融服務分類收益約92%(上一年度：約81%)及佔本集團總收益約71%(上一年度：約63%)。然而，香港股市於本年度起伏不定。經審閱相關保證金賬戶組合及財務狀況後，本集團以審慎態度就向客戶墊付保證金融資作出減值虧損約479,411,000港元(上一年度：約430,573,000港元)。

其他金融服務 — 企業財務顧問服務、期貨經紀及資產管理

為與證券經紀、包銷及配售、保證金以及首次公開發售融資相輔相成，本集團亦向客戶提供全面金融服務，包括企業財務顧問服務、期貨經紀及資產管理。

本集團持有證券及期貨條例項下牌照，可就機構融資活動提供意見。服務範疇包括就機構融資交易提供意見、保薦首次公開發售以及就併購、股本集資活動、收購及其他須予公佈交易的交易結構及融資策略向客戶提供意見。

本集團就於香港期交所買賣的指數期貨提供經紀服務，包括期貨夜市。客戶可透過網上及電話落盤。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group also provides portfolio management services. The asset management business generates revenue by charging management fees and incentive fees based on the amount of assets under management, and returns of portfolios, respectively.

After a boom in the Previous Year, this segment has set back but still maintained a steady performance as compared to the years before the Previous Year. This segment recorded revenue of approximately HK\$44,498,000 for the Year (Previous Year: approximately HK\$85,870,000), representing a decrease of approximately 48%, which also accounted for approximately 2% (Previous Year: approximately 4%) of the Group's financial service segment revenue and approximately 2% (Previous Year: approximately 3%) of the Group's total revenue.

Goodwill Impairment Assessment

Goodwill has arisen upon the Group's acquisition of financial services business completed in April 2011. An independent professional valuer was engaged to perform impairment assessment on the goodwill. It was found that the recoverable amount of all 3 cash generating units, namely the Placing and Underwriting segment, the Margin and IPO Financing segment and the Corporate Finance segment, exceed their respective carrying amount. Under this circumstance, no impairment on the goodwill is considered necessary.

Hotel Business

In addition to operating finance business, the Group is also engaged in hotel business in Macau, which comprises of hotel room rental, food and beverage operation catering to international and local markets.

During the Year, this segment continued to contribute a steady revenue to the Group. Revenue for hotel ownership and management plus food and beverage in total amounted to approximately HK\$216,365,000 (Previous Year: approximately HK\$208,655,000), representing an increase of approximately 4% as compared to the Previous Year. Hotel business contributed approximately 32% (Previous Year: approximately 31%) of the total hotel and gaming business revenue and approximately 7% (Previous Year: approximately 7%) of the Group's total revenue.

The average occupancy rates of the two hotels, namely Casa Real and Grandview, were approximately 91% (Previous Year: approximately 88%) and approximately 88% (Previous Year: approximately 89%) respectively.

本集團亦同時提供投資組合管理服務。資產管理業務的收益來源分別為按管理資產金額收取管理費及按投資組合回報收取獎勵費。

儘管此分類經歷上一年度的蓬勃發展後稍有倒退，但仍較上一年度以前各年表現平穩。此分類於本年度錄得收益約44,498,000港元(上一年度：約85,870,000港元)，減幅約為48%，同時佔本集團金融服務分類收益約2%(上一年度：約4%)及佔本集團總收益約2%(上一年度：約3%)。

商譽減值評估

商譽於二零一一年四月本集團收購金融服務業務時產生。本公司已委聘一名獨立專業估值師就商譽進行減值評估。全部三個現金產生單位(即配售及包銷分類、保證金及首次公開發售融資分類以及企業財務分類)的可收回金額超出其各自的賬面值。在此情況下，毋須作出商譽減值。

酒店業務

除金融服務業務外，本集團亦在澳門從事酒店業務，包括出租酒店客房及經營餐飲業務，兼顧國際及本地市場。

於本年度，此分類繼續為本集團貢獻穩定收益。酒店擁有及管理以及食品及飲料總收益約為216,365,000港元(上一年度：約208,655,000港元)，較上一年度增加約4%。酒店業務佔酒店及博彩業務總收益約32%(上一年度：約31%)及佔本集團總收益約7%(上一年度：約7%)。

皇家金堡及君怡兩家酒店的平均入住率分別為約91%(上一年度：約88%)及約88%(上一年度：約89%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gaming Business

The Group's casino operation is run by the licence holder Sociedade de Jogos de Macau, S.A. During the Year, the two casinos consistently provided solid contributions to the Group.

Facing strong competition in the market, gaming revenue of the Group, amounted to approximately HK\$457,795,000 for the Year, representing a decrease of approximately 3% as compared to approximately HK\$473,528,000 of the Previous Year. Gaming revenue accounted for approximately 68% (Previous Year: approximately 69%) of total hotel and gaming business revenue and approximately 15% (Previous Year: approximately 15%) of the Group's total revenue.

As at 31 March 2019, the Group has 64 tables (2018: 64) in the mass market halls, 12 tables (2018: 12) in the VIP rooms and 274 slot machines (2018: 277) and 70 live baccarat machines (2018: 140) in the electronic gaming halls. Live baccarat machines brought additional crowd to the casino, achieving synergy with the slot machine business as well.

Other Income

Other income mainly represented handling charges received from securities clients and other miscellaneous income. The income decreased by approximately 35% from approximately HK\$39,647,000 in the Previous Year to approximately HK\$25,603,000 in the Year. This was because there was a compensation of approximately HK\$9,774,000 in the Previous Year for loss on intangible assets of the Group.

Written-off of intangible assets

The potash industry worldwide has been suffering from oversupply for a number of years and the potash price has been under pressure. In addition, the initial exploration and exploitation costs for potash mines overseas were very high. Despite years of efforts made to identify potential investors to invest in potash projects, aiming for realising or otherwise disposing of such assets of those projects, no progress had been made. As the total annual leasing charge of those leases exceeded 4.4 million Canadian dollars, after taking into consideration certain factors including, market conditions, cost of investments and annual leasing charges, the Group ceased payment of leasing charges and notice was received on 14 September 2018 that those leases were cancelled. The Group's intangible assets of approximately HK\$266,157,000 were therefore written off. Such mineral leases were non-core assets of the Group and were not related to the principal lines of businesses of the Group. The cancellation of those leases has no material adverse impact on the overall financial and trading position of the Group.

博彩業務

本集團賭場業務由持牌人澳門博彩股份有限公司經營。於本年度，該兩家賭場一直為本集團帶來穩定貢獻。

面對市場競爭激烈，本集團於本年度的博彩收益約為457,795,000港元，較上一年度約473,528,000港元減少約3%。博彩收益佔酒店及博彩業務總收益約68%（上一年度：約69%）及佔本集團總收益約15%（上一年度：約15%）。

於二零一九年三月三十一日，本集團於中場設有64張（二零一八年：64張）賭檯、於貴賓廳設有12張（二零一八年：12張）賭檯以及於電子博彩廳設有274台（二零一八年：277台）角子機及70台（二零一八年：140台）直播百家樂機器。直播百家樂機器為賭場帶來更多顧客，與角子機業務產生協同效益。

其他收入

其他收入主要指向證券客戶收取的手續費及其他雜項收入。收入由上一年度約39,647,000港元減少約35%至本年度約25,603,000港元，歸因於上一年度本集團就無形資產虧損收取補償約9,774,000港元。

撤銷無形資產

多年來，全球鉀肥行業一直供過於求，令鉀肥價格一直受壓。此外，海外鉀肥礦初期勘探及開採成本亦相當高昂。儘管本集團過往幾年一直努力尋找有意投資鉀肥項目的投資者，希望為該等項目的資產變現或尋找其他出路，但一直未能成功。由於該等租契每年租金費用總額超過440萬元加幣，本集團經過詳細考慮，包括市場情況、投資成本及每年租金費用等後，已停止交付租金。本集團於二零一八年九月十四日收到通知指該些租契被取消。本集團因此將該約266,157,000港元無形資產撇賬。該等礦產租契並非本集團的核心資產，且與本集團主營業務無關。註銷該等租契並無對本集團的整體財務及經營狀況造成重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Fair value loss on financial assets at fair value through profit or loss/fair value loss on held for trading investments

During the Year, the Hong Kong equity market experienced fluctuations. The Group recorded a fair value loss on financial assets at fair value through profit or loss of approximately HK\$26,116,000 (Previous Year: approximately HK\$12,331,000, under HKFRS 9, held for trading investments in the Previous Year were reclassified as financial assets at fair value through profit or loss in the Year). As at 31 March 2019, the Group was holding financial assets at fair value through profit or loss of approximately HK\$168,366,000 (Previous Year: held for trading investments of approximately HK\$192,805,000) in market value.

Inventory consumed

Inventory consumed represents the cost of guest supplies and food and beverage consumed upon provision of accommodation and catering services to the customers. During the Year, it amounted to approximately HK\$23,068,000 (Previous Year: approximately HK\$22,167,000).

Staff costs

Staff costs amounted to approximately HK\$253,327,000 (Previous Year: approximately HK\$264,966,000), representing a decrease of approximately 4%. The Group reviewed and adjusted compensation and benefits to employee regularly to match market rates. Packages commensurate with employees' qualifications and experience were provided to retain good employees in the Group as well as to hire potential talents.

Gaming commission

Gaming commission represented amount paid as an incentive to attract customers. The commission paid by the Group was in line with market level. The amount increased slightly by approximately 2% from approximately HK\$92,526,000 in the Previous Year to approximately HK\$94,010,000 in the Year.

Broker Commission

Broker commission decreased approximately 56% from approximately HK\$45,284,000 in the Previous Year to approximately HK\$20,096,000 in the Year. The decrease was in line with the decrease in revenue from securities brokerage, underwriting and placement segment during the Year.

按公平值計入損益的金融資產的公平值虧損／持作買賣投資的公平值虧損

於本年度，香港股市反覆波動。本集團錄得按公平值計入損益的金融資產的公平值虧損約26,116,000港元(上一年度：約12,331,000港元，根據香港財務報告準則第9號，上一年度的持作買賣投資於本年度已重新分類為按公平值計入損益的金融資產)。於二零一九年三月三十一日，本集團所持有按公平值計入損益的金融資產市值約為168,366,000港元(上一年度：持作買賣投資約192,805,000港元)。

所耗用存貨

所耗用存貨指向客戶提供住宿與餐飲服務期間所耗用客人用品、食品及飲料的成本。於本年度，所耗用存貨約為23,068,000港元(上一年度：約22,167,000港元)。

員工成本

員工成本約為253,327,000港元(上一年度：約264,966,000港元)，跌幅約為4%。本集團定期配合市場價格而檢討及調整給予僱員的補償及福利。本集團根據僱員的資歷及經驗提供待遇，務求留聘本集團的優秀員工及招聘具潛質的人才。

博彩佣金

博彩佣金指作為吸引客戶的獎勵所支付的款項。本集團支付的佣金與市場水平相若。有關金額由上一年度約92,526,000港元微升約2%至本年度約94,010,000港元。

經紀佣金

經紀佣金由上一年度約45,284,000港元下跌約56%至本年度約20,096,000港元。減幅與本年度來自證券經紀、包銷及配售分類的收益減少一致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Interest expenses for securities brokerage, underwriting and placements, margin and IPO financing operations

The interest expenses increased from approximately HK\$264,144,000 in the Previous Year to approximately HK\$316,910,000 in the Year, representing an increase of approximately 20% as overall cost of funding increased during the Year.

Impairment loss on advances to customers in margin financing

Due to the volatility in the local stock market during the Year, impairment loss of approximately HK\$479,411,000 (Previous Year: approximately HK\$430,573,000) were made on some particular clients with margin loans shortfall on a prudent basis after reviewing their margin accounts portfolio and financial positions.

Administrative expenses

Administrative expenses mainly included rent and rates, lease expenses, electricity and water, fuel and etc.. During the Year under review, it amounted to approximately HK\$112,637,000 (Previous Year: approximately HK\$125,654,000), representing an approximately 10% decrease as less lease expenses were recorded in the Year.

Other operating expenses

Other operating expenses mainly represented operating expenses for gaming facilities, promotion expenses and other hotel rooms. During the Year, it amounted to approximately HK\$129,106,000 (Previous Year: approximately HK\$138,105,000) representing an approximately 7% decrease.

Finance cost

During the Year, finance cost of approximately HK\$32,760,000 (Previous Year: approximately HK\$30,300,000) represented the interest expenses on the amount due to a shareholder.

Amortisation

The amount of approximately HK\$14,132,000 in the Previous Year represented the amortisation expenses of the intangible assets which has been amortised on a straight-line basis over its estimated useful life of 24 years. The intangible assets was written-off during the Year.

證券經紀、包銷及配售、保證金以及首次公開發售融資業務的利息開支

由於本年度整體資金成本上漲，利息開支由上一年度約264,144,000港元增加至本年度約316,910,000港元，增幅約為20%。

向客戶墊付保證金融資的減值虧損

由於本年度本地股市波動不穩，經審閱部分特定客戶的保證金賬戶組合及財務狀況後，本集團審慎就帶有保證金貸款差額的特定客戶作出減值虧損約479,411,000港元(上一年度：約430,573,000港元)。

行政開支

行政開支主要包括租金及差餉、租賃開支及水電煤費等。於回顧年度，行政開支減少約10%至約112,637,000港元(上一年度：約125,654,000港元)，原因為本年度租賃開支下降。

其他經營開支

其他經營開支主要指博彩設施、推廣開支及其他酒店客房的經營開支。於本年度，其他經營開支約為129,106,000港元(上一年度：約138,105,000港元)，跌幅約為7%。

融資成本

於本年度，融資成本約32,760,000港元(上一年度：約30,300,000港元)指應付一名股東款項的利息開支。

攤銷

上一年度金額約14,132,000港元指按直線基準於其估計可用年期24年內攤銷無形資產產生的攤銷開支。本年度內已撇銷無形資產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FUTURE PROSPECTS

Financial services segments

Despite the worrying global economic situation and the Sino-US trade friction, the China's economic fundamentals remained strong in general. China's GDP in the first quarter of 2019 recorded a year-on-year growth, matching the fourth quarter of 2018 and higher than market expectations. Chinese government has continuously introduced measures for maintaining stability in certain industries. From the earlier tax cuts in the software semiconductor industry, supporting technology innovation, encouraging independent research and development, the Ministry of Finance introduced preferential tax policies for the insurance industry. The use of these moderate economy stimulation policies is to intensify internal domestic demand, hopefully offsetting the impact of trade wars as such. In the long run, focusing on the expansion of domestic demand and high value-added industries, strengthening efforts to deepen the reform, adopting a higher standard of 'door-open' policies, deep integrating of the Greater Bay Area and the Belt and Road initiative are all conducive to enhance the quality and sustainability of China's future economic development.

The Hong Kong government and regulators work tirelessly on the local financial market. In 2018, the Hong Kong Stock Exchange announced the new "Listing Rules". Since its entry into force, 40 new non-traditional equity companies have issued new shares, raising a total of HK\$150.4 billion, accounting for more than half of the IPO funds raised during the same period. As a result, Hong Kong has become the second largest biotechnology center in the world, given the first being Nasdaq, United States. Nine biotech companies, including seven of which has no operating income, have successfully raised capital through the new listing mechanism. There may be more biotechnology company to be listed in Hong Kong in the future. Furthermore, the optimization of the new share issuance mechanism and the integration of the interconnection mechanism introduced by the HKEX will enhance the importance of the Hong Kong market to international investors and encourage more new companies to be listed in Hong Kong.

未來前景

金融服務分類

儘管全球經濟狀況及中美貿易摩擦的情況令人憂慮，但中國經濟基本面整體仍然強韌，二零一九年第一季度中國國內生產總值錄得同比增長，與去年第四季持平並高過市場預期。中國政府對個別產業維穩措施不斷出台，由早前對軟件半導體行業減稅，扶助創科產業，鼓勵自主研發的政策，到財政部推出對內險稅務政策優惠，無疑都是利用溫和的政策刺激經濟，增加內需，以此來抵銷貿易戰帶來的相關影響。長遠而言，繼續擴大內需以及朝高增值方向發展，致力深化改革及高水準開放，推動大灣區建設及「一帶一路」的這些倡議，均有利於提升未來中國經濟發展的質量及可持續性。

香港政府及監管機構為本地金融市場不懈努力。二零一八年，香港聯交所公佈了新的《上市規則》，生效至今已有40家採用非傳統股權架構新經濟公司發行新股，集資1,504億港元，佔同期首次公開發售集資總額一半以上；香港已經成為全球第二大生物科技上市中心（第一為美國納斯達克），九家生物科技公司（其中七家未有營業收入）通過新上市機制成功集資，未來亦將有更多生物科技公司準備來港上市。另外，港交所推出的優化新股發行機制及納入互聯互通機制都會提升香港市場對國際投資者的重要性，鼓勵更多新公司來港上市。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the past ten years, the total financing amount for new shares raised has Hong Kong won the global championship for six years. As of the end of April 2019, the raised funds via equity offerings on the Hong Kong stock exchange remained the highest in the world. It serves as a platform for international operations and attracts foreign funds and investment. Therefore, Hong Kong is still an ideal platform for many overseas companies including mainland China one to be listed.

In the long run, the integration of the Mainland and Hong Kong financial industry will further provide more opportunities for our Group. The Group will continue to seize opportunities brought ahead by the new mechanism of the HKEX and keep expanding our business.

Hotel and gaming segments

Benefiting from China's economic growth and the completion of the Hong Kong-Zhuhai-Macao Bridge, Macau's gaming and hotel industry are on the good looking side. Emerging new substances such as art, existing multicultural cuisine, and architectural attractions will carry on to boost Macau's tourism industry. The Group will continue to drive its revenue growth in the region.

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 March 2019, the shareholders' fund and net current assets of the Group amounted to approximately HK\$21,522,041,000 (2018: approximately HK\$20,623,754,000) and approximately HK\$8,722,658,000 (2018: approximately HK\$7,350,416,000) respectively. On the same date, the Group had cash and bank balance of approximately HK\$1,086,523,000 (2018: approximately HK\$395,793,000) and the current ratio was approximately 1.7 (2018: approximately 1.5).

As at 31 March 2019, the Group had bank borrowings of approximately HK\$2,420,000,000 (2018: approximately HK\$2,350,000,000), amounts due to shareholders of approximately HK\$4,662,264,000 (2018: approximately HK\$4,219,911,000), loan from a related company of approximately HK\$4,033,342,000 (2018: approximately HK\$7,142,999,000) and subordinated loans of approximately HK\$700,000,000 (2018: approximately HK\$700,000,000). On the same date, the net gearing ratio, measured on the basis of total borrowings less bank and cash balances over net assets, was approximately 50% (2018: approximately 68%).

過去十年，香港市場新股融資額曾經六年全球奪冠，截至二零一九年四月底，香港市場過去十年的IPO累計籌資額仍穩居全球第一。透過國際操作的接軌，香港足以吸引外資基金及投資，所以仍然是許多海外企業（包括中國）進行上市的理想平台。

長遠而言，中港兩地金融業進一步融合，將會為本集團提供更多的機遇。本集團將繼續善用港交所新機制帶來的機遇，不斷努力提升業務水平。

酒店及博彩分類

受惠於中國經濟增長，以及港珠澳大橋的落成，澳門博彩及酒店業的前景樂觀，因為新興既積極的催化劑例如藝術、多元文化的美食及建築景點將大大推動澳門旅遊業。本集團將繼續推動區內收益增長。

流動資金、財務資源及資金

於二零一九年三月三十一日，本集團之股東資金及流動資產淨值分別約為21,522,041,000港元（二零一八年：約20,623,754,000港元）及約8,722,658,000港元（二零一八年：約7,350,416,000港元）。同日，本集團之現金及銀行結餘約為1,086,523,000港元（二零一八年：約395,793,000港元），流動比率約為1.7（二零一八年：約1.5）。

於二零一九年三月三十一日，本集團之銀行借貸約為2,420,000,000港元（二零一八年：約2,350,000,000港元）、應付股東款項約為4,662,264,000港元（二零一八年：約4,219,911,000港元）、來自一家關連公司之貸款約為4,033,342,000港元（二零一八年：約7,142,999,000港元）及後償貸款約為700,000,000港元（二零一八年：約700,000,000港元）。同日，淨資產負債比率約為50%（二零一八年：約68%），該比率以總借貸減銀行及現金結餘除資產淨值計算。

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The following table details the Cash and bank balances — general account and bank loan of the Group at the end of the reporting period denominated in original currencies:

下表載列於報告期末以原有貨幣計值之本集團現金及銀行結餘 — 一般賬戶以及銀行貸款詳情：

		2019 二零一九年							
		HKD 港元 (’000) (千元)	CNY 人民幣 (’000) (千元)	USD 美元 (’000) (千元)	JPY 日圓 (’000) (千元)	SGD 新加坡元 (’000) (千元)	GBP 英鎊 (’000) (千鎊)	AUD 澳洲元 (’000) (千元)	MOP 澳門元 (’000) (千元)
Cash and bank balances — general account	現金及銀行結餘 — 一般賬戶	1,053,814	2,648	448	—	118	3	—	24,646
Bank loan	銀行貸款	2,420,000	—	—	—	—	—	—	—

		2018 二零一八年							
		HKD 港元 (’000) (千元)	CNY 人民幣 (’000) (千元)	USD 美元 (’000) (千元)	JPY 日圓 (’000) (千元)	SGD 新加坡元 (’000) (千元)	GBP 英鎊 (’000) (千鎊)	AUD 澳洲元 (’000) (千元)	MOP 澳門元 (’000) (千元)
Cash and bank balances — general account	現金及銀行結餘 — 一般賬戶	358,473	3,040	356	—	118	7	31	28,626
Bank loan	銀行貸款	2,350,000	—	—	—	—	—	—	—

CONTINGENT LIABILITIES

Details of contingent liabilities of the Group as at 31 March 2019 are set out in note 46 to the financial statements in this report.

或然負債

本集團於二零一九年三月三十一日之或然負債詳情載於本報告的財務報表附註46。

CAPITAL STRUCTURE

During the Year, no material fluctuation was noted on the Company’s capital structure.

資本結構

於本年度，本公司資本結構並無重大波動。

CAPITAL COMMITMENTS

At 31 March 2019, the Group had capital commitments of approximately HK\$14,770,000 (2018: approximately HK\$630,000) in respect of acquisition of plant and equipment.

資本承擔

於二零一九年三月三十一日，本集團就收購廠房及設備之資本承擔約為14,770,000港元(二零一八年：約630,000港元)。

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FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK1.5 cents (2018: HK2 cents) per Share for the year ended 31 March 2019 (“Final Dividend”), amounting to approximately HK\$260,467,000 (2018: approximately HK\$347,290,000). The proposed Final Dividend is subject to approval by the Shareholders at the AGM and a resolution will be proposed to the Shareholders for voting at the AGM. If the resolution for the proposed Final Dividend is passed at the AGM, the proposed Final Dividend is expected to be paid on 11 October 2019 to the Shareholders whose names appear on the register of members of the Company on 10 September 2019.

CLOSURE OF REGISTER OF MEMBERS

For ascertaining shareholders’ right to attend and vote at AGM

Latest time to lodge transfers	4:30 p.m. on 23 August 2019 (Friday)
Latest time to lodge proxy form	11:00 a.m. on 27 August 2019 (Tuesday)
Book close date	26 August 2019 (Monday) to 29 August 2019 (Thursday)
Record date	29 August 2019 (Thursday)
AGM	29 August 2019 (Thursday)

For ascertaining shareholders’ entitlement to the proposed Final Dividend

Latest time to lodge transfers	4:30 p.m. on 6 September 2019 (Friday)
Book close date	9 September 2019 (Monday) to 10 September 2019 (Tuesday)
Record date	10 September 2019 (Tuesday)
Final Dividend expected payment date	11 October 2019 (Friday)

In order to qualify for the right to attend and vote at the AGM and for the proposed Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before the above latest time to lodge transfers.

末期股息

董事局建議就截至二零一九年三月三十一日止年度派付末期股息每股1.5港仙(二零一八年：2港仙)(「末期股息」)，合共約260,467,000港元(二零一八年：約347,290,000港元)。擬派末期股息須待股東於股東周年大會批准後方可作實，本公司將於股東周年大會上提呈決議案以供股東表決。倘擬派末期股息決議案於股東周年大會獲得通過，擬派末期股息預期將於二零一九年十月十一日派付予於二零一九年九月十日名列本公司股東名冊之股東。

暫停辦理股份過戶登記手續

就確定股東出席股東周年大會並於會上表決之權利

遞交股份過戶文件 之最後時限	二零一九年八月二十三日 (星期五)下午四時三十分
遞交代表委任表格 之最後時限	二零一九年八月二十七日 (星期二)上午十一時正
暫停辦理股份過戶 登記手續	二零一九年八月二十六日 (星期一)至二零一九年 八月二十九日(星期四)
記錄日期	二零一九年八月二十九日 (星期四)
股東周年大會	二零一九年八月二十九日 (星期四)

就確定股東享有擬派末期股息之權利

遞交股份過戶文件 之最後時限	二零一九年九月六日 (星期五)下午四時三十分
暫停辦理股份過戶 登記手續	二零一九年九月九日 (星期一)至二零一九年 九月十日(星期二)
記錄日期	二零一九年九月十日 (星期二)
末期股息預期派付 日期	二零一九年十月十一日 (星期五)

為符合資格出席股東周年大會並於會上表決及享有擬派末期股息，所有股份過戶文件連同相關股票必須於上述遞交股份過戶文件之最後時限前，送達本公司之香港股份過戶登記分處卓佳雅柏勤有限公司，地址為香港皇后大道東183號合和中心54樓。

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MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue from sales of goods or rendering of services during the year ended 31 March 2019 attributable to the Group's five largest customers were less than 30% of the Group's total revenue from sales of goods or rendering of services. The aggregate purchases during the year ended 31 March 2019 attributable to the Group's five largest suppliers were less than 30% of the Group's total purchases.

EMPLOYEES

As at 31 March 2019, the Group employed a total of approximately 880 (2018: approximately 885) staff. The total staff cost for the Year was approximately HK\$253,327,000 (Previous Year: approximately HK\$264,966,000). The employees' remuneration, promotion and salary adjustment are assessed based on their work performance, working and professional experiences and the prevailing market condition.

PLEDGE OF ASSETS

As at 31 March 2019, the Group had pledged clients' securities at a value of approximately HK\$6,748,981,000, and certificates of deposit at a value of approximately HK\$93,930,000 (2018: marketable securities of approximately HK\$7,259,478,000, a bond at value of approximately HK\$44,183,000 and certificates of deposit at value of approximately HK\$47,950,000) to secure certain banking facilities provided to the Group.

In addition, the Group's term loans are secured by:

- the pledge of leasehold land and buildings held for own use with carrying amounts of approximately HK\$2,300,000,000 (2018: approximately HK\$2,200,000,000);
- shares of two subsidiaries;
- corporate guarantee from a subsidiary;
- a charge over operating bank accounts of two subsidiaries;
- assignment of income and receivables arising from commercial operations of two subsidiaries.

主要客戶及供應商

截至二零一九年三月三十一日止年度，來自本集團五大客戶有關銷售貨品或提供服務之收益合共佔本集團來自銷售貨品或提供服務之總收益少於30%。截至二零一九年三月三十一日止年度，來自本集團五大供應商之採購額合共佔本集團總採購額少於30%。

僱員

於二零一九年三月三十一日，本集團合共僱用約880名(二零一八年：約885名)僱員。本年度之員工成本總額約為253,327,000港元(上一年度：約264,966,000港元)。僱員待遇、升遷及薪酬調整乃根據彼等之工作表現、工作與專業經驗及現行市況釐定。

資產抵押

於二零一九年三月三十一日，本集團已就本集團所獲若干銀行融資抵押價值約6,748,981,000港元之客戶證券及價值約93,930,000港元之存款證(二零一八年：價值約7,259,478,000港元之有價證券、價值約44,183,000港元之債券及價值約47,950,000港元之存款證)。

此外，本集團之定期貸款以下列各項作擔保：

- 抵押賬面值約為2,300,000,000港元(二零一八年：約2,200,000,000港元)持作自用之租賃土地及樓宇；
- 兩家附屬公司之股份；
- 來自一家附屬公司之公司擔保；
- 質押兩家附屬公司之營運銀行賬戶；
- 轉讓兩家附屬公司商業營運所產生收入及應收賬款。

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MATERIAL ACQUISITIONS AND DISPOSALS

There was no material acquisition nor disposal conducted by the Group during the Year.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk and uncertainty facing the Group is the market economy of China, Hong Kong and the surrounding regions as significant changes in their economic conditions will have significant impact on China and Hong Kong's stock market, as well as Macau's tourism.

Other risks include credit risks, market risks, liquidity risks and interest rate risks. The Group has been adopting prudent risk management policy to mitigate exposure to various risks.

RISK MANAGEMENT

Credit risk

The Group's Risk Management Committee has put in place credit management policies and procedures which cover the examination of the approval of clients' trading and credit limits, approval and review of the margin lending ratio of individual stock, monitoring of credit exposures and the follow up of credit risks associated with overdue debts. Day-to-day credit monitoring is performed by the Group's Credit and Risk Control Department in accordance with the policies and procedures approved by the Risk Management Committee with toleration and exception reports reviewed by Responsible Officers and senior management of the Group as well as by the Risk Management Committee at regular meetings.

Market risk

If the market value of a margin client's portfolio falls below his margin loan amount and the margin client fails to meet margin calls, the Group will be exposed to the risk that the margin loan being delinquent. Similarly, if the value of the underlying products of a client's futures contract fluctuates such that the outstanding balances in his account falls below the required maintenance margin level, the Group may suffer loss if the client's account incurs loss even after liquidation of the open position. The management of the Group keeps close monitoring of the market condition so that immediate precautionary measures will be taken to reduce such risk that the Group may encounter. Follow up actions such as reducing the margin ratio for the pledged securities and requiring clients to top up their position would be taken if considered appropriate.

重大收購事項及出售事項

於本年度，本集團並無進行任何重大收購事項或出售事項。

主要風險及不明朗因素

本集團面對之主要風險及不明朗因素為中國、香港及周邊地區之市場經濟，當地經濟狀況如出現重大變動，將對中國及香港股票市場以及澳門旅遊業構成重大影響。

其他風險包括信貸風險、市場風險、流動資金風險及利率風險。本集團已採納審慎之風險管理政策以緩和各類風險。

風險管理

信貸風險

本集團之風險管理委員會已制定信貸管理政策及程序，包括審視客戶獲批之交易及信貸限額、批准及檢討個別股份之保證金借貸比率、監控信貸風險以及跟進與逾期債項有關之信貸風險。本集團之信貸及風險管理部門會按照風險管理委員會批准之政策及程序執行日常信貸監控，而寬鬆處理及特殊個案之報告則會呈交予本集團之專責人員及高級管理層以及風險管理委員會於定期會議中審閱。

市場風險

若保證金客戶所持投資組合之市值跌至低於其保證金貸款金額，而該保證金客戶未能補倉，本集團將承受該保證金貸款受拖欠之風險。同樣，若客戶之期貨合約相關產品之價值波動，致使其賬戶之結餘金額跌至低於規定必須維持之按金水平，而該客戶之賬戶被斬倉後仍然出現虧損，則本集團或會蒙受損失。本集團管理層密切監察市況，以便可即時採取預防措施以減低本集團可能面對之風險。本集團於認為合適時會採取跟進行動，如減低已抵押證券之保證金比率及要求客戶補倉。

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Liquidity risk

As part of its ordinary brokerage activities, the Group is exposed to liquidity risk arising from timing difference between settlement with clearing houses or brokers and clients. The goal of liquidity management is to enable the Group to adequately fund such business commitments as well as to comply with relevant financial resources rules applying to various licensed subsidiaries. To address the risk, the Group's Accounts Department and the senior management will review and monitor the Group's liquidity position on daily basis to ensure the availability of sufficient liquid funds. In addition, the Group has also put in place stand-by banking and other facilities in order to meet any contingency in its operations. The management believes the Group's working capital is adequate to meet its financial obligations.

Interest rate risk

The Group charged interest on its margin clients on the basis of its cost of fund plus mark-up. Financial assets such as margin loans and deposit with banks are primarily at floating rates. Financial liabilities such as bank loans are primarily at floating rates. The Group income and operating cash flows are not subject to significant interest rate risk.

FOREIGN CURRENCY EXPOSURE

As the Group's hotel revenues are mostly denominated in Macau Patacas ("MOP"), and given the exchange rate of MOP has been fairly stable, its exposure to exchange rate risk is considered to be limited.

The Group's financial services businesses and gaming revenue are mainly denominated in Hong Kong Dollars and hence no significant exchange rate risk is identified.

TREASURY POLICY

The Group may invest its surplus funds or funds not designated for specific purpose or funds designated for specific purpose but application of which is not immediately required (collectively "the Group's Funds") in the form of short term (i.e. less than one year) and liquid stocks through investing the Group's Funds in diversified portfolio of investments products including listed or unlisted securities, unit trust funds, or such other investments as the Board of the Company, or such committees or person as the Board may authorize, may decide from time to time so as to preserve the value of the Group's Funds and/or achieve capital appreciation.

流動資金風險

作為日常經紀業務之一部分，本集團面對結算所或經紀與客戶之間結算時差所產生流動資金風險。流動資金管理之目的為讓本集團具備充足資金應付有關業務承擔，以及遵守適用於旗下多家持牌附屬公司之相關財務資源規則。為應付有關風險，本集團之會計部門以及高級管理層將每日審閱及監察本集團之流動資金狀況，以確保備有足夠可用流動資金。此外，本集團亦已備妥備用銀行及其他融資，以備其業務不時之需。管理層相信，本集團之營運資金充裕，足以履行其財務責任。

利率風險

本集團按資金成本加毛利基準向其保證金客戶收取利息。保證金貸款及銀行存款等金融資產主要按浮動利率計息。銀行貸款等金融負債主要按浮動利率計息。本集團之收入及經營現金流量毋須承受重大利率風險。

外匯風險

由於本集團之酒店收益大部分以澳門元(「澳門元」)計值，而澳門元匯率一直相當穩定，故本集團認為其匯率風險有限。

本集團之金融服務業務及博彩收益主要以港元計值，因此並無發現任何重大匯率風險。

庫務政策

就剩餘資金或並無指定用途之資金或有指定用途但毋須立刻動用之資金(統稱「集團資金」)而言，本集團或會以短期(少於一年)及以流通股形式將集團資金投資於多元化之投資產品組合，包括上市或非上市證券、單位信託基金、或作出本公司董事局或獲董事局授權之委員會或人士可能不時決定之其他投資，以保障集團資金之價值及／或達致資本增值。

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REVIEW BY AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) meets the external auditors at least twice a year to discuss any areas of concerns during the audits. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Rules Governing the Listing of Securities (the “Listing Rules”) and the legal requirements in the review of the Company interim and annual reports. The Group’s annual results for the year ended 31 March 2019 have been reviewed by the Audit Committee.

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

During the year ended 31 March 2019, there were no purchases, sales or redemption of the Company’s listed securities by the Company or any of its subsidiaries.

CORPORATE GOVERNANCE

The Group had complied with all code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Listing Rules on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) during the year ended 31 March 2019.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all directors of the Company have confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 March 2019.

By order of the Board

Chu Yuet Wah
Chief Executive Officer

Hong Kong, 26 June 2019

經由審核委員會審閱

本公司審核委員會(「審核委員會」)每年與外聘核數師最少會晤兩次，以討論審核方面之任何須關注事宜。審核委員會在中期報告及年報提交董事局批准前先行審閱。在審閱本公司中期報告及年報時，審核委員會不單專注於會計政策及常規變動之影響，同時亦會注意有否遵循會計準則、證券上市規則(「上市規則」)及法律規定。本集團截至二零一九年三月三十一日止年度之年度業績已由審核委員會審閱。

購買、出售或贖回本公司之上市證券

截至二零一九年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

企業管治

截至二零一九年三月三十一日止年度，本集團一直遵守香港聯合交易所有限公司(「聯交所」)上市規則附錄14所載企業管治守則(「守則」)之所有守則條文。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)。在本公司作出查詢後，本公司全體董事已確認，彼等於截至二零一九年三月三十一日止年度內已遵守標準守則所規定之各項準則。

承董事局命

行政總裁
李月華

香港，二零一九年六月二十六日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 March 2019.

Good corporate governance has always been recognised as vital to the Group's success and to sustain development of the Group. We commit ourselves to a high standard of corporate governance as an essential component of quality and have introduced corporate governance practices appropriate to the conduct and growth of the business of the Group.

The Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules sets out the principles of good corporate governance (the "Principles") and two levels of corporate governance practices:

- (a) code provisions (the "Code Provisions") which listed issuers are expected to comply with or to give considered reasons for any deviation; and
- (b) recommended best practices (the "Recommended Best Practices") for guidance only, which listed issuers are encouraged to comply with or give considered reasons for deviation.

The Company has applied the Principles and the Code Provisions as set out in the CG Code and complied with all the Code Provisions. It also put in place certain Recommended Best Practices as set out in the CG Code.

The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code, and acknowledges the important role of its Board in providing effective leadership and direction to the Company's business, and ensuring transparency and accountability of the Company's operations.

董事局欣然於本集團截至二零一九年三月三十一日止年度之年報內提呈本企業管治報告。

良好企業管治對本集團之成功以至持續發展至關重要。作為企業質素重要一環，吾等致力維持高水準之企業管治，並推出適合本集團業務營運及發展之企業管治常規。

企業管治常規守則(「企管常規守則」)載於上市規則附錄14。企管常規守則載列良好企業管治原則(「該等原則」)及兩個層面之企業管治常規：

- (a) 守則條文(「守則條文」)，指期望上市發行人遵守之條文，或如有偏離有關條文則必須給予考慮因由；及
- (b) 建議最佳常規(「建議最佳常規」)僅作為指引，指鼓勵上市發行人遵守之常規，或如有偏離有關常規則應給予考慮因由。

本公司已應用企管常規守則內所載該等原則及守則條文，並已遵守所有守則條文。本公司亦已推行企管常規守則所載若干建議最佳常規。

本公司定期檢討其企業管治常規，確保其持續符合企管常規守則之規定，並確認董事局就向本公司業務提供有效領導及指引以確保本公司營運透明度及問責性方面之重要作用。

CORPORATE GOVERNANCE REPORT

企業管治報告

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD Responsibilities

The Board provides leadership, approves policies, strategies and plans, and oversees their implementation to further the healthy growth of the Company, in the interests of its shareholders.

The Board takes responsibility for all major matters of the Company, including: the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

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

The Board has the full support of the senior management to discharge its responsibilities.

Composition

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making. The Board currently comprises 7 members, consisting of 4 Executive Directors and 3 Independent Non-executive Directors.

本公司主要企業管治原則及常規概述如下：

董事局 職責

董事局負責領導、批准政策、策略及計劃，並監控本公司在符合股東利益之情況下執行有關政策、策略及計劃以進一步穩健發展。

董事局負責本公司一切主要事宜，包括批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理制度、財務資料、委任董事以及其他重大財務及營運事宜。

全體董事已全面和及時取得所有相關資料及獲公司秘書提供建議及服務，確保已遵循董事局程序以及所有適用規則及規例。

各董事一般可在適當情況下向董事局提出要求諮詢獨立專業意見，費用由本公司承擔。

本公司之日常管理、行政及業務經營委派予行政總裁及高級管理人員。所委派職能及工作任務由董事局定期檢討。上述高級職員於進行任何重大交易前必須取得董事局批准。

董事局獲高級管理人員全力支持履行其職責。

組成

董事局成員組合具備有助本公司有效領導及獨立決策所需適當技術及經驗。董事局目前由七名成員組成，包括四名執行董事及三名獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board comprises the following Directors:

Executive Directors:

Mr. Chu, Nicholas Yuk-yui (*Chairman*)
Mrs. Chu Yuet Wah (*Chief Executive Officer*)*
Mr. Chu, Kingston Chun Ho#
Mr. Ho Chi Ho

Independent Non-executive Directors:

Dr. Wong Yun Kuen (*Chairman of Nomination Committee and Member of Audit Committee and Remuneration Committee*)
Mr. Lau Man Tak (*Chairman of Audit Committee and Member of Remuneration Committee and Nomination Committee*)
Ms. Lo, Miu Sheung Betty
(*Chairman of Remuneration Committee and Member of Audit Committee and Nomination Committee*)

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

During the year ended 31 March 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. The number of Independent Non-executive Directors also represented at least one third of the members of the Board.

The Company has received written annual confirmation from each Independent Non-executive Director of independence pursuant to the requirements of the Listing Rules. The Company considers all independent Non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

董事局由以下董事組成：

執行董事：

朱沃裕先生(主席)
李月華女士(行政總裁)*
朱俊浩先生#
何志豪先生

獨立非執行董事：

黃潤權博士(提名委員會主席兼審核委員會及薪酬委員會成員)
劉文德先生(審核委員會主席兼薪酬委員會及提名委員會成員)
羅妙嫦女士
(薪酬委員會主席兼審核委員會及提名委員會成員)

董事名單(按類別劃分)亦於本公司根據上市規則不時發出之所有公司通訊中披露。

截至二零一九年三月三十一日止年度，董事局一直符合上市規則有關委任最少三名獨立非執行董事且最少一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識之規定。獨立非執行董事之人數亦最少佔董事局成員人數三分之一。

本公司已收到各獨立非執行董事根據上市規則規定就其獨立身份發出之年度確認書。本公司認為，根據上市規則所載獨立身份指引，全體獨立非執行董事均為獨立人士。

* Mrs. Chu Yuet Wah is the spouse of Mr. Chu, Nicholas Yuk-yui.

Mr. Chu, Kingston Chun Ho is the son of Mr. Chu, Nicholas Yuk-yui and Mrs. Chu Yuet Wah.

* 李月華女士為朱沃裕先生之配偶。

朱俊浩先生為朱沃裕先生及李月華女士之兒子。

CORPORATE GOVERNANCE REPORT

企業管治報告

Mr. Lau Man Tak is a non-executive director, chairman and substantial shareholder of REF Holdings Limited (“REF”), a company listed on the Main Board of the Stock Exchange. The Group entered into certain connected transactions (“Connected Transactions”) with REF and its subsidiary during the year under review. Details are set out in note 48 to the financial statements. Mr. Lau does not have any management role in the Company and its subsidiaries since his appointment. He has expressed his willingness clearly to exercise independent judgement and has been giving objective views to the Company. There is no evidence that the Connected Transactions, given its immateriality, has an unfavourable influence on his independence, the Board is satisfied that, as proven by the valuable independent judgement and advice given by Mr. Lau over the years, Mr. Lau has the required character, integrity, independence and experience to perform the role of an Independent Non-executive Director. The Board is not aware of any circumstances that might influence Mr. Lau in exercising his independent judgement and therefore believes he is still independent.

Mr. Lau Man Tak and Dr. Wong Yun Kuen have served the Board for more than nine years. Both Mr. Lau and Dr. Wong do not have any management role in the Company and its subsidiaries since their appointment. They have expressed their willingness clearly to exercise independent judgement and have been giving objective views to the Company. There is no evidence that length of tenure has an unfavourable influence on the independence of long-serving non-executive directors. The Board is satisfied that, as proven by the valuable independent judgement and advice given by Mr. Lau and Dr. Wong over the years, Mr. Lau and Dr. Wong have the required character, integrity, independence and experience to perform the role of an Independent Non-executive Director. The Board is not aware of any circumstances that might influence Mr. Lau and Dr. Wong, in exercising their independent judgement and therefore believes they are still independent.

In accordance with bye-law 87(1) of the Bye-laws, Mrs. Chu Yuet Wah and Ms. Lo, Miu Sheung Betty shall retire from office at the 2019 AGM and being eligible, will offer themselves for re-election.

劉文德先生為聯交所主板上市公司REF Holdings Limited (「REF」) 之非執行董事、主席及主要股東。本集團於回顧年度與REF及其附屬公司訂立若干關連交易(「該等關連交易」)。有關詳情載於財務報表附註48。劉先生自彼獲任命以來於本公司及其附屬公司中並無任何管理職務。彼清楚表示願意作出獨立判斷，並一直為本公司提供客觀意見。鑒於該等關連交易並不重大，概無跡象顯示對彼之獨立性構成負面影響。董事局信納，在劉先生多年來提供之寶貴獨立判斷及意見支持下，劉先生具備履行獨立非執行董事職務所需之品格、誠信、獨立性及經驗。董事局並不知悉有任何情況可能影響劉先生作出獨立判斷，故相信彼仍具備獨立性。

劉文德先生及黃潤權博士已於董事局任職逾九年。劉先生及黃博士自獲委任以來並未於本公司及其附屬公司擔任任何管理角色。彼等已表明願意作出獨立判斷，並一直向本公司提供客觀意見。並無證據顯示服務年資對長期在任非執行董事之獨立性有不良影響。董事局認為劉先生及黃博士多年來所提供寶貴獨立判斷及意見，已證明彼等均具備履行獨立非執行董事角色所需之性格、誠信、獨立性及經驗。董事局並不知悉任何可能影響劉先生及黃博士作出獨立判斷之情況，故認為彼等仍然具有獨立性。

根據公司細則第87(1)條規定，李月華女士及羅妙嫦女士將於二零一九年股東周年大會退任，惟彼等符合資格並願意重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

Dr. Wong Yun Kuen (“Dr. Wong”) has informed the Board that he wished to retire from office at the 2019 AGM and would not offer himself for re-election as he would like to spend more time pursuing his own business. Accordingly, Dr. Wong will cease to be an independent non-executive Director, the chairman of the nomination committee of the Company and a member of each of the remuneration committee and audit committee of the Company upon the conclusion of the 2019 AGM.

Dr. Wong has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to his retirement.

The Board would like to propose the election of Mr. Chiu Sin Nang, Kenny (“Mr. Chiu”) as an independent non-executive Director with effect from the conclusion of the 2019 AGM, subject to the approval of the shareholders at the 2019 AGM. The biographical details of Mr. Chiu are set out in the circular of the Company dated 30 July 2019 in relation to, inter alia, the re-election of retiring directors and election of director at the 2019 AGM.

The Independent Non-executive Directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board Committees, all Independent Non-executive Directors make various contributions to the effective direction of the Company.

Appointment and Succession Planning of Directors

The Company has established formal, considered and transparent procedures for the appointment and succession planning of Directors.

The term of office for each of Executive Directors and Independent Non-executive Directors is the period up to his retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's bye-laws.

黃潤權博士(「黃博士」)向董事局表示有意投放更多時間處理本身事務，故擬於二零一九年股東周年大會退任，且不會重選連任。因此，於二零一九年股東周年大會結束時，黃博士將不再擔任獨立非執行董事、本公司提名委員會主席以及本公司薪酬委員會及審核委員會之成員。

黃博士已確認彼與董事會之間並無任何意見分歧，亦無其他有關其退任之事宜須敦請本公司股東或聯交所垂注。

董事局謹此建議推選趙善能先生(「趙先生」)擔任獨立非執行董事，自二零一九年股東周年大會結束起生效，惟須待股東於二零一九年股東周年大會上批准後始可作實。趙先生之履歷詳情載於本公司日期為二零一九年七月三十日有關(其中包括)於二零一九年股東周年大會重選退任董事及推選董事之通函。

獨立非執行董事具備廣泛業務及財務專業知識及經驗，為董事局提供獨立判斷。透過積極參與董事局會議，在處理涉及潛在利益衝突之問題上發揮主導作用，並服務董事委員會，全體獨立非執行董事均對本公司之有效方針作出多項貢獻。

董事委任及繼任計劃

本公司已就董事委任及繼任計劃設立正式、深思熟慮及具透明度之程序。

根據本公司之公司細則，各執行董事及獨立非執行董事之任期為直至其輪值告退期間止，並於本公司股東周年大會重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

All Non-executive Directors have executed a letter of appointment with the Company for a term of one year which commenced on 1 April 2019, and subject to compliance with relevant requirements of the Listing Rules, and will continue thereafter until terminated by either party by giving not less than three months' written notice.

In accordance with the Company's bye-laws, any Director so appointed by the Board shall hold office only until the following annual general meeting ("AGM") and shall then be eligible for re-election at that meeting.

At each AGM, one-third of the Directors for the time being shall retire from office by rotation.

In January 2019, on the recommendation of the Nomination Committee, the Board has approved and adopted the revised terms of reference of the Nomination Committee in light of the amendments of the CG Code, and the same are published on the websites of the Stock Exchange and the Company. The Board also approved the adoption of the Board Diversity Policy in August 2013. The Company seeks to achieve Board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Training for Directors

In case there is any newly appointed Director, he/she will be provided an induction so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

All Directors have provided records of the training they received to the Company. The trainings included attending experts briefings, seminars, and conferences, reading materials relevant to the business, corporate governance and directors' duties.

全體非執行董事已與本公司簽訂委任函件，自二零一九年四月一日起為期一年，須遵守上市規則之相關規定，並將於其後持續生效，直至任何一方發出不少於三個月之書面通知予以終止。

根據本公司之公司細則，就此獲董事局委任之任何董事之任期僅至其後舉行之股東周年大會（「股東周年大會」）為止，而屆時將符合資格於會上重選連任。

於每屆股東周年大會上，當時三分之一董事須輪值退任。

於二零一九年一月，依照企管常規守則之修訂，董事局已因應提名委員會之推薦建議，批准及採納提名委員會經修訂之職權範圍，其於聯交所及本公司網頁刊載。董事局亦於二零一三年八月通過採納董事局成員多元化政策。本公司透過考慮多方面因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年資，達致董事局多元化局面。一切董事局成員之委任將以用人唯才為依據，並會按客觀準則，考慮候選人是否有利於董事局成員之多元性。

董事培訓

任何新委任董事將獲提供入職指導，以確保其充分了解本公司業務及營運以及完全明白其職責與上市規則及其他相關監管規定項下責任。

全體董事均已向本公司提供彼等之培訓記錄。培訓包括出席專家簡介會、研討會及會議、閱讀有關業務、企業管治及董事職責之材料。

CORPORATE GOVERNANCE REPORT

企業管治報告

There are also arrangements in place for providing continuing briefing and professional development to Directors whenever necessary. In March 2019, the Company has organised a training session to all Directors conducted by qualified professionals on topics of “Listing Rules 13.24” and “Suitability for listing”. All directors attended that session.

Board Meetings

Number of Meetings and Directors’ Attendance

Regular Board meetings are held at least four times a year at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. The Board is also responsible for determining the policy for corporate governance and performed the duties under the terms of reference in code provision D.3.1 of Appendix 14 of the Listing Rules during the year.

During the year ended 31 March 2019, 6 full Board meetings and 1 general meetings were held. The individual attendance record of each Director at the Board meeting and general meeting during the year ended 31 March 2019 is set out below:

本集團亦於有需要時安排向董事提供持續簡報及專業發展。於二零一九年三月，本公司曾為全體董事舉辦一節由合資格專業人士所主持有關「上市規則第 13.24 條」及「上市合適性」之培訓課程。全體董事均已參加該課程。

董事局會議

會議及董事出席次數

董事局每年最少舉行四次常規會議，會議大概每季舉行，以檢討及批准財務及經營表現以及考慮及批准本公司整體策略及政策。年內董事局亦負責制定企業管治政策及按上市規則附錄 14 守則條文 D.3.1 規定之職權履行彼等之職責。

截至二零一九年三月三十一日止年度，本公司曾舉行六次董事局會議及一次股東大會。截至二零一九年三月三十一日止年度，各董事於董事局會議及股東大會之個人出席記錄載列如下：

Name of Directors		Attendance at Board meetings	Attendance at general meeting
董事姓名		出席董事局會議次數	出席股東大會次數
Mr. Chu, Nicholas Yuk-yui	朱沃裕先生	6/6	1/1
Mrs. Chu Yuet Wah	李月華女士	6/6	1/1
Mr. Chu, Kingston Chun Ho	朱俊浩先生	5/6	1/1
Mr. Ho Chi Ho	何志豪先生	6/6	1/1
Dr. Wong Yun Kuen	黃潤權博士	6/6	1/1
Mr. Lau Man Tak	劉文德先生	6/6	1/1
Ms. Lo, Miu Sheung Betty	羅妙嫦女士	6/6	1/1

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance. Notices of regular Board meetings are served to all Directors at least 14 days before the meetings.

周年會議日程及各會議之草擬議程一般預先送交董事。董事局常會通告會於會議舉行前最少 14 日送交全體董事。

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For other Board and committee meetings, reasonable notice is generally given. Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

All Directors have been provided with monthly updates by the Group's management, giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects in sufficient detail to keep them abreast of the Group's affairs and facilitate them to discharge their duties under the relevant requirements of the Listing Rules.

The Company Secretary of the Company is responsible for keeping minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Bye-laws also contains provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company fully supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer to ensure a balance of power and authority. The positions of the Chairman and Chief Executive Officer are held by Mr. Chu, Nicholas Yuk-yui and Mrs. Chu Yuet Wah respectively.

Their respective responsibilities are clearly defined and set out in writing. The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

本公司一般會就其他董事局及委員會會議發出合理通告。董事局文件連同所有適用之完整可靠資料，將於每次董事局會議或委員會會議舉行日期前最少三日寄交全體董事，致令董事獲悉本公司最新發展及財務狀況，從而作出知情決定。董事局及各董事在有需要時亦可各自及個別接觸高級管理人員。

全體董事已獲本集團管理層提供每月最新資料，當中載有對本集團之表現、狀況、近期發展及前景作出公正及易於理解之評估，內容足以讓董事緊貼本集團事務，並有助彼等按照上市規則相關規定履行職務。

本公司之公司秘書負責保存所有董事局會議及委員會會議記錄。草擬記錄一般於各會議後合理時間內供董事傳閱，以作評論，而最終版本可供董事查閱。

根據現行董事局常規，涉及主要股東或董事之利益衝突之任何重大交易，將由董事局於正式召開之董事局會議考慮及處理。本公司之公司細則亦載有條文，規定於批准董事或其任何聯繫人士於當中擁有重大權益之交易之會議上，有關董事須放棄投票及不計入法定人數。

主席及行政總裁

本公司全力支持董事局主席及行政總裁之職權分離，以確保權力及授權平衡。主席及行政總裁職位分別由朱沃裕先生及李月華女士擔任。

彼等各自之職權以書面方式清晰界定及列明。根據良好企業管治常規，主席提供領導，並負責確保董事局之有效運作。在高級管理人員支援下，主席亦負責確保董事及時收到充足、完整而可靠之資料及於董事局會議所提出事項之適當簡報。

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The Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. She is in charge of the Company's day-to-day management and operations. She is also responsible for developing strategic plans and formulating the company practices and procedures, business objectives, and risk assessment for the Board's approval.

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference which are available on the websites of the Company and the Stock Exchange.

All the members of the three Board committees are Independent Non-executive Directors. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Audit Committee

The Audit Committee comprises three Independent Non-executive Directors (including one Independent Non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing auditing firm.

The main duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant, compliance officer or external auditors before submission to the Board.
- (b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

行政總裁專注於實施董事局所批准及委派之目標、政策及策略。彼負責本公司日常管理及營運。並負責開發策略計劃以及制定公司常規及程序、業務目標及風險評估，供董事局批准。

董事委員會

董事局設有三個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司之特定事務範疇。本公司所有董事委員會均已制定清晰書面職權範圍，職權範圍於本公司及聯交所網頁可供閱覽。

三個董事委員會全體成員均為獨立非執行董事。董事委員會獲提供足夠資源，以履行其職責，及在適當情況下可於提出合理要求下尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會由三名獨立非執行董事組成，包括一名具備適當專業資格或會計或相關財務管理專業知識之獨立非執行董事。審核委員會成員均非本公司現時核數師事務所之前合夥人。

審核委員會主要職責包括下列各項：

- (a) 審閱財務報表及報告，並先行考慮合資格會計師、合規主任或外聘核數師提出之任何重大或非尋常事宜後始提交董事局。
- (b) 參考核數師進行之工作、其酬金及受聘條款檢討與外聘核數師之關係，並就委聘、續聘及撤換外聘核數師向董事局提供建議。
- (c) 檢討本公司財務申報制度、內部監控制度及風險管理制度以及相關程序是否足夠及有效。

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Due to the amendments to the CG Code, the terms of reference of the Audit Committee has been amended in March 2016 and January 2019.

The Audit Committee is also responsible for performing the corporate governance duties which include: (i) to develop and review the Company's policies and practices on corporate governance; (ii) to review and monitor the training and continuous professional development of Directors and senior management; (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (iv) to develop, review and monitor the code of conduct and compliance (if any) applicable to the Directors and employees; and (v) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Audit Committee held 4 meetings during the year ended 31 March 2019. During the year under review, work performed by the Audit Committee included (i) reviewing the audited annual results and the unaudited interim results of the Group; (ii) reviewing the compliance and internal audit reports on adequacy and effectiveness of risk management and internal control systems, and the compliance and corporate governance issues of the Group; and (iii) discussing with external auditor the audit planning work (including the nature and scope of the audit and reporting obligations) in respect of the audit of the annual results of the Group.

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

The Audit Committee has not taken a different view from the Board regarding the selection, appointment, resignation or dismissal of external auditors.

The Company's final results for the year ended 31 March 2019 have been reviewed by the Audit Committee.

因應企管常規守則之修訂，審核委員會之職權範圍已於二零一六年三月及二零一九年一月修訂。

審核委員會亦負責履行企業管治職務，包括(i)制定及檢討本公司之企業管治政策及常規；(ii)檢討及監察董事及高級管理人員之培訓及持續專業發展；(iii)檢討及監察本公司就遵守法律及監管規定方面之政策及常規；(iv)制定、檢討及監察適用於董事及僱員之操守及合規守則(如有)；及(v)檢討本公司遵守企管常規守則之情況及於企業管治報告內之披露。

審核委員會於截至二零一九年三月三十一日止年度曾舉行四次會議。於回顧年度內，審核委員會進行之工作包括(i)審閱本集團之經審核全年業績及未經審核中期業績；(ii)就風險管理及內部監控制度之充足性及成效審閱本集團之合規及內部審核報告，並檢討合規及企業管治事宜；及(iii)與外聘核數師討論有關審核本集團全年業績之審核計劃工作(包括審核及報告責任之性質及範圍)。

本公司並不存在有關可能對其持續經營能力產生重大疑問或重大不確定性之事件或情況。

審核委員會就甄選、委任、辭退或撤換外聘核數師與董事局之意見一致。

本公司截至二零一九年三月三十一日止年度之末期業績經審核委員會審閱。

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The individual attendance record of each Director at the Audit Committee meeting during the year ended 31 March 2019 is set out below:

截至二零一九年三月三十一日止年度，各董事於審核委員會會議之個人出席記錄載列如下：

Name of Audit Committee Members		Attendance at Audit Committee meetings
審核委員會成員姓名		出席審核委員會會議次數
Mr. Lau Man Tak	劉文德先生	4/4
Dr. Wong Yun Kuen	黃潤權博士	4/4
Ms. Lo, Miu Sheung Betty	羅妙嫦女士	4/4

Remuneration Committee

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. The Remuneration Committee has assessed the performance of executive directors and reviewed the terms of service contract of Directors.

The Remuneration Committee normally meets for reviewing the remuneration policy and structure and determination of the annual remuneration packages of the executive Directors and the senior management and other related matters. The human resources department is responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration. The Remuneration Committee shall consult the Chairman and/or the Chief Executive Officer of the Company about these recommendations on remuneration policy and structure and remuneration packages.

薪酬委員會

薪酬委員會主要目標包括就薪酬政策及架構以及董事及高級管理人員之薪酬組合作出建議及審批。薪酬委員會亦負責就制定薪酬政策及架構設立具透明度之程序，以確保董事或其任何聯繫人士並無參與決定其本身之薪酬，薪酬會參考個人及本公司表現及市場慣例及狀況釐定。薪酬委員會已評估執行董事之表現及審閱董事服務合約之條款。

薪酬委員會一般會為檢討薪酬政策及架構以及釐定執行董事及高級管理人員之年度酬金組合及其他相關事項會晤。人力資源部負責收集及管理人力資源數據，並向薪酬委員會作出建議以供考慮。薪酬委員會須就其對薪酬政策及架構與薪酬組合之推薦建議，諮詢本公司主席及／或行政總裁之意見。

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During the year under review, work performed by the Remuneration Committee included (i) assessing performance of Executive Director and senior management and, where applicable, approving their terms of services including the Directors' fees and the emoluments of Executive Directors; and (ii) reviewing and determining on policy and structure of the remuneration package of Directors and senior management.

The remuneration packages of the Board for the year ended 31 March 2019 had been reviewed by the Remuneration Committee and approved by the Board by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, market conditions elsewhere in the Group and desirability of performance-based remuneration. Details of the remuneration of each of the Directors for the year under review are set out in note 16 to the financial statements.

The Remuneration Committee met once during the year ended 31 March 2019 and reviewed the existing remuneration policy and structure of the Company and remuneration packages of the Directors and the senior management. The attendance record is as follows:

於回顧年度內，薪酬委員會進行之工作包括(i)評核執行董事及高級管理人員之表現，並(如適用)批准彼等之服務條款(包括董事袍金及執行董事之酬金)；及(ii)檢討及釐定董事及高級管理人員之薪酬待遇政策及架構。

截至二零一九年三月三十一日止年度之董事局薪酬待遇已由薪酬委員會作出檢討，並獲董事局批准，當中已考慮多項因素，如可比較公司支付之薪金、董事投入之時間及職責、本集團其他方面之市場情況以及與表現掛鈎之薪酬是否可取。各董事於回顧年度之薪酬詳情載於財務報表附註16。

薪酬委員會於截至二零一九年三月三十一日止年度曾會晤一次，並檢討本公司現有薪酬政策及架構以及董事及高級管理人員之酬金組合。出席會議記錄載列如下：

Name of Remuneration Committee Members		Attendance at Remuneration Committee meetings
薪酬委員會成員姓名		出席薪酬委員會會議次數
Ms. Lo, Miu Sheung Betty	羅妙嫦女士	1/1
Dr. Wong Yun Kuen	黃潤權博士	1/1
Mr. Lau Man Tak	劉文德先生	1/1

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The remuneration of the members of senior management by band for the year ended 31 March 2019 is set out as below:

截至二零一九年三月三十一日止年度，按薪酬組別劃分之高級管理層成員薪酬載列如下：

Remuneration bands (HK\$)		Number of person
薪酬組別(港元)		人數
Nil to 1,000,000	零至 1,000,000	1
1,000,001 to 2,000,000	1,000,001 至 2,000,000	1
2,000,001 to 3,000,000	2,000,001 至 3,000,000	1
5,000,001 to 6,000,000	5,000,001 至 6,000,000	2

Nomination Committee

The Nomination Committee is responsible for formulating nomination policy for the consideration of the Board and to implement the Board's approved nomination policy. During the nomination process, the nomination committee will consider the competency, independency (in case of independent non-executive director), conflict of interests, capacity, management experience of a candidate which makes him/herself suitable for the role as a director and make recommendation to the Board for consideration.

The Nomination Committee is also responsible for monitoring the appointment and succession planning of Directors and assessing the independence of Independent Non-executive Directors.

The Nomination Committee reviewed the Board's structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company. Where vacancies on the Board exist, the Nomination Committee will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

提名委員會

提名委員會負責制定提名政策以供董事局考慮，並實施經董事局批准之提名政策。於提名過程中，提名委員會將考慮候選人之能力、獨立身份(就獨立非執行董事而言)、利益衝突、資歷及管理經驗是否適合出任董事一職，並向董事局提供推薦建議以供考慮。

提名委員會亦負責監控董事委任及繼任計劃以及評估獨立非執行董事之獨立身分。

提名委員會已定期檢討董事局本身架構、規模及組成，以確保其於切合本公司業務需要之專業知識、技能及經驗方面取得平衡。倘董事局出現空缺，提名委員會將參考獲提名候選人之技能、經驗、專業知識、個人誠信及投入時間、本公司之需要以及其他相關法律及規例進行甄選程序。於有需要時，本公司可能委聘外界招聘代理進行招聘及甄選程序。

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The Nomination Committee shall have the following responsibilities:

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- (i) to review the structure, size and diversity (including without limitation, gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on selection of individual nominated for directorships. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - (iii) to assess the independence of the independent non-executive directors;
 - (iv) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of a summary of the Board Diversity Policy and its review results in the Corporate Governance Report annually;
 - (v) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
 - (vi) to determine and disclose the policy for nomination of directors, as appropriate. This includes the nomination procedures and process and criteria to select and recommend candidates for directorship set out in the nomination policy.
- (i) 至少每年檢討董事局之架構、人數及成員多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面)，並就任何為配合本公司之公司策略而擬對董事局作出之變動提出建議；
 - (ii) 物色具備合適資格可擔任董事局成員之人士，並挑選提名有關人士出任董事或就此向董事局提供意見；委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事局成員多元化的裨益；
 - (iii) 評核獨立非執行董事之獨立性；
 - (iv) 在適當情況下檢討董事局成員多元化政策；及檢討董事局為執行董事局成員多元化政策而制定的可計量目標和達標進度；以及每年在企業管治報告內披露董事局成員多元化政策概要及其檢討結果；
 - (v) 因應本公司的企業策略以及日後需要的技能、知識、經驗及多元化組合，就董事委任或新委任以及董事(尤其是主席及行政總裁)繼任計劃之有關事宜向董事局提出建議；及
 - (vi) 決定及披露提名董事之政策(如適用)。這包括提名政策內的提名程序與過程以及篩選和推薦董事候選人的準則。

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Summary of procedures and process for nomination of directors:

- (i) When there is a vacancy, the Board will evaluate the structure, size and diversity, such as gender, age, cultural and educational background, ethnicity, professional experience, skill and knowledge, and length of service of the Board, and identifies special requirements, if any, for the vacancy (e.g. independence status in the case of an independent non-executive Director).
- (ii) Prepare job descriptions for the particular vacancy.
- (iii) Identify eligible candidates through internal resources, recommendations by other Board members, senior management and business partners, and external recruitment agency.
- (iv) Arrange interview(s) and testing, if necessary, with each candidate to evaluate whether he/she fulfills the required criteria.
- (v) Conduct background check on information provided by the candidate.
- (vi) Convene meeting with Board members and other professionals of the Group, if necessary, to discuss and assess the suitability of the candidate and where appropriate, make recommendations to the Board.
- (vii) Convene a Board meeting to discuss and elect for nomination or appointment.

提名董事之程序與過程摘要：

- (i) 當出現空缺時，董事局將評估董事局之架構、人數及成員多元化（如性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面），並確定對有關空缺的特殊要求（如有）（例如獨立非執行董事須為獨立人士）。
- (ii) 就特定空缺編製職位說明。
- (iii) 通過內部資源、其他董事局成員、高級管理層及業務合作夥伴的建議以及外部招聘中介確定合資格候選人。
- (iv) 在有需要情況下，安排與每位候選人進行面試及測試，以便評估其是否符合所需的標準。
- (v) 驗證候選人所提供的背景資料。
- (vi) 在有需要情況下，與董事局成員及本集團其他專業人士召開會議以討論及評估候選人是否合適，並在適當情況下向董事局提出建議。
- (vii) 召開董事局會議以討論並選出提名或任命的候選人。

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of criteria for nomination of directors:

- (i) age, skills, knowledge, experience, professional and educational qualifications, background and other personal integrity of the candidate;
- (ii) the Company's need;
- (iii) effect on the Board's composition and diversity;
- (iv) time commitment of the candidate to carry out his/her duties. For example, to consider the number and nature of offices held by the candidate in public companies or organizations;
- (v) conflicts of interest, if any;
- (vi) independence of the candidate;
- (vii) in the case of a proposed re-appointment of an independent non-executive director, the length of service with the Company; and
- (viii) other relevant factors.

提名董事準則概要：

- (i) 候選人的年齡、技能、知識、經驗、專業及教育資歷、背景及其他個人誠信；
- (ii) 本公司的需要；
- (iii) 對董事局組成及成員多元化的影響；
- (iv) 候選人就履行其職務投放的時間。例如，考慮候選人於公眾公司或組織擔任職務的數量及性質；
- (v) 利益衝突(如有)；
- (vi) 候選人的獨立性；
- (vii) 倘建議重新委任某獨立非執行董事，則考慮其於本公司的服務年期；及
- (viii) 其他相關因素。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year under review, work performed by the Nomination Committee included (i) determining the policy for the nomination of Directors with reference to the structure, size and composition (including the skills, knowledge and experience) of the Board; (ii) reviewing the annual confirmation of independence submitted by the Independent Non-executive Directors and assessing their independence; and (iii) reviewing policy concerning diversity of board members. Nomination procedures and the process and criteria will be determined by the Nomination Committee should there be the need to select and recommend candidates for directorship.

Details of the duties and powers of the Nomination Committee are set out in its written terms of reference which has been revised during the year under review in line with the amendment of the CG Code on board diversity and are available on the websites of the Company and the Stock Exchange.

The Nomination Committee met twice during the year ended 31 March 2019. The attendance record is as follows:

於回顧年度內，提名委員會進行之工作包括(i)參照董事局之架構、人數及組成(包括技能、知識及經驗)釐定董事提名政策；(ii)審閱獨立非執行董事提交之年度獨立性確認書，以及評核彼等之獨立性；及(iii)檢討有關董事局成員多元化之政策。如有需要甄選及建議董事人選，提名委員會將制定提名步驟程序以及準則。

提名委員會之職務及權力詳情載於其書面職權範圍，有關職權範圍已於回顧年度修訂以符合企管常規守則有關董事局成員多元化之修訂，並可於本公司及聯交所網站閱覽。

截至二零一九年三月三十一日止年度，提名委員會曾會晤兩次，出席會議之記錄載列如下：

Name of Nomination Committee Members		Attendance at Nomination Committee meetings
提名委員會成員姓名		出席提名委員會會議次數
Dr. Wong Yun Kuen	黃潤權博士	2/2
Ms. Lo, Miu Sheung Betty	羅妙嫦女士	2/2
Mr. Lau Man Tak	劉文德先生	2/2

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the requirements of the Code of Conduct and the Model Code throughout the year ended 31 March 2019.

證券交易標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)所載標準。本公司已向全體董事作出具體查詢，而董事已確認彼等於截至二零一九年三月三十一日止年度內一直遵守標準守則所載規定。

CORPORATE GOVERNANCE REPORT

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The Company also has established written guidelines on no less exacting than the Model Code (the “Written Guidelines”) for securities transactions by the employees who are likely to be in possession of inside information of the Company.

No incident of non-compliance of the Written Guidelines by the employees was noted by the Company.

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS AND AUDITORS’ REMUNERATION

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2019.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor’s Report on pages 95 to 102.

The remuneration paid/payable to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 March 2019 amounted to HK\$2,500,000 and HK\$476,500 respectively.

An analysis of the remuneration paid/payable to the external auditors of the Company is set out below:

本公司亦已就可取得本公司內幕消息之僱員所進行證券交易，訂立嚴謹程度不遜於標準守則之書面指引(「書面指引」)。

本公司並無發現僱員違反書面指引之情況。

有關財務報表之責任及核數師酬金

董事局負責就年度及中期報告、內幕消息公佈及其他根據上市規則及其他監管規定之其他披露規定，作出均衡、清晰及易明之評估。

董事明白彼等有責任編製本公司截至二零一九年三月三十一日止年度之財務報表。

本公司外聘核數師對財務報表申報責任之聲明，載於第95至102頁之獨立核數師報告。

截至二零一九年三月三十一日止年度，就審核及非審核服務已付／應付本公司外聘核數師之酬金分別為2,500,000港元及476,500港元。

已付／應付本公司外聘核數師酬金之分析如下：

Types of Services 服務類別		Amount of Fees Payable/Paid 應付／已付費用金額 (HK\$) (港元)
Audit Services	審核服務	2,500,000
Non-audit Services	非審核服務	
1. Tax services	1. 稅項服務	124,000
2. Others	2. 其他	352,500
		476,500
Total	合計	2,976,500

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an adequate risk management and internal control systems to safeguard shareholder investments and Company assets, and reviewing the effectiveness of such on an annual basis through the Audit Committee. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company has maintained a tailored governance structure with defined lines of responsibility and appropriate delegation of responsibility and authority to the senior management.

Management currently takes the view that there is no immediate need to set up an internal audit function in light of the size, nature and complexity of the Group's business. The need for an internal audit function will be reviewed from time to time.

During the year under review, the Board, through the Audit Committee and an independent accounting firm, has conducted a review of the effectiveness of the risk management and internal control systems of the Group, which covered all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. The board is satisfied that the risk management and internal control systems within the Group are effective and adequate.

COMPANY SECRETARY

Mr. Chan Chun Lam was appointed as Company Secretary of the Company on 4 April 2014. During the year, Mr. Chan Chun Lam has undertaken sufficient hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

風險管理及內部監控

董事局負責維持充足的風險管理及內部監控制度，以保障股東投資及本公司資產，並透過審核委員會按年檢討其效益。有關系統旨在管理而非消除未能達成業務目標之風險，且僅就重大錯誤陳述或損失提供合理而非絕對保證。

本公司度身訂造具有明確職責及向高級管理層委派適當責任及權力之管治架構。

管理層現認為，就本集團業務規模、性質及複雜程度而言，毋須急切成立內部審核部門，惟將會不時檢討有關設立內部審核部門之需要。

於回顧年度內，董事局曾透過審核委員會及一家獨立之會計師事務所檢討本集團風險管理及內部監控制度之效益，當中涵蓋所有重大監控（包括財務、經營及合規監控），以確保資源、員工資格及經驗、員工培訓課程、本集團會計、內部審核及財務匯報職能之預算充足。董事局認為本集團內之風險管理及內部監控制度有效及充足。

公司秘書

於二零一四年四月四日，陳俊霖先生已獲委任為本公司之公司秘書。年內，陳俊霖先生均已遵照上市規則第3.29條規定接受足夠時數之相關專業培訓。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDER RIGHTS

Procedures by which Shareholders may convene a special general meeting

The Board may whenever it thinks fit call special general meetings, any Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such requisition the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the relevant provisions of the Bermuda Companies Act.

Proceedings at general meetings

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders meetings are contained in the Company's bye-laws. Details of such rights to demand a poll and the poll procedures are included in all circulars to shareholders and will be explained during the proceedings of meetings.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as chairmen of the Audit Committee, Remuneration Committee, Nomination Committee or in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholders' meetings.

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Directors.

INVESTOR RELATIONS

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments.

Enquiries from investors are dealt with in an informative and timely manner. To promote effective communication, the Company also maintains a website at <http://www.kingston.com.hk>, where extensive information and updates on the Company's business developments and operations, financial information and other information are posted.

股東權利

股東召開股東特別大會之程序

董事局可於認為適當時隨時召開股東特別大會，任何於提交要求當日持有賦予有關本公司股東大會表決權利之本公司實繳股本不少於十分一之股東，於任何時候均有權利，透過向董事局或本公司之公司秘書發出書面要求，要求董事局召開股東特別大會以處理要求中註明之任何事務，有關大會須於提交要求後兩個月內舉行。倘於提交要求後二十一日內董事局未有著手召開大會，則提出要求之股東可根據百慕達公司法相關條文自行召開有關大會。

股東大會之流程

於股東大會上要求就決議案進行按股數投票表決之股東權利及程序，載於本公司之公司細則。有關要求進行按股數投票表決之權利及表決程序詳載於所有派發予股東之通函內，並將於股東大會上說明。

本公司之股東大會提供股東與董事局之間的溝通橋樑。董事局主席與審核委員會、薪酬委員會及提名委員會主席或(如彼等缺席)各委員會及(如適用)獨立董事委員會之其他成員，均會於股東大會上解答提問。

本公司會於股東大會就各主要事宜(包括選舉個別董事)提呈獨立決議案。

投資者關係

本公司繼續加強與投資者之溝通及關係。指定高級管理人員與機構投資者及分析員定期對話，以便彼等緊貼本公司之發展。

本公司將詳盡及適時處理投資者之查詢。為加強有效溝通，本公司亦設有網站(網址為 <http://www.kingston.com.hk>)，其中載列有關本公司業務發展及營運之詳情及更新資料、財務資料及其他資料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

This is the third year for the Kingston Financial Group Limited (hereafter the “Company”) along with our subsidiaries (the “Group”) to disclose the management approach, performance and achievements of our key operations in environmental, social and governance aspects (“ESG”). This ESG Report (the “Report”) is prepared in accordance with the “Comply or Explain” provisions as set out by the Environmental, Social and Governance Reporting Guide under Appendix 27 of the Main Board Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The purpose of this Report is to communicate the Group’s vision, policies, operating practices, performances and plans relating to social and environmental issues that are material to the Group’s operation. Our Board of Directors (the “Board”) are responsible for formulating strategies and reporting on ESG, and are dedicated to updating and monitoring our sustainability performance through publishing ESG Report on an annual basis. All information is published based on existing policies or practices, and official documents or reports in an accurate and transparent manner.

This Report covers the Group’s operations and management business at main office in Hong Kong, as well as two hotels in Macau namely, Casa Real Hotel Macau (“Casa Real”) and Grandview Hotel Macau (“Grandview”). With consideration to the significance and materiality of the facilities, the casinos in the hotels are excluded from the reporting scope. Unless otherwise specified, the content of this Report covers the period from 1 April 2018 to 31 March 2019 (the “Reporting Period”).

Your feedback is important for our continuous improvement. Please feel free to send us your thoughts with regards to this Report or our sustainability performance to our main office in Hong Kong on 72/F, The Center, 99 Queen’s Road Central, Central.

關於本報告

此乃金利豐金融集團有限公司(統稱「本公司」)及我們之附屬公司(「本集團」)第三年披露我們在環境、社會和管治方面(「環境、社會及管治」)關鍵業務的管理方法、表現和成就。本環境、社會及管治報告(「本報告」)乃根據香港聯合交易所有限公司證券上市規則附錄二十七「《環境、社會及管治報告指引》」所載的「不遵守就解釋」及「建議披露」規定所編制。

本報告旨在傳達對本集團的業務重要的社會及環境問題的願景、政策、營運慣例、表現及計劃。我們的董事會(「董事會」)負責制定環境、社會及管治策略和報告，並致力透過每年發布環境、社會及管治報告已更新和監控我們的可持續發展績效。所有消息均基於現有政策或慣例，以及官方文件或報告以準確透明的方式發布。

本報告涵蓋本集團於香港總辦事處的營運及管理業務，以及澳門的兩間酒店，即澳門皇家金堡酒店(「皇家金堡」)和澳門君怡酒店(「君怡」)。考慮到設施的意義和重要性，酒店的賭場將不包括在報告範圍內。除另有說明，本報告涵蓋二零一八年四月一日至二零一九年三月三十一日(「報告期」)的內容。

您的反饋對我們的持續改進很重要。請隨時將您對本報告或我們的可持續發展表現的意見發送至位於中環皇后大道中99號中環中心72樓的香港總辦事處。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE GROUP

As a well-established enterprise, the Group's operations involve two major business divisions during the Reporting Period, including the financial services segment and the hotel and gaming services segment. Together with commitment to sustainable business operations and attribution to management and services quality, the Group has continued to achieve success in both segments.

Financial Services Segment

Our financial services are managed and operated by Kingston Securities Limited, Kingston Futures Limited, Kingston Asset Management Limited, Kingston Corporate Finance Limited and others, which are wholly-owned subsidiaries of the Group. The segment principally engages in the provision of a variety of financial services, including securities brokerage, underwriting and placements, margin and initial public offering financing, corporate finance advisory, futures brokerage, as well as asset management services.

As the segment imposes relatively minimal social and environmental impacts compared to the hotel and gaming services segment, this Report will mainly disclose its performance on the Group's governance aspects.

Hotel and Gaming Services Segment

The Group's hotel and gaming services are provided through our four-star hotels, Casa Real and Grandview. In close proximity to the ferry pier and major attractions, our hotels possess locational advantage and appeal to both business and leisure travellers.

We strive to offer our guests unique experience by providing exceptional quality of services, including but not limited to clean and cosy rooms, 24-hour casino floors, award-winning restaurants and tranquil spa. As the casinos in our hotels are operated by Sociedade de Jogos de Macau, S.A., they are excluded from this Report.

關於本集團

作為一家受公認的企業，本報告期內本集團的業務涉及兩個主要業務部門，包括金融服務業務以及酒店和博彩服務業務。對可持續業務運營的承諾加上對管理和服務質量的歸屬，本集團繼續於這兩個領域取得成功。

金融服務業務

我們的金融服務由金利豐財務顧問有限公司、金利豐期貨有限公司、金利豐資產管理有限公司管理和運營、金利豐財務顧問有限公司，及本集團的其他全資附屬公司管理和運營。此分部主要從事提供各種金融服務，包括證券經紀、承銷及配售、保證金及首次公開發售融資、企業財務諮詢、期貨經紀以及資產管理服務。

由於此分部對酒店及博彩服務業務的社會及環境影響相對較小，本報告將主要披露其在本集團管治方面的表現。

酒店及博彩服務業務

本集團的酒店及博彩服務由我們的四星級酒店皇家金堡及君怡提供。我們的酒店靠近渡輪碼頭和主要景點，擁有地理位置優勢及吸引商務和休閒旅客。

我們致力為客人帶來獨特的體驗，提供優質的服務，包括但不限於乾淨舒適的客房、24小時的賭場樓層、屢獲殊榮的餐廳和寧靜的水療中心。由於們酒店的賭場由澳門博彩控股有限公司經營，它們將不包括在本報告範圍內。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR APPROACH TO SUSTAINABILITY

Following our core values — “Professionalism”, “Engagement” and “Integrity” in making business decisions, we strive to leverage the skills, knowledge and passion of our esteemed staff and management team. Such values and attitudes are invaluable to the four major aspects of our sustainability management, namely, — “Our Operation”, “Our People”, “Our Environment”, and “Our Community”.

The Board acknowledges its overall responsibility to oversee the Group’s ESG strategies and are committed to evaluating, determining and managing sustainability risks. By observing regulatory requirements and industry practices, we ensure that such risks are effectively mitigated and managed so that economic, environmental and social value are well-maintained and balanced.

Stakeholder Engagement

Stakeholder views are essential for the improvement of our operations and overall development. To attain stable growth, the Group is devoted to communicating and working with different stakeholders to drive positive ESG improvements. Through proactive and regular stakeholder engagement, we are able to identify relevant ESG issues that are most material to the Group. This allows us to capture stakeholders’ interests towards our sustainability performance and direct our efforts to aligning our business operations with their goals and sustainability concerns.

我們的可持續發展策略

遵循我們的核心價值觀 — 「專業」、「參與」和「誠信」作出商業決策，我們尊敬的員工和管理團隊致力運用他們的技能，知識和熱情。這些價值觀和態度對我們可持續發展管理的四個主要方面相當寶貴，即「我們的運營」、「我們的員工」、「我們的環境」和「我們的社區」。

董事會知悉其監督集團環境、社會及管治戰略和評估、確定和管理可持續發展風險的整體責任。通過遵守監管要求和行業慣例，我們確保有效減輕和管理此類風險，從而使經濟、環境和社會價值得以良好維護和平衡。

持分者參與

持分者的觀點對改善我們的運營和整體發展至關重要。為實現穩定增長，本集團致力與不同持分者進行溝通和合作，以積極推動環境、社會及管治的改進。通過積極主動和定期的持分者參與，我們能夠鑑定對集團最重要有關環境、社會及管治的問題。這使我們能夠捕捉持分者對我們可持續發展績效的興趣，並指導我們將業務運營與目標和可持續性問題保持一致。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Various groups of stakeholders are engaged on a regular basis, including shareholders and investors, customers, employees, suppliers, the media, as well as regulatory bodies. Transparent and responsive engagement channels are also established to ensure the quality of our communication and interaction.

我們定期諮詢各類持分者組別，包括股東和投資者、客戶、員工、供應商、媒體以及監管機構。亦建立了透明和反應迅速的諮詢渠道，以確保我們的溝通和互動的質量。

Stakeholder Groups 持分者組別	Engagement Channels 參與渠道
Shareholders and Investors 股東和投資者	<ul style="list-style-type: none"> Annual general meetings 年度股東大會 Annual and interim reports 年度和中期報告 Correspondences 信件
Customers 客戶	<ul style="list-style-type: none"> Customer satisfaction survey 顧客滿意度調查 Social media platforms 社交媒體平台 On-site customer care and services 現場客戶服務和服務
Employees 員工	<ul style="list-style-type: none"> Departmental meetings 部門會議 Performance appraisals 績效評估 Notice boards 公告板
Suppliers 供應商	<ul style="list-style-type: none"> Meetings 會議 Tender notices for procurement 招標採購通知 Work inspections, supervisions and feedback 工作檢查、監督和反饋 Correspondences 信件
Media 媒體	<ul style="list-style-type: none"> Press conferences 新聞發布會 Interviews 會面
Regulatory Bodies 監管機構	<ul style="list-style-type: none"> Compliance reports 合規報告 Correspondences 信件

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

To identify the most material environmental and social issues for the Group and its stakeholders, we commissioned an independent sustainability consultancy to conduct an ESG-specific stakeholder engagement, which included site visits to Casa Real and Grandview. Interviews were conducted with onsite managers and the senior management team to discuss strategies and initiatives related to ESG performance.

Since the two service segments vary drastically in terms of their material aspects, our top management of both financial services segment and hotel and gaming services segment were asked to identify 4 material issues from 12 environmental and social aspects that they concerned most.

為了鑑定對本集團及其持分者最重要的環境和社會問題，我們委託獨立的可持續發展顧問公司進行個別環境、社會及管治的持分者諮詢，其中包括在皇家金堡及君怡進行實地考察。

由於兩個服務部門在重要性方面存在巨大差異，因此我們要求金融服務部門和酒店及博彩服務部門的高層管理人員從十二個環境和社會方面的重大問題確定四個他們最關注的問題。

Financial Services Segment

金融服務業務

Business Conducts and Ethics

企業行為和道德規範

Corporate Culture

企業文化

Compliance with Laws and Regulations

遵守法律法規

Customer Engagement and Satisfactions

客戶參與和滿意度

Hotel and Gaming Services Segment

酒店及博彩服務業務

Quality of Service and Rooms

服務和客房質量

Use of Resources

資源使用

Business Conducts and Ethics

商業行為和道德規範

Employment Development and Training

就業發展和培訓

The Report shall focus its reporting efforts in communicating the Group's initiatives and performance on these aspects accordingly. Where appropriate, it will also disclose our future plans and strategies in the pursuit of improvement.

本報告將重點關注其報告工作，以便相應地傳達本集團在這些方面的舉措和表現。在適當的情況下，它亦將披露我們未來以求改進的計劃和策略。

OUR OPERATION

Our group believes that responsible business is the foundation to sustainable development. We are committed to high standards of accountability and strong corporate governance by closely overseeing and managing our business conduct and supply chain, as well as assuring the quality of our products and services. Relevant policies are implemented to help ensure operational compliance, identify and mitigate potential risks, and seek new business opportunities that sustain long-term prosperity.

我們的營運

我們的集團認為負責任的企業是可持續發展的基礎。通過密切監督和管理我們的商業行為和供應鏈，以及確保產品和服務質量，我們致力於高水準的問責制和有利的公司治理。我們實施有助於確保運營合規性、識別和減輕潛在風險，以及尋求維持長期繁榮的新商機的相關政策。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Corporate Governance

As a leader in ethical business practices, we strive to govern ourselves and reinforce our commitment to excellence in all we do. Over the years, the Group is dedicated to consistently improving corporate policies by strengthening transparency in our company structure. We also strictly supervise our business ethics by preventing against cases relating to corruption, bribery, extortion, fraud and money-laundering.

To govern issues and risks with respect to corporate governance, internal control procedures and policies are established. Through regular and effective risk management, it allows us to navigate in the fluctuating financial market. During the Reporting Period, the Group followed the Model Code for Securities Transactions by Directors of Listed Issuers and complied with the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) by maintaining fairness, efficiency, competitiveness, transparency and orderliness in our operation. By consistently improving our decision-making mechanism and strengthening transparency under listed company structure, we ensure that the long-term interests of all shareholders are safeguarded.

Risk Management

Risk exists in any organisation. Within our Group, some examples may include credit risk for margin lending business faced by the Group's financial services segment, or operational risk and strategic risk for determination of room rates and rising competition from new hotels in Macau.

Our Board recognises the importance, as are they responsible to manage potential risks faced and anticipated by the Group. They are dedicated to safeguarding the Group's assets and shareholders investments, as well as supervising potential non-financial risks. An internal control system was established and maintained by the management where its effectiveness is regularly reviewed by the Group's Audit Committee. For details of the Group's risk management and Audit Committee, please refer to the Corporate Governance Report.

公司治理

作為實踐道德商業的領導者，我們努力自我監督及在我們所做的一切強化我們對卓越的承諾。本集團多年來致力透過加強公司結構的透明度以不斷改善公司政策。

為了管理有關公司治理的問題和風險，我們建立了內部控制程序和政策。通過定期有效的風險管理，它使我們能夠在充滿波動的金融市場中運行。於本報告期內，本集團遵循上市公司董事進行證券交易的標準守則，並遵守《證券及期貨條例》（香港法例第571章），以在我們的運作中維持公平、效率、競爭力、透明度及有序性。透過不斷完善我們的決策機制和增強上市公司結構的透明度，可確保所有股東的長遠利益得以保障。

風險管理

所有機構都存在風險。在本集團內，一些例子包括本集團金融服務分部所面臨的保證金貸款業務的信貸風險，或確定澳門酒店房價及面臨新酒店競爭加劇的經營風險及策略風險。

我們的董事負責管理本集團面臨和預期的潛在風險，因此知悉風險的重要性。他們致力於保護本集團的資產和股東投資，以及監督潛在的非金融風險。管理層建立並維護內部監控系統，由集團審核委員會定期檢討其有效性。有關本集團風險管理及審核委員會的詳情，請參閱企業管治報告。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Anti-Corruption

The Group complies with relevant local laws and regulations relating to anti-corruption, including Sections 3 and 4 of the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) and the Prevention and Suppression of Bribery in the Private Sector, stipulated in the Penal Code and the Penal Procedure Code of Macao. As detailed in our Staff Handbook, soliciting or receiving advantages from any parties that have relations to the Group's business is strictly prohibited. We also forbid all team members from offering or accepting any kind of bribes, or facilitating payments and kickbacks.

As a preventive measure, all new recruits are expected and required to disclose any personal interest or interest of their immediate friends and family that might be in conflict with the Group, and this term applies throughout the entire employment period. Audits are also performed by external independent auditing firm to inspect and evaluate the efficiency and implementation of internal control procedures to ensure related risks are eliminated.

Our anti-corruption policy also extends to control the procurement procedures in our hotel operations. To avoid the concentration of power in or commitment of fraud from a certain department, duties and tasks of procurement are segregated to several departments to foster cross-functional supervision. In addition, a minimum of three quotes from different suppliers are required for a fair and just comparison on price, services and quality where supplier with the best value for money shall be selected.

If any employee is found to have violated any of the above particulars, the Group may consider dismissing the employee or reporting to relevant regulatory bodies depending on the severity of the breach. During the Reporting Period, no legal cases regarding corrupt practices were brought against the Group.

反貪污

本集團遵守當地有關反貪污的法律法規，包括《防止賄賂條例》第3及4條（香港法例第201章）和由澳門刑法及刑事訴訟法所規定的《預防及遏止私營部門賄賂》條例。正如員工手冊中所詳述，我們嚴禁從任何與本集團業務有關的方面徵求或接受其利益。我們亦禁止所有團隊成員提供或接受任何形式的賄賂，或促進支付和回扣。

所有新入職人員均被要求披露其個人或直系親友可能與本集團發生衝突的利益，條款適用於整個就業期。審計由外部獨立審計公司進行，以檢查和評估內部控制程序的效率和實施，以確保消除相關風險。

我們的反貪污政策亦延伸至控制酒店運營的採購程序。為了避免個別部門權力過分集中或進行欺詐，採購的職責和任務被分隔到幾個部門，以促進跨職能監督。此外，我們就價格、服務和質量公平和公正地比較至少三個不同供應商的報價，以最佳性價比選擇供應商。

如發現任何員工違反上述任何細節，本集團將考慮解僱該員工或根據違規的嚴重程度向相關監管機構報告。於本報告期間，本集團並無就貪污行為提起法律訴訟。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Anti-Money Laundering

Operating our business in the financial services segment, the Group adheres to relevant laws and regulations including the Sections 25A of the Drug Trafficking (Recovery of Proceeds) Ordinance (Cap. 405 of the Laws of Hong Kong), the Organized and Serious Crimes Ordinance (Cap. 455 of the Laws of Hong Kong), and the Section 12 of the United Nations (Anti-Terrorism Measures) Ordinance (Cap. 575 of the Laws of Hong Kong). To inhibit money-laundering activities at all levels, an internal guidance note on anti-money laundering was issued in 2013 where employees are explained to the nature and types of activities, relevant legal ordinances that govern our conduct, as well as policies and procedures that identify suspicious criminal acts.

All our employees are required to be familiarised with the patterns of money laundering and terrorist financing by regularly visiting the Securities and Futures Commission (“SFC”) website for updated information. A systemic approach is employed to monitor clients’ transaction activities and identify suspicious financial activity. To enhance their skills on reviewing and monitoring procedures, we also provide our staff with orientation and ongoing training.

When suspecting issues relating to terrorist financing and money laundering activities in the areas of terrorism, drug trafficking and organized and serious crimes, they are obliged to report to the Head of Compliance, who is responsible to review transaction, and identify and report suspicious cases to the Joint Financial Intelligence Unit of the Hong Kong government.

As per hotel operations, we complied with the Anti-Money Laundering Law (Law No. 2/2006) of Macao where anti-money laundering standards are strictly implemented and followed. For example, our casino staff is trained to monitor guests’ unusual behaviour, complementary to our preventive policies. Transactions exceeding a certain amount and respective guest information should be recorded in preparation for any follow up investigations in the future.

反洗錢

本集團在金融服務分部經營業務中遵守相關法律法規，包括《販毒(追討得益)條例》第25A條(香港法例第405章)、《有組織及嚴重罪行條例》(香港法例第455章)、和《聯合國(反恐怖主義措施)條例》第2條(香港法例第575章)。為了禁止各級的洗錢活動，2013年發布了關於反洗錢的內部指導說明，其中向員工解釋了活動的性質和類型，管理我們行為的相關法律條例，以及政策和程序，以識別可疑的犯罪行為。

我們所有員工均須定期瀏覽證券及期貨事務監察委員會(「證監會」)的網站以了解最新資料，及熟悉洗錢及恐怖分子融資的模式。我們採用有系統方式監控客戶的交易活動並識別可疑的金融活動。為了提升他們審查和監控程序的技能，我們為員工提供指導和持續培訓。

當懷疑與恐怖主義、販毒和有組織嚴重犯罪等有關問題的恐怖主義融資和洗錢活動時，他們有義務向負責審查交易和鑑定並報告可疑案件的負責人報告，並查明並向香港政府聯合金融情報組報告可疑案件。

就酒店運營，我們遵守澳門《預防及遏止清洗黑錢犯罪》(第2/2006號法律)，並嚴格執行和遵循反洗錢標準。例如，作為預防性政策，我們賭場的工作人員接受培訓，以監控客人的異常行為，我們亦記錄交易金額和相應的客人資料，以備將來進行任何後續調查。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Diligence Procedure to Monitor Clients' Activities

用作監察客戶交易活動的審慎程序



Confidentiality

The Group respects and attends to the protection of clients and guests' privacy by keeping information and dealings confidential. We adhere to Section 17A the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong) and implement related policies and code of conduct. We anticipate all our employees to be highly careful when processing non-public materials. They are stringently forbidden to disclose customer privacy or sensitive company information to unauthorised third party, whereby disciplinary actions are subject to employees who are in violation. We also prohibit the obtaining of sensitive price information to trade in any related securities.

At our hotels, we complied with the Personal Data Protection Law (No. 8/2005). As customer personal information is required for room reservation, measures are established for the secure handling of such information. On a monthly basis, we review the hotel system's user account list to ensure only authorised staff has access to the database. When appropriate, hard copies will also be shredded and discarded properly under the supervision of senior staff.

保密

本集團通過信息和交易保密以尊重和保護對客戶和客人私隱。我們遵守《個人資料(私隱)條例》第17A條(香港法例第486章)並執行相關政策及行為守則。我們期望所有員工在處理非公開資料時要非常謹慎，並嚴格禁止他們向未經授權的第三方披露客戶隱私或敏感的公司信息，其中違規員工將受到紀律處分。我們亦禁止獲得敏感的價格信息以交易任何相關證券。

在我們的酒店，我們遵守了《個人資料保護法》(第8/2005號法律)。由於房間預訂需要客戶個人資料，我們建立了安全措施以處理此類信息。我們每月檢查酒店系統的用戶帳戶列表，以確保只有經過授權的員工才能訪問數據庫。在適當情況下，硬拷貝將在高層員工的監督下撕碎並妥善丟棄。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Service Commitment

Our ultimate purpose is customer satisfaction. To achieve this, we strive to create exceptional customer experience with commitment to serve professionally and honestly. To improve our service, we also maintain open dialogue with our customers through regular engagement.

In order to optimise our clients' investment outcomes, the Group attends to every client's personalised needs and objectives by acting in their best interests. Advice and recommendation are tailored to each client with consideration of his/her resource abundance, risk tolerance level, and investment objectives. In addition, all of our Account Executives are expected to adhere to the "Principles of Business Conduct" as developed by the International Organisation of Securities Commission for the best service experience of our clients.

The Group believes sustainability in our hotel and gaming businesses is achieved through guests' satisfaction and loyalty retainment. In our operations, we adhere to the Regulation of Hotel Activity and Similar Activity (No. 83/96/M) by obtaining all required licenses. We strive to enhance our guests' stay by constantly reviewing and improving our service quality. In assuring promising service standards, multiple guidelines governing the manner, conduct and appearance of the employees are issued for internal reference.

At Casa Real, hotel managers conduct daily inspections among our frontline employees to ensure standardised performance. We also strive to uphold a high standard of quality for our hotel rooms. Policies and guidelines on how to arrange and maintain guest room cleanliness are implemented for our housekeeping staff. On an annual basis, all guest rooms will be thoroughly cleaned and maintained after proper inspection.

In engaging our guests, feedback forms are placed at hotel rooms and lobbies for the ease of guests to reflect on our operations and services. Under digitalisation, we also incorporate the use of social media such as Facebook and WeChat, as well as online book platforms such as Booking.com and Ctrip.com in collecting guests' comments. The feedback collected will be considered and discussed in the monthly departmental meetings. With the effort of our dedicated management and employees, all feedback received during the Reporting Period was reviewed and resolved with due care.

服務承諾

得到客戶滿意是我們的最終目標。為實現此目標，我們致力創造卓越的客戶體驗，專業和誠實地服務。為了改善我們的服務，我們亦定期諮詢客戶並保持開放式對話。

為了優化客戶的投資成果，本集團以客戶的最佳利益為出發點，以滿足每位客戶的個人需求和目標。我們根據每個客戶的資源、風險承受水平和投資目標為他們量身定制建議。此外，我們所有的客戶經理都需遵守國際證券委員會制定的《商業行為準則》，以讓客戶獲得最佳的服務體驗。

本集團相信酒店及博彩業務的可持續發展是透過客人的滿意度和忠誠度來實現的。在我們的運營中，我們遵守《酒店活動及相關活動的規例》(第83/96/M)，並獲得所需的許可證。我們通過不斷審查和改善服務質量，努力提升客人的住宿體驗。在確保服務標準時，我們會發布多個指導員工行為、操守和外觀的指導方針，以供內部參考。

在皇家金堡，酒店經理對我們的一線員工進行日常檢查，以確保標準化的表現。我們亦努力為酒店客房維持高標準的質量，實施有關安排和維持客房清潔的政策和指南，以供我們的客房服務人員參考。所有客房每年均需經過適當檢查，並徹底進行清潔和維修。

在接觸客人時，我們會在酒店客房和大堂提供反饋表，方便客人就運營和服務向我們反映。於數碼的同時，我們利用Facebook和WeChat等社交媒體，以及Booking.com和Ctrip.com等網上預訂平台收集客人的意見。收集的反饋意見將在每月部門會議中進行審議和討論。在我們的管理層和員工的努力下，本報告期內收到的所有反饋都獲得審查並適當地解決。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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As we prioritise our guests' satisfaction, our hotels are open to room exchange under special circumstances with reasonable cause. For our staff's reference when processing room exchange, a Room Exchange Procedure is devised to instruct our front desk staff on the standard procedures and criteria of such request.

Great importance is also attached to safeguard our guests' health and safety during their stay at our hotels. In ensuring the water quality of the swimming pools, we complied with the Regulations on Water Supply and Drainage in Macao (Decree Law No. 46/96/M). In addition to daily water sampling by our hotel staff, officials from the I.A.C.M.-Laboratório will conduct monthly visit to the hotels and perform on-site measurement on the level of free residual chlorine and pH value, as well as laboratorial analysis on microbiological and chemical substances. During the Reporting Period, the test results of our hotel swimming pools fulfilled the standard requirement as set out by the I.A.C.M.- Laboratório.

24-hour CCTV and employee first-aid trainings continued to be in place to prevent and mitigate accidents. In the unlikely event of guest injury, discreet assistance and proper medical attention would be offered to the affected guests. We request our employees to keep detailed records of every injury incident for management to review and devise relevant improvement plans. In addition, all employees are subject to, and must cooperate with inspections conducted by the authorised security personnel to further strengthen the security levels of the hotels.

由於我們優先考慮客人的滿意度，我們的酒店在特殊情況下會合理地安排轉換客房。在處理房間轉換時，我們的工作人員會參考指導前台工作人員有關此類要求的房間交換程序。

我們非常重視客人在入住酒店期間的健康和安全。為了確保游泳池的水質，我們遵守了《澳門供排水規章》(第46/96/M號法令)。除了我們的酒店員工每日進行水樣抽驗外，民政總署化驗所的官員將於每月到訪酒店並對游離餘氯和pH值進行現場測量，以及為微生物和化學物質進行實驗室分析。本報告期內，酒店游泳池的測試結果符合民政總署規定的標準要求。

我們繼續採取24小時閉路電視和員工急救培訓以預防和減輕事故。當發生客人受傷事故，將向受影響的客人提供謹慎的援助和適當的醫療護理。我們要求員工保留每個受傷事故的詳細記錄，以便管理層審查並製定相關的改進計劃。此外，所有員工都必須接受並且配合授權保安人員所進行的檢查，以進一步加強酒店的安全水平。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Supply Chain Management

Integrity and fairness throughout the entire procurement process is of utmost importance for the Group in achieving sustainability. Therefore, when managing our supply chain, we give adequate considerations to the indirect environmental and social impacts induced through our procurement activities. Several sustainable practices are also devised to manage and engage our suppliers.

As we strive to minimise environmental footprints caused by long-distance transportation, we give priority to local procurement; many of our suppliers are in Macao and owned by local Macao residents. This helps to reduce emission level as well as transportation cost. When procuring equipment and machineries, energy efficiency is examined carefully to ensure optimised resource consumption. To align with our sustainability initiatives, our hotels also regularly assess suppliers and maintain an updated supplier list to facilitate selection and partnership, as well as ensuring that they fulfil the quality expectation and health and safety requirements.

In strengthening our hotels' supply chain management, responsibilities of negotiation, decision making and quality inspections are segregated into three departments to avoid overpowering of individual department. Every material equipment purchase is reviewed and approved by management before placement of order to ensure the validity of the purchase.

供應鏈管理

整個採購過程中的誠信和公平對於集團實現可持續發展至關重要。因此在管理供應鏈時，我們會充分考慮採購活動所間接引起的環境和社會影響。我們亦設計了若干可持續做法以管理和接觸我們的供應商。

在致力減少因長途運輸造成的環境足跡的同時，我們優先考慮當地採購；我們的供應商大多來自澳門，並由澳門當地居民擁有。這有助於降低排放水平和運輸成本。採購設備和機器時，我們仔細檢查能源效率，以確保優化資源消耗。為了與我們的可持續發展計劃保持一致，我們的酒店亦定期評估供應商並更新供應商清單，以便於選擇和合作，並確保它們滿足質量期望和健康與安全要求。

在加強酒店供應鏈管理方面，我們把談判、決策和質量檢查的責任分為三個部門，以避免個別部門能力過大。在購買每個材料設備時，都由管理層審查和批准後下訂單，以確保購買的有效性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR PEOPLE

Our employees are the greatest attributes to the Group's brand image, customer satisfaction, and economic performance, which all lead to corporate success. Therefore, the Group focuses on attracting, developing and retaining talent by forging long-term solid and healthy relationships with our employees. As we believe that motivated employees are the assets in sustaining corporate prosperity, we strive to cater to our employees' wellbeing and enhance their career development through implementing various policies that concern equal opportunity, welfare, health and safety, training as well as labour standards.

Equal Opportunity

As an equal opportunity employer, the Group strives to eliminate all discrimination and harassment at workplace. During the Reporting Period, we adhere to relevant local laws and regulations, including the Employment Ordinance (Cap. 57 of the Laws of Hong Kong) and the Labour Relations Law (No. 7/2008).

We ensure that no employees or job candidates are treated unfairly during the course of employment on the grounds of gender, age, disability, race, religion or sexual orientation, amongst others. As we do not tolerate any forms of employment-related discrimination and harassment, employees are encouraged to report to management when they encounter such incident for internal investigation. Appropriate disciplinary actions or legal actions will be taken to the accused if favourable results are discussed in the investigation.

Employee Welfare

The welfare of our employees is central to our human resources management approach. We comply with the Social Security Scheme (Law No. 4/2010) and the Employee's Compensation Insurance Ordinance, and have developed different levels of benefit structures for different employees.

Employees are provided with attractive remuneration package as recognition to their contribution. Our strategic and competitive remunerations entitle our employees to various benefits including paid leaves, maternity leaves, employees' compensation insurance, medical benefits and transportation allowance. The hotels also offer free duty meals, staff quarters accommodations, and ensure that all employees are assigned with adequate amount of rest time.

我們的員工

我們的員工象徵集團的品牌形象、客戶滿意度和經濟績效，這些都有助於企業的成功。因此，本集團致力於通過與員工建立長期穩固健康的關係來吸引、培養和挽留人才。由於我們相信積極的員工是維持企業繁榮的資產，我們通過實施有關平等機會、福利、健康和安全、培訓以及勞工標準的各種政策，努力滿足員工的福祉並提升他們的職業發展。

平等機會

作為一個平等機會的雇主，本集團致力於消除所有工作場所的歧視和騷擾。本報告期內，我們遵守當地相關法律法規，包括《僱傭條例》(第57章)和澳門《勞動關係法》(第7/2008號法律)。

我們確保員工或求職者在就業期間不會因性別、年齡、殘疾、種族、宗教或性取向等受到不公平待遇。我們不容許任何形式的與就業相關的歧視和騷擾，因此我們鼓勵員工在遇到類此事件時向管理層報告，以進行內部調查。如果在調查討論中得到有利結果，將對被告採取適當的紀律處分或法律行動。

員工福利

員工的福利是我們人力資源管理的核心方向。我們遵守《社會保障制度》(第4/2010號法律)和《僱員補償條例》，並為不同級別的員工發放不同的福利。

我們為員工提供具吸引力的薪酬待遇以表彰他們的貢獻。我們具戰略性和競爭力的薪酬使我們的員工享有各種福利，包括帶薪休假、產假、員工補償保險、醫療福利和交通津貼。酒店亦提供免費膳食、員工宿舍，並確保為所有員工分配足夠的休息時間。

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To encourage employees' continuous improvement, we conduct regular performance appraisals, where employee's individual contribution is being acknowledged under our recognition scheme. The appraisal results are used as internal reference in times of promotions and salary adjustments. This ensures decisions are made fairly according to individual competence and qualifications.

Relative importance is placed on effective engagement with our employees in the continuous enhancement of our human-oriented policies. We make adequate channels available and encourage employees' feedback while protecting confidentiality.

Health and Safety

The wellbeing and safety of our employees are critical to the Group's business operations. During the Reporting Period, our hotels complied with relevant laws and regulations in relations to health and safety, such as the Fire Prevention Regulation. We have also set company-wide priority to minimise health risks and prevent workplace accidents by adopting multiple policies and guidelines. During the Reporting Period, 3 cases of workplace related accidents at Grandview were reported, resulting in 27 loss days. While the cases were handled earnestly, we endeavour to the best of our ability in protecting our employees from workplace hazards in the future.

Our Staff Handbooks have outlined general safety guidelines and contingency plans for major accidents. All new recruits are required to undergo fire and security trainings, while existing employees also have to attend various fire safety, first-aid, occupational health, self-defence and typhoon management trainings when necessary. In addition, safety posters are placed at noticeable areas in the workplaces as a reminder to prioritise personal safety. We also encourage our employees to participate in safety drills so as to familiarise themselves with the procedures of evacuation. During the Reporting Period, our hotel employees have participated in educational and promotional activities organised by the Occupational Health and Safety Department of the Macau Government.

為鼓勵員工持續改善，我們定期進行績效考核，並根據我們的認可計劃確認員工的個人貢獻。考核結果在晉升和薪資調整時用作內部參考，確保決策是根據個人能力和資格而公平作出的。

與員工有效的接觸對加強我們以人為本的政策亦相當重要。我們提供足夠的渠道和鼓勵員工反饋，並同時保護機密性。

健康與安全

員工的福祉和安全對集團的業務運營至關重要。本報告期內，我們的酒店遵守有關健康和安全的相關法律法規，如《防火條例》。我們亦透過採用多種政策和指導方針，在全公司範圍內優先考慮將健康風險降至最低並預防工作場所事故。本報告期內，君怡接獲三宗工作場所相關的意外事故，導致二十七天的損失日數。在認真處理個案的同時，我們將盡最大努力保護員工避免於工作場所受傷。

我們的員工手冊概述了發生重大事故的一般安全指南和應急計劃。所有新招募的人員都必須接受消防和保安培訓，而現有員工在必要時須參加各種消防安全、急救、職業健康、自衛和颱風管理培訓。此外，我們把安全海報放置在工作場所的明顯區域，以提醒優先確保個人安全。我們亦鼓勵員工參加安全演習，以熟悉疏散程序。於報告期間，酒店員工參與了澳門政府職業健康安全全部舉辦的教育及推廣活動。

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Employees' mental wellness is also among our Group's health and safety agenda. Stress management trainings are available for hotel employees to enhance effective coping with work pressure. Various staff activities that aim at integrating work and life in a compatible and balanced manner were also organised during the Reporting Period. For more details of the events, please refer to "Employee Activities" under section "Our Community".

In our hotel operations, we also cooperate with local regulatory bodies for inspections on the safety conditions of our work environment, especially in our kitchens. Together with the internal inspections, our hotels make immediate improvements whenever a flaw is spotted. During the Reporting Period, no non-compliance cases of occupational health and safety standards were reported.

To construct a safe workplace, we continue to closely monitor the performance of our equipment and machineries to ensure they do not impose any physical danger to their users. Whenever appropriate, we commission professional and accountable bodies to perform regular maintenance on our appliances, and our fire and security system. Pest control and related trainings are also regularly implemented at the hotels to protect both our employees and our guests from such biological threat.

Training and Development

The Group believes in the power of people. The growth of our employees steers and furthers the development of the Group. Hence, we are committed to providing career opportunities and formulating training plans and policies for our employees on their transferable customer service skills together with hard-skills training.

In the financial services segment we conduct monthly or bi-monthly internal trainings to update our employees on relevant SFC regulations and regulatory compliance issues. External trainings are also arranged on an annual basis. The external training conducted within the Reporting Period was in cooperation with a law firm. The training provided new guidance to our management to interpret the Listing Rules of the Stock Exchange and their relevant regulations.

員工的心理健康也是我們集團的健康和安全議程之一。酒店員工可參與壓力管理培訓，以有效應對工作壓力。在報告期間，我們組織了各種旨在兼容和平衡工作和生活的員工活動。有關活動的更多詳情，請參閱「我們的社區」部分下的「員工活動」。

在運營我們的酒店時，我們與當地監管機構合作，檢查我們工作環境的安全狀況，特別是在我們的廚房。連同內部檢查，我們的酒店會在發現缺陷時立即進行改進。本報告期內，我們未發現任何職業健康安全標準違規的情況。

為了建立一個安全的工作場所，我們繼續密切監控我們的設備和機器的性能，以確保它們不會對用戶造成任何人身傷害。在適當的時候，我們委託專業和可靠的機構對我們的設備和消防及安全系統進行定期維修。酒店還定期實施蟲害控制和相關培訓，以保護我們的員工和客人免受蟲害威脅。

培訓及發展

本集團相信力量自於人民。我們員工的成長引導並促進集團的發展。因此，我們致力為員工提供就業機會，制定培訓計劃和政策，以及可轉移的客戶服務技能和技能培訓。

我們的金融服務部門每月或每兩個月進行一次員工內部培訓，以更新有關證監會的相關規定和監管合規問題。我們亦每年安排外部培訓，本報告期內我們與一家律師事務所合作進行，該培訓為我們的管理層提供及解釋聯交所上市規則及其相關規定的新指引。

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At our hotels, we also attach great emphasis on employees' training, especially for frontline staff who interact with our guests primarily. To secure our service standards, as well as to support our employees to make strides in their career journeys, our staff receives regular internal trainings that comprise of a wide range of practical skills and knowledge. They include customer services related skills, industry language, conflict management, food safety, fire safety and other practical skills for specific work duties.

During the Reporting Period, the hotels also collaborated with local organisations, such as Macao Occupational Skills Recognition System ("MORS"), Macau Hotel Association, Macao Government Tourism Office, Civic and Municipal Affairs Bureau, as well as the Occupational Health and Safety Department of Macau to coordinate external trainings for its employees on essential skills in hotel operations and management.

Labour Standards

The Group strives to eliminate recruitment of individuals who are below the legal employment age, and restrict any minors to work at workplaces that possess any significant physical or chemical occupational risks. Upon recruitment, identity proof of the candidate has to be provided to relevant departments for verification and checking. If a false identity is provided, or should the candidate fail to meet our legal employment requirements, the recruitment procedure will be terminated immediately.

We also operate under the Law of Hiring Non-Residents Workers in which we are responsible to obtain working permits for foreign workers within our hotel operations. We also strictly comply with the Regulation on Prohibition of Illegal Work (No. 17/2004), where workers other than Macau residents or holders of working permits will be considered illegal. Our hotels are pleased to provide necessary assistance and coordination to the Macau government authority to perform spot checks relating to our compliance with relevant labour laws. During the Reporting Period, our Group was not aware of any issue relating to child or forced labour.

在酒店，我們也非常重視員工培訓，特別是主要與客人互動的前線員工。為了確保我們的服務標準，並支持員工在他們的職業發展中取得進步，他們定期接受內部培訓，包括實踐廣泛的能和知識，例如客戶服務相關技能、行業語言、衝突管理、食品安全、消防安全和其他具體工作職責的實用技能。

本報告期內，酒店還與澳門職業技能認可基準、澳門酒店協會、澳門政府旅遊局、市政署，以及澳門職業安全健康協會等地方組織合作，提升員工對酒店運營和管理基本技能。

勞工準則

本集團致力避免招聘未符合法定工作年齡的個人，並限制任何未成年人士在具物理或化學職業風險的工作場所工作。招聘時，候選人必須向有關部門提供身份證明，以便核實和核實。如果發現提供虛假身份，或候選人未能滿足我們的法定僱傭要求，招聘程序將立即終止。

我們根據《聘用外地僱員法》運營，負責為酒店的外籍員工獲得工作許可。我們亦格遵守《禁止非法工作規章》(第17/2004號行政法規)，視澳門居民以外的工人或工作許可證持有人為非法員工。我們的酒店樂意為澳門政府部門提供必要的協助和協調，對我們進行抽查。於報告期間，本集團並未知悉有關童工或強迫勞工的任何問題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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OUR ENVIRONMENT

We all have the responsibility to protect the planet's scarce natural resources. The Group recognises its obligation to conserve the environment as a responsible corporate citizen. Our goal is to prosper in the hospitality industry by creating outstanding guest experience, while paying utmost respect to the community and the environment we operate in. Hence, we are committed to eliminating, minimising and mitigating the environmental impacts in every stage of our operations. Since the environmental impact of our financial services segment is relatively less significant, this Report dedicates more content to our hotels' environmental performances.

The Group complied with the Environmental Law (No. 2/91/M) in operating our hotels. Extending beyond our operating boundaries, we also hope to influence our employees and our guests to pursue a more sustainable way of living with our environmental commitment. During the Reporting Period, Casa Real and Grandview were acknowledged by the Companhia de Electricidade de Macau (the "CEM") for their continuous efforts in energy conservation. The hotels were awarded with the Continuous Energy Saving Award (Hotel Group) in the Macau Energy Saving Activity 2018. This year, Grandview continues to be awarded by the Macao Environmental Protection Bureau with a Merit Award in the 2018 Macao Green Hotel Award. Moving forward, we will continue to take challenging steps to consolidate our environmental management effort.

Emissions Mitigation

As a growth-oriented company, our goal is to both steer prosperity and reduce the environmental footprint. We are dedicated to reducing emissions arise from our operations, which are mainly generated by our cooking activities, vehicles and machineries operations and energy consumption. Measures and facilities are implemented and installed respectively to ensure environmental compliance and minimal disturbance to the surrounding community.

我們的環境

我們每人都有責任保護地球上稀有的資源。作為負責任的企業公民，本集團知悉其保護環境的責任。我們的目標是通過創造卓越的客戶體驗，在酒店業中取得成功，同時最大限度地尊重我們所在的社區和環境。因此，我們致力於消除、減少和減輕我們每個階段運營時對環境所做成的影響。由於我們的金融服務業務對環境的影響相對較小，本報告將更大篇幅地覆蓋酒店的環保表現。

本集團在經營酒店時遵守《環境法》(第2/91/M號法律)。縱使超越我們的營運範圍，我們亦希望通過我們的環保承諾，正面地影響我們的員工和客人，以追求更可持續的生活方式。本報告期內，皇家金堡和君怡獲澳門電力股份有限公司(CEM)認可其節能方面的努力，並在2018年澳門節能活動中獲頒持續節能獎(酒店組)。本年君怡繼續獲得澳門環境保護局頒發的2018年澳門綠色酒店獎優異獎。展望未來，我們將繼續採取具有挑戰性的措施來鞏固我們的環境管理工作。

減排

作為一家以增長為重的公司，我們的目標是導向繁榮並減低環境足跡。我們致力減少運營，包括由我們的烹飪活動、車輛和機械操作以及能源消耗所產生的排放物。我們分別實施和安裝措施和設施，以確保環境合規，並儘量減少對周圍社區的干擾。

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In reducing noise nuisance to the surrounding neighbourhood, our hotels complied with the Rules on Prevention and Control of Ambient Noise (Law No. 54/95/M). We also followed our internal policies on the reduction of noise emissions when procuring equipments. Considerations on the noise level of respective equipments and machineries were taken into account to ensure compliance. Regular inspection were performed to ensure the noise level of machineries fall below 75 dB. In further minimising noise nuisance, Casa Real has installed noise barriers on the hotel roof during the Reporting Period.

Last year, we communicated on the installation of the hydrovent ventilation system to intercept air pollutants and grease particles so that our cooking fume emission is being kept within a desirable and legal range. As the installation has completed, Grandview strives to enhance optimal performance and ensure its energy efficiency by conducting biannual inspection and maintenance. Regular inspection on the electric cooking stoves were also performed by Casa Real. Although we do not yet have technical support to monitor the exhaust gas emissions generated from our vehicles, we assure that all vehicles are checked regularly and properly maintained such that their emission level comply with local environmental standards.

As we strive to create a comfortable stay for our guests, our hotels have banned smoking at all public indoor areas as well as casino floors. The Group also subcontracted external professional bodies to record and regulate the indoor air quality, including particulates concentration. All monitoring results shall be submitted to relevant government bodies for compliance check. During the Reporting Period, we did not receive any non-compliance cases regarding indoor air quality violation.

Greenhouse gas (“GHG”) emissions are also major air emissions generated by our business activities. The Group is committed to disclosing our carbon footprint through ESG reporting on a yearly basis in a transparent manner. The quantification methodology is referenced from the “Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong 2010”. The emission factors are based on the latest figure provided by the Hongkong Electric Company (the “HKE”) and CEM. Further breakdown of the figures can be found in the “ESG Performance Table”.

在減少對周圍社區的噪音滋擾方面，我們的酒店符合《預防和控制環境噪音規則》(第54/95/M號法律)。我們在採購設備時亦遵循了減少噪音排放的內部政策，考慮設備和機器的噪聲水平以確保合規性，定期檢查以確保機器的噪音水平低於75分貝。為進一步減少噪音滋擾，皇家金堡於報告期內在酒店屋頂設置隔音屏障。

去年，我們講述安裝水力通風系統，以攔截空氣污染物和油脂顆粒，使我們的烹飪油煙排放保持在理想的合法範圍內。隨著安裝工作的完成，君怡致力通過一年兩次的檢查和維修來保持最佳性能並確保其能源效益，皇家金堡亦對電爐灶進行了定期檢查。雖然我們還沒有技術支持來監控車輛產生的廢氣排放，但我們保證所有車輛都會定期檢查並妥善維修，以確保其排放水平符合當地環境標準。

在努力為客人創造舒適住宿的同時，我們的酒店禁止在所有公共場所和賭場區域吸煙。本集團亦分外聘請專業團體記錄及規管室內空氣質素，包括顆粒物濃度，所有監測結果應提交相關政府機構進行合規性檢查。本報告期內，我們未收到任何違反室內空氣質量的違規案例。

溫室氣體排放也是我們業務活動產生的主要空氣排放。本集團致力透過環境、社會及管治報告以透明方式每年披露我們的碳足跡。量化方法參考《2010年香港建築物(商業、住宅或機構用途)的溫室氣體排放和清除指南及報告指南》。排放因子基於香港電燈公司及CEM提供的最新數字。詳細數字可以在「環境、社會及管治績效表」中找到。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

GHG Emissions 溫室氣體排放	Unit 單位	Financial Services 金融業務	Casa Real 皇家金堡	Grandview 君怡
Scope 1: Direct Emissions 範圍1：能源直接排放	tCO ₂ e- 噸二氧化碳當量	0.00	10,198.51	201.02
Scope 2: Energy Indirect Emissions 範圍2：能源間接排放	tCO ₂ e- 噸二氧化碳當量	26.19	1,207.58	8,694.73
GHG Emissions (Scope 1 & 2) 總排放量(範圍1及2)	tCO ₂ e- 噸二氧化碳當量	26.19	8,990.93	8,895.75

The majority of our GHG emissions is generated by scope 2 energy indirect emissions, induced by electricity consumption. The Group acknowledges the importance of improving our energy performance in curtailing our carbon emissions, we have therefore implemented a variety of policies and measures to strategically lower our energy consumption. Please refer to “Energy Efficiency” section for further information. As for direct emissions, it is mainly induced by burning of fuels on site for cooking activities, water heating, vehicle operations as well as refrigerants consumption¹. We are committed to continuously mitigating this part of our emissions as well.

我們大部分的溫室氣體排放是由電力消耗引起的範圍2能源間接排放產生的。本集團知悉在減少碳排放方面改善能源表現的重要性，因此我們實施多項政策及措施，策略性地降低能源消耗。有關詳細信息，請參閱「能源效率」部分。至於直接排放，主要是由現場燃料燃燒引起的烹飪活動、水加熱、車輛操作以及製冷劑消耗¹。我們致力於不斷減少這部分排放。

¹ We did not keep inventory of any refrigerant at the beginning of the Reporting Period. The refrigeration usage is based on the purchased amount during Reporting Period, derived from available data and emission factor.

¹ 我們並未在報告期初保留任何製冷劑庫存。製冷劑用量基於本報告期內的採購金額，來自可用數據和排放因子。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Energy Efficiency

Energy usage accounts for majority of our environmental impact in both our financial services segment and hotel and gaming services segment, thereby contributing the most to the Group's GHG emissions. We are committed to taking up measures to continuously monitor and improve our energy performance.

Similar to last year, green office and energy saving practices are promoted in all of our workplaces, for example:

- Electrical appliances are turned off when not in use
- Notices are posted next to switches as a reminder for responsible energy consumption
- Monthly electricity consumption evaluation is conducted by the hotels' engineering department
- Investigation and rectification are carried out, whenever necessary
- Old equipment is replaced with energy efficiency alternatives
- Air-conditioning is regulated at 25.5 degrees celsius at all times

Last year we disclosed the hotels' environmental commitment through upgrading the lighting, air conditioning as well as water heating system. During the Reporting Period, Casa Real (excluding casino area) has purchased and installed 1,215 LED light tubes and 3,313 LED light bulbs respectively, while the LED coverage of Grandview (excluding casino area) continued to occupy more than 90%.

As we strive to ensure thermal comfort in our Hotels, we have revamped our air-conditioning system at Casa Real by installing an energy efficient inverter air-conditioner. The installation is able to reduce 5-10% energy consumption. Since the installation and operation of the closed-circuit air-conditioning cooling tower that utilises environmentally-friendly refrigerant, it is able to further cut down energy consumption.

能源效率

能源使用佔我們金融服務分部及酒店及博彩服務分部的大部分環境影響，因此對本集團的溫室氣體排放影響最大。我們致力持續採取措施以監控和改善我們的能源績效。

與去年相似，我們所有工作場所都推行了綠色辦公室和節能措施，例如：

- 在不使用時關閉電器
- 把提醒負責的能源消耗標貼在電制旁
- 由酒店工程部門進行每月用電量評估
- 必要時進行調查和整改
- 以能源效益品替代舊設備
- 空調的溫度維持為25.5攝氏度

去年我們披露酒店通過升級照明、空調以及水加熱系統的環保承諾，本報告期內，皇家金堡(不包括賭場區)分別購買和安裝了1,215個LED燈管和3,313個LED燈泡，而君怡(不包括賭場區域)的LED覆蓋率繼續佔據九成以上。

為了努力確保酒店的溫度舒適度，我們通過安裝節能變頻空調改造了皇家金堡的空調系統。該裝置能夠降低5-10%的能耗。自安裝和使用環保製冷劑的閉路空調冷卻塔的安裝和運行，我們能夠進一步降低能耗。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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For optimal energy outcome and performance, our hotels continued to incorporate the heat recycling system in this Reporting Period, which allows the heat generated from air conditioning system to be recovered and reused for water heating purposes. With reference to past fuel purchase records, Casa Real and Grandview have substantially further cut down their diesel consumption for water heating.

In addition, Casa Real and Grandview have been proactive to ensure energy efficiency. Monthly inspection on gas and electricity usage were carried out by the hotels' engineering department. Technical recommendation on energy efficiency improvement was provided by respective staff while the resulting financial analysis would be performed by the Finance Department. The technical recommendation and result analysis would be one of the agenda in the monthly general meeting among the senior management team.

In addition to the system upgrades, our hotels also actively participated in environmental campaigns to spread the message of environmental conservation to the public. During the Reporting Period, the hotels continued to support WWF's "2019 Earth Hour" and "Macau Energy Saving Week" organised by the Office for the Development of Energy Sector of Macau by participating in the "Lights Off Campaign". Exterior lightings of the hotels were turned off for one hour during the events to demonstrate the hotels' dedication to energy conservation.

為了獲得最佳的能源效果和表現，我們的酒店在本報告期內繼續採用熱回收系統，該系統可以回收空調系統產生的熱量，並重新用於水加熱。根據過去的燃料採購記錄，皇家金堡和君怡進一步減少了用於水加熱的柴油消耗量。

此外，皇家金堡和君怡一直積極確保能源效率。酒店的工程部門每月為燃氣和電力使用進行檢查，有關提高能源效率的技術建議由工作人員提供，而財務分析將由財務部門進行，技術建議和結果分析將成為高級管理團隊每月大會的議程之一。

除了系統升級外，我們的酒店還積極參與環保活動，向公眾傳播環保信息。本報告期內，酒店繼續支持世界自然基金會的「2019地球一小時」和「澳門節能週」，參加由澳門能源發展辦公室組織的「齊熄燈，一小時」。在活動期間，酒店把外部照明關閉一小時，以展示酒店對節能的奉獻精神。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Waste Management

Operating in the hospitality industry, the Group adopts a holistic approach to the management of waste by improving resource efficiency and diverting waste for landfill disposal. Our hotels adhere to the General Regulation of the Public Spaces (Ordinance No. 28/2004) and endeavour to manage our waste properly through an integration of policies, reduction and recycling initiatives, and green operation practices. We follow the 3Rs principles — Reduce, Reuse and Recycle and conduct waste separation according to their natures.

At the offices of the financial services segment and our hotels, we adopted a variety of green measures to minimise generation of waste at source. For example, we encourage workplace electrification by replacing print-out copies with electronic version. When a print-out document is necessary, our staff is recommended to utilise double-sided printing to reduce paper wastage.

As in our hotel operations, we also promote the smart use of resources. Toiletries are supplied on a need basis to avoid wastage, while posters are put up in the staff canteen to publicise the notion of cherishing food to reduce food waste. During the Reporting Period, Casa Real and Grandview collaborated with local travel agencies and offered catering services to tour groups. To minimise unnecessary food waste, all ingredients were procured and prepared according to the number of anticipated travellers. Food surplus will be sent to staff canteen for consumption. At Grandview, we also separate food waste and send it to the Macau Environmental Protection Bureau (Direcção dos Serviços de Protecção Ambiental) for further processing and recycling.

廢物管理

在經營酒店業，本集團採用整體方法管理廢物，提高資源效率，並將廢物轉移至堆填區處置。我們的酒店遵守《公共地方總規章》(第28/2004號法律)，並通過整合政策，減少和回收計劃以及綠色運營實踐來努力妥善管理我們的廢物。我們遵循3Rs原則 — 減少、重複使用和回收，並根據其性質進行廢物分離。

在金融服務部門辦公室和酒店，我們採取了各種綠色措施，以盡量減少產生廢物源頭。例如，我們通過用電子版替換打印副本來鼓勵工作場所電子化。如果需要打印文件，建議我們的工作人員使用雙面打印以減少紙張浪費。

在酒店運營，我們也促進智能使用資源。為滿足需要提供洗浴用品以避免浪費，同時在員工食堂放置海報，宣傳珍惜食物以減少食物浪費的概念。本報告期內，皇家金堡和君怡與當地旅行社合作，為旅行團提供餐飲服務。為了減少不必要的食物浪費，所有材料都是根據預期旅行者的數量採購和準備的。糧食剩餘將被送到員工食堂。在君怡，我們還將食物垃圾分開並送到澳門環境保護局進行進一步加工和回收。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Within our operations, we strive to reuse resources to the fullest of our capability. After a guest checks out of a hotel room, our housekeeping staff will collect and separate different wastes, such as unused or leftovers of soaps amenities bottles and toilet paper rolls for further repurposing. Internal reusing policies that fit the respective resources' nature were formulated and implemented. In Grandview, soaps will be reused for housekeeping and cleaning purposes, shower gel and shampoo will be used as hand soap in public toilets, while toilet paper rolls will be re-utilised in staff toilets. Old linens and guest towels that are no longer suitable for guest use will be reprovisioned to the housekeeping department, where they will be reused as cleaning towels.

We practice extensive waste separation and recycling throughout our hotel operations. Currently, our recycling scope includes plastics, metals, used batteries, carton boxes and paper. We educate our employees on the identification of recyclables and proper waste separation. Engaged service provider would collect our recyclables for further processing regularly. During the Reporting Period, Grandview had recycled approximately 34 tonnes of recyclable materials.

We also conduct festive recycling within our hotels. After Chinese New Year, red packets collection boxes were placed in the back office area of the hotels to facilitate recycling of such among our employees. Grandview also organised moon cake boxes recycling after Mid-Autumn Festival. All red packets and moon cake boxes collected were sent to the Official Provisional Municipal Council of Macau. For other types of waste that are not applicable to the 3Rs strategies, special procedures are adopted for proper management. For example, the used cooking oil from our restaurants will be collected and sent to a waste processing service provider to ensure proper treatment before responsible disposal.

The Group generated no hazardous waste during the Reporting Period, while the consumption of packaging material is considered immaterial to our Group's operation and hence not disclosed in this Report.

我們營運時努力充分地利用資源。在客人退房後，我們的客房服務人員將收集和分離不同的廢物，例如肥皂用品瓶和衛生紙捲的未使用或剩餘物，以便進一步重新調整用途。我們制定並實施內部資源再利用政策。在君怡，肥皂將被重新用於家務和清潔目的，沐浴露和洗髮水將用作公共廁所的洗手皂，而衛生紙捲將在員工廁所中重新使用。不再適合客人使用的舊床單和客用毛巾將被重新配置到家政部門，被重新用作清潔毛巾。

我們在酒店運營中實施廣泛的廢物分類和回收。目前，我們的回收範圍包括塑料、金屬、廢舊電池、紙箱和紙張。我們教育員工識別可回收物品和適當的廢物分類，聯絡服務提供商會收集我們的可回收物品，以便定期進行進一步處理。本報告期內，君怡回收了約34噸可回收料。

我們還在酒店內進行節日回收。農曆新年過後，紅包收集箱被放置在酒店的後勤辦公室，以方便員工回收。君怡在中秋節後組織了月餅盒回收，收集的所有紅包和月餅盒被送到澳門官方市政委員會。對於不適用於3Rs的廢物類型，我們採用特殊程序進行適當的管理。例如，我們餐廳使用過的食用油將被收集並送到廢物處理服務提供商處，以確保在負責任處理之前得到適當的處理。

於報告期間，本集團並無產生任何危險廢物，而包裝材料的消耗對本集團的營運而言並不重要，因此未在本報告中披露。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Water Management

Under the inevitable climate change, the Group is committed to incorporating various water saving policies to lower our water consumption. In our hotel and gaming services segment, we strive to pursue sustainable water usage and management through different measures.

Since water facilities used by the office of our financial services segment are managed by the property management company, water consumption information is unavailable during the Reporting Period. Therefore, water consumption in this segment is not disclosed in this Report. Nevertheless, our employees are encouraged to the use of water wisely.

Water is used domestically by staff and guests and commercially for cooking, cleaning and housekeeping at our hotels. To assure water efficiency, water pipes and water taps are inspected regularly. We also endeavour to encourage and promote water conservation among employees and guests by putting up signs at noticeable areas in the kitchens and bathrooms.

Similar to electricity consumption, water consumption in the hotels are recorded and analysed by the engineering department monthly to inspect for unusual water consumption patterns. Investigations and immediate remedial actions are required when an abnormal pattern is found.

Our hotels are also rigorous in complying with effluent emission regulations. In kitchens, all wastewater would pass through an oil and grease interceptor to filter out oily impurities before disposing for further treatment. A professional service provider was commissioned to clean the interceptor regularly to maintain its efficiency. The intercepted oil and grease will also be collected by an external recycler for further treatment.

水資源管理

在不可避免的氣候變化下，本集團致力於採用各種節水政策來降低用水量。在我們的酒店和博彩服務業務，我們通過不同的措施努力追求可持續的用水和管理。

由於我們的金融服務分部辦公室使用的水設施由物業管理公司管理，因此報告期內無法獲取用水信息。因此，本報告將不披露該分部的用水量。儘管如此，我們鼓勵員工謹慎地使用水。

我們的水供員工和客人作內部用途，並在商業上用於酒店的烹飪、清潔和家務。水在工作人員和客人的國內使用，並在商業上用於我們酒店的烹飪、清潔和家政服務。為確保用水效率，我們定期檢查水管和水龍頭。我們亦通過在廚房和浴室的明顯區域張貼標誌，努力鼓勵和促進員工和客人節水。

與用電量相似，每月由工程部門為我們記錄和分析酒店的用水量，以檢查不尋常的用水模式，當發現異常時需要進行調查並立即採取補救措施。

我們的酒店也嚴格遵守污水排放法規。在廚房中，所有廢水都會通過油脂攔截器過濾掉油性雜質，然後再進行進一步處理。委託專業服務提供商定期清潔攔截器以保持其效率。截獲的油和油脂也將由外部回收商收集進行進一步處理。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR COMMUNITY

As a responsible corporate citizen, we attach great commitment in engaging, caring, empowering and investing in the community we operate in. During the Reporting Period, various activities were held by the Group for the interest of our employees, as well as for the well-being of the society.

Macau Tourism

Hospitality industry plays a vital role in supporting tourism in the region. To enhance our hotel employees' understanding on the culture of Macau, Grandview participated in the World Tourism Day — Tray Racing and Health Hiking, organised by the Macau Government Tourist Office and the Macau Hotel Association. Through tray racing and hiking, we hope to enhance our colleagues' knowledge and appreciation towards the heritage, traditions and culture of Macau, hence, bringing the most authentic experience to our guests during their stay in the city.

Employee Activities

The Group attends to the overall wellbeing of our employees by regularly arranging leisure activities to enhance their work-life balance, as well as to improve our workplace liveliness. At Casa Real and Grandview, birthday parties are held regularly to gather staff together to celebrate their big days. Annual dinners are also organised to celebrate and appreciate the hard work of our employees.

Community Activities and Donations

To develop a robust culture of community care in the Group, we take initiatives to arrange voluntary activities for our colleagues. This Reporting Period, Grandview participated in and coordinated the Red Pocket Envelope and Moon Cake Box Recycling Programme. Recycling bins were placed to collect the reusable resources for repurposing.

Our care for the community also extends to monetary donation. The Group also made monetary donations to various charities and organisations in Hong Kong, such as Po Leung Kuk, Tung Wah Group of Hospitals and Yan Oi Tong Limited. During the Reporting Period, the Group had donated more than approximately HK\$1,478,000 as a form of social investment.

我們的社區

作為一名負責任的企業公民，我們非常重視在我們經營的社區中接觸、關懷、激勵和投資。在本報告期內，本集團就員工和社會益址舉辦了各種活動。

澳門旅遊業

酒店業在支持地區旅遊業發揮至關重要的角色。為了加強酒店員工對澳門文化的認識，君怡參加了由澳門特別行政區政府旅遊局和澳門酒店協會組織的世界旅遊日 — 托盤賽和健身遠足。通過托盤賽和遠足，我們希望增強同事認識和欣賞澳門遺產、傳統和文化，從而為我們的客人在城市逗留期間帶來最真實的體驗。

員工活動

本集團通過定期安排休閒活動提升員工的工作與生活平衡，以及改善工作場所的活力，確保員工的整體健康。在皇家金堡和君怡，我們定期舉辦生日派對，聚集員工共同慶祝他們的重要日子。我們亦組織年度晚宴，以慶祝和欣賞員工的付出。

社區活動和捐贈

為了在本集團內建立健全的社區關懷文化，我們積極為員工安排志願活動。本報告期內，君怡參與和舉辦了紅封包和月餅盒回收計劃，並放置回收箱以收集可重用的資源以進行再利用。

我們對社區的關心延伸至金額捐贈。本集團向香港的各類慈善組織，如保良局、東華三院及仁愛堂有限公司捐款。於報告期間，本集團已捐贈超過約1,478,000港元作為社會投資。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG PERFORMANCE TABLE

環境、社會及管治績效表

Key Performance Indicators 關鍵績效指標	Unit 單位	Financial Services 金融業務	Casa Real 皇家金堡	Grandview 君怡	Total 總量
Environmental 環境					
GHG Emissions (Scope 1 & 2) 溫室氣體排放(範圍1及2)	tCO ₂ e- 噸二氧化碳當量	26.19	10,198.51	8,895.75	19,120.45
Scope 1: Direct Emissions 溫室氣體排放(僅限範圍1)	tCO ₂ e- 噸二氧化碳當量	N/A 不適用	1,207.58	201.02	1,408.60
Scope 2: Energy Indirect Emissions 溫室氣體排放(僅限範圍2)	tCO ₂ e- 噸二氧化碳當量	26.19	8,990.93	8,694.73	17,711.85
GHG Emission Intensity By Revenue 溫室氣體排放密度(按收入計)	tCO ₂ e-/HKD'000 噸二氧化碳當量/ 一千港元	N/A 不適用	N/A 不適用	N/A 不適用	0.01
GHG Emission Intensity By Total Number of Rooms Sold 溫室氣體排放密度(按房間出售總數計)	tCO ₂ e-/room sold 噸二氧化碳當量/ 房間出售	N/A 不適用	0.08	0.06	0.07 (265,249)
Energy Usage 能源消耗	GJ 千兆焦耳	117.85	54,942.27	39,356.00	94,416.12
Electricity Usage 用電量	MWh 兆瓦時	32.74	10,729.04	10,375.58	21,137.36
LPG Usage 液化石油氣用量	m ³ or kg 立方米或公斤	N/A 不適用	72,356.73 (kg) (公斤)	23,335.90 (m ³) (立方米)	95,692.63
Gasoline Usage 汽油用量	L 升	N/A 不適用	977.10	826.25	1,803.35
Diesel Oil Usage 柴油用量	L 升	N/A 不適用	373,083.24	22,630.77	395,714.01
Energy Intensity By Revenue 能源消耗密(按收入計)	GJ/HKD'000 千兆焦耳/一千港元	N/A 不適用	N/A 不適用	N/A 不適用	0.03
Energy Intensity By Total Number of Rooms Sold 能源消耗密(按房間出售總數計)	GJ/room sold 千兆焦耳/房間出售	N/A 不適用	0.44 (124,082)	0.28 (141,167)	0.36 (265,249)
Water Consumption 耗水量	m ³ 立方米	N/A 不適用	201,400.76	132,225.34	333,626.1
Waste Disposed 廢物處理	Tonnes 噸	N/A 不適用	N/A 不適用	77.00	77.00
Waste Recycled 廢物回收	Tonnes 噸	N/A 不適用	N/A 不適用	34.37	34.37

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Key Performance Indicators 關鍵績效指標	Unit 單位	Financial Services 金融服務	Casa Real ² 皇家金堡	Grandview ³ 君怡	Total 總計
Social 社會					
Total Workforce 總勞動力	Person 人口	71	396	271	738
<i>By Gender 按性別</i>					
Male 男	Person 人口	N/A 不適用	203	151	N/A 不適用
Female 女	Person 人口	N/A 不適用	193	120	N/A 不適用
<i>By Employment Category 按就業類別</i>					
Senior Level 高級	Person 人口	N/A 不適用	10	6	N/A 不適用
Intermediate Level 中級	Person 人口	N/A 不適用	59	5	N/A 不適用
Junior Level 初級	Person 人口	N/A 不適用	327	260	N/A 不適用
<i>By Age 按年齡</i>					
<30	Person 人口	N/A 不適用	101	73	N/A 不適用
30-50	Person 人口	N/A 不適用	230	150	N/A 不適用
>50	Person 人口	N/A 不適用	65	48	N/A 不適用
Turnover Rate by Gender 按性別劃分的就業轉移率					
<i>By Gender 按性別</i>					
Male 男	Person (%) 人口(百分比)	69	4	35.09	N/A 不適用
Female 女	Person (%) 人口(百分比)	71	13	30.83	N/A 不適用
Total Training Hours 總培訓時數	Hours 小時	46	1,019	2,099.25	3,164.25
<i>By Gender 按性別</i>					
Male 男	Hours 小時	28	554	1,142	1,724
Female 女	Hours 小時	18	465	957.25	1,440.25
<i>By Employment Category 按就業類別</i>					
Senior Level 高級	Hours 小時	46	39	81.5	166.5
Intermediate Level 中級	Hours 小時	0	201	122	323
Junior Level 初級	Hours 小時	0	800	1,895.75	2,695.75

2. Total workforce at Casa Real excludes staff at casinos and VIP lounges.
3. Total workforce at Grandview excludes staff at casinos and VIP lounges.

2. 皇家金堡的總勞動力不包括賭場和貴賓休息室的員工。
3. 君怡的總勞動力不包括賭場和貴賓休息室的員工。

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環境、社會及管治報告

HKEX ESG GUIDE CONTENT TABLE

環境、社會及管治指引目錄

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 內容	Relevant Chapter, Reference Page(s) or Explanation 相關章節或解釋
A. Environmental A. 環境		
Aspect A1: Emissions 層面 A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our Environment — Emissions Mitigation, Waste Management 我們的環境 — 減排、廢物管理
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Our Environment — Emissions Mitigation, ESG Performance Table 我們的環境 — 減排、境、社會及管治績效表
KPI A1.2 關鍵績效指標 A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	ESG Performance Table 環境、社會及管治績效表
KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	The Group's operations did not involve hazardous waste production. 本報告期內，本集團未生產任何危險廢物。
KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	ESG Performance Table 環境、社會及管治績效表
KPI A1.5 關鍵績效指標 A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Our Environment — Emissions Mitigation 我們的環境 — 減排
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Our Environment — Waste Management 我們的環境 — 廢物管理

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Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 內容	Relevant Chapter, Reference Page(s) or Explanation 相關章節或解釋
Aspect A2: Use of Resources 層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Out Environment — Energy Efficiency, Water Management 我們的環境 — 能源效率, 水資源管理
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	ESG Performance Table 環境、社會及管治績效表
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	ESG Performance Table 環境、社會及管治績效表
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Out Environment — Energy Efficiency 我們的環境 — 能源效率
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題, 以及提升用水效益計劃及所得成果。	Out Environment — Water Management 我們的環境 — 水資源管理
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	The Group's operations did not involve the use of packaging material for finished products 本集團並無生產任何成品, 因此於本報告期內並無消耗任何包裝材料。
Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Our Environment — Emissions Mitigation, Energy Efficiency, Waste Management, Water Management 我們的環境 — 減排, 能源效率, 廢物管理, 水資源管理
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Our Environment — Emissions Mitigation, Energy Efficiency, Waste Management, Water Management 我們的環境 — 減排, 能源效率, 廢物管理, 水資源管理

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Aspects, General Disclosures and KPIs 層面、一般披露及 關鍵績效指標	Description 內容	Relevant Chapter, Reference Page(s) or Explanation 相關章節或解釋
B. Social B. 社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment 層面 B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Our People — Equal Opportunity, Employee Welfare 我們的員工 — 僱傭，員工福利
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	ESG Performance Table 環境、社會及管治績效表
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	ESG Performance Table 環境、社會及管治績效表
Aspect B2: Health and Safety 層面 B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our People — Health and Safety 我們的員工 — 健康與安全
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	The Group did not have reported work-related fatality cases during the Reporting Period. 於報告期間並無錄得任何因工作關係而死亡的個案。
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Our People — Health and Safety 我們的員工 — 健康與安全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 按性別、年齡組別及地區劃分的僱員流失比率。	Our People — Health and Safety 我們的員工 — 健康與安全

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Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 內容	Relevant Chapter, Reference Page(s) or Explanation 相關章節或解釋
Aspect B3: Development and Training 層面 B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Our People — Training and Development 我們的員工 — 發展及培訓
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	ESG Performance Table 環境、社會及管治績效表
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	N/A 不適用
Aspect B4: Labour Standards 層面 B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our People — Labour Standards 我們的員工 — 勞工準則
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Our People — Labour Standards 我們的員工 — 勞工準則
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Our People — Labour Standards 我們的員工 — 勞工準則
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Our Operation — Supply Chain Management 我們的營運 — 供應鏈管理
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	N/A 不適用
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	Our Operation — Supply Chain Management 我們的營運 — 供應鏈管理

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Aspect B6: Product Responsibility 層面 B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our Operation — Corporate Governance (Confidentiality), Service Commitment 我們的營運 — 公司治理(保密)·服務承諾
KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	N/A 不適用
KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	N/A 不適用
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Our Operation — Corporate Governance (Confidentiality) 我們的營運 — 公司治理(保密)
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Our Operation — Service Commitment 我們的營運 — 服務承諾
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Our Operation — Corporate Governance (Confidentiality) 我們的營運 — 公司治理(保密)

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Aspect B7: Anti-corruption 層面 B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our Operation — Corporate Governance (Anti-Corruption, Anti-Money Laundering) 我們的營運 — 公司治理(反貪污，反洗錢)
KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	N/A 不適用
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Our Operation — Corporate Governance (Anti-Corruption, Anti-Money Laundering) 我們的營運 — 公司治理(反貪污，反洗錢)
Community 社區		
Aspect B8: Community Investment 層面 B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Our Community — Macau Tourism, Employee Activities, Community Activities and Donations 我們的社區 — 澳門旅遊業，員工活動，社區活動和捐贈
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Our Community — Macau Tourism, Employee Activities, Community Activities and Donations 我們的社區 — 澳門旅遊業，員工活動，社區活動和捐贈
KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Our Community — Macau Tourism, Employee Activities, Community Activities and Donations 我們的社區 — 澳門旅遊業，員工活動，社區活動和捐贈

REPORT OF THE DIRECTORS

董事局報告

The Directors of the Company (the “Directors”) have pleasure in submitting their report and the audited financial statements of the Group for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 41 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2019 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 103 to 104. The Board has recommended the payment of final dividend for the year ended 31 March 2019 of HK1.5 cents per share (2018: HK2 cents). No interim dividend was declared during the six months ended 30 September 2018 (six months ended 30 September 2017: nil).

BUSINESS REVIEW

A review of the Group’s business, an analysis of the Group’s performance (using financial key performance indicators), a description of the principal risks and uncertainties facing the Group, particulars of important events occurred since 31 March 2019, if any, and an indication of likely future development in the Group’s business are provided in the Management Discussion and Analysis of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Company’s environmental principles and practices are set out in the section headed “Environmental, Social and Governance Report” in this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board considers that effective environmental protection measures will not only contribute to environmental protection but also reduction of the production cost. During the Year, the Group has implemented various measures to reduce waste and pollution and to effectively and efficiently use the resources.

Financial Services Operation

The Group’s financial services operations are fully automated and waste-free. Looking forward, we will continue to adopt the environmental friendly operation mode.

本公司董事(「董事」)欣然提呈本集團截至二零一九年三月三十一日止年度之董事局報告及經審核財務報表。

主要業務

本公司主要業務為投資控股。其主要附屬公司業務載於財務報表附註41。

業績及分派

本集團截至二零一九年三月三十一日止年度之業績載於第103至104頁之綜合損益及其他全面收益表。董事局建議就截至二零一九年三月三十一日止年度派付末期股息每股1.5港仙(二零一八年：2港仙)。概無宣派截至二零一八年九月三十日止六個月之中期股息(截至二零一七年九月三十日止六個月：無)。

業務回顧

本集團之業務回顧、本集團表現分析(採用財務表現主要指標)、對本集團所面對主要風險及不明朗因素之論述、自二零一九年三月三十一日以來發生之重大事件之詳情(如有)，以及本集團業務相當可能進行之未來發展之揭示載於本年報「管理層討論及分析」內。

環境、社會及管治報告

本公司之環境原則及實務已載於本年報之「環境、社會及管治報告」一節內。

環境政策及表現

董事局認為有效的環保措施不僅為環境保護出一分力，亦可減少生產成本。年內，本集團已實施各項措施以減少廢物及污染，並有效地善用資源。

金融服務營運

本集團之金融服務營運屬全自動化及無廢料污染。展望未來，我們將繼續採納綠化營運模式。

REPORT OF THE DIRECTORS

董事局報告

Hotel and Gaming Operation

The Group is committed to minimising the environmental impact of its operation. Since our business operates in 24 hours basis, electricity consumption has always been a main concern for us. We are hence gradually replacing lighting system with energy saving LED light in the two hotels, which is beginning to yield positive results in reducing electricity usage. In addition to that, the Group is actively considering the installation of new air conditioning system to lower energy consumption and noise level. The Group's professional team also regularly checks and closely monitors the waste water system to ensure the sewage discharged is adequately treated and complied with relevant laws and regulations.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group has the greatest respect for the laws and regulations which govern our businesses. We have appointed compliance officer to oversee compliance with all relevant regulations for our financial services business in Hong Kong. As for the gaming business in Macau, the Group has adopted anti-money laundering procedures in accordance to relevant regulations. Policies are well communicated to relevant employees to ensure compliance with all these anti-money laundering policies and procedures.

The Group has complied with all relevant laws and regulations throughout the year.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The management firmly believes that staffs are the most valuable asset of a company and are crucial to the company's success. As a caring employer, we offer competitive benefits to our staffs and provide full spectrum training to familiarise our staffs with the industry. We are also committed to provide our staffs a safe working environment by strictly following operational manual formulated with reference to the guidelines issued by the Macau Labor Affairs Bureau.

The Group's key hotel customers include online and traditional travel agents. As a professional service provider, we are dedicated to provide wonderful accommodating and entertainment experience to our customers. Our well trained staffs create a safe, clean and cozy environment to gain repeat customers.

酒店及博彩營運

本集團致力將其營運對環境產生之影響減至最低。由於我們之業務以24小時經營模式運作，電力消耗一直為本集團之主要關注事項。因此，我們於兩家酒店內逐漸以節能LED燈代替照明系統，已開始在減少用電量方面取得積極成果。除此以外，本集團正積極考慮安裝新空調系統以減低能源消耗及噪音水平。本集團之專業團隊亦定期檢查及密切監察污水系統，以確保適當處理污水排放，並遵守相關法律及法規。

遵守相關法律及規例

本集團十分重視該等監管我們業務之法律及法規。我們已委聘合規主任，監督我們於香港之金融服務業務以遵守所有相關法規。就澳門博彩業務而言，本集團已根據相關法規採納反洗黑錢程序。我們與相關僱員進行良好溝通，以確保遵守所有該等反洗黑錢之政策及程序。

本集團於本年度內一直遵守所有相關法律及規例。

與僱員、客戶及供應商之關係

管理層確信員工為公司最寶貴資產，對公司成功至為關鍵。作為一名關心員工的僱主，我們為員工提供具競爭力福利，並提供全面培訓讓員工熟悉行業運作。我們亦嚴格遵循按照澳門勞工事務局頒佈之指引所制定經營手冊，致力為員工提供安全工作環境。

本集團酒店之主要客戶包括網上及傳統旅遊代理。作為專業服務供應商，我們承諾為客戶提供卓越住宿及娛樂體驗。我們之員工訓練有素，用心創造安全、潔淨及舒適環境，吸引客戶再度光臨。

REPORT OF THE DIRECTORS

董事局報告

We also established long-term good cooperation relationship with suppliers up to over 10 years, to ensure stable supply, price and quality of the product for our hotel operation in Macau.

SEGMENTAL INFORMATION

An analysis of the Group's performance for the year ended 31 March 2019 is set out in note 6 to the financial statements.

DIVIDEND POLICY

The Company has adopted a dividend policy on 4 January 2019 (the "Dividend Policy") in order to provide return to the shareholders of the Company (the "Shareholders").

Under the Dividend Policy, provided that the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others, the Group's actual and expected financial performance, retained earnings and distributable reserves, working capital requirements, capital expenditure requirements and future expansion plans, liquidity position, Shareholders' interests, general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group and other factors that the Board deems appropriate. Declaration and payment of dividend shall remain to be determined at the sole discretion of the Board and subject to the Laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations.

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

我們已與供應商建立逾十年之良好合作關係，確保為我們於澳門酒店之營運提供具有穩定供應、價格及品質之產品。

分類資料

本集團截至二零一九年三月三十一日止年度之表現分析載於財務報表附註6。

股息政策

本公司已於二零一九年一月四日採納股息政策(「股息政策」)，向本公司股東(「股東」)給予回報。

根據股息政策，在本集團有盈利且不影響本集團正常營運之前提下，本公司可考慮向股東宣佈及派發股息。在決定是否建議宣派股息及釐定股息金額時，董事局應考慮(其中包括)本集團之實際及預期財務表現、保留盈利和可分派儲備、營運資本要求、資本開支要求及未來擴展計劃、流動資金狀況、股東利益、整體經濟狀況、本集團業務之商業週期及其他可能影響本集團業務或財務表現及狀況之內在或外在因素以及董事局認為合適之其他因素。宣派及派付股息由董事局全權酌情決定，且須遵守百慕達法例、本公司之公司細則及任何適用法律、規則及規例。

本公司將持續檢討股息政策，且享有絕對酌情權保留隨時更新、修訂及/或修改股息政策之權利。股息政策概不構成本公司將派付任何特定金額股息之具法律約束力之承諾，及/或不會以任何方式令本公司有責任於任何時間或不時宣派股息。

REPORT OF THE DIRECTORS

董事局報告

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 39 to the financial statements and in the consolidated statement of changes in equity on page 107 respectively.

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31 March 2019 are set out in note 39 to the financial statements.

DONATIONS

Charitable donations made by the Group during the year ended 31 March 2019 amounted to approximately HK\$1,478,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 18 to the financial statements.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in note 41 to the financial statements.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out as below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Turnover	營業額	3,039,228	3,093,546	2,878,897	3,115,050	2,479,274
Profit before taxation	除稅前溢利	1,230,664	1,607,105	1,781,825	2,030,072	1,478,597
Profit attributable to owners	擁有人應佔溢利	1,001,927	1,348,626	1,484,943	1,700,374	1,259,636
Total assets	資產總值	35,292,916	37,594,895	36,654,689	34,928,528	32,747,741
Total liabilities	負債總額	(13,747,276)	(16,955,535)	(17,053,551)	(16,300,305)	(15,194,234)
Non-controlling interest	非控股權益	(23,599)	(15,606)	(19,871)	(12,231)	(19,299)
Shareholders' fund	股東資金	21,522,041	20,623,754	19,581,267	18,615,992	17,534,208

儲備

本公司及本集團年內儲備變動詳情分別載於財務報表附註39及第107頁之綜合權益變動表。

可分派儲備

本公司於二零一九年三月三十一日之可分派儲備詳情載於財務報表附註39。

捐款

截至二零一九年三月三十一日止年度，本集團作出慈善捐款合共約1,478,000港元。

物業、廠房及設備

本集團物業、廠房及設備變動詳情載於財務報表附註18。

附屬公司

本公司主要附屬公司詳情載於財務報表附註41。

五年財務概要

本集團過去五個財政年度之業績以及資產與負債概要，乃摘錄自經審核財務報表，並已作適當重新分類，載列如下：

REPORT OF THE DIRECTORS

董事局報告

SHARE OPTIONS AND SHARE CAPITAL

Details of the movements in the share options and share capital of the Company during the year are set out in notes 36 and 38 to the financial statements respectively.

Share Options Scheme

The share option scheme adopted on 7 June 2004 expired on 6 June 2014. At the annual general meeting of the Company held on 20 August 2013, shareholders of the Company have approved the adoption of a new share option scheme (the “Share Option Scheme”).

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to participants. To determine the eligibility of the participant, the Board may offer to grant an option to any participant who has contribution to the Group.

Options granted under the Share Option Scheme are subject to such terms and conditions as may be determined by the Board at its absolute discretion and specified in the offer of an option, which terms and conditions may include: (A) vesting conditions which must be satisfied before an option-holder’s option shall become vested and capable of being exercised; and (B) the Board may, in its absolute discretion, specify performance conditions that must be achieved before an option can be exercised and/or the minimum period for which an option must be held before it can be exercised.

The option price will be determined by the Board at its absolute discretion and notified to an option-holder. The minimum option price shall not be less than the highest of: (A) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the offer date; (B) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the offer date; and (C) the nominal value of the shares.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options to be granted under any other scheme must not in aggregate exceed 10% of the aggregate of the Shares in issue as at the adoption date. Options lapsed in accordance with the terms of the Share Option Scheme and any other scheme will not be counted for the purpose of calculating the 10% limit.

購股權及股本

本公司購股權及股本年內變動詳情分別載於財務報表附註36及38。

購股權計劃

於二零零四年六月七日採納之購股權計劃已於二零一四年六月六日屆滿。於二零一三年八月二十日舉行之本公司股東周年大會，本公司股東已批准採納一項新購股權計劃（「購股權計劃」）。

購股權計劃旨在為本公司提供靈活及有效之途徑，以向參與者作出鼓勵、獎勵、酬謝、報酬及／或提供福利。為確定參與者之資格，董事局可向任何曾對本集團作出貢獻之參與者提呈授予購股權。

根據購股權計劃授出之購股權須受董事局全權酌情釐定並在購股權要約中列明之條款及條件約束，該等條款及條件可能包括：(A) 必須在購股權持有人名下之購股權歸屬及可予以行使前達成之歸屬條件；及(B) 董事局可全權酌情規定在行使購股權前必須達成之表現條件及／或行使購股權前必須持有購股權之最短期限。

購股權價格將由董事局全權酌情釐定並通知購股權持有人。最低購股權價格不得低於下列之最高金額：(A) 聯交所每日報價表所報股份於要約日之收市價；(B) 聯交所每日報價表所報股份於緊接要約日前五個營業日之平均收市價；及(C) 股份面值。

根據購股權計劃將授出之所有購股權及根據任何其他計劃將授出之任何購股權獲行使時可發行之股份總數，合共不得超過於採納日期之已發行股份總數10%。在計算10%限額時，根據購股權計劃及任何其他計劃之條款已告失效之購股權將不會計算在內。

REPORT OF THE DIRECTORS

董事局報告

With the approval of the Shareholders in general meeting, the Board may “refresh” the 10% limit provided that the total number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other scheme under the limit as “refreshed” shall not exceed 10% of the Shares in issue as at the date on which the Shareholders approve the “refreshed” limit. Options previously granted under the Share Option Scheme and option granted under any other schemes (including those outstanding, cancelled and lapsed in accordance with the terms of the relevant scheme, or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”.

The Board may, with the approval of the Shareholders, grant options in excess of the 10% limit to participants specifically identified. In such situation, the Company will send a circular to the Shareholders containing a generic description of the specified participants who may be granted such options, the number and terms of such options to be granted and the purpose of granting such options to the specified participants with an explanation of how the terms of the options will serve the purpose. The total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and all outstanding options granted and yet to be exercised under any other scheme shall not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme and no options may be granted under any other schemes if this will result in the limit being exceeded.

The Board shall not grant any options to any participant which, if exercised, would result in such participant becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued or to be issued to him under all options granted to him (including those options exercised or outstanding) in any 12-month period exceed 1% of the shares in issue at such date.

The Board may grant options to any participant in excess of the individual limit of 1% in any 12-month period with the approval of the shareholders in general meeting (with such participant and his associates abstaining from voting). In such situation, the Company will send a circular to the Shareholders and the circular must disclose the identity of the participant, the number and terms of the options to be granted (and previously granted to such participant).

在獲得股東於股東大會批准之情況下，董事局可「更新」10%限額，惟在「經更新」限額規限下根據購股權計劃及任何其他計劃將授出之所有購股權獲行使而可予發行之股份總數，不得超過於股東批准「經更新」限額當日之已發行股份10%。在計算「經更新」限額時，以往根據購股權計劃授出之購股權及根據任何其他計劃授出之購股權（包括根據有關計劃之條款尚未行使、已註銷及失效之購股權或已行使之購股權）將不會計算在內。

董事局可在獲得股東批准後，向已指明之參與者授出超過上述10%限額之購股權。在此情況下，本公司將向股東寄發一份通函，載列可能獲授有關購股權之特定參與者之簡介、將予授出購股權之數目及條款，以及向特定參與者授出有關購股權之目的，並闡釋購股權之條款如何能達致該目的。在根據購股權計劃已授出但尚未行使之所有未行使購股權及根據任何其他計劃已授出但尚未行使之所有未行使購股權獲行使時可予發行之股份總數，不得超過不時已發行股份之30%。倘授出購股權將導致超出有關限額，則不得根據購股權計劃及任何其他計劃授出購股權。

倘向任何參與者授出任何購股權將導致該名參與者在行使有關購股權時於任何十二個月期間內有權認購之股份數目，在與根據該參與者所獲授之全部購股權（包括已行使或未行使之購股權）已獲發行或將獲發行之股份總數一併計算時，合共超過當日已發行股份之1%，則董事局不得向該參與者授出有關購股權。

獲得股東於股東大會上批准後，董事局可在任何十二個月期間內向任何參與者授予超出1%個人限額之購股權，惟該參與者及其聯繫人士須就此放棄表決。在此情況下，本公司將向股東寄發一份通函，該通函必須披露該參與者之身分及將授予（及以往授予）該參與者之購股權數目及條款。

REPORT OF THE DIRECTORS

董事局報告

An option under the Share Option Scheme which is vested and has not lapsed may be exercised at any time during such period notified by the Board as not exceeding 10 years from the offer date. The exercise of options may also be subject to any conditions imposed by the Board at the time of offer.

For the year ended 31 March 2019 and 2018, the Company had no share option being granted, outstanding, lapsed or cancelled pursuant to the Share Option Scheme.

EQUITY-LINKED AGREEMENT

Other than the Share Options Scheme as disclosed in the above paragraphs headed "Share Options Schemes", no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the financial year under review.

PERMITTED INDEMNITY

The Bye-Laws of the Company provide that the directors for the time being of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain 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 except such (if any) as they shall incur or sustain through their own willful neglect or default respectively.

The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the directors of the Company and its subsidiaries.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the laws of Bermuda, which would oblige the Company to offer new shares on prorata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 March 2019, there were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries.

根據購股權計劃已歸屬且尚未失效之購股權，可在董事局通知之期限內隨時行使，惟該期限不得超過要約日起計十年。行使購股權亦受限於董事局於提呈要約時訂定之任何條件。

截至二零一九年及二零一八年三月三十一日止年度，本公司並無根據購股權計劃已授出、尚未行使、已失效或註銷之購股權。

股權掛鈎協議

除上文「購股權計劃」一段所披露之購股權計劃外，本公司於年內概無訂立任何股權掛鈎協議，亦無股權掛鈎協議於回顧財政年度結束時存續。

獲准彌償

本公司之公司細則規定，本公司當時之董事均可從本公司資產獲得彌償，並確保該等人士不會因就各自之職務履行其職責或假定職責時作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支而受損，惟因(如有)彼等各自本身故意疏忽或失職而招致或蒙受者除外。

本公司已就本公司及其附屬公司董事可能在法律程序中進行抗辯所招致法律責任及費用購買保險。

優先購買權

本公司之公司細則或百慕達法例並無優先購買權之規定，致使本公司須按比例向現有股東提呈發售新股。

購買、出售或贖回股份

截至二零一九年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

REPORT OF THE DIRECTORS

董事局報告

DIRECTORS

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

Executive Directors

Mr. Chu, Nicholas Yuk-yui (*Chairman*)
Mrs. Chu Yuet Wah (*Chief Executive Officer*)
Mr. Chu, Kingston Chun Ho
Mr. Ho Chi Ho

Independent Non-executive Directors

Dr. Wong Yun Kuen
Mr. Lau Man Tak
Ms. Lo, Miu Sheung Betty

In accordance with the bye-law 87(1), Mrs. Chu Yuet Wah and Ms. Lo Miu Sheung, Betty will retire by rotation at the forthcoming annual general meeting, and being eligible, will offer themselves for re-election.

Dr. Wong Yun Kuen ("Dr. Wong") has informed the Board that he wished to retire from office at the 2019 AGM and would not offer himself for re-election as he would like to spend more time pursuing his own business. Accordingly, Dr. Wong will cease to be an independent non-executive Director, the chairman of the nomination committee of the Company and a member of each of the remuneration committee and audit committee of the Company upon the conclusion of the 2019 AGM.

Dr. Wong has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to his retirement.

The Board would like to propose the election of Mr. Chiu Sin Nang, Kenny ("Mr. Chiu") as an independent non-executive Director with effect from the conclusion of the 2019 AGM, subject to the approval of the shareholders at the 2019 AGM. The biographical details of Mr. Chiu are set out in the circular of the Company dated 30 July 2019 in relation to, inter alia, the re-election of retiring directors and election of director at the 2019 AGM.

The term of office for each of the Independent Non-executive Directors is the period up to his retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's bye-laws.

The Company has received from each of Dr. Wong Yun Kuen, Mr. Lau Man Tak and Ms. Lo, Miu Sheung Betty an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers the independent Non-executive Directors to be independent.

董事

截至二零一九年三月三十一日止年度及直至本報告日期止在任董事如下：

執行董事

朱沃裕先生 (*主席*)
李月華女士 (*行政總裁*)
朱俊浩先生
何志豪先生

獨立非執行董事

黃潤權博士
劉文德先生
羅妙嫦女士

根據公司細則第87(1)條規定，李月華女士及羅妙嫦女士將於應屆股東周年大會輪值退任，惟彼等符合資格並願意重選連任。

黃潤權博士（「黃博士」）向董事局表示有意投放更多時間處理本身事務，故擬於二零一九年股東周年大會退任，且不會重選連任。因此，於二零一九年股東周年大會結束時，黃博士將不再擔任獨立非執行董事、本公司提名委員會主席以及本公司薪酬委員會及審核委員會之成員。

黃博士已確認彼與董事會之間並無任何意見分歧，亦無其他有關其退任之事宜須敦請本公司股東或聯交所垂注。

董事局謹此建議推選趙善能先生（「趙先生」）擔任獨立非執行董事，自二零一九年股東周年大會結束起生效，惟須待股東於二零一九年股東周年大會上批准後始可作實。趙先生之履歷詳情載於本公司日期為二零一九年七月三十日有關（其中包括）於二零一九年股東周年大會重選退任董事及推選董事之通函。

各獨立非執行董事之任期直至彼須根據本公司之公司細則於本公司股東周年大會輪值退任並重選連任為止。

本公司已接獲黃潤權博士、劉文德先生及羅妙嫦女士各自根據上市規則第3.13條作出之年度獨立身分確認書，且本公司仍然認為獨立非執行董事屬獨立人士。

REPORT OF THE DIRECTORS

董事局報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group as at the date of this report are as follows:

Chairman and Executive Director

Mr. Chu, Nicholas Yuk-yui, aged 66, holds a Bachelor's degree in Accounting and a Master's degree of Business Administration from the Louisiana State University. He has more than 20 years experience in corporate finance, foreign exchange, lending, securities and futures trading industries. He is a member of Hong Kong Securities Institute and a responsible officer under the Securities and Futures Ordinance for type 1 (dealing in securities) and 2 (dealing in futures contracts) regulated activities. He is the spouse of Mrs. Chu Yuet Wah and the father of Mr. Chu, Kingston Chun Ho. He joined the Group in February 2006.

Chief Executive Officer and Executive Director

Mrs. Chu Yuet Wah, aged 60, is the Chief Executive Officer and an Executive Director of the Company. She is the co-founder of the Group, she has over 20 years of experience in financial services industry. Mrs. Chu has also been appointed as the Permanent Honorary President and Vice Chairman of The Institute of Securities Dealers, Vice Chairman of Hong Kong Securities Professionals Association. Moreover, she is a Member of National Committee of Chinese People's Political Consultative Conference, Vice President of Belt and Road General Chamber of Commerce, Permanent Member of the Friends of Hong Kong Association, the Founder and Permanent Honorary Chairman of The Chamber of Hong Kong Listed Companies, Chairman (2015–16) and Advisory Board Member (2016–17) of Po Leung Kuk, Standing Chairman of Federation of Hong Kong Guangdong Community Organisations, Chairman of the Hong Kong Federation of Dongguan Associations, Permanent Honorary Chairman of Federation of Hong Kong Zhuhai Community, Chairman of Aplichau Promotion of Tourism Association, Chairman of The Aplichau KaiFong Welfare Association, Honorary President of Hong Kong Army Cadets Association, Honorary President of Hong Kong New Arrivals Services Foundation Limited and Director of Sun Yat-Sen University Advisory Board. She earned an Honorary Ph.D. degree in Business Management from York University, the United States and holds a Bachelor's degree in Science of Management from Golden Gate University, the United States. Mrs. Chu is currently the chairman and an executive director of Sincere Watch (Hong Kong) Limited which is a company listed on the Main Board of the Stock Exchange. She is also the spouse of Mr. Chu, Nicholas Yuk-yui and the mother of Mr. Chu, Kingston Chun Ho. She joined the Group in April 2005.

董事及高級管理層履歷

於本報告日期，本集團董事及高級管理層履歷詳情如下：

主席兼執行董事

朱沃裕先生，66歲，持有路易士安納州立大學頒授之會計學學士學位及工商管理學碩士學位。彼於企業融資、外匯、借貸、證券及期貨交易行業具備超過20年經驗，彼為香港證券學會會員；根據證券及期貨條例，朱先生為第1類（證券交易）及第2類（期貨合約交易）受規管活動之負責人員。彼為李月華女士之配偶及朱俊浩先生之父親。彼於二零零六年二月加盟本集團。

行政總裁兼執行董事

李月華女士，60歲，本公司行政總裁兼執行董事。李女士為本集團之共同創辦人，於金融服務行業擁有超過20年經驗。李女士亦獲委任為證券商協會永遠名譽會長兼副主席以及香港證券學會副會長。此外，彼為中國人民政治協商會議全國委員會委員、一帶一路總商會常務副會長、香港友好協進會永遠會員、香港上市公司商會創辦人兼永遠名譽主席、保良局乙未年主席及丙申年顧問、香港廣東社團總會常務會長、香港東莞社團總會主席、香港珠海社團總會永遠榮譽會長、鴨洲旅遊促進會主席、鴨洲街坊福利會理事長、香港青少年軍總會榮譽會長、香港新來港人士服務基金名譽會長及中山大學顧問董事會首屆董事。彼獲頒美國約克大學商業管理榮譽哲學博士學位，並持有美國金門大學管理理學士學位。李女士目前為聯交所主板上市公司Sincere Watch (Hong Kong) Limited之主席兼執行董事。彼為朱沃裕先生之配偶及朱俊浩先生之母親。彼於二零零五年四月加盟本集團。

REPORT OF THE DIRECTORS

董事局報告

Executive Director

Mr. Chu, Kingston Chun Ho, aged 34, is an Executive Director of the Company. Mr. Chu is also a licensed person under Securities and Futures Ordinance for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities for the Company's wholly owned subsidiaries, Kingston Securities Limited and Kingston Corporate Finance Limited respectively. Mr. Chu is a Member of Guangxi Committee of The Chinese People's Political Consultative Conference, Member of General Committee of The Chamber of Hong Kong Listed Companies, Vice President of Hong Kong CPPCC Youth Association, Vice Director of Youth Committee of HKCPPCC (Provincial) Members Association, Vice President of Federation of HK Guangxi Community Organisations, Vice Chairman of Hong Kong Guangdong Youth Association, Honorary Chairman of Hong Kong Guangxi Youth Organisations and The Founder Chairman of Youth Committee of Hong Kong Federation of Dongguan Associations. Mr. Chu holds a Bachelor Degree of Science in Business Administration from the University of Southern California in the U.S.A. Mr. Chu is also an executive director of Sincere Watch (Hong Kong) Limited ("Sincere HK") since 29 May 2012 and the chairman and an executive director of Synergis Holdings Limited since 9 March 2017, both companies are listed on the Main Board of the Stock Exchange. Mr. Chu is a director of Sincere Watch Limited, the immediate holding company of Sincere HK since 21 May 2012. Mr. Chu was a non-executive director of New Concepts Holdings Limited from September 2016 to November 2017, a company listed on the Main Board of the Stock Exchange. Mr. Chu is the son of Mr. Chu, Nicholas Yuk-yui and Mrs. Chu Yuet Wah. Mr. Chu joined the Group in July 2010 and was appointed as Executive Director on 21 August 2015.

執行董事

朱俊浩先生，34歲，本公司執行董事。朱先生亦分別為本公司全資附屬公司金利豐證券有限公司及金利豐財務顧問有限公司證券及期貨條例項下第1類(證券交易)及第6類(就機構融資提供意見)受規管活動之持牌人士。朱先生為中國人民政治協商會議廣西壯族自治區政協委員、香港上市公司商會常務委員會委員、香港政協青年聯會副主席、港區省級政協委員聯誼會青年委員會副主任、香港廣西社團總會副會長、香港廣東青年總會副主席、香港廣西青年聯會名譽主席及香港東莞社團總會青年委員會創會主席。朱先生持有美國南加州大學工商管理學士學位。朱先生自二零一二年五月二十九日起亦出任Sincere Watch (Hong Kong) Limited (「Sincere HK」)之執行董事，並自二零一七年三月九日起出任昇捷控股有限公司之主席兼執行董事，上述公司均於聯交所主板上市。朱先生自二零一二年五月二十一日起為Sincere HK直屬控股公司Sincere Watch Limited之董事。朱先生於二零一六年九月至二零一七年十一月期間曾出任創業集團(控股)有限公司之非執行董事，該公司於聯交所主板上市。朱先生為朱沃裕先生及李月華女士之兒子。朱先生於二零一零年七月加盟本集團，並於二零一五年八月二十一日獲委任為執行董事。

REPORT OF THE DIRECTORS

董事局報告

Mr. Ho Chi Ho, aged 44, is an Executive Director of the Company. Mr. Ho is responsible for origination and execution of corporate finance transactions including mergers and acquisitions, corporate and capital restructuring, business projects evaluation, and equity and debt fund raising. Mr. Ho has extensive experience in banking and capital markets, and also held senior positions in corporate management in Hong Kong listed companies. Mr. Ho is also an executive director of China Water Industry Group Limited, a company listed on the Main Board of the Stock Exchange, since April 2019. Mr. Ho holds a Master degree in Business Administration from the Hong Kong University of Science and Technology and a Bachelor degree in Business Administration (Accounting and Finance) from The University of Hong Kong. He is registered as a Responsible Officer under the Securities and Future Ordinance for Type 6 (advising on corporate finance) regulated activities. Mr. Ho had worked with the Group from 2003 to 2007 and rejoined in August 2011. He was appointed as Executive Director on 2 January 2014.

Independent Non-executive Directors

Dr. Wong Yun Kuen, aged 61, received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. He has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities and Investment Institute. Dr. Wong is the chairman and an executive director of Far East Holdings International Limited and UBA Investments Limited, a non-executive director of China Sandi Holdings Limited and an independent non-executive director of DeTai New Energy Group Limited (formerly known as Guocang Group Limited), Kaisun Holdings Limited (formerly known as Kaisun Energy Group Limited), GT Group Holdings Limited (formerly known as China Yunnan Tin Minerals Group Company Limited), Synergis Holdings Limited and Tech Pro Technology Development Limited. Dr. Wong was also an executive director of Boill Healthcare Holdings Limited (formerly known as Ngai Shun Holdings Limited) from July 2016 to December 2018, an independent non-executive director of Asia Coal Limited from September 2018 to June 2019, Bauhaus International (Holdings) Limited from October 2004 to December 2016 and Sincere Watch (Hong Kong) Limited from September 2012 to December 2017. All the companies mentioned above are listed on the Main Board of the Stock Exchange. He joined the Group in June 2005.

何志豪先生，44歲，本公司執行董事。何先生負責發起及推動企業融資交易，包括併購、企業及資本重組、業務計劃評估以及股本及債務集資。何先生於銀行及資本市場具備豐富經驗，彼亦於多家香港上市公司出任企業管理高層職務。此外，何先生自二零一九年四月起擔任聯交所主板上市公司中國水業集團有限公司之執行董事。何先生持有香港科技大學工商管理碩士學位以及香港大學工商管理(會計及財務)學士學位。彼註冊為證券及期貨條例下第6類(就機構融資提供意見)受規管活動之負責人員。何先生曾於二零零三年至二零零七年任職本集團，後於二零一一年八月再度加盟本集團。彼於二零一四年一月二日獲委任為執行董事。

獨立非執行董事

黃潤權博士，61歲，持有哈佛大學博士學位，並曾任賓夕法尼亞大學沃頓商學院(Wharton School of the University of Pennsylvania)之「傑出客座學者」。彼投身美國及香港金融界多年，於企業融資、投資及衍生產品方面擁有豐富經驗。彼為香港證券及投資學會會員。黃博士為遠東控股國際有限公司及開明投資有限公司之主席兼執行董事、中國三迪控股有限公司之非執行董事以及德泰新能源集團有限公司(前稱國藏集團有限公司)、凱順控股有限公司(前稱凱順能源集團有限公司)、高富集團控股有限公司(前稱中國雲錫礦業集團有限公司)、昇捷控股有限公司及德普科技發展有限公司之獨立非執行董事。黃博士亦曾於二零一六年七月至二零一八年十二月期間出任保集健康控股有限公司(前稱毅信控股有限公司)之執行董事，以及於二零一八年九月至二零一九年六月期間出任亞洲煤業有限公司之獨立非執行董事、於二零零四年十月至二零一六年十二月期間出任包浩斯國際(控股)有限公司之獨立非執行董事及於二零一二年九月至二零一七年十二月期間出任Sincere Watch (Hong Kong) Limited之獨立非執行董事，上述公司均於聯交所主板上市。彼於二零零五年六月加盟本集團。

REPORT OF THE DIRECTORS

董事局報告

Mr. Lau Man Tak (“Mr. Lau”), aged 49, holds a Bachelor Degree of Arts in Accountancy from the Hong Kong Polytechnic University. He has more than 18 years of experience in finance and accounting. He is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Hong Kong Securities and Investment Institute and a fellow member of The Hong Kong Institute of Directors. Mr. Lau is currently an executive director and chairman of TEM Holdings Limited, a company listed on GEM of the Stock Exchange, an independent non-executive director of Synergis Holdings Limited, a company listed on Main Board of the Stock Exchange and an independent non-executive director of Chinese Food and Beverage Group Limited, a company listed on GEM of the Stock Exchange. He is also a non-executive director and chairman of REF Holdings Limited, a company listed on Main Board of the Stock Exchange. He was also an independent non-executive director of Sincere Watch (Hong Kong) Limited from June 2012 to December 2016, a company listed on the Main Board of the Stock Exchange. He joined the Group in October 2005.

Ms. Lo, Miu Sheung Betty (“Ms. Lo”), aged 57, is a qualified solicitor in Hong Kong and has over 30 years of experience in general legal practice, with specialisation in conveyancing, commercial and probate laws. Ms. Lo has been in active practice since qualification and is currently a consultant of Messrs. K.C. Ho & Fong, Solicitors & Notaries. She graduated from The University of Hong Kong with a Bachelor Degree in Laws (LL.B.) in 1985. She also holds a Postgraduate Certificate in Laws (PCLL). Ms. Lo is an independent non-executive director of Sincere Watch (Hong Kong) Limited since 19 June 2012. She is currently an independent non-executive director of AEON Stores (Hong Kong) Co., Limited since 8 November 2013. The securities of all of these companies are listed on the Main Board of the Stock Exchange. She joined the Group in September 2016.

劉文德先生（「劉先生」），49歲，持有香港理工大學會計學文學士學位，於融資及會計方面具備逾18年經驗。彼為香港會計師公會之會員、英國特許公認會計師公會之資深會員、香港證券及投資學會之資深會員及香港董事學會之資深會員。劉先生現為聯交所GEM上市公司創新電子控股有限公司之執行董事兼主席；聯交所主板上市公司昇捷控股有限公司之獨立非執行董事及聯交所GEM上市公司華人飲食集團有限公司之獨立非執行董事。彼亦為聯交所主板上市公司REF Holdings Limited之非執行董事兼主席。彼亦曾於二零一二年六月至二零一六年十二月期間擔任聯交所主板上市公司Sincere Watch (Hong Kong) Limited之獨立非執行董事。彼於二零零五年十月加盟本集團。

羅妙嫦女士（「羅女士」），57歲，為香港合資格律師，具備逾30年一般法律事務經驗，擅長業權轉移、商業及遺產法。羅女士自獲得資格以來一直積極執業，現為何君柱律師樓之顧問。彼於一九八五年畢業於香港大學，取得法學學士(LL.B.)學位，並持有法律專業證書(PCLL)。羅女士自二零一二年六月十九日起出任Sincere Watch (Hong Kong) Limited之獨立非執行董事。彼自二零一三年十一月八日起出任永旺(香港)百貨有限公司之獨立非執行董事。所有此等公司之證券均於聯交所主板上市。彼於二零一六年九月加盟本集團。

REPORT OF THE DIRECTORS

董事局報告

Senior Management

Mr. Lui Chun Pong, aged 50, joined the Group on 30 April 2018 and is the Chief Operating Officer of the Company. Mr. Lui obtained a Bachelor degree of Arts from the University of Hong Kong, a Master degree of Laws from the Chinese University of Hong Kong, a Master degree of Accountancy from Charles Sturt University in Australia and an Executive Master degree of Business Administration from the City University of Hong Kong. He is a Certified Public Accountant and a Certified Tax Advisor in Hong Kong, and a Chartered Certified Accountant and a Chartered Secretary in the United Kingdom. He has over 27 years of experience in corporate accounting, financing and tax administration in the real estate business like property development, property investment and property management, in addition to company secretarial practices of Hong Kong listed companies. Mr. Lui held senior positions at a number of Hong Kong Companies listed on the Main Board of the Stock Exchange. Mr. Lui currently is a non-executive director of China Ocean Fishing Holdings Limited, a company listed on GEM of the Stock Exchange. Mr. Lui was an executive director of Hsin Chong Group Holdings Limited from September 2015 to December 2016 and redesignated to a non-executive director from January 2017 to November 2018 and an executive director of Synergis Holdings Limited from December 2015 to March 2017, both Companies are listed on the Main Board of the Stock Exchange.

Mr. Chan Chun Lam, aged 47, joined the Group on 4 April 2014 and is the Financial Controller and Company Secretary of the Company. Mr. Chan holds a bachelor degree of Business Administration in Accounting with honors from Hong Kong Baptist University. Mr. Chan is a Certified Public Accountant (Practising) and a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Chan has worked for an International accounting firm and a number of listed companies in Hong Kong. Mr. Chan has over 20 years of professional experience in financial management and auditing.

高級管理層

呂振邦先生，50歲，於二零一八年四月三十日加盟本集團，為本公司營運總監。呂先生獲授香港大學文學士學位、香港中文大學法律碩士學位、澳洲查爾斯斯特德特大學會計學碩士學位及香港城市大學行政人員工商管理碩士學位。彼為香港執業會計師及註冊稅務顧問以及英國特許公認會計師及特許秘書。除於香港上市公司秘書實務方面外，彼於房地產業務（如物業發展、物業投資及物業管理）之企業會計、財務及稅務管理方面擁有逾27年經驗。呂先生曾於多間在聯交所主板上市的香港公司擔任高職。呂先生現時為聯交所GEM上市公司中國海洋捕撈控股有限公司之非執行董事。呂先生曾於二零一五年九月至二零一六年十二月期間出任新昌集團控股有限公司之執行董事，並於二零一七年一月至二零一八年十一月期間調任非執行董事，以及於二零一五年十二月至二零一七年三月期間曾出任昇捷控股有限公司之執行董事，上述公司均於聯交所主板上市。

陳俊霖先生，47歲，於二零一四年四月四日加盟本集團，為本公司財務總監兼公司秘書。陳先生持有香港浸會大學工商管理（榮譽）學士學位，主修會計學。陳先生為執業會計師以及英國特許公認會計師公會及香港會計師公會資深會員。陳先生曾任職於一家國際會計師行及多家香港上市公司。陳先生於財務管理及核數方面擁有逾20年專業經驗。

REPORT OF THE DIRECTORS

董事局報告

Ms. Chan Yin Tong Cynthia, aged 68, is a director of Kingston Securities Limited. Ms. Chan is responsible for promotion, sales and marketing, recruitment and training of sales representative of Kingston Securities. Ms. Chan has extensive experience in securities broking, compliance, administrative functions, activities in underwriting new issues, equity capital markets and project financing. Prior to joining the Group, she was the Dealing Director and Responsible Officer of Wintech Securities Limited and Koffman Securities Limited principally responsible for securities broking, compliance and administrative functions. In addition, Ms. Chan also undertook activities in underwriting new issues, equity capital markets and project financing. Ms. Chan has been working in international securities firms and investment banks in the 1980's. Ms. Chan worked in Merrill Lynch (FE) Limited in 1989 and Standard Chartered Securities Limited in 1993 and was also the Assistant Vice President of Prudential Bache Securities Hong Kong Limited in 1997. She is very experienced with the operations of the Hong Kong securities market. Ms. Chan is a registered Responsible Officer under Type 1 (dealing in securities) regulated activities. Ms. Chan joined the Group in February 2006.

Mr. Wong Hip Keung Jimmy, aged 58, is the Director-Retail and Corporate Sales of Kingston Securities Limited. Mr. Wong is responsible for overseeing the dealing department which includes both securities and futures products. He has a Bachelor Degree in Accounting from the Golden Gate University in San Francisco, CA, USA. With extensive experience in securities and capital markets, he is specialised in securities & futures broking, compliance and administrative functions. He is registered as a responsible officer under Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities. He joined the Group in October 1996.

Mr. Chan Kwun Wah Derek, aged 48, is the managing director of Kingston Corporate Finance Limited. He is principally engaged in leading and planning investment banking and financial consultation services, including IPO sponsorship, structured finance, merger & acquisitions, asset restructuring and corporate governance advisory. He has earned over 20 years of experience from a few renowned securities firms and global financial institutions. He holds a Master of Business Administration in the UK and a Bachelor's Degree in Business Administration in Canada. He is registered as a responsible officer under the Securities and Futures Ordinance for Type 1 & 6 activities. Mr. Chan had worked with the Group from 2004 to 2008 and rejoined in January 2014.

陳燕堂女士，68歲，金利豐證券有限公司之董事。陳女士負責推廣、銷售及營銷、招聘及培訓金利豐證券之銷售代表。陳女士於證券經紀、合規、行政管理、新股上市包銷活動、資本市場及項目融資方面具備豐富經驗。於加盟本集團前，彼為盈泰證券有限公司及高富民證券有限公司之交易董事及負責人員，負責證券經紀、合規及行政管理。此外，陳女士亦從事包銷新股、資本市場及項目融資活動。陳女士早於八十年代已任職於外資證券公司及投資銀行。陳女士於一九八九年任職於美林證券有限公司，於一九九三年任職於Standard Chartered Securities Limited，並於一九九七年任美國培基證券有限公司助理副總裁職位。彼對香港證券市場之運作擁有豐富經驗。陳女士為獲發牌進行第1類(證券交易)受規管活動之註冊負責人員。陳女士於二零零六年二月加盟本集團。

黃協強先生，58歲，金利豐證券有限公司之零售及企業銷售總監。黃先生負責監督包括證券及期貨產品在內之交易部門。彼自美國加州三藩市金門大學取得會計學士學位。彼在證券及資本市場具備豐富經驗，專注於證券及期貨經紀、合規及行政職能。彼註冊為第1類(證券交易)及第2類(期貨合約交易)受規管活動之負責人員。彼於一九九六年十月加盟本集團。

陳冠樺先生，48歲，為金利豐財務顧問有限公司董事總經理。彼主要從事領導及規劃投資銀行及財務顧問服務，包括首次公開發售保薦、結構融資、合併及收購、資產重組及企業管治諮詢。彼已自多家知名證券公司及全球性金融機構累積逾20年經驗。彼於英國持有工商管理碩士學位及於加拿大持有工商管理學士學位。彼註冊為證券及期貨條例項下第1及第6類活動之負責人員。陳先生曾於二零零四年至二零零八年任職本集團，後於二零一四年一月再度加盟本集團。

REPORT OF THE DIRECTORS

董事局報告

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Particulars of the Directors' emoluments and of the five highest paid individuals of the Group are set out in notes 16 and 17 to the financial statements respectively.

DIRECTORS' SERVICE CONTRACTS

Mrs. Chu Yuet Wah has entered into a service contract with the Company for an initial term of 3 years which commenced on 1 April 2014, and will continue thereafter until terminated by either party by giving not less than 6 months' written notice.

All Non-executive Directors have executed a letter of appointment with the Company for a term of one year which commenced on 1 April 2019, and subject to compliance with relevant requirements of the Listing Rules, and will continue thereafter until terminated by either party by giving not less than three months' written notice.

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2019, none of the Directors are interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Saved as disclosed in note 48 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party in which any Director had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 March 2019 or at any time during the year.

董事及五名最高薪酬人士酬金

董事及本集團五名最高薪酬人士酬金詳情分別載於財務報表附註16及17。

董事服務合約

李月華女士已與本公司訂立服務合約，自二零一四年四月一日起初步為期三年，並於任何一方發出不少於六個月書面通知終止合約前持續生效。

全體非執行董事已與本公司簽訂委任函件，自二零一九年四月一日起為期一年，須遵守上市規則之相關規定，並將於其後持續生效，直至任何一方發出不少於三個月之書面通知予以終止。

概無擬於應屆股東周年大會重選連任之董事與本公司訂立本公司不可於一年內免付法定賠償以外賠償終止之服務合約。

董事於競爭業務之權益

於二零一九年三月三十一日，除本集團業務外，概無董事於任何直接或間接對本集團業務構成或可能構成競爭之業務中擁有權益。

董事於合約之權益

除財務報表附註48所披露者外，董事並無直接或間接於本公司或其任何附屬公司參與訂立且於截至二零一九年三月三十一日止年度之結算日或年內任何時間依然生效之重大合約中擁有重大權益。

REPORT OF THE DIRECTORS

董事局報告

MANAGEMENT CONTRACTS

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

At 31 March 2019, the following Directors had interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would be required (a) to be notified to the Company or the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the requirements of the Model Code for Securities Transactions by Directors of Listed Companies:

Long positions in the Shares:

管理合約

截至二零一九年三月三十一日止年度，本公司概無就全部或任何重大部分業務簽訂或訂有任何管理及行政合約。

董事及高級行政人員於證券之權益及淡倉

於二零一九年三月三十一日，各董事於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司或聯交所之任何權益或淡倉(包括根據證券及期貨條例之條文被當作或視為擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須記入該條文所述登記冊之任何權益或淡倉；或(c)根據上市公司董事進行證券交易的標準守則規定須知會本公司及聯交所之任何權益或淡倉如下：

股份好倉：

Name of Directors 董事姓名	Number of shares of the Company 本公司股份數目		No. of underlying shares of the Company 本公司相關 股份數目	Total 總數	Approximate percentage of shareholding 概約 股權百分比
	Personal Interests 個人權益	Corporate Interests 公司權益			
Mrs. Chu Yuet Wah 李月華女士	–	10,157,205,895 (Note 1) (附註1)	3,750,000,000 (Note 2) (附註2)	13,907,205,895	102.15%
Mr. Chu, Nicholas Yuk-yui 朱沃裕先生	–	10,157,205,895 (Note 1) (附註1)	3,750,000,000 (Note 2) (附註2)	13,907,205,895	102.15%

REPORT OF THE DIRECTORS

董事局報告

Notes:

- (1) As at 31 March 2019, of the 10,157,205,895 shares, 1,894,699,896 shares are held by Sure Expert Limited, 15,939,999 shares are held by Kingston Capital Limited, 6,696,964,000 shares are held by Active Dynamic Limited, 424,602,000 shares are held by Choose Right Limited and 1,125,000,000 shares are held by Better Sino Limited, all of which are controlled by Mrs. Chu Yuet Wah ("Mrs. Chu"). Mr. Chu, Nicholas Yuk-yui ("Mr. Chu"), the spouse of Mrs. Chu is deemed to be interested in these 10,157,205,895 shares.
- (2) As at 31 March 2019, Mrs. Chu, through Active Dynamic Limited held 3,750,000,000 convertible preference shares conferring rights to subscribe for up to HK\$3,000,000,000 in aggregate in cash for 3,750,000,000 new shares at the conversion price of HK\$0.80 (subject to adjustments) per share. Mr. Chu is deemed to be interested in the 3,750,000,000 underlying shares held by Mrs. Chu.

Save for those disclosed above, no interests and short positions were held or deemed or taken to be held under Part XV of the SFO by any Director or the Chief Executive of the Company or their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code or which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein.

DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the section "Directors' and Chief Executive's interests and short positions in securities", at no time during the year ended 31 March 2019 was the Company or any of its associated corporations a party to any arrangement to enable the Directors or Chief Executive of the Company to acquire benefits by means of the acquisition of shares in, or underlying shares in, or debentures of, the Company or any other body corporate, and none of the Directors or Chief Executives, nor any of their spouses or children under the age of 18, had any rights to subscribe the securities of the Company, or had exercised any such rights during the year.

附註：

- (1) 於二零一九年三月三十一日，於 10,157,205,895 股股份中，1,894,699,896 股股份由 Sure Expert Limited 持有、15,939,999 股股份由金利豐融資有限公司持有、6,696,964,000 股股份由 Active Dynamic Limited 持有、424,602,000 股股份由 Choose Right Limited 持有及 1,125,000,000 股股份由佳育有限公司持有，該等公司全部均由李月華女士（「李女士」）控制。李女士之配偶朱沃裕先生（「朱先生」）被視為於該 10,157,205,895 股股份中擁有權益。
- (2) 於二零一九年三月三十一日，李女士透過 Active Dynamic Limited 持有 3,750,000,000 股可轉換優先股，賦予權利以現金按換股價每股 0.80 港元（可予調整）認購 3,750,000,000 股新股份，最高認購金額合共 3,000,000,000 港元。朱先生被視為於李女士所持有之 3,750,000,000 股相關股份中擁有權益。

除上文所披露者外，根據證券及期貨條例第 XV 部，本公司任何董事或高級行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）之股份、相關股份及債券中，持有或被視為或當作持有根據證券及期貨條例第 XV 部或標準守則須知會本公司及聯交所之權益及淡倉，或根據證券及期貨條例第 352 條必須記入該條文所述登記冊之權益及淡倉。

董事購入股份及債券之權利

除「董事及高級行政人員於證券之權益及淡倉」一節所披露者外，截至二零一九年三月三十一日止年度內任何時間，本公司或其任何相聯法團概無訂立任何安排，致使本公司董事或高級行政人員可藉購入本公司或任何其他法人團體之股份或相關股份或債券而獲益；各董事或高級行政人員或彼等之配偶或未滿 18 歲之子女並無任何認購本公司證券之權利，亦無於年內行使任何該等權利。

REPORT OF THE DIRECTORS

董事局報告

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2019, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Name of Shareholders 股東名稱／姓名	Number of shares of the Company 本公司股份數目		No. of underlying shares of the Company 本公司相關 股份數目	Total 總數	Approximate percentage of shareholding 概約 股權百分比
	Personal Interests 個人權益	Corporate Interests 公司權益			
Sure Expert Limited (Note 1)(附註1)	–	1,894,699,896	–	1,894,699,896	13.92%
Active Dynamic Limited (Note 2)(附註2)	–	6,696,964,000	3,750,000,000	10,446,964,000	76.73%
Better Sino Limited (Note 3) 佳育有限公司(附註3)	–	1,125,000,000	–	1,125,000,000	8.26%

Notes:

- (1) Sure Expert Limited is wholly and beneficially owned by Mrs. Chu. The interests of Mrs. Chu and Sure Expert Limited in the Company are stated under the section headed "Directors' and Chief Executive's interests and short positions in securities" above.
- (2) Active Dynamic Limited is wholly and beneficially owned by Mrs. Chu. The interests of Mrs. Chu and Active Dynamic Limited in the Company are stated under the section headed "Directors' and Chief Executive's interests and short positions in securities" above.
- (3) Better Sino Limited is wholly and beneficially owned by Mrs. Chu. The interests of Mrs. Chu and Better Sino Limited in the Company are stated under the section headed "Directors' and Chief Executive's interests and short positions in securities" above.

Save for those disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 March 2019.

RETIREMENT BENEFITS SCHEME

Particulars of the retirement benefits scheme of the Group are set out in note 35 to the financial statements.

主要股東

於二零一九年三月三十一日，按本公司根據證券及期貨條例第336條規定存置之主要股東登記冊顯示，下列股東已知會本公司，表示其於本公司已發行股本中擁有有關權益及淡倉：

附註：

- (1) Sure Expert Limited 由李女士全資實益擁有。李女士及 Sure Expert Limited 於本公司之權益載於上文「董事及高級行政人員於證券之權益及淡倉」一節。
- (2) Active Dynamic Limited 由李女士全資實益擁有。李女士及 Active Dynamic Limited 於本公司之權益載於上文「董事及高級行政人員於證券之權益及淡倉」一節。
- (3) 佳育有限公司由李女士全資及實益擁有。李女士及佳育有限公司於本公司之權益載於上文「董事及高級行政人員於證券之權益及淡倉」一節。

除上文所披露者外，於二零一九年三月三十一日，本公司並未獲知會本公司已發行股本中之任何其他有關權益或淡倉。

退休福利計劃

本集團退休福利計劃之詳情載於財務報表附註35。

REPORT OF THE DIRECTORS

董事局報告

CONNECTED TRANSACTION

1. Entering into Tenancy Agreement

On 15 January 2019, the Company as the tenant, entered into the Tenancy Agreement with The Center (72) Limited, a company wholly and beneficially owned by Mrs. Chu Yuet Wah, as the landlord of the Premises, in relation to the leasing of the Premises for a term of three years.

A summary of the principal terms of the Tenancy Agreement is as follows:

Date	: 15 January 2019
Parties	: (i) the Company as tenant; and (ii) The Center (72) Limited as landlord The Landlord is principally engaged in property holding.
Premises	: the whole of 72th floor, The Center, 99 Queen's Road Central, Central, Hong Kong Island, the gross floor area of which is approximately 26,586 square feet
Terms	: three (3) years, commencing from 15 January 2019 to 14 January 2022
Rental and payment terms	HK\$3,057,390 per month (excluding Government rates, Government rent, air-conditioning and management charges), with a rent-free period of three months commencing from 15 January 2019 to 14 April 2019
Air-conditioning and management charges	HK\$218,540 per month
Deposit	HK\$10,561,563.60, equivalent to three months' rental, Government rates, Government rent, air-conditioning and management charges by the Company to the Landlord on the date of the Tenancy Agreement

關連交易

1. 訂立租賃協議

於二零一九年一月十五日，本公司(作為承租人)與李月華女士全資實益擁有之The Center (72) Limited(作為物業之業主)就租賃物業訂立租賃協議，為期三年。

租賃協議之主要條款概述如下：

日期	: 二零一九年一月十五日
訂約方	: (i) 本公司(作為承租人)；及 (ii) The Center (72) Limited (作為業主) 業主要從事物業控股。
物業	: 香港島中環皇后大道中99號中環中心72樓全層，總建築面積約26,586平方呎
租期	: 三(3)年，自二零一九年一月十五日起至二零二二年一月十四日
租金及支付條款	: 每月3,057,390港元(不包括差餉、地租、空調及管理費)，免租期自二零一九年一月十五日起至二零一九年四月十四日止為期三個月
空調及管理費	: 每月218,540港元
按金	: 10,561,563.60港元，相當於三個月租金、差餉、地租、空調及管理費，由本公司於租賃協議日期支付予業主

REPORT OF THE DIRECTORS

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Based on the monthly rental, air-conditioning and management charges, and taking into account the rent-free period of three months under the Tenancy Agreement, the aggregate amount payable by the Company under the Tenancy Agreement will be approximately HK\$109 million and is expected to be financed by the internal resources of the Group.

Details were set out in the Company's announcement dated 15 January 2019.

2. Details of the connected transactions entered into by the Company during the year are set out in note 48 to the financial statements.

EVENTS AFTER THE REPORTING PERIOD

There is no important event affecting the Group that had occurred since 31 March 2019 and up to the date of this annual report.

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 48 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

AUDITORS

The financial statements for the year ended 31 March 2019 of the Company have been audited by BDO Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

Chu, Nicholas Yuk-yui
Chairman

Hong Kong, 26 June 2019

按照每月租金、空調及管理費，並計及租賃協議項下之三個月免租期，本公司根據租賃協議應付之總金額將約為109,000,000港元，且預期由本集團之內部資源提供資金。

有關詳情載於本公司日期為二零一九年一月十五日之公佈。

2. 本公司於年內曾進行關連交易之詳情載於財務報表附註48。

報告期後事項

自二零一九年三月三十一日起及直至本年報日期，概無發生影響本集團之重要事項。

關連方交易

有關本集團於日常業務過程中進行之重大關連方交易之詳情載於財務報表附註48。

充足公眾持股量

根據本公司公開取得之資料及據董事所知，於本報告日期，本公司全部已發行股本中最少25%由公眾持有。

核數師

本公司截至二零一九年三月三十一日止年度之財務報表已由香港立信德豪會計師事務所有限公司審核，其將於應屆股東周年大會上退任並符合資格且願意獲續聘。

代表董事局

主席
朱沃裕

香港，二零一九年六月二十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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**TO THE SHAREHOLDERS OF
KINGSTON FINANCIAL GROUP LIMITED**
(Incorporated in Bermuda with limited liability)

致金利豐金融集團有限公司
(於百慕達註冊成立之有限公司)
列位股東

OPINION

We have audited the consolidated financial statements of Kingston Financial Group Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 103 to 244, which comprise the consolidated statements of financial position as at 31 March 2019, and the consolidated statement of profit or loss and other 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.

意見

本核數師(以下簡稱「我們」)已審計列載於第103至244頁之金利豐金融集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,此財務報表包括於二零一九年三月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

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

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」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映了貴集團於二零一九年三月三十一日之綜合財務狀況以及截至該日止年度之綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為擬備。

BASIS FOR OPINION

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

意見之基礎

我們已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行我們之審核工作。我們就該等準則承擔之責任於本報告「核數師就審核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《專業會計師道德守則》(「守則」),我們獨立於貴集團,及我們已履行守則中之其他道德責任。我們相信,我們所獲得之審核憑證充足及適當,能夠為我們之意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

IMPAIRMENT OF GOODWILL

As at 31 March 2019, as a result of its acquisition of Kingston Capital Asia Limited in 2011, the Group had goodwill of HK\$10,997 million relating to the cash-generating units engaged in securities dealings, underwriting and placements, margin and IPO financing services and corporate finance advisory services.

Management concluded that there is no impairment on goodwill. This conclusion was based on a value in use model that required significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth. An independent external valuation was obtained in respect of the impairment assessment on goodwill in order to support management's estimates.

We identified the impairment of goodwill as a key audit matter because of the significant judgement involved in the determination of recoverable amounts and the significance of carrying amounts of goodwill to the Group's consolidated financial statements.

Refer to Note 19 to the consolidated financial statements and the accounting policies on Note 4 (c).

Our response:

Our procedures in relation to management's impairment assessment of goodwill included:

- Evaluating the independent external valuers' competence, capabilities and objectivity;
- Assessing the valuation methodology;
- Challenging the reasonableness of key assumptions based on our knowledge of business and industry; and
- Reconciling input data to supporting evidence, such as approved budgets and considering the reasonableness of these budgets.

關鍵審核事項

關鍵審核事項乃根據我們之專業判斷，認為對本期間綜合財務報表之審核最為重要事項，此等事項乃於我們審核整體綜合財務報表及出具意見時進行處理，而我們不會對此等事項提供單獨意見。

商譽減值

由於 貴集團於二零一一年收購 Kingston Capital Asia Limited，故此 貴集團於二零一九年三月三十一日擁有涉及證券交易、包銷及配售、保證金及首次公開發售融資服務以及企業財務顧問服務之現金產生單位之商譽為數 10,997,000,000 港元。

管理層已斷定概無有關商譽之減值。該結論乃根據使用價值模式得出，當中涉及管理層須對貼現率及相關現金流量（尤其是未來收益增長）作出重大判斷。已就商譽減值評估取得獨立外部估值，以為管理層之估算提供支持。

鑒於釐定可收回金額涉及重大判斷且商譽賬面值對 貴集團綜合財務報表亦相當重要，我們將商譽減值視為關鍵審核事項。

請參閱綜合財務報表附註 19 及附註 4(c) 所載之會計政策。

我們之回應：

我們有關管理層評估商譽減值之程序包括：

- 評估獨立外聘估值師之資歷、能力及客觀性；
- 評估估值方法；
- 根據業務及行業知識質疑關鍵假設是否合理；及
- 對比輸入數據與支持憑證，例如經批准之預算及考慮該等預算是否合理。

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KEY AUDIT MATTERS *(continued)*

IMPAIRMENT OF ADVANCES TO CUSTOMERS IN MARGIN FINANCING IN STAGE 3

We identified the impairment of Advances to Customers in Stage 3 as a key audit matter due to the involvement of significant management judgement and estimation uncertainty in determining the expected credit loss (“ECL”) amount.

As set out in notes 26 and 44(b)(ii) to the consolidated financial statements, the total gross amount as at 31 March 2019 of advances to customers in margin financing amounted to approximately HK\$19,238 million, of which approximately HK\$1,210 million is classified as stage 3.

As at 31 March 2019, an ECL of approximately HK\$866 million has been recognised in relation to advances to customers in margin financing in stage 3 as disclosed in note 44(b)(ii) to the consolidated financial statements.

As detailed in note 44(b)(ii) to the consolidated financial statements, the advances to customers in margin financing classified as stage 3 include margin loans to customers with a gross amount of approximately HK\$1,210 million and an impairment loss of approximately HK\$866 million. The primary source of repayment for these margin loans are from the pledged securities and the major pledged securities are suspended for trading. The management assessed the impairment by determining the fair value of the collateral on the basis of an accepted valuation method, which includes assumptions regarding the status and progress of the debt restructuring and estimates of unobservable inputs which require significant judgment.

In assessing the lifetime ECL on individual credit-impairment financial assets classified as stage 3, the Group performed the assessment based on the Group's historical credit loss experience, adjusted for factors that are specific to the borrowers, general economic conditions at the reporting date as well as the forecast of future conditions with significant judgment involved. The Group also reviews the value of the collateral received from the customers in determining the impairment. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

關鍵審核事項 *(續)*

向客戶墊付保證金融資 (第三階段) 減值

鑒於釐定預期信貸虧損(「預期信貸虧損」)金額涉及重大管理層判斷及估計不確定因素，我們將向客戶墊款(第三階段)減值視為關鍵審核事項。

誠如綜合財務報表附註26及44(b)(ii)所載，於二零一九年三月三十一日，向客戶墊付保證金融資總額約為19,238,000,000港元，其中約1,210,000,000港元歸類為第三階段。

於二零一九年三月三十一日，就綜合財務報表附註44(b)(ii)所披露向客戶墊付保證金融資(第三階段)確認預期信貸虧損約866,000,000港元。

誠如綜合財務報表附註44(b)(ii)所詳述，歸類為第三階段之向客戶墊付保證金融資包括向客戶提供之保證金貸款合共約1,210,000,000港元及減值虧損約866,000,000港元。該等保證金貸款之還款來源以抵押證券為主，而主要抵押證券已暫停買賣。管理層按照公認估值方法釐定抵押品之公平值並據此評估減值，該估值方法包括有關債務重組狀況及進展之假設以及不可觀察輸入數據之估計，而有關假設及估計牽涉重大判斷。

評估歸類為第三階段之個別信貸減值金融資產之永久預期信貸虧損時，貴集團根據貴集團過往信貸虧損經驗進行評估，並按借款人特定因素、於報告日期之整體經濟狀況及預測未來狀況作出調整，而此舉牽涉重大判斷。於釐定減值時，貴集團亦會審閱客戶所提供抵押品之價值。用於估計未來現金流量金額及時間之方法及假設定期予以檢討，以減少虧損估計與實際虧損經驗之間的差異。

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KEY AUDIT MATTERS *(continued)*

IMPAIRMENT OF ADVANCES TO CUSTOMERS IN MARGIN FINANCING IN STAGE 3 *(continued)*

Our response:

Our procedures in relation to management's impairment assessment of advances to customers in margin financing in Stage 3 included:

- Examined the underlying documentation supporting the value of the collateral, if any, and management's key estimations used in the individual impairment assessment on a sample basis. We also examined the estimated future cash flows and the fair value of collateral for all impaired amounts.
- Corroborating and challenging management's assessment and expectation of reasonably possible outcomes on the recoverability of the loan to the borrower and the estimated fair value and future cash flows from the pledged security against our understanding of the situation and the industry of the pledged security from reading public announcements and other externally available information;
- Discussing with the management the valuations of the pledged securities, if any, and together with our own internal valuation specialists:
 - (i) Assessing whether the selection of the valuation methodologies are appropriate for the pledged securities;
 - (ii) Assessing the reasonableness of the assumptions and judgements used by management in determining the status against publicly available information and other information from related external parties; and
 - (iii) Evaluating the appropriateness of key inputs used in the valuation of the pledged securities by independently checking to the external data.

關鍵審核事項 *(續)*

向客戶墊付保證金融資(第三階段)減值 *(續)*

我們之回應：

我們有關管理層評估向客戶墊付保證金融資(第三階段)減值之程序包括：

- 抽樣審查支持抵押品價值之相關文件(如有)及管理層用於個別減值評估之關鍵估計。我們亦審查所有減值款項之估計未來現金流量及抵押品公平值。
- 根據我們透過閱讀公告及其他外部資料所得悉抵押證券之狀況及行業資訊而證實及質疑管理層對借款人貸款可收回能力以及抵押證券估計公平值及未來現金流量之合理可能結果所作評估及預期；
- 與管理層討論抵押證券(如有)之估值，並聯同我們的內部估值專家：
 - (i) 評估所選用估值方法是否適用於抵押證券；
 - (ii) 評估管理層參照公開資料及其他相關外部資料釐定狀況所採用假設及判斷是否合理；及
 - (iii) 透過獨立檢視外部數據評估用於抵押證券估值之關鍵輸入數據是否恰當。

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OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

DIRECTOR'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

載於年報之其他資料

董事須對其他資料負責。其他資料包括 貴公司年報所載資料，惟不包括綜合財務報表及我們就此發出之核數師報告。

我們就綜合財務報表之意見並不涵蓋其他資料，我們亦不就其他資料發表任何形式之鑒證結論。

於我們審核綜合財務報表時，我們之責任乃閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解之情況有重大抵觸，或者似乎存在重大錯誤陳述。基於我們已執行之工作，倘我們認為其他資料存在重大錯誤陳述，我們須報告該事實。於此方面，我們並無任何報告。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會所頒佈香港財務報告準則及香港公司條例之披露規定，編製真實而公平地反映情況之綜合財務報表，及落實董事釐定對編製綜合財務報表屬必要之內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營能力，並披露與持續經營有關之事項(如適用)，除非董事擬將 貴集團清盤或停止營運，或別無其他實際替代方案，否則須採用持續經營為會計基礎。

董事亦須負責監督 貴集團之財務報告過程。審核委員會協助董事履行其此方面之責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional 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 misstatements, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表須承擔之責任

我們之目標乃就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，以及出具包括我們意見之核數師報告。本報告按照百慕達一九八一年公司法第90條僅向閣下（作為整體）發出，除此之外本報告別無其他目的。我們不就本報告之內容向任何其他人士負責或承擔責任。

合理保證屬高水平之保證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在重大錯誤陳述。錯誤陳述可因欺詐或錯誤引起，倘預期個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出經濟決定時，則被視為重大錯誤陳述。

於根據香港審計準則進行審核過程中，我們運用專業判斷，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，設計及執行審核程序以應對此等風險，以及取得充足及適當審核憑證，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，或凌駕於內部監控之上，因此未能發現因欺詐而導致重大錯誤陳述之風險較因錯誤而導致重大錯誤陳述之風險為高。
- 了解與審核相關之內部監控，以設計適當之審核程序，但目的並非對貴集團內部監控有效性發表意見。
- 評估董事所採用會計政策之恰當性以及作出會計估計及相關披露之合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

核數師就審核綜合財務報表須承擔之責任(續)

- 就董事採用持續經營會計基礎之恰當性作出結論。根據所得審核憑證，確定是否存在與事件或情況有關之重大不確定性，從而可能對 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，則有必要於核數師報告中提請使用者注意綜合財務報表中相關披露。假如有關披露不足，我們則應當發表非無保留意見。我們之結論乃基於截至核數師報告日期止所取得之審核憑證。然而，未來事件或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否以達致公允陳述之方式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分及適當之審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們對我們之審核意見承擔全部責任。

我們與審核委員會就(其中包括)審核之計劃範圍、時間安排及重大審核發現溝通，該等發現包括我們在審核過程中識別之內部監控之任何重大缺失。

我們亦向審核委員會作出聲明，確認我們已符合有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性之所有關係及其他事項，以及相關之防範措施(如適用)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

BDO Limited

Certified Public Accountants

Chan Tsz Hung

Practising Certificate Number P06693

Hong Kong, 26 June 2019

核數師就審核綜合財務報表須承擔之 責任 *(續)*

從與董事之溝通事項中，我們釐定對本期間綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律或法規不允許對某件事項作出公開披露，或於極端罕見之情況下，倘合理預期於我們報告中披露某事項而造成之負面後果將會超過其產生之公眾利益，則我們決定不應於報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

陳子鴻

執業證書編號 P06693

香港，二零一九年六月二十六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	7	3,039,228	3,093,546
Other income	其他收入	8	25,603	39,647
			3,064,831	3,133,193
Inventory consumed	所耗用存貨		(23,068)	(22,167)
Staff costs	員工成本	9	(253,327)	(264,966)
Gaming commission	博彩佣金		(94,010)	(92,526)
Broker commission	經紀佣金		(20,096)	(45,284)
Interest expenses for securities brokerage, underwriting and placements, margin and IPO financing operations	證券經紀、包銷及配售、 保證金以及首次公開發售 融資業務之利息開支		(316,910)	(264,144)
Depreciation	折舊	18	(103,071)	(105,457)
Impairment loss on advances to customers in margin financing	向客戶墊付保證金融資減值 虧損	26	(479,411)	(430,573)
Written-off of intangible assets	撇銷無形資產	20	(266,157)	-
Administrative expenses	行政開支		(112,638)	(125,654)
Other operating expenses	其他經營開支		(129,106)	(138,105)
			(1,797,794)	(1,488,876)
Finance income	融資收入		21,803	14,972
Finance cost	融資成本	10	(32,760)	(30,300)
Fair value loss on held for trading investments	持作買賣投資之公平值虧損		-	(12,331)
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之公平值虧損		(26,116)	-
Exchange gain	匯兌收益		700	4,579
Amortisation	攤銷	20	-	(14,132)
			(36,373)	(37,212)
Profit before taxation	除稅前溢利	12	1,230,664	1,607,105
Taxation	稅項	11	(220,744)	(252,744)
Profit for the year	年內溢利		1,009,920	1,354,361

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Notes	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		附註		
Profit for the year	年內溢利		1,009,920	1,354,361
Other comprehensive income	其他全面收入	15		
Item that will not be reclassified to profit or loss:	將不會重新分類至損益之項目：			
Surplus on revaluation of leasehold land and buildings	重估租賃土地及樓宇之盈餘		254,560	128,099
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：			
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產之公平值變動		(270)	–
Unrealised loss arising from change in fair value of available-for-sale investments	可供出售投資公平值變動產生之未變現虧損		–	(138)
Other comprehensive income for the year, net of tax	年內其他全面收入，扣除稅項		254,290	127,961
Total comprehensive income for the year	年內全面收入總額		1,264,210	1,482,322
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		1,001,927	1,348,626
Non-controlling interests	非控股權益		7,993	5,735
			1,009,920	1,354,361
Total comprehensive income attributable to:	應佔全面收入總額：			
Owners of the Company	本公司擁有人		1,256,217	1,476,587
Non-controlling interests	非控股權益		7,993	5,735
			1,264,210	1,482,322
Earnings per share (cents per share)	每股盈利(每股仙)	14		
— Basic	— 基本		5.77	7.77
— Diluted	— 攤薄		5.77	7.77

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	3,043,862	2,848,724
Statutory deposit for financial services business	金融服務業務之法定按金		4,072	10,281
Goodwill	商譽	19	10,996,683	10,996,683
Intangible assets	無形資產	20	–	266,157
			14,044,617	14,121,845
Current assets	流動資產			
Inventories	存貨	21	2,488	2,390
Available-for-sale investments	可供出售投資	22	–	410
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	23	140	–
Held for trading investments	持作買賣投資	24	–	192,805
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	25	168,366	–
Advances to customers in margin financing	向客戶墊付保證金融資	26	18,252,042	20,582,355
Trade and other receivables	貿易及其他應收賬款	27	212,979	152,521
Tax recoverable	可收回稅項	46	154,012	97,175
Cash and bank balances — held on behalf of customers	現金及銀行結餘 — 代客戶持有	28	1,371,749	2,049,601
Cash and bank balances — general accounts	現金及銀行結餘 — 一般賬戶	29	1,086,523	395,793
			21,248,299	23,473,050
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	30	1,657,540	2,284,507
Amounts due to shareholders	應付股東款項	31	4,662,264	4,219,911
Loan from a related company	來自一家關連公司貸款	32	4,033,342	7,142,999
Subordinated loans	後償貸款	33	700,000	700,000
Bank loans	銀行貸款	34	1,420,000	1,710,000
Tax payable	應付稅項		52,495	65,217
			12,525,641	16,122,634
Net current assets	流動資產淨值		8,722,658	7,350,416
Total assets less current liabilities	總資產減流動負債		22,767,275	21,472,261

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2019 於二零一九年三月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	34	1,000,000	640,000
Deferred tax liabilities	遞延稅項負債	37	221,635	192,901
Total non-current liabilities	非流動負債總額		1,221,635	832,901
Total liabilities	負債總額		13,747,276	16,955,535
Net assets	資產淨值		21,545,640	20,639,360
Capital and reserves	資本及儲備			
Share capital — ordinary shares	股本 — 普通股	38	272,290	272,290
Share capital — non-redeemable convertible preference shares	股本 — 不可贖回可換股 優先股	38	75,000	75,000
Reserves	儲備	39	21,174,751	20,276,464
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		21,522,041	20,623,754
Non-controlling interests	非控股權益		23,599	15,606
Total equity	權益總額		21,545,640	20,639,360

On behalf of the Board

代表董事局

Chu, Nicholas Yuk-yui

朱沃裕
Director
董事

Chu Yuet Wah

李月華
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital — non-redeemable convertible preference shares 股本—不可贖回可換股優先股	Share premium account 股份溢價賬	Capital redemption reserve 資本贖回儲備	Contributed surplus 繳納盈餘	Property revaluation reserve 物業重估儲備	Investment revaluation reserve 投資重估儲備	FVOCI reserve 按公平值計入其他全面收入儲備	Exchange fluctuation reserve 匯率波動儲備	Retained earnings 保留盈利	Total	Non-controlling interests 非控股權益	Total equity 權益總額	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 April 2017	於二零一七年四月一日	272,290	75,000	11,739,980	466	814	1,326,310	1,460	-	(23,169)	6,188,116	19,581,267	19,871	19,601,138
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	1,348,626	1,348,626	5,735	1,354,361	
Other comprehensive income for the year	年內其他全面收入	-	-	-	-	-	128,099	(138)	-	-	127,961	-	127,961	
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	128,099	(138)	-	1,348,626	1,476,587	5,735	1,482,322	
Realised upon depreciation based on revalued amount of land and building	按土地及樓宇重估金額於折舊時變現	-	-	-	-	(39,808)	-	-	-	39,808	-	-	-	
Payment of dividend	派付股息	-	-	-	-	-	-	-	-	(434,100)	(434,100)	(10,000)	(444,100)	
At 31 March 2018	於二零一八年三月三十一日	272,290	75,000	11,739,980	466	814	1,414,601	1,322	-	(23,169)	7,142,450	20,623,754	15,606	20,639,360
At 1 April 2018 as originally presented	於二零一八年四月一日(如前呈列)	272,290	75,000	11,739,980	466	814	1,414,601	1,322	-	(23,169)	7,142,450	20,623,754	15,606	20,639,360
Initial application of HKFRS 9 (Note 2)	首次應用香港財務報告準則第9號(附註2)	-	-	-	-	-	-	(1,322)	1,322	-	(10,640)	(10,640)	-	(10,640)
Restated balance at 1 April 2018	於二零一八年四月一日之重列結餘	272,290	75,000	11,739,980	466	814	1,414,601	-	1,322	(23,169)	7,131,810	20,613,114	15,606	20,628,720
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	1,001,927	1,001,927	7,993	1,009,920	
Other comprehensive income for the year	年內其他全面收入	-	-	-	-	254,560	-	(270)	-	-	254,290	-	254,290	
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	254,560	-	(270)	-	1,001,927	1,256,217	7,993	1,264,210	
Realised upon depreciation based on revalued amount of land and building	按土地及樓宇重估金額於折舊時變現	-	-	-	-	(43,844)	-	-	-	43,844	-	-	-	
Payment of dividends	派付股息	-	-	-	-	-	-	-	-	(347,290)	(347,290)	-	(347,290)	
At 31 March 2019	於二零一九年三月三十一日	272,290	75,000	11,739,980	466	814	1,625,317	-	1,052	(23,169)	7,830,291	21,522,041	23,599	21,545,640

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash flows from operating activities	經營業務所得現金流量		
Profit before taxation	除稅前溢利	1,230,664	1,607,105
Adjustments for:	就下列各項作出調整：		
Finance cost	融資成本	32,760	30,300
Finance income	融資收入	(21,803)	(14,972)
Dividend income	股息收入	(567)	(176)
Amortisation	攤銷	–	14,132
Depreciation	折舊	103,071	105,457
Expected credit loss on trade and other receivables	貿易及其他應收賬款之預期信貸虧損	226	–
Written-off of intangible assets	撇銷無形資產	266,157	–
Impairment loss on advances to customers in margin financing	向客戶墊付保證金融資之減值虧損	479,411	430,573
Bad debts recovery	壞賬收回	–	(1,005)
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值虧損	26,116	12,331
Fair value loss on held for trading investments	持作買賣投資之公平值虧損	–	12,331
Operating profit before working capital changes	營運資金變動前之經營溢利	2,116,035	2,183,745
Increase in inventories	存貨增加	(98)	(68)
Increase in held for trading investments	持作買賣投資增加	–	(70,181)
Increase in financial assets at fair value through profit or loss	按公平值計入損益之金融資產增加	(1,677)	–
Decrease/(increase) in statutory deposit for financial business	金融業務之法定按金減少/(增加)	6,209	(3,134)
Decrease/(increase) in advances to customer in margin financing and trade and other receivables	向客戶墊付保證金融資以及貿易及其他應收賬款減少/(增加)	1,779,579	(1,543,576)
Decrease in cash and bank balances — held on behalf of customers	現金及銀行結餘減少 — 代客戶持有	677,852	360,758
Decrease in trade and other payables	貿易及其他應付賬款減少	(626,967)	(331,954)
Cash generated from operations	經營業務所得現金	3,950,933	595,590
Income taxes paid	已付所得稅	(296,282)	(252,522)
Net cash from operating activities	經營業務所得現金淨額	3,654,651	343,068

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流量		
Payment for the purchase of property, plant and equipment	支付購買物業、廠房及設備費用	(8,937)	(9,089)
Interest received	已收利息	21,803	14,972
Dividend received	已收股息	567	176
Net cash from investing activities	投資活動所得現金淨額	13,433	6,059
Cash flows from financing activities	融資活動所得現金流量		
Increase in amounts due to shareholders	應付股東款項增加	442,353	1,908,000
Decrease in loan from a related company	來自一家關連公司貸款減少	(3,109,657)	(805,862)
Repayment of bank borrowings	償還銀行借貸	(17,758,000)	(19,150,834)
Proceed from bank borrowings	銀行借貸所得款項	17,828,000	18,265,000
Interest paid	已付利息	(32,760)	(30,300)
Dividend paid	已付股息	(347,290)	(434,100)
Dividend paid to non-controlling interests	已付非控股權益股息	-	(10,000)
Net cash used in financing activities	融資活動所用現金淨額	(2,977,354)	(258,096)
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	690,730	91,031
Cash and cash equivalents at beginning of year	年初現金及現金等值項目	395,793	304,762
Cash and cash equivalents at end of year (note 29)	年終現金及現金等值項目 (附註 29)	1,086,523	395,793

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in Bermuda on 10 April 1996 under the Companies Act 1981 of Bermuda. The Company's shares have been listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 23 July 1996. The address of its registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and 72/F, The Center, 99 Queen's Road Central, Central, Hong Kong, respectively.

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018

Annual Improvements to HKFRSs 2014–2016 Cycle	Amendments to HKFRS 1, First time adoption of Hong Kong Financial Reporting Standards
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarification to HKFRS 15)
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration

2.1.1 Annual Improvements to HKFRSs 2014–2016 Cycle — Amendments to HKFRS 1, First time Adoption of Hong Kong Financial Reporting Standards

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, removing transition provision exemptions relating to accounting periods that had already passed and were therefore no longer applicable.

1 公司資料

本公司於一九九六年四月十日根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限公司。本公司股份自一九九六年七月二十三日起於香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處及主要營業地點之地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港中環皇后大道中99號中環中心72樓。

2 採納香港財務報告準則(「香港財務報告準則」)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效

香港財務報告準則二零一四年至二零一六年週期之年度改進	香港財務報告準則第1號之修訂「首次採納香港財務報告準則」
香港財務報告準則第2號之修訂	以股份為基礎之支付交易之分類及計量
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益
香港財務報告準則第15號之修訂	客戶合約收益(澄清香港財務報告準則第15號)
香港(國際財務報告詮釋委員會) — 詮釋第22號	外幣交易及預付代價

2.1.1 香港財務報告準則二零一四年至二零一六年週期之年度改進 — 香港財務報告準則第1號之修訂「首次採納香港財務報告準則」

根據年度改進程序頒佈之修訂對目前不明確準則作出輕微非緊急修改，其中香港財務報告準則第1號之修訂「首次採納香港財務報告準則」移除涉及已結束會計期間並因而不再適用之過渡條文豁免。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.1 Annual Improvements to HKFRSs 2014–2016 Cycle — Amendments to HKFRS 1, First time Adoption of Hong Kong Financial Reporting Standards (continued)

The adoption of these amendments has no impact on these financial statements as the periods to which the transition provision exemptions related have passed.

2.1.2 Amendments to HKFRS 2 — Classification and Measurement of Share-Based Payment Transactions

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The adoption of these amendments has no impact on these financial statements as the Group does not have any cash-settled share-based payment transaction and has no share-based payment transaction with net settlement features for withholding tax.

2.1.3 HKFRS 9 — Financial Instruments

(i) *Classification and measurement of financial instruments*

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 April 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of HKFRS 9 from 1 April 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the consolidated financial statements.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日起生效(續)

2.1.1 香港財務報告準則二零一四年至二零一六年週期之年度改進 — 香港財務報告準則第1號之修訂「首次採納香港財務報告準則」(續)

採納該等修訂對此等財務報表並無影響，原因為相關過渡條文豁免期限已結束。

2.1.2 香港財務報告準則第2號之修訂 — 以股份為基礎之支付交易之分類及計量

該等修訂規定歸屬及非歸屬條件對計量現金結算以股份為基礎之支付所產生影響之會計處理；預扣稅責任具有淨額結算特徵之以股份為基礎之支付交易；以及交易類別由現金結算更改為股本結算之以股份為基礎之支付條款及條件之修訂。

採納該等修訂對此等財務報表並無影響，原因為本集團既無任何現金結算以股份為基礎之支付交易，亦無任何預扣稅責任具有淨額結算特徵之以股份為基礎之支付交易。

2.1.3 香港財務報告準則第9號 — 金融工具

(i) *金融工具之分類及計量*

香港財務報告準則第9號於二零一八年四月一日或以後開始之年度期間取代香港會計準則第39號金融工具：確認及計量，合併金融工具會計處理全部三個方面：(1)分類及計量；(2)減值；及(3)對沖會計法。自二零一八年四月一日起採納香港財務報告準則第9號導致本集團會計政策及綜合財務報表所確認金額產生變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

- (i) *Classification and measurement of financial instruments (continued)*

The following tables summarised the impact, net of tax, of transition to HKFRS 9 on the opening balance of reserves and retained earnings as of 1 April 2018 as follows (increase/(decrease)):

		HK\$'000 千港元
Retained earnings	保留盈利	
Retained earnings as at 31 March 2018	於二零一八年三月三十一日之 保留盈利	7,142,450
Increase in expected credit losses (“ECLs”) in trade and other receivables and advances to customers in margin financing (Note 2.1.3(ii) below)	貿易及其他應收賬款以及向客戶墊付保證金融資之預期信貸虧損(「預期信貸虧損」)增加(下文附註2.1.3(ii))	(10,640)
Restated retained earnings as at 1 April 2018	於二零一八年四月一日之重列 保留盈利	7,131,810
Available-for-sale financial asset reserve	可供出售金融資產儲備	
Reserve balance at 31 March 2018	於二零一八年三月三十一日之 儲備結餘	1,322
Reclassify investments from available-for-sale at fair value to FVOCI (Note 2.1.3(i) below)	由按公平值計量之可供出售投資重新分類至按公平值計入其他全面收入之投資(下文附註2.1.3(i))	(1,322)
Restated reserve balance as at 1 April 2018	於二零一八年四月一日之重列 儲備結餘	—
FVOCI reserve	按公平值計入其他全面收入儲備	
Reserve balance at 31 March 2018	於二零一八年三月三十一日之 儲備結餘	—
Reclassify investments from available-for-sale at fair value to FVOCI (Note 2.1.3(i) below)	由按公平值計量之可供出售投資重新分類至按公平值計入其他全面收入之投資(下文附註2.1.3(i))	1,322
Restated reserve balance as at 1 April 2018	於二零一八年四月一日之 重列儲備結餘	1,322

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

- (i) 金融工具之分類及計量(續)

下表概述香港財務報告準則第9號過渡期間對於二零一八年四月一日之期初儲備及保留盈利結餘造成以下影響(增加／(減少)):

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(i) *Classification and measurement of financial instruments (continued)*

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group's accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group's classification and measurement of financial assets is set out below.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(i) 金融工具之分類及計量(續)

香港財務報告準則第9號承襲香港會計準則第39號有關金融負債確認、分類及計量的規定，惟指定為按公平值計入損益之金融負債除外，其負債信貸風險變動所導致公平值變動金額於其他全面收入確認，除非此舉將產生或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定，惟已取消原來香港會計準則第39號中持有至到期金融資產、貸款及應收賬款以及可供出售金融資產之金融資產類別。採納香港財務報告準則第9號不會對本集團有關金融負債及衍生金融工具之會計政策造成重大影響。香港財務報告準則第9號對本集團金融資產分類及計量之影響載列如下。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(i) *Classification and measurement of financial instruments (continued)*

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs. A financial asset is classified as: (i) financial assets at amortised cost (“amortised costs”); (ii) financial assets at fair value through other comprehensive income (“FVOCI”); or (iii) FVTPL (as defined in above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the “solely payments of principal and interest” criterion, also known as “SPPI criterion”). Under HKFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(i) 金融工具之分類及計量(續)

根據香港財務報告準則第9號，除若干貿易應收賬款(根據香港財務報告準則第15號，貿易應收賬款並不包括重大融資成分)外，倘為並非按公平值計入損益(「按公平值計入損益」)之金融資產，實體於初次確認時須按公平值加交易成本計量該項金融資產。金融資產分類為：(i)按攤銷成本(「攤銷成本」)計量之金融資產；(ii)按公平值計入其他全面收入(「按公平值計入其他全面收入」)之金融資產；或(iii)按公平值計入損益(定義見上文)。根據香港財務報告準則第9號，金融資產之分類一般基於兩個準則：(i)受管理金融資產之業務模式及(ii)其合約現金流量特徵(「僅支付本金及利息」準則，亦稱為「僅支付本金及利息標準」)。根據香港財務報告準則第9號，嵌入式衍生工具毋須再與主體金融資產分開列示。取而代之，混合式金融工具須整體評估分類。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(i) *Classification and measurement of financial instruments (continued)*

A financial asset is measured at amortised cost if it meets both of the following conditions are met and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(i) 金融工具之分類及計量(續)

當金融資產同時符合以下條件，且並無指定為按公平值計入損益列賬，則該金融資產按攤銷成本計量：

- 金融資產乃於目的為持有金融資產以收取合約現金流量之業務模式下持有；及
- 該金融資產之合約條款於特定日期產生符合僅支付本金及利息標準之現金流量。

當債務投資同時符合以下條件，且並無指定為按公平值計入損益列賬，則該債務投資按公平值計入其他全面收入計量：

- 金融資產乃於目的為同時收取合約現金流量及出售金融資產之業務模式下持有；及
- 該金融資產之合約條款於特定日期產生符合僅支付本金及利息標準之現金流量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(i) *Classification and measurement of financial instruments (continued)*

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

2 採納香港財務報告準則（「香港財務報告準則」）(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(i) 金融工具之分類及計量(續)

於初次確認並非持作買賣之股本投資時，本集團可不可撤回地選擇於其他全面收入呈列投資公平值之後續變動。該選擇乃按個別投資基準作出。上述所有其他並非分類為按攤銷成本計量或按公平值計入其他全面收入之金融資產，一律分類為按公平值計入損益。此包括所有衍生金融資產。於初次確認時，本集團可不可撤回地指定於其他方面符合按攤銷成本計量或按公平值計入其他全面收入規定之金融資產為按公平值計入損益，前提是有關指定可消除或大幅減少會計錯配發生。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(i) *Classification and measurement of financial instruments (continued)*

The following accounting policies would be applied to the Group’s financial assets as follows:

FVTPL

按公平值計入損益

FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

按公平值計入損益其後按公平值計量。公平值變動、股息及利息收入於損益確認。

Amortised costs

攤銷成本

Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

按攤銷成本列賬之金融資產其後採用實際利率法計量。利息收入、匯兌損益及減值於損益確認。終止確認所產生任何收益於損益確認。

FVOCI

(equity investments)

按公平值計入其他全面收入
(股本投資)

Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

按公平值計入其他全面收入之股本投資按公平值計量。股息收入於損益確認，除非股息收入明確代表收回部分投資成本則作別論。其他收益及虧損淨額於其他全面收入確認，且不會重新分類至損益。

(a) As of 1 April 2018, certain equity investments were reclassified from available-for-sale investments at fair value to FVOCI. The Group intends to hold these equity investments for long term strategic purposes. In addition, the Group has designated such equity investments at the date of initial application as measured at FVOCI. As at 1 April 2018, there is no difference between the previous carrying amount and fair value.

(a) 截至二零一八年四月一日，若干股本投資從按公平值計量之可供出售投資重新分類至按公平值計入其他全面收入。本集團擬以長期戰略目的持有該等股本投資。此外，本集團已於首次應用日期指定該等股本投資按公平值計入其他全面收入。於二零一八年四月一日，先前賬面值與公平值並無差異。

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(i) 金融工具之分類及計量(續)

下列會計政策將按如下方式應用於本集團金融資產：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

- (i) *Classification and measurement of financial instruments (continued)*

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

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 April 2018 根據香港會計準則第39號 於二零一八年四月一日 之賬面值 HK\$ 港元	Carrying amount as at 1 April 2018 根據香港財務報告準則第9號 於二零一八年四月一日 之賬面值 HK\$ 港元
金融資產	根據香港會計準則第39號之原有類別	根據香港財務報告準則第9號之新類別		
Held for trading investments 持作買賣投資	FVTPL 按公平值計入損益	FVTPL 按公平值計入損益	192,805	192,805
Available-for-sale investments 可供出售投資	Available-for-sale (at fair value) (Note 2.1.3(i)(a)) 可供出售(按公平值計量) (附註2.1.3(i)(a))	FVOCI 按公平值計入其他全面收入	410	410
Advances to customers in margin financing 向客戶墊付保證金融資	Loans and receivables (Note 2.1.3(ii)(c)) 貸款及應收賬款 (附註2.1.3(ii)(c))	Amortised cost 攤銷成本	20,582,355	20,572,492
Trade and other receivables 貿易及其他應收賬款	Loans and receivables (Notes 2.1.3(ii)(a) & (b)) 貸款及應收賬款 (附註2.1.3(ii)(a)及(b))	Amortised cost 攤銷成本	152,521	151,744
Cash and bank balances – held on behalf of customers 現金及銀行結餘 — 代表客戶持有	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	2,049,601	2,049,601
Cash and bank balances – general accounts 現金及銀行結餘 — 一般賬戶	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	395,793	395,793

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

- (i) 金融工具之分類及計量(續)

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group’s impairment model by replacing the HKAS 39 “incurred loss model” to the “expected credit losses (“ECLs”) model”. HKFRS 9 requires the Group to recognise ECL for trade receivables, financial assets at amortised costs earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current period.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

2 採納香港財務報告準則（「香港財務報告準則」）(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(ii) 金融資產減值

採納香港財務報告準則第9號更改本集團之減值模式，以「預期信貸虧損（「預期信貸虧損」）模式」取代香港會計準則第39號「已產生虧損模式」。香港財務報告準則第9號規定本集團早於香港會計準則第39號所規定時間就貿易應收賬款及按攤銷成本計量之金融資產確認預期信貸虧損。現金及現金等值項目須受預期信貸虧損模式所限，惟本期間減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1) 12個月預期信貸虧損：為於報告日期後12個月內所發生潛在違約事件導致之預期信貸虧損；及(2)永久預期信貸虧損：為於金融工具預計年期內所有潛在違約事件導致之預期信貸虧損。

預期信貸虧損之計量

預期信貸虧損乃基於根據合約應付之合約現金流量與本集團預期收取之所有現金流量之間的差額計算。該差額其後按資產原有實際利率相近之利率貼現。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(ii) *Impairment of financial assets (continued)*

Measurement of ECLs (continued)

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

For other debt financial assets, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(ii) *金融資產減值(續)*

預期信貸虧損之計量(續)

本集團已選用香港財務報告準則第9號簡化法計量貿易及其他應收賬款之虧損撥備，並已根據永久預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人特定之前瞻性因素及經濟環境作出調整。

就其他債務金融資產而言，預期信貸虧損按12個月預期信貸虧損釐定。12個月預期信貸虧損為永久預期信貸虧損之一部分，源於報告日期後12個月內可能發生之金融工具違約事件。然而，倘信貸風險自產生以來大幅增加，撥備將按永久預期信貸虧損計算。釐定金融資產之信貸風險自初步確認以來有否大幅增加及估計預期信貸虧損時，本集團考慮相關及毋須付出不必要成本或精力即可獲得之合理可作為依據之資料。此包括根據本集團過往經驗及已知信貸評估得出之定量及定性資料分析，並包括前瞻性資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(ii) Impairment of financial assets (continued)

Measurement of ECLs (continued)

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

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

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Impact of the ECL model

(a) Impairment of trade receivables

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a life time ECLs for all trade receivables. To measure the ECLs, trade and other receivables have been grouped based on shared credit risk characteristics and the days past due.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(ii) 金融資產減值(續)

預期信貸虧損之計量(續)

本集團假設，倘金融資產逾期超過90日，其信貸風險即大幅增加。

本集團認為金融資產於以下情況下屬違約：(1) 借入人不大可能在本集團並無追索權(如變現抵押品(如持有))下向本集團悉數償付其信貸責任；或(2) 該金融資產逾期超過180日。

估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

預期信貸虧損之呈列

按攤銷成本計量之金融資產之虧損撥備從資產賬面總值中扣除。

預期信貸虧損模式之影響

(a) 貿易應收賬款之減值
誠如上文所述，本集團應用香港財務報告準則第9號簡化法計量預期信貸虧損，其就所有貿易應收賬款採用永久預期信貸虧損。為計量預期信貸虧損，貿易及其他應收賬款已按共同信貸風險特徵及逾期日數進行分組。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(ii) Impairment of financial assets (continued)

Impact of the ECL model (continued)

(a) Impairment of trade receivables (continued)

The increase in loss allowance for trade receivables upon the transition to HKFRS 9 as of 1 April 2018 were approximately HK\$487,000. The loss allowances increased for HK\$226,000 for trade receivables during the year ended 31 March 2019.

The loss allowance for trade receivables as at 1 April 2018 was determined as follows:

1 April 2018 二零一八年 四月一日	Current 即期 HK\$'000 千港元	0–30 days	31–90 days	91–180 days	Over	Total 總計 HK\$'000 千港元
		past due 逾期0至 30日 HK\$'000 千港元	past due 逾期31至 90日 HK\$'000 千港元	past due 逾期91至 180日 HK\$'000 千港元	180 days past due 逾期180日 以上 HK\$'000 千港元	
Expected credit loss rate	預期信貸虧損率	0.51%	0.51%	1–3%	10–30%	70–100%
Gross carrying amount	賬面總值	36,370	44,644	11,396	–	26,549
Loss allowance	虧損撥備	(185)	(228)	(59)	–	(23,399)
						118,959
						(23,871)

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(ii) 金融資產減值(續)

預期信貸虧損模式之影響(續)

(a) 貿易應收賬款之減值(續)

於二零一八年四月一日過渡至香港財務報告準則第9號後，貿易應收賬款之虧損撥備增加約487,000港元。截至二零一九年三月三十一日止年度，貿易應收賬款之虧損撥備增加226,000港元。

於二零一八年四月一日，貿易應收賬款之虧損撥備釐定如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

- (ii) *Impairment of financial assets (continued)*
Impact of the ECL model (continued)
- (b) Impairment of other receivables
Other receivables are considered to have low credit risk. The increase in loss allowance for other receivables upon the transition to HKFRS 9 as at 1 April 2018 was HK\$290,000. No further loss allowances recognised for other receivables during the year ended 31 March 2019.
- (c) Impairment of advances to customers in margin financing
The balances of advances to customers in margin financing in which a loss allowance of approximately HK\$9,863,000 is recognised for advances to customers in margin financing upon the transition to HKFRS 9 as of 1 April 2018. The loss allowances further increased for HK\$479,411,000 for advances to customers in margin financing during the year ended 31 March 2019.
- (iii) *Hedge accounting*
Hedge accounting under HKFRS 9 has no impact on the Group as the Group does not apply hedge accounting in its hedging relationships.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

- (ii) 金融資產減值(續)
預期信貸虧損模式之影響(續)
- (b) 其他應收賬款之減值
其他應收賬款被視為信貸風險偏低。於二零一八年四月一日過渡至香港財務報告準則第9號導致其他應收賬款之虧損撥備增加290,000港元。截至二零一九年三月三十一日止年度，概無就其他應收賬款確認進一步虧損撥備。
- (c) 向客戶墊付保證金融資之減值
於二零一八年四月一日過渡至香港財務報告準則第9號後，向客戶墊付保證金融資結餘當中已就向客戶墊付保證金融資確認之虧損撥備約為9,863,000港元。截至二零一九年三月三十一日止年度，向客戶墊付保證金融資之虧損撥備進一步增加479,411,000港元。
- (iii) 對沖會計法
香港財務報告準則第9號項下對沖會計法對本集團並無影響，原因為本集團並未於對沖關係中應用對沖會計法。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(iv) *Transition*

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

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application of HKFRS 9 (the “DIA”):

- The determination of the business model within which a financial asset is held;
- The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and
- The designation of certain investments in equity investments not held for trading as at FVOCI.

2 採納香港財務報告準則（「香港財務報告準則」）(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(iv) *過渡安排*

本集團已應用香港財務報告準則第9號之過渡性條文，以使香港財務報告準則第9號全面獲採納而毋須重列可資比較資料。因此，新預期信貸虧損規則所導致重新分類及調整並無於二零一八年三月三十一日之財務狀況表反映，惟於二零一八年四月一日之財務狀況表確認。其指於二零一八年四月一日因採納香港財務報告準則第9號而於保留盈利及儲備確認金融資產與金融負債之賬面值差額。因此，二零一八年呈列之資料並不反映香港財務報告準則第9號之規定，惟反映香港會計準則第39號之規定。

以下評估乃根據香港財務報告準則第9號首次應用日期（「首次應用日期」）存在之事實及情況而作出：

- 釐定持有金融資產之業務模式；
- 指定及撤銷原先指定為按公平值計入損益計量之若干金融資產及金融負債；及
- 指定若干並非持作買賣之股本投資為按公平值計入其他全面收入。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.3 HKFRS 9 — Financial Instruments (continued)

(iv) *Transition (continued)*

If an investment in a debt investment had low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

2.1.4 HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”)

HKFRS 15 supersedes HKAS 11 “Construction Contracts”, HKAS 18 “Revenue and related interpretations”. HKFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Timing of revenue recognition

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if the Group’s performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- do 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.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日起生效(續)

2.1.3 香港財務報告準則第9號 — 金融工具(續)

(iv) *過渡安排(續)*

倘債務投資於首次應用日期之信貸風險較低，則本集團假設該資產之信貸風險自初步確認以來並無大幅增加。

2.1.4 香港財務報告準則第15號客戶合約收益(「香港財務報告準則第15號」)

香港財務報告準則第15號取代香港會計準則第11號「建築合約」及香港會計準則第18號「收益及相關詮釋」。香港財務報告準則第15號已確立五步模式，以便將客戶合約收益入賬。根據香港財務報告準則第15號，收益乃按反映實體預期就向客戶轉讓貨品或服務而有權收取之代價金額確認。

收益確認時間

收益於資產控制權轉移至客戶時確認。資產控制權可於一段時間內或某一時間點轉移，取決於合約條款及適用於合約之法律規定。倘本集團在履約過程中符合下列條件，則資產控制權於一段時間內轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 本集團履約時創建及優化由客戶控制之資產；或
- 並無產生對本集團有替代用途之資產，且本集團可強制執行權利以收取累計至今已完履約部分之款項。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.4 HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”) (continued)

Timing of revenue recognition (continued)

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset. The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

Incremental costs incurred directly attributable to obtain a contract, if recoverable, are capitalised as contract assets and subsequently amortised when the related revenue is recognised.

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance of revenue recognition or significantly deferred.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.4 香港財務報告準則第15號客戶合約收益(「香港財務報告準則第15號」)(續)

收益確認時間(續)

倘資產控制權於一段時間內轉移，則收益乃於整個合約期間經參考完成履約責任之進度確認。否則，收益於客戶獲得資產控制權之時間點確認。完成履約責任之進度基於下列最能描述本集團完成履約責任表現之其中一種方法計量：

- 直接計量本集團轉移至客戶之價值；或
- 基於本集團為完成履約責任所作付出或投入。

因獲取合約而直接產生之新增成本(如可收回)資本化為合約資產及其後於確認相關收益時攤銷。

香港財務報告準則第15號要求實體於合約包含重大融資組成部分時按貨幣之時間值調整交易價，而不論是否顯著早於收益確認時間收取客戶付款或大幅延後。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.4 HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”) (continued)

Timing of revenue recognition (continued)

The Group has reassessed its business model and contract terms to assess the effects of applying the new standard on the Group’s financial statements. The management of the Company considered that HKFRS 15 did not result in significant impact on the Group’s accounting policies.

The Group has adopted HKFRS 15 using the cumulative effect method without practical expedients. The Group has recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained profits at the date of initial application (that is, 1 April 2018). As a result, the financial information presented for 2018 has not been restated.

2.1.5 Amendments HKFRS 15 — Revenue from Contracts with Customers (Clarifications to HKFRS 15)

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

The adoption of these amendments has no impact on these financial statements as the Group had not previously adopted HKFRS 15 and took up the clarifications in its first year.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.4 香港財務報告準則第15號客戶合約收益(「香港財務報告準則第15號」)(續)

收益確認時間(續)

本集團已重新評估其業務模式及合約條款，以評估應用新訂準則對本集團財務報表之影響。本公司管理層認為，香港財務報告準則第15號不會對本集團會計政策造成重大影響。

本集團透過應用累計影響法採納香港財務報告準則第15號(並無實際權宜方法)。本集團已確認初步應用香港財務報告準則第15號之累計影響，作為於首次應用日期(即二零一八年四月一日)對保留溢利期初結餘所作調整。因此，二零一八年財務資料未經重列。

2.1.5 香港財務報告準則第15號之修訂 — 客戶合約收益(香港財務報告準則第15號之澄清)

香港財務報告準則第15號之修訂包括對下列項目作出澄清：履約責任之識別；應用委託人及代理人；知識產權許可；及過渡規定。

採納該等修訂對此等財務報表並無影響，原因為本集團過往並無採納香港財務報告準則第15號，並於本年度(採納該準則之首年)採納有關澄清。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.1 Adoption of new/revised HKFRSs — effective 1 April 2018 (continued)

2.1.6 HK(IFRIC)-Int 22 — Foreign Currency Transactions and Advance Consideration

The Interpretation provides guidance on determining the date of the transaction for determining an exchange rate to use for transactions that involve advance consideration paid or received in a foreign currency and the recognition of a non-monetary asset or non-monetary liability. The Interpretations specifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

The adoption of these amendments has no impact on these financial statements as the Group has not paid or received advance consideration in a foreign currency.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.1 採納新訂／經修訂香港財務報告準則 — 二零一八年四月一日生效(續)

2.1.6 香港(國際財務報告詮釋委員會)－詮釋第22號 — 外幣交易及預付代價

該詮釋對用於確定涉及以外幣支付或收取預付代價及確認非貨幣資產或非貨幣負債之交易匯率之交易日期提供指引。該詮釋訂明，用於確定初步確認相關資產、開支或收入(或其中一部分)時之匯率之交易日期應為實體因支付或收取預付代價而初步確認非貨幣資產或非貨幣負債之日期。

採納該等修訂對此等財務報表並無影響，原因為本集團並無以外幣支付或收取預付代價。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective

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

HKFRS 16	Leases ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
HKAS 1 (Revised)	Presentation of Financial Statement ²
HKAS 8	Accounting Policies, change in Accounting Estimates and Errors ²
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKFRS 3, Business Combinations ¹
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKAS 12, Income Taxes ¹
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKAS 23, Borrowing Costs ¹

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after 1 January 2020

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

以下與本集團財務報表可能有關之新訂／經修訂香港財務報告準則已頒佈但尚未生效，且本集團並無提早採納。本集團目前有意於生效日期應用有關修訂。

香港財務報告準則第16號	租賃 ¹
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 ¹
香港會計準則第1號(經修訂)	呈列財務報表 ²
香港會計準則第8號	會計政策、會計估計更改及錯誤更正 ²
香港財務報告準則第9號之修訂	負補償特徵預付款項 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號之修訂「業務合併」 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港會計準則第12號之修訂「所得稅」 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港會計準則第23號之修訂「借貸成本」 ¹

¹ 於二零一九年一月一日或以後開始之年度期間生效

² 於二零二零年一月一日或以後開始之年度期間生效

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂／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

香港財務報告準則第16號將由生效當日起取代香港會計準則第17號「租賃」及相關詮釋，其引進單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，以及將租賃負債之現金還款分類為本金部分及利息部分，並於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤回租賃款項，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據過往準則(即香港會計準則第17號)分類為經營租賃之租賃。

就出租人會計處理而言，香港財務報告準則第16號大致承襲香港會計準則第17號之出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並對兩類租賃進行不同會計處理。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (continued)

HKFRS 16 — Leases (continued)

As at 31 March 2019, the Group has non-cancellable operating lease commitments of approximately HK\$105,494,000 as disclosed in Note 45. The Group will adopt HKFRS 16 from 1 April 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognize the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 April 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group’s incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognized in the statement of financial position immediately before the date of initial application. The Group has estimated that right-of-use assets of approximately HK\$96,886,421 and lease liabilities of HK\$96,886,421 will be recognised at 1 April 2019.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂／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)

誠如附註45所披露，於二零一九年三月三十一日，本集團有不可撤銷經營租賃承擔約105,494,000港元。本集團將自二零一九年四月一日起採納香港財務報告準則第16號。本集團計劃採納香港財務報告準則第16號之過渡性條文，以確認初步應用之累計影響，作為於二零一九年四月一日對保留溢利期初結餘所作調整，惟不會重列比較資料。此外，本集團計劃將新要求應用於先前應用香港會計準則第17號識別為租賃之合約，並按剩餘租賃付款使用本集團於首次應用日期之增量借貸利率貼現之現值計量租賃負債。使用權資產將會按租賃負債金額並於緊接首次應用日期前在財務狀況表內確認與該租賃有關的任何預付或應計租賃付款之金額作出調整之金額計量。本集團估計使用權資產約為96,886,421港元，而租賃負債96,886,421港元將於二零一九年四月一日確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (continued)

HK(IFRIC)-Int 23 — Uncertainty over Income Tax Treatments

The Interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

Amendments to HKFRS 9 — Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income if specified conditions are met — instead of at fair value through profit or loss.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

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

該詮釋透過就如何反映所得稅會計處理之不確定性提供指引，為香港會計準則第12號所得稅規定提供支持。根據該詮釋，實體須釐定個別或集中考慮各項不確定稅項處理，以更佳預測不確定性之解決方法。實體亦須假設稅務機關將查驗其有權檢討之金額，並在作出上述查驗時全面知悉所有相關資料。倘實體釐定稅務機關可能接受一項不確定稅項處理，則實體應按與其稅務申報貫徹一致之方式計量即期及遞延稅項。倘實體釐定稅務機關不可能接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩者中能更佳預測不確定性解決方法之方式反映釐定稅項之不確定性。

香港財務報告準則第9號之修訂 — 負補償特徵預付款項

該修訂澄清，倘符合特定條件，具有負補償之預付金融資產可按攤銷成本或按公平值計入其他全面收入計量，而非按公平值計入損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (continued)

Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKFRS 3, Business Combinations

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 3 which clarifies that when a joint operator of a business obtains control over a joint operation, this is a business combination achieved in stages and the previously held equity interest should therefore be remeasured to its acquisition date fair value.

Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKAS 12, Income Taxes

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFAS 12 which clarify that all income tax consequences of dividends are recognised consistently with the transactions that generated the distributable profits, either in profit or loss, other comprehensive income or directly in equity.

Annual Improvements to HKFRSs 2015–2017 Cycle — Amendments to HKAS 23, Borrowing Costs

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFAS 23 which clarifies that a borrowing made specifically to obtain a qualifying asset which remains outstanding after the related qualifying asset is ready for its intended use or sale would become part of the funds an entity borrows generally and therefore included in the general pool.

The Group is in the process of making an assessment of what the impact of these new or revised HKFRSs is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which are likely to have significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below.

2 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則二零一五年至二零一七年週期之年度改進 — 香港財務報告準則第3號之修訂「業務合併」

根據年度改進程序頒佈之修訂對目前不明確準則作出輕微非緊急修改，其中香港財務報告準則第3號之修訂闡明，當共同經營者獲得共同經營業務之控制權時，即代表分階段實現業務合併，故先前所持股權應重新計量為其收購日期之公平值。

香港財務報告準則二零一五年至二零一七年週期之年度改進 — 香港會計準則第12號之修訂「所得稅」

根據年度改進程序頒佈之修訂對目前不明確準則作出輕微非緊急修改，其中香港會計準則第12號之修訂闡明，股息之所有所得稅後果與產生可供分派溢利之交易採取一致方式於損益、其他全面收入或直接於權益確認。

香港財務報告準則二零一五年至二零一七年週期之年度改進 — 香港會計準則第23號之修訂「借貸成本」

根據年度改進程序頒佈之修訂對目前不明確準則作出輕微非緊急修改，其中香港會計準則第23號之修訂澄清，特別為取得合資格資產而作出並於相關合資格資產已準備用於其擬定用途或進行銷售時仍未償還之借貸，將成為實體一般借入資金之一部分並因而計入一般資產池內。

本集團現正評估該等新訂或經修訂香港財務報告準則預期於初步應用期間產生之影響。迄今為止，本集團已識別新訂準則若干方面可能會對綜合財務報表造成重大影響。有關預期影響之進一步詳情於下文闡述。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirement of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements included applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except certain properties and financial instruments, which are measured at fair values or revalued amounts as explained in the accounting policies set out in note 4.

(c) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

(d) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

3 編製基準

(a) 合規聲明

綜合財務報表乃按照所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(下文統稱「香港財務報告準則」)以及香港公司條例之披露規定編製。此外，綜合財務報表亦已載列香港聯合交易所有限公司證券上市規則(「上市規則」)所規定之適當披露事項。

(b) 計量基準

除若干物業及金融工具按附註4會計政策所載公平值或估值計量外，綜合財務報表乃按歷史成本基準編製。

(c) 使用估計及判斷

按照香港財務報告準則編製綜合財務報表需要採用若干重要會計估計，亦要求管理層於應用本集團之會計政策過程中作出判斷。涉及高度判斷或極為複雜之範疇或涉及對綜合財務報表而言屬重要之假設及估計之範疇於附註5披露。

(d) 功能及呈列貨幣

財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣。除另有註明外，所有金額均捨入至最接近千位數。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in statement of profit or loss and other comprehensive income. The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in statement of profit or loss and other comprehensive income. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRS. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4 主要會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司(「本集團」)之財務報表。集團內公司間之交易及結餘連同未變現溢利均於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，除非有關交易顯示已轉讓資產出現減值，在此情況下，虧損於損益及其他全面收益表確認。於年內收購或出售之附屬公司之業績，乃由收購生效日期起或截至出售生效日期止(視適用情況而定)計入綜合全面收益表。在有必要時，附屬公司之財務報表將予調整以使其會計政策與本集團其他成員公司所使用者一致。

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公平值總額計量。所收購可辨別資產及所承擔負債則主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益及其他全面收益表確認。本集團可按每宗交易選擇以公平值或應佔被收購方之可識別資產淨值比例計算非控股權益(即現時於附屬公司之擁有權權益)。除非香港財務報告準則有規定，否則所有其他非控股權益均按公平值計量。所產生之收購相關成本列作支出，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃自權益中扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(a) Business combination and basis of consolidation (continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in statement of profit or loss and other comprehensive income.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

4 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購方將予轉讓之任何或然代價按收購日期之公平值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起計十二個月)內所取得有關於收購日期之公平值之新資料時，方以商譽確認。所有其他分類為資產或負債之或然代價之其後調整均於損益及其他全面收益表確認。

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(二零零八年)之日期)前之業務合併所產生之或然代價結餘已根據該準則之過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計之修訂作為對該等業務合併成本之調整處理，並被確認為商譽之一部分。

本集團於附屬公司之權益變動如未導致失去控制權，則入賬列為權益交易。本集團權益及非控股權益之賬面值均予調整，以反映其各自於附屬公司之權益之變動。經調整後非控股權益金額與所付或所收代價公平值之任何差額，乃直接於權益確認，並歸屬於本公司擁有人。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(a) Business combination and basis of consolidation (continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4 主要會計政策(續)

(a) 業務合併及綜合基準(續)

當本集團失去附屬公司控制權，出售損益乃按以下兩者之差額計算：(i) 已收代價之公平值與任何保留權益之公平值之總額；與(ii) 該附屬公司之資產（包括商譽）及負債與任何非控股權益過往之賬面值。先前於其他全面收入確認與附屬公司有關之金額以相同方式入賬，猶如有關資產或負債已經出售。

收購後，相當於現時於附屬公司之擁有權權益之非控股權益賬面值為該等權益於初步確認時之款額加以非控股權益應佔權益其後變動之部分。即使會導致非控股權益出現虧絀結餘，全面收入總額乃歸屬於非控股權益。

(b) 附屬公司

附屬公司為本公司可對其行使控制權之投資對象。倘出現以下全部三個因素時，本公司即控制一名投資對象：有權控制投資對象、承擔或享有來自投資對象可變回報之風險或權利，及可運用其權力影響該等可變回報。當事實及情況顯示任何該等控制因素可能出現變動時，將會重新評估控制權。

於本公司財務狀況表內，於附屬公司之投資乃按成本扣除減值虧損（如有）列賬。附屬公司之業績由本公司按已收及應收股息基準列賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Goodwill arising from business combinations

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in statement of profit or loss and other comprehensive income on the acquisition date, after reassessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss and other comprehensive income and is not reversed in subsequent periods.

4 主要會計政策(續)

(c) 業務合併所產生商譽

商譽初步按成本確認，即所轉讓總代價及確認為非控股權益之金額超出所收購可識別資產、負債及或然負債公平值之差額。

倘可識別資產、負債及或然負債公平值超出已付代價之公平值，則有關差額於重估後於收購日期在損益及其他全面收益表確認。

商譽乃按成本減減值虧損計量。就減值測試而言，收購所產生商譽分配至預期會受惠於收購之協同效應之各相關現金產生單位。現金產生單位為最小可識別資產組別，其產生之現金流入基本上獨立於其他資產或資產組別所產生之現金流入。獲分配商譽之現金產生單位須每年及在該單位出現可能減值跡象時進行減值測試。

就於財政年度內收購所產生商譽而言，獲分配商譽之現金產生單位於該財政年度結算日前進行減值測試。倘現金產生單位之可收回金額少於該單位之賬面值，則會首先將減值虧損分配至該單位以減少該單位獲分配商譽之賬面值，其後以該單位內各資產之賬面值為基準按比例分配至該單位之其他資產。商譽之任何減值虧損於損益及其他全面收益表確認，且於其後期間不予撥回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Goodwill arising from business combinations (continued)

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

(d) Property, plant and equipment

The land classified as being held under finance leases and buildings thereon are stated at valuation less subsequent accumulated depreciation. Fair value is determined by an independent firm of qualified property valuers. Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the end of the reporting period.

Changes arising on the revaluation of leasehold land and buildings held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- (a) when a deficit arises on revaluation, it will be charged to statement of profit or loss and other comprehensive income to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- (b) when a surplus arises on revaluation, it will be credited to statement of profit or loss and other comprehensive income to the extent that a deficit on revaluation in respect of that same asset had previously been charged to statement of profit or loss and other comprehensive income.

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

4 主要會計政策(續)

(c) 業務合併所產生商譽(續)

釐定商譽是否減值需要估計獲分配商譽之現金產生單位之使用價值。使用價值計算需要董事估計預期有關現金產生單位所產生之未來現金流量及合適貼現率以計算現值。

(d) 物業、廠房及設備

分類為按融資租約持有之土地及在其上興建之樓宇按估值減其後累計折舊列賬。公平值由獨立合資格物業估值師行釐定。重估按合理期間定期進行，以確保資產賬面值不會與報告期末採用公平值釐定值有重大差異。

重估持作自用之租賃土地及樓宇產生之變動一般於其他全面收入處理，並分開在物業重估儲備之權益中累計。惟下列情況例外：

- (a) 倘在重估時產生虧絀，則按緊接重估前該項虧絀超過儲備內就同一資產所持數額之情況下，超出之款額將會自損益及其他全面收益表扣除；及
- (b) 倘在重估時產生盈餘，則在過往曾自損益及其他全面收益表扣除同一資產之重估虧絀之情況下，該筆盈餘將會計入損益及其他全面收益表中。

其他物業、廠房及設備項目按歷史成本減累計折舊及減值虧損列賬。歷史成本包括收購該等項目直接應佔之開支。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Property, plant and equipment (continued)

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Leasehold land classified as held under finance leases is depreciated over the unexpired term of lease.
- Building situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Leasehold improvement, furniture, fixture and equipment 10%–50%
- Motor vehicles 20%–33%
- Yacht 10%

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

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

Upon the disposal of property, the relevant portion of the revaluations reserve realised in respect of previous valuations is released from the property revaluation reserve to retained earnings.

The gain or loss on disposal of property, plant and equipment is the difference between the net sale proceeds and the carrying amount of the relevant asset, and is recognised in statement of profit or loss and other comprehensive income.

4 主要會計政策(續)

(d) 物業、廠房及設備(續)

折舊採用直線法於其估計可使用年期內撇銷物業、廠房及設備項目之成本或估值減去任何估計剩餘價值計算，詳情如下：

- 分類為按融資租賃持有之租賃土地按未屆滿租賃期計算折舊。
- 位於租賃土地上之樓宇按未屆滿租賃期與其估計可使用年期兩者之較短者(不超過落成日期起計五十年)計算折舊。
- 租賃物業裝修、傢俬、裝置及設備 10%至50%
- 汽車 20%至33%
- 遊艇 10%

僅當項目相關之日後經濟利益將流入本集團或項目成本能可靠計量時，其後成本方列入資產賬面值或作為獨立資產確認(按適用情況而定)。所有其他維修及保養成本均於產生年度自損益及其他全面收益表扣除。

倘資產賬面值高於資產估計可收回金額，則資產即時撇減至其可收回金額。

出售物業時，就以往估值已變現重估儲備之相關部分將由物業重估儲備撥入保留盈利。

出售物業、廠房及設備之盈虧為出售所得款項淨額與相關資產賬面值之差額，並於損益及其他全面收益表確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(e) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in statement of profit or loss and other comprehensive income on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

The total rentals payable under the operating leases are recognised in statement of profit or loss and other comprehensive income on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expenses, over the term of the lease.

(f) Inventories

Inventories comprise food and beverage, consumable and other goods of hotel and are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make to the sales.

4 主要會計政策(續)

(e) 租賃

凡租約條款將所有權之絕大部分風險及回報轉移至承租人之租賃，均列為融資租賃。所有其他租賃均列為經營租賃。

本集團作為出租人

經營租賃產生之租賃收入於相關租賃期以直線法於損益及其他全面收益表確認。商討及安排經營租賃時產生之初次直接成本加入租賃資產之賬面值，並於租賃期內以直線法確認為開支。

本集團作為承租人

經營租賃項下之應付租金總額於租賃期內以直線法於損益及其他全面收益表確認。所收租賃優惠會作為總租金開支之整體部分在租賃期確認。

(f) 存貨

存貨包括食品及飲料、消耗品及其他酒店用品，並按成本值與可變現淨值兩者之較低者入賬。成本按先進先出法計算。可變現淨值按於日常業務過程中之預計售價減估計銷售所需成本釐定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments

(a) Financial instruments (accounting policies applied from 1 April 2018)

(i) Financial assets

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

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

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

Debt instruments

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

4 主要會計政策(續)

(g) 金融工具

(a) 金融工具(自二零一八年四月一日起適用之會計政策)

(i) 金融資產

金融資產(並無重大融資部分之貿易應收賬款除外)初步按公平值另加(就並非按公平值計入損益(「按公平值計入損益」)之項目而言)收購或發行金融資產應佔之直接交易成本計量。並無重大融資部分之貿易應收賬款初步按交易價格計量。

所有以一般方式買賣之金融資產於交易日(即本集團承諾買賣資產當日)確認。一般方式買賣指要求於市場規管或慣例通常設定時限內交付資產之金融資產買賣。

釐定具有嵌入式衍生工具之金融資產之現金流量是否純粹為本金及利息付款時須作整體考慮。

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該資產之現金流量特徵。本集團將債務工具分類為兩種計量類別：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(a) Financial instruments (accounting policies applied from 1 April 2018) (continued)

(i) Financial assets (continued)

Debt instruments (continued)

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

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

4 主要會計政策(續)

(g) 金融工具(續)

(a) 金融工具(自二零一八年四月一日起適用之會計政策)(續)

(i) 金融資產(續)

債務工具(續)

攤銷成本：倘持有資產旨在收取合約現金流量，而該等現金流量純粹為本金及利息付款，該等資產按攤銷成本計量。按攤銷成本計量之金融資產其後使用實際利率法計量。利息收入、外匯盈虧及減值於損益確認。終止確認產生之任何收益於損益確認。

按公平值計入損益(「按公平值計入損益」)：按公平值計入損益之金融資產包括持作買賣之金融資產、於初步確認時指定按公平值計入損益之金融資產或強制按公平值計量之金融資產。倘金融資產乃為於近期出售或購回而收購，則金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，除非衍生工具指定為實際對沖工具則作別論。現金流量並非純粹用作支付本金及利息之金融資產分類為按公平值計入損益計量，而不論業務模式。儘管如上文所述債務工具可分類為按攤銷成本或按公平值計入其他全面收入，倘能夠消除或顯著減少會計錯配，則債務工具或會於初步確認時指定為按公平值計入損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(a) Financial instruments (accounting policies applied from 1 April 2018) (continued)

(i) Financial assets (continued)

Equity instruments

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

(ii) Impairment loss on financial assets

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

4 主要會計政策(續)

(g) 金融工具(續)

(a) 金融工具(自二零一八年四月一日起適用之會計政策)(續)

(i) 金融資產(續)

股本工具

於初次確認並非持作買賣之股本投資時，本集團可不可撤回地選擇於其他全面收入呈列投資公平值之後續變動。該選擇乃按個別投資基準作出。按公平值計入其他全面收入之股本投資按公平值計量。股息收入於損益確認，除非股息收入明確代表收回部分投資成本則作別論。其他收益及虧損淨額於其他全面收入確認，且不會重新分類至損益。所有其他股本工具分類為按公平值計入損益，倘公平值有變，股息及利息收入於損益確認。

(ii) 金融資產減值虧損

本集團就貿易及其他應收賬款以及按攤銷成本計量之金融資產之預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：為於報告日期後12個月內所發生潛在違約事件導致之預期信貸虧損；及(2) 永久預期信貸虧損：為於金融工具預計年期內所有潛在違約事件導致之預期信貸虧損。估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(a) Financial instruments (accounting policies applied from 1 April 2018) (continued)

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

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

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

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

4 主要會計政策(續)

(g) 金融工具(續)

(a) 金融工具(自二零一八年四月一日起適用之會計政策)(續)

- (ii) *金融資產減值虧損(續)*
預期信貸虧損為信貸虧損之概率加權估計。信貸虧損乃按根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量間之差額計量。該差額其後按與資產原有實際利率相若之利率貼現。

本集團已選用香港財務報告準則第9號簡化法計量貿易及其他應收賬款之虧損撥備，並已根據永久預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人特定之前瞻性因素及經濟環境作出調整。

就其他債務金融資產而言，預期信貸虧損按12個月預期信貸虧損計算。然而，倘信貸風險自產生以來大幅增加，撥備將按永久預期信貸虧損計算。

釐定金融資產之信貸風險自初步確認以來有否大幅增加及估計預期信貸虧損時，本集團考慮相關及毋須付出不必要成本或精力即可獲得之合理可作為依據之資料。此包括根據本集團過往經驗及已知信貸評估得出之定量及定性資料分析，並包括前瞻性資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(a) Financial instruments (accounting policies applied from 1 April 2018) (continued)

(ii) Impairment loss on financial assets (continued)

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

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

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, amounts due to Shareholders, loan from a related company, subordinated loans and bank loans are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4 主要會計政策(續)

(g) 金融工具(續)

(a) 金融工具(自二零一八年四月一日起適用之會計政策)(續)

(ii) 金融資產減值虧損(續)

本集團假設，倘金融資產逾期超過90日，其信貸風險即大幅增加。

本集團認為金融資產於以下情況下出現信貸減值：(1) 借款人不大可能在本集團並無追索權(如變現抵押品(如持有))下向本集團悉數償付其信貸責任；或(2) 該金融資產逾期超過180日。

信貸減值金融資產之利息收入按金融資產之攤銷成本(即賬面總值減虧損撥備)計算。非信貸減值金融資產之利息收入按賬面總值計算。

(iii) 金融負債

本集團視乎負債產生之目的，將其金融負債分類。按攤銷成本列賬之金融負債初步按公平值(扣除已產生直接應佔成本)計量。

按攤銷成本列賬之金融負債

按攤銷成本列賬之金融負債包括貿易及其他應付賬款、應付股東款項、來自一家關連公司之貸款、後償貸款及銀行貸款，其後採用實際利率法按攤銷成本計量。相關利息開支於損益確認。

當負債終止確認時及於攤銷過程中，收益或虧損於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(a) Financial instruments (accounting policies applied from 1 April 2018) (continued)

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4 主要會計政策(續)

(g) 金融工具(續)

(a) 金融工具(自二零一八年四月一日起適用之會計政策)(續)

(iv) 實際利率法

實際利率法乃計算金融資產或金融負債及按有關期間分配利息收入或利息開支之攤銷成本計算方法。實際利率乃準確貼現金融資產或負債之預期存續期或較短期間(如適用)估計未來現金收款或付款之利率。

(v) 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本後入賬。

(vi) 終止確認

倘與金融資產相關之未來現金流量合約權利屆滿或倘金融資產已經按照符合香港財務報告準則第9號終止確認之條件轉讓，則本集團終止確認該項金融資產。

當於相關合約之特定責任被解除、取消或屆滿時，方會終止確認金融負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(b) Financial instruments (accounting policies applied until 31 March 2018)

The group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. Accordingly, the comparative financial information provided continues to be accounted for in accordance with the group's previous accounting policy.

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

4 主要會計政策(續)

(g) 金融工具(續)

(b) 金融工具(直至二零一八年三月三十一日止適用之會計政策)

本集團已追溯應用香港財務報告準則第9號，但選擇不重列比較資料。因此，所提供比較財務資料繼續根據集團過往會計政策入賬。

(i) 金融資產

本集團於初步確認時將其金融資產分類，視乎所收購資產之目的而定。按公平值計入損益之金融資產初步按公平值計量，而所有其他金融資產則初步按公平值加收購該等金融資產直接產生之交易成本計量。以一般方式買賣之金融資產按買賣日期基準確認及終止確認。一般方式買賣指合約條款要求於市場規管或慣例通常設定時限內交付資產之金融資產買賣。

貸款及應收賬款

該等資產為有固定或可釐定付款而並無活躍市場報價之非衍生金融資產。其主要透過向顧客(貿易債務人)提供貨品及服務而產生，亦包括其他類別之合約貨幣資產。於初步確認後，有關項目按攤銷成本以實際利率法減任何已識別減值虧損入賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(b) Financial instruments (accounting policies applied until 31 March 2018) (continued)

(i) Financial assets (continued)

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in statement of profit or loss and other comprehensive income.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

Financial assets at fair value through profit or loss

These assets include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

4 主要會計政策(續)

(g) 金融工具(續)

(b) 金融工具(直至二零一八年三月三十一日止適用之會計政策)(續)

(i) 金融資產(續)

可供出售金融資產

該等資產為指定為可供出售或並無包括在其他金融資產類別之非衍生金融資產。於初步確認後，該等資產乃按公平值列賬，而公平值變動則於其他全面收入確認，惟貨幣工具之減值虧損及外匯盈虧均於損益及其他全面收益表確認。

並無活躍市場之市場報價及公平值無法可靠地計量之可供出售股本投資，以及與該等無報價股本工具掛鈎且必須以交付該等股本工具結算之衍生工具乃按成本值減任何已識別減值虧損計量。

按公平值計入損益之金融資產

該等資產包括持作買賣金融資產及於初步確認時指定為按公平值計入損益之金融資產。金融資產如以短期內出售為目的而購買，則分類為持作買賣資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(b) Financial instruments (accounting policies applied until 31 March 2018) (continued)

(i) Financial assets (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis according to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in statement of profit or loss and other comprehensive income in the period in which they arise.

4 主要會計政策(續)

(g) 金融工具(續)

(b) 金融工具(直至二零一八年三月三十一日止適用之會計政策)(續)

(i) 金融資產(續)

按公平值計入損益之金融資產(續)

倘金融資產符合以下條件，則可於初步確認時指定為按公平值計入損益：(i) 該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致之不一致入賬方法；(ii) 該資產為根據明文規定之管理策略按公平值基準管理及評估表現之一組金融資產之一部分；或(iii) 金融資產包括須獨立列賬之嵌入式衍生工具。

於初步確認後，按公平值計入損益之金融資產按公平值計量，公平值變動於產生期間於損益及其他全面收益表確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(b) Financial instruments (accounting policies applied until 31 March 2018) (continued)

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

1. significant financial difficulty of the debtor;
2. a breach of contract, such as a default or delinquency in interest or principal payments;
3. granting concession to a debtor because of debtors' financial difficulty;
4. it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

4 主要會計政策(續)

(g) 金融工具(續)

(b) 金融工具(直至二零一八年三月三十一日止適用之會計政策)(續)

(ii) 金融資產減值虧損

本集團於各報告期末評估是否存在任何客觀證據證明金融資產出現減值。當存在客觀證據證明於初步確認資產後發生一項或多項事件導致出現減值，而有關事項對有關金融資產之估計未來現金流量構成之影響可以合理估計，則該金融資產出現減值。減值證據可包括：

1. 債務人出現嚴重財務困難；
2. 違反合約，例如欠繳或拖欠利息或本金付款；
3. 由於債務人出現財務困難而對債務人作出寬限；
4. 債務人有可能宣告破產或進行其他財務重組。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(b) Financial instruments (accounting policies applied until 31 March 2018) (continued)

(ii) Impairment loss on financial assets (continued)

An impairment loss is recognised in statement of profit or loss and other comprehensive income when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

(iii) Financial liabilities

The Group classifies its financial liabilities depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

4 主要會計政策(續)

(g) 金融工具(續)

(b) 金融工具(直至二零一八年三月三十一日止適用之會計政策)(續)

(ii) 金融資產減值虧損(續)

當有客觀證據證明資產已減值，則減值虧損在損益及其他全面收益表確認，並按資產賬面值與按原定實際利率貼現之估計日後現金流量現值之差額計算。金融資產賬面值乃透過使用撥備賬扣減。倘金融資產任何部分被釐定為無法收回，則與相關金融資產之撥備賬對銷。當資產之可收回金額能夠與減值確認後發生之事件客觀地聯繫，則減值虧損予以撥回，惟須受限於資產於減值日之賬面值不得超過倘減值並無獲確認之攤銷成本。

(iii) 金融負債

本集團視乎負債產生之目的，將其金融負債分類。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本計量之金融負債則初步按公平值扣除直接應佔所產生之成本計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Financial instruments (continued)

(b) Financial instruments (accounting policies applied until 31 March 2018) (continued)

(iii) Financial liabilities (continued)

Financial liabilities at amortised cost

Financial liabilities at amortised cost, including trade and other payables and loans and borrowings, are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in statement of profit or loss and other comprehensive income. Gains or losses are recognised in statement of profit or loss and other comprehensive income when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Derecognition

The Group derecognises a financial asset where the contractual rights to the future cash flows in relation to the financial asset expire or where the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39. Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged or cancelled or expires.

4 主要會計政策(續)

(g) 金融工具(續)

(b) 金融工具(直至二零一八年三月三十一日止適用之會計政策)(續)

(iii) 金融負債(續)

按攤銷成本列賬之金融負債

按攤銷成本列賬之金融負債包括貿易及其他應付賬款以及貸款及借貸，其後採用實際利率法按攤銷成本計量。有關利息開支在損益及其他全面收益表確認。於終止確認負債及在攤銷過程中，收益或虧損在損益及其他全面收益表確認。

(iv) 實際利率法

實際利率法乃計算金融資產或金融負債及按有關期間分配利息收入或利息開支之攤銷成本計算方法。實際利率乃準確貼現金融資產或負債之預期存續期或較短期間(如適用)估計未來現金收款或付款之利率。

(v) 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本後入賬。

(vi) 終止確認

倘與金融資產相關之未來現金流量合約權利屆滿或倘金融資產已經按照符合香港會計準則第39號終止確認之條件轉讓，則本集團終止確認該項金融資產。當於相關合約之特定責任被解除、取消或屆滿時，方會終止確認金融負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are ready convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

(i) Impairment of non-financial assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of property, plant and equipment intangible assets, and investments in subsidiaries to determine whether there is any indication that these assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased. If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of a non-financial asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

4 主要會計政策(續)

(h) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、銀行及其他金融機構之活期存款及於購入後三個月內到期之短期高流通性投資(可轉換成已知金額之現金且價值變動風險不大)。須應要求償還並構成本集團現金管理一部分之銀行透支亦列作綜合現金流量表之現金及現金等值項目之組成部分。

(i) 商譽以外之非金融資產減值

於各報告期末，本集團會審閱物業、廠房及設備、無形資產以及於附屬公司之投資之賬面值，以確定是否有跡象顯示該等資產出現減值虧損或以往確認之減值虧損不再存在或已經減少。倘非金融資產之可收回金額(即公平值減銷售成本與使用價值兩者間之較高者)估計低於其賬面值，則將該資產之賬面值減至其可收回金額。減值虧損會即時確認為開支。倘減值虧損於其後撥回，資產之賬面值乃增至其經修訂估計可收回金額，但增加後之賬面值不能超過倘於過往年度並無就該資產確認減值虧損之賬面值。減值虧損之撥回即時確認為收入。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(j) Employee benefits

(a) Short term employee benefits in the form of leave

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

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

(b) Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the company in an independently-administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. The company's contributions to the MPF Scheme are recognised as an expense in statement of profit or loss and other comprehensive income as incurred.

For all its employees in Macau, fixed contributions are made based on the employment term and are charged to profit and loss as they become payable in accordance with the rules of the retirement security system.

Obligations for contributions to social security fund are recognised as an expense in statement of profit or loss and other comprehensive income as incurred.

4 主要會計政策(續)

(j) 僱員福利

(a) 以休假形式享有之短期僱員福利

僱員享有年假之權利於僱員應得時確認。本集團已就截至報告期末僱員所提供服務而產生之估計年假責任作出撥備。

僱員享有之病假及產假權利於休假時方予確認。

(b) 退休福利成本

本集團根據強制性公積金計劃條例規定為其全體香港僱員設有定額供款之強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金百分比作出，並於根據強積金計劃規則應付時自損益及其他全面收益表扣除。強積金計劃之資產與本公司資產分開持有，由獨立管理之基金管理。本集團之僱主供款於向強積金計劃作出供款時即悉數歸屬僱員。本公司向強積金計劃之供款於產生時於損益及其他全面收益表支銷。

本公司為其全部澳門僱員按聘用條款作出定額供款，並於有關供款根據退休保障制度之規則應付予僱員時自損益扣除。

向社會保障基金供款之責任，於產生時於損益及其他全面收益表支銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(j) Employee benefits (continued)

(c) Share-based payments

Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments. Details regarding the share-based payments are set out in note 36.

(d) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(k) Share-based payments

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Share-based payments to parties other than employees (and those providing similar services) are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. If the Group cannot estimate reliably the fair value of the goods or services received, the Group is required to measure the fair value by reference to the fair value of the equity instruments granted.

For share options granted under the Scheme, the fair value of the services rendered in exchange for the grant of the options is recognised as an expense and credited to a share-based payment reserve under equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at the grant date. At the end of the reporting period, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of the original estimates, if any, in statement of profit or loss and other comprehensive income, and a corresponding adjustment to the share-based payment reserve over the remaining vesting period.

4 主要會計政策(續)

(j) 僱員福利(續)

(c) 以股份為基礎之支付

本集團僱員(包括董事)以股份為基礎支付之交易方式獲取酬金，據此，僱員提供服務以換取股本工具。有關以股份為基礎之支付詳情載於附註36。

(d) 終止福利

終止福利乃於本集團不得撤銷提呈此等福利時，及本集團確認支付終止福利之重組成本兩者之較早時間確認。

(k) 以股份為基礎之支付

為向對本集團業務之成功作出貢獻之合資格參與者提供激勵及獎勵，本公司設有購股權計劃(「該計劃」)。僱員及其他提供類似服務之人士以股份為基礎之支付按權益工具於授出日之公平值計量。向僱員以外而提供類似服務之人士作出以股份為基礎之支付乃按所收取貨品或服務之公平值計量，無法可靠計量公平值者則另作別論。倘本集團無法可靠估計所收取貨品或服務之公平值，則本集團須參考所授出股本工具之公平值計量相關公平值。

就根據該計劃授出之購股權而言，為換取獲授購股權所提供服務之公平值確認為開支，並計入權益項下以股份為基礎支付之儲備。歸屬期間支銷之總額參照授出日期所授出購股權之公平值釐定。於報告期末，本集團修訂預計成為可予行使購股權數目之估計。本集團於損益及其他全面收益表確認修訂原有估計(如有)之影響及餘下歸屬期間內對以股份為基礎支付之儲備之相應調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(k) Share-based payments (continued)

At the time when the share options are exercised, the amount previously recognised in the share-based payment reserve will be transferred to share premium. The proceeds received net of any direct attributable transaction costs are credited to share capital (nominal value) and share premium. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in the share-based payment reserve will be released directly to retained earnings.

(l) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes profit or loss items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on the temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

4 主要會計政策(續)

(k) 以股份為基礎之支付(續)

購股權獲行使時，過往於以股份為基礎支付之儲備確認之數額將轉撥至股份溢價。所得款項在扣除任何直接應佔交易成本後計入股本(面值)及股份溢價。當購股權被沒收或於屆滿日仍未獲行使，則過往於以股份為基礎支付之儲備確認之數額將直接撥回至保留盈利。

(l) 所得稅

所得稅開支指即期應付稅項與遞延稅項之總和。

即期應付稅項根據年內應課稅溢利計算。由於應課稅溢利不包括其他年度之應課稅收入或可扣稅開支，亦不包括毋須課稅或不得扣稅之損益表項目，故此應課稅溢利有別於綜合損益及其他全面收益表所列純利。本集團即期稅項之負債乃按於報告期末已頒佈或實質頒佈之稅率釐定。

遞延稅項就財務報表所列資產及負債賬面值與計算應課稅溢利所用相關稅基兩者之差額確認。一般須就所有應課稅暫時差額確認遞延稅項負債，而遞延稅項資產則僅於日後可能有應課稅溢利以用作扣減暫時差額時確認。倘暫時差額來自初步確認對應課稅溢利或會計溢利無影響之交易(業務合併除外)之資產及負債，則不會確認該等資產及負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(l) Income 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 asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the statement of profit or loss and other comprehensive income, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

(m) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4 主要會計政策(續)

(l) 所得稅(續)

遞延稅項資產之賬面值會於各報告期末進行檢討，並於可能不再有足夠應課稅溢利可供收回全部或部分資產時下調金額。

遞延稅項按預期償還債項或變現資產期間適用之稅率計算。遞延稅項於損益及其他全面收益表扣除或計入，惟倘遞延稅項與於其他全面收入或直接於權益確認之項目有關，則遞延稅項亦須於其他全面收入或直接於權益處理。

(m) 撥備及或然負債

倘本集團或本公司因過去事件而可能出現法定或推定責任，且可能須流出經濟利益以履行該責任及流出金額能夠可靠估計，則就不確定時間或金額之負債確認撥備。倘貨幣時間值重大，則撥備按履行責任所需開支之現值列賬。

倘可能毋須流出經濟利益，或金額不能可靠估計，此責任則披露為或然負債，惟流出經濟利益之可能性甚微則除外。如潛在責任之存在因發生或不發生一項或以上日後事件方可確定，有關責任亦作為或然負債披露，惟流出經濟利益之可能性甚微則除外。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition

(a) Revenue recognition (accounting policies applied from 1 April 2018)

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4 主要會計政策(續)

(n) 收益確認

(a) 收益確認(自二零一八年四月一日起適用之會計政策)

客戶合約收益於貨品或服務控制權轉移至客戶時按反映本集團預期就該等貨品或服務有權換取之代價金額確認，惟不包括代表第三方收回之金額。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

貨品或服務控制權可於一段時間內或某一時間點轉移，取決於合約條款及適用於合約之法律規定。倘本集團在履約過程中符合下列條件，則貨品或服務控制權於一段時間內轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 本集團履約時創建或優化由客戶控制之資產；或
- 並無產生對本集團有替代用途之資產，且本集團可強制執行權利以收取累計至今已完履約部分之款項。

倘貨品或服務控制權於一段時間內轉移，則收益乃於整個合約期間經參考完成履約責任之進度確認。否則，收益於客戶獲得貨品或服務控制權之時間點確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition (continued)

(a) Revenue recognition (accounting policies applied from 1 April 2018) (continued)

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

(i) Securities brokerage

The Group provides broking and dealing services for securities, futures contracts. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. The Group provides custodian and handling services for securities, futures customer accounts. Fee income is recognised when the transaction is executed and service is completed.

4 主要會計政策(續)

(n) 收益確認(續)

(a) 收益確認(自二零一八年四月一日起適用之會計政策)(續)

倘合約包括為客戶提供超過一年有關就向客戶轉移貨品或服務撥付資金之重大利益之融資部分，則收益按應收款項現值計量，並使用本集團與客戶之單獨融資交易所反映於合約開始時之貼現率貼現。／倘合約包括為本集團提供重大融資利益之融資部分，則根據該合約確認之收益包括按實際利率法計算之合約負債所產生利息開支。就自付款至轉移承諾貨品或服務期間為一年或以內之合約而言，則採用香港財務報告準則第15號之實際權宜方法，即不會就重大融資部分之影響調整交易價。

(i) 證券經紀

本集團提供證券及期貨合約經紀及交易服務。佣金收入於交易執行日期之時間點按執行價之交易價值若干百分比確認。本集團為證券及期貨客戶賬戶提供託管及處理服務。費用收入於交易執行及服務完成時確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition (continued)

(a) Revenue recognition (accounting policies applied from 1 April 2018) (continued)

(ii) Underwriting and placements service

The Group provides placing, underwriting or sub-underwriting services to customers for their fund raising activities in equity and debt capital markets, and also financial products arrangement services. Revenue is recognised when the relevant placing, underwriting, sub-underwriting or financial products arrangement activities are completed. Accordingly, the revenue is recognised at a point in time.

(iii) Corporate finance service

The Group provides advisory services on strategic matters, including mergers, acquisitions, restructuring and similar corporate finance matter. The Group considers that all the services promised in a particular contract of being a corporate advisor are interdependent and interrelated and should be therefore accounted for as a single performance obligation. As there is enforceable right to payment for the Group for the performance of services completed up to date based on the contracts with customers regarding corporate advisory services, the revenue is recognised over time based on the stage of completion of the contract, the services transferred to customers up to date.

4 主要會計政策(續)

(n) 收益確認(續)

(a) 收益確認(自二零一八年四月一日起適用之會計政策)(續)

(ii) 包銷及配售服務

本集團為客戶提供股本及債務資本市場集資活動之配售、包銷或分包銷服務，亦提供金融產品安排服務。收益於相關配售、包銷、分包銷或金融產品安排活動完成時確認。因此，收益乃於某一時間點確認。

(iii) 企業融資服務

本集團就策略事宜提供諮詢服務，包括合併、收購、重組及類似企業融資事宜。本集團認為，企業顧問合約所承諾一切服務均相互依存及相互關聯，因此應作為單一履約責任入賬。由於本集團就與客戶所訂立企業諮詢服務合約項下已完成服務有可強制執行之付款權利，故收益根據合約完成階段及客戶至今獲轉移服務隨時間確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition (continued)

(a) Revenue recognition (accounting policies applied from 1 April 2018) (continued)

(iv) Hotel ownership and management

The Group has determined that for contracts with hotel guests for the hotel room services, there may be one or two performance obligations, which include the provision of hotel room services and provision of free breakfast. For the hotel room services, the Group has determined that the customers simultaneously receives and consumes the benefits of the Group's performance and thus the Group concludes that the service should be recognised overtime. For the performance obligation related to the free breakfast, the Group determines that the customers obtain control of the breakfast when it was delivered to the customers. Revenue is thus recognised when the breakfast is provided. Invoices are issued when the hotel guests checked out and the payment was required to settle at the same time.

(v) Food and beverage

The Group operates hotel restaurants and casino bars selling food and beverages. Revenue from the sales of food and beverages is recognised when a group entity sells a product to the customer. There is generally only one performance obligation. Invoices are usually payable when the customers finished their meal and the payment of the transaction price is due immediately.

4 主要會計政策(續)

(n) 收益確認(續)

(a) 收益確認(自二零一八年四月一日起適用之會計政策)(續)

(iv) 酒店擁有及管理

本集團釐定與酒店客人訂立之酒店客房服務合約可能有一項或兩項履約責任，包括提供酒店客房服務及提供免費早餐。就酒店客房服務而言，本集團已釐定客戶同步收到並消耗本集團履約所產生之利益，故本集團認為有關服務應於一段時間內確認。至於與免費早餐相關之履約責任，本集團釐定客戶於收取早餐時獲得控制權。因此，於提供早餐時確認收益。當酒店客人退房並同時應要求結賬時出具發票。

(v) 食品及飲料

本集團於旗下酒店餐廳及賭場酒吧售賣食品及飲料。集團實體向客戶銷售產品時確認食品及飲料之銷售收益。通常只有一項履約責任。一般於顧客用膳完畢並即時支付交易價格時出具發票。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition (continued)

(a) Revenue recognition (accounting policies applied from 1 April 2018) (continued)

(vi) Services provided to a gaming operator

Revenue from gaming related facilities and gaming related general management services provided to a gaming operator are recognised over time when performance obligations satisfied while the gaming operator simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. The Group's performance obligation is primarily the provision of casino management services to a gaming operator in Macau under the Service Agreement. The Group has the right to receive its service income, based on net gaming wins of the casinos of each month, from the gaming operator when the service is rendered.

The directors of the Company considered that the Group act as a principal for casino management services provided to the gaming operator as the Group is primarily responsible for fulfilling the promise to provide the specified services to the gaming operator and controls the specified service to be provided by the Group before service transferred to the gaming operator.

(vii) Securities investment

Net income from trading of securities is recognised on transaction date when the relevant sale and purchase contract is entered into. Dividend income from securities investments is recognised when the Group's right to receive the dividend payment have been established.

4 主要會計政策(續)

(n) 收益確認(續)

(a) 收益確認(自二零一八年四月一日起適用之會計政策)(續)

(vi) 向博彩營運商提供之服務

向博彩營運商提供之博彩相關設施及博彩相關一般管理服務之收益於一段時間內確認，即履行履約責任時博彩營運商同步收到並消耗本集團履約所產生之利益。本集團之履約責任主要為根據服務協議向澳門博彩營運商提供賭場管理服務。本集團有權於提供服務時向博彩營運商收取按賭場每月淨贏額計算之服務收入。

本公司董事認為，本集團為向博彩營運商提供賭場管理服務之委託人，原因為本集團主要負責履行向博彩營運商提供指定服務之承諾，並於本集團所提供指定服務轉移至博彩營運商前控制有關服務。

(vii) 證券投資

證券交易所所得淨收入於訂立相關買賣合約之交易日期確認。證券投資所得股息收入於本集團確立收取股息之權利時確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition (continued)

(b) Revenue recognition (accounting policies applied until 31 March 2018)

Brokerage commission is recognised on a trade date basis when the relevant transactions are executed.

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 exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Underwriting fee and placing fee are recognised as income in accordance with the terms of the underwriting and placing agreements or deal mandate when the relevant significant acts have been completed.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Handling fee income is recognised when the relevant transactions have been arranged or the relevant services have been rendered.

Revenue arising from service provided for gaming operations in mass market halls, electronic gaming halls and VIP rooms is recognised when the relevant services have been rendered and the Group is entitled to the share of gross win and gross loss in respect of the operating performance from the gaming operator.

Revenue from hotel accommodation are recognised upon the provision of the accommodation services.

Revenue from food and beverage sales and other ancillary services are recognised upon the provision of goods and services.

4 主要會計政策(續)

(n) 收益確認(續)

(b) 收益確認(直至二零一八年三月三十一日止適用之會計政策)

倘相關交易獲執行，經紀佣金按交易日期為基準確認。

金融資產之利息收入按時間基準，以未償還本金及適用實際利率累計，亦即將金融資產於預計年期內之估計未來現金收入準確折算至該資產首次確認賬面淨值之利率。

包銷費用及配售費用乃於有關重要行動完成時按照包銷及配售協議或交易授權之條款確認為收入。

投資所得股息收入於股東收取付款之權利確立時確認。

手續費收入於安排有關交易後或提供有關服務後確認。

為中場、電子博彩廳及貴賓廳之博彩業務提供服務之收入於提供相關服務，以及本集團有權分佔博彩營運商之博彩經營業績之收益或虧損時予以確認。

來自酒店住宿之收入於提供住宿服務時予以確認。

食品及飲料銷售及其他相關服務之收入於提供貨品及服務時予以確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(n) Revenue recognition (continued)

(b) Revenue recognition (accounting policies applied until 31 March 2018) (continued)

Service income is recognised when the services are provided.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

(o) Foreign currencies

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in statement of profit or loss and other comprehensive income in the period in which they arise.

(p) Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in statement of profit or loss and other comprehensive income in the period in which they are incurred.

4 主要會計政策(續)

(n) 收益確認(續)

(b) 收益確認(直至二零一八年三月三十一日止適用之會計政策)(續)

服務收入於提供服務時確認。

經營租賃項下之租金收入於相關租賃期內以直線法確認。

利息收入按時間就未償還本金按適用利率以時間基準累計。

(o) 外幣

本集團實體以其經營所在主要經濟環境之貨幣(「功能貨幣」)以外之貨幣所進行交易，乃以進行交易時之現行匯率記錄。外幣貨幣資產及負債按報告期末之現行匯率換算。按歷史成本以外幣計量之非貨幣項目不作重新換算。結算及換算貨幣項目所產生之匯兌差額於其產生期間於損益及其他全面收益表確認。

(p) 借貸成本

收購、建造或生產合資格資產(須耗用較長時間方可作擬定用途或銷售之資產)直接產生之借貸成本均撥充資本，作為該等資產成本之一部分。將有待用於該等資產之特定借貸作短期投資所賺取之收入，會於資本化借貸成本中扣除。所有其他借貸成本乃於產生期間內於損益及其他全面收益表確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(q) Related parties

- (i) A person or a close member of that person's family is related to the Group if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of key management personnel of the Group or the Company's parent.
- (ii) An entity is related to the Group if any of the following conditions apply:
 - (a) 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).
 - (b) 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).
 - (c) Both entities are joint ventures of the same third party.
 - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (e) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (f) The entity is controlled or jointly controlled by a person identified in (i).
 - (g) A person identified in (i)(a) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (h) 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.

4 主要會計政策(續)

(q) 關連人士

- (i) 倘下列情況適用，該名人士或該名人士之近親便被視為與本集團有關連：
 - (a) 對本集團有控制權或共同控制權；
 - (b) 對本集團有重大影響力；或
 - (c) 為本集團或本公司母公司主要管理人員。
- (ii) 倘任何下列情況適用，該實體便被視為與本集團有關連：
 - (a) 該實體及本集團屬同一集團之成員(即各母公司、附屬公司及同系附屬公司互相關連)。
 - (b) 一個實體為另一實體之聯繫人士或合營企業(或為某一集團之成員之聯繫人士或合營企業，而該另一實體為此集團之成員)。
 - (c) 兩個實體皆為相同第三方之合營企業。
 - (d) 一個實體為第三實體之合營企業及另一實體為第三實體之聯繫人士。
 - (e) 該實體為本集團或與本集團有關連之實體之僱員福利而設之離職後福利計劃。
 - (f) 該實體受(i)項所識別人士控制或共同控制。
 - (g) 於(i)(a)項所識別人士對實體有重大影響，或為實體(或實體之母公司)之高級管理人員。
 - (h) 該實體或本集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(q) Related parties (continued)

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.

(r) Intangible assets

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss. The estimated useful lives are as follows:

Mining licenses	24 years
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(ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment of non-financial assets other than goodwill above).

4 主要會計政策(續)

(q) 關連人士(續)

任何人士之近親為可能預期於與該實體之交易中影響該名人士或受該名人士影響之家族成員，包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士之配偶或同居伴侶之子女；及
- (iii) 該名人士或其配偶或同居伴侶之受養人。

(r) 無形資產

(i) 所收購無形資產

單獨收購之無形資產初步按成本確認。業務合併過程中所收購之無形資產之成本為收購日期之公平值。其後，有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。

攤銷乃於其可使用年期按直線基準計提撥備如下。無限可使用年期之無形資產按成本減任何累計減值虧損列賬。攤銷開支於損益賬確認。估計可使用年期載列如下：

採礦牌照	24年
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(ii) 減值

有限可使用年期之無形資產在該資產出現可能減值跡象時進行減值測試(見上文有關商譽以外之非金融資產減值之會計政策)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS

The preparation of these consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Key sources of estimation uncertainty are as follows:

The application of ECL Model

The directors of the Company estimate the amount of loss allowance for ECL on financial assets at amortised cost based on the credit risk of the respective financial instrument. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk and therefore expected cash flows of the respective financial instrument involves a high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly. The information about the ECL and the financial assets at amortised cost are disclosed in respective notes to the financial statements.

Upon adoption of HKFRS 9, the Credit Risk Department is responsible in developing and maintaining the processes for measuring ECL including monitoring of credit risk, incorporation of forward looking information and the method used to measure ECL; and ensuring that the Group has policies and procedures in place to appropriately maintain and validate models used to assess and measure ECL.

5 估計不確定因素之主要來源及主要會計判斷

綜合財務報表之編製要求管理層作出足以影響所呈報收益、開支、資產及負債以及所披露或然負債於呈報日期之金額之判斷、估計及假設。然而，該等假設及估計存有不确定因素，可能導致需對受影響資產或負債未來之賬面值作出重大調整。估計及判斷乃持續評估及建基於過往經驗及其他因素，包括於有關情況下對未來事件之合理預期。有關估計不確定因素之主要來源載列如下：

應用預期信貸虧損模式

本公司董事根據相關金融工具之信貸風險估計按攤銷成本列賬之金融資產之預期信貸虧損之虧損撥備金額。虧損撥備金額乃按資產賬面值與估計未來現金流量現值之間差額計量，並考慮各金融工具之預期未來信貸虧損。對各項金融工具之信貸風險及預期現金流量所作評估涉及高度估計及不確定性。倘實際未來現金流量低於預期或超出預期，則可能出現重大減值虧損或重大減值虧損撥回。有關預期信貸虧損及按攤銷成本列賬之金融資產之資料於財務報表相關附註披露。

採納香港財務報告準則第9號後，信貸風險部負責制定及維持預期信貸虧損之計量程序，包括監察信貸風險、納入前瞻性資料及計量預期信貸虧損所用方法；並確保本集團訂有政策及程序，以適當維護及驗證用於評估及計量預期信貸虧損之模型。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS *(continued)*

Incorporation of forward-looking information

The Group employs external experts who use external and internal information to generate scenario of future forecast of relevant economic variables. The internal and external information used includes the historical data of the Group and economic data and forecasts published by governmental bodies and monetary authorities respectively. Accordingly, when measuring ECL the Group selects and uses reasonable and supportable forward-looking information without undue cost or effort in its assessment by judgements, which is based on assumptions and estimates for the future movement of different economic drivers and how these drivers will affect each other as well as the correlation.

Measurement of ECL

Probability of default (“PD”) constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation is based on reasonable and appropriate statistical rating models selected by the management with judgements. These statistical models are based on market data (where available), as well as internal data comprising both quantitative and qualitative factors which includes historical data, assumptions and expectations of future conditions. The management gathers this information and adjust the data to reflect probability-weighted forward- looking information that is reasonable and supportable available without undue cost or effort.

In assessing the lifetime ECL on credit-impaired financial assets classified as stage 3, the Group performs the assessment based on the Group’s historical credit loss experience, adjusted for factors that specific to the customers such as financial background, general economic conditions and both the current conditions at the reporting date as well as the forecast of future conditions with significant judgements involved. Moreover, the Group also reviews the value of the collateral received from the customers in determining the impairment. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce material differences between loss estimates and actual loss experience.

5 估計不確定因素之主要來源及主要會計判斷 *(續)*

納入前瞻性資料

本集團聘請外部專家，運用外部及內部資料得出相關經濟變量之未來預測狀況。所採用內部及外部資料包括本集團歷史數據以及分別由政府機構及貨幣機關公佈之經濟數據及預測。因此，計量預期信貸虧損時，本集團就評估判斷選擇並採用毋須付出不必要成本或精力即可獲得之合理可作為依據之資料，此乃基於對不同經濟驅動因素未來變動之假設及估計以及該等驅動因素如何相互影響及其相關性。

計量預期信貸虧損

違約概率（「違約概率」）構成計量預期信貸虧損之關鍵輸入數據。違約概率是對一定時期內違約可能性之估計，並按管理層判斷選擇合理恰當之統計評級模型而計算。該等統計模型基於市場數據（如有）以及包含定量及定性因素（包括歷史數據及未來狀況假設與預測）之內部數據。管理層收集有關資料並調整數據以反映毋須付出不必要成本或精力即可獲得之合理可作為依據之概率加權前瞻性資料。

評估歸類為第三階段之信貸減值金融資產之永久預期信貸虧損時，本集團根據本集團過往信貸虧損經驗進行評估，並按客戶特定因素（如財務背景及整體經濟狀況）以及於報告日期之現況及預測未來狀況作出調整，而此舉牽涉重大判斷。此外，於釐定減值時，本集團亦會審閱客戶所提供抵押品之價值。用於估計未來現金流量金額及時間之方法及假設定期予以檢討，以減少虧損估計與實際虧損經驗之間重大差異。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS *(continued)*

Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid.

Useful lives of intangible assets

In accordance with HKAS 38, the Group estimates the useful lives of intangible assets in order to determine the amount of amortisation expenses to be recorded. The useful lives are estimated at the time the asset is acquired/transferred based on the lease term. The Group also performs annual reviews on whether any change in local regulation to reflect useful lives.

Estimated fair value of leasehold properties

The fair value of each hotel property individually is determined at the end of the reporting period by independent professional valuers using the income approach whereby the incomes derived from the hotel and casino operations with regard to past trading accounts and the rental income derived from existing tenancies on the property interest are capitalised at an appropriate rate of return with due allowance for outgoings and expenses wherever applicable. This methodology is based upon estimates of future results and a set of assumptions as to income and expenses of the property and future economic conditions. The fair value of each leasehold property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

5 估計不確定因素之主要來源及主要會計判斷(續)

物業、廠房及設備之可使用年期

根據香港會計準則第16號，本集團估計物業、廠房及設備之可使用年期，以釐定將予入賬之折舊開支金額。於購入資產時，本集團根據過往經驗、預期用途、損耗程度，以及技術會否因市場需求或資產產能有變而過時，以估計其可使用年期。本集團亦會每年作出檢討，以判斷為可使用年期所作假設是否仍然有效。

無形資產之可使用年期

根據香港會計準則第38號，本集團估計無形資產之可使用年期，以釐定將予入賬之攤銷開支金額。可使用年期於資產獲收購／轉讓時按租賃期估計。本集團亦會每年作出檢討，以判斷當地法規有否變動以反映可使用年期。

租賃物業之估計公平值

各酒店物業之公平值於各報告期末經由獨立專業估值師使用收入法個別釐定，據此，酒店及賭場業務過往貿易賬產生之收入及物業權益現有租約產生之租金收入乃按適當回報率撥充資本，並於適用時就開支及費用作出適當撥備。此項估值法乃以對未來業績之估計、有關物業收入與開支及未來經濟狀況之一系列假設作為基準。各租賃物業之公平值反映(其中包括)現有租約之租金收入及根據現時市況假設可自日後租約取得之租金收入。公平值亦按相似基準反映物業預期產生之任何現金流出量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS *(continued)*

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

Impairment of non-financial assets other than goodwill

If a triggering event occurs indicating that the carrying amount of an asset may not be recoverable, an assessment of the carrying amount of that asset will be performed. Triggering events include significant adverse changes in the market value of an asset, changes in the business or regulatory environment, or certain legal events. The interpretation of such events requires judgement from management with respect to whether such an event has occurred.

Upon the occurrence of triggering events, the carrying amounts of non-financial assets are reviewed to assess whether their recoverable amounts have declined below their carrying amounts. The recoverable amount is the present value of estimated net future cash flows which the Group expects to generate from the future use of the asset, plus residual value of the asset on disposal. Where the recoverable amount of non-financial assets is less than its carrying value, an impairment loss is recognised to write the assets down to its recoverable amount.

The impairment assessment is performed based on the discounted cash flow analysis. This analysis relies on factors such as forecast of future performance and long-term growth rates and the selection of discount rates. If these forecast and assumptions prove to be inaccurate or circumstances change, further write-down or reversal of the write-down of the carrying value of the non-financial assets may be required.

5 估計不確定因素之主要來源及主要會計判斷 *(續)*

商譽減值

釐定商譽是否出現減值時，需要估計已獲分配商譽之現金產生單位之使用價值。計算使用價值需要董事估計預期現金產生單位產生之未來現金流量以及用以計算現值之合適貼現率。

商譽以外之非金融資產減值

倘發生觸發事件顯示資產之賬面值可能無法收回，則將對資產之賬面值進行評估。觸發事件包括資產市值出現重大逆轉、業務或規管環境有變或若干法律事件。對該等事件之詮釋需要管理層判斷是否發生有關事件。

發生觸發事件時，會檢討非流動資產之賬面值，以評估其可收回金額是否已跌至低於其賬面值。可收回金額為本集團預期日後使用資產而產生之估計未來現金流量淨額現值，另加資產於出售時之剩餘價值。倘非金融資產之可收回金額少於其賬面值，則會確認減值虧損，以將資產撇減至其可收回金額。

減值評估乃按貼現現金流量分析進行。此分析依賴未來表現及長期增長率預測以及選取貼現率等因素。倘該等預測及假設獲證實為不確或情況有變，則可能須進一步撇減或撥回撇減非金融資產之賬面值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS *(continued)*

Income taxes and deferred taxes

The Group is subject to taxation in the Macau and Hong Kong. Significant judgement is required in determining the amount of the provision for taxation and the timing of the related payments. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will have impact on the income tax and/or deferred tax provisions in the period in which such determination is made.

6 SEGMENTAL INFORMATION

For management purposes, the Group is organised into business units based on their services, and has seven (31 March 2018: seven) reporting operating segments as follows:

Financial services segments:

- Securities brokerage, underwriting and placements segment is the provision of brokerage, underwriting and placements services for dealings in securities on recognised stock exchanges.
- Margin and initial public offering (“IPO”) financing segment is the provision of credits in these transactions.
- Other financial services mainly include provision of corporate finance advisory services, futures brokerage and asset management.

Hotel and gaming segments:

- Hotel ownership and management segment is the operation of hotels and provision of hotel management services.
- Food and beverage segment is the operation of restaurants in hotels.
- Gaming segment is the provision of services to casinos run by the license holder Sociedade de Jogos de Macau, S.A (“SJM”) in hotels.

5 估計不確定因素之主要來源及主要會計判斷 *(續)*

所得稅及遞延稅項

本集團須繳納澳門及香港稅項。釐定稅項撥備及有關付款時間需要作出重大判斷。不少交易及釐定最終稅項之計算方法無法在日常業務過程中確定。倘該等事宜之最終稅務結果與初次記錄金額有所不同，則有關差額將影響作出釐定期間之所得稅及／或遞延稅項撥備。

6 分類資料

就管理而言，本集團根據其服務劃分業務單位，共有以下七個(二零一八年三月三十一日：七個)呈報業務分類：

金融服務分類：

- 證券經紀、包銷及配售分類，即就於認可證券交易所買賣證券提供經紀、包銷及配售服務。
- 保證金及首次公開發售(「首次公開發售」)融資分類，即就此等交易提供信貸融資。
- 其他金融服務主要包括提供企業財務顧問服務、期貨經紀及資產管理。

酒店及博彩分類：

- 酒店擁有及管理分類，即經營酒店及提供酒店管理服務。
- 食品及飲料分類，即經營酒店內餐廳。
- 博彩分類，即向由持牌人澳門博彩股份有限公司(「澳博」)在酒店經營之賭場提供服務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 SEGMENTAL INFORMATION *(continued)*

Securities investment segment:

- Securities investment segment is the trading of listed securities.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on a measure of adjusted earnings before interest, income tax, depreciation and amortisation (adjusted EBITDA). Interest income and expenditure and certain income and expenses (including depreciation, amortisation, finance cost, taxation, gain on disposal of property, plant and equipment and exchange gain) are not included in the result of each operating segment that is reviewed by the management. Other information provided, except as noted below, to the management is measured in a manner consistent with that in the consolidated financial statements.

Revenue between segments are carried out on terms equivalent to those that prevail in arm's length transactions. The revenue from external customers reported to the management is measured in a manner consistent with that in the consolidated statement of profit or loss and other comprehensive income.

6 分類資料 *(續)*

證券投資分類：

- 證券投資分類，即買賣上市證券。

並無匯集各業務分類以組成上述呈報業務分類。

管理層分別監控各業務單位之經營業績，以作出有關資源分配之決策及評估表現。分類表現乃根據衡量經調整未計利息、所得稅、折舊及攤銷前盈利以作評估。利息收入及支出以及若干收入及開支（包括折舊、攤銷、融資成本、稅項、出售物業、廠房及設備之收益以及匯兌收益）不會計入經管理層審閱之各業務分類業績。除下述者外，提供予管理層之其他資料之計量方法與綜合財務報表所採用者一致。

分類間收益乃按與公平交易所適用者同等之條款進行。向管理層報告之來自外部客戶收益之計量方式與綜合損益及其他全面收益表所採用者一致。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 SEGMENTAL INFORMATION (continued)

Operating segments

The following tables represent segment information of the Group provided to the Group's management for the years ended 31 March 2019 and 2018, respectively.

For the year ended 31 March 2019

6 分類資料(續)

業務分類

下表呈列向本集團管理層提供之本集團分別於截至二零一九年及二零一八年三月三十一日止年度之分類資料。

截至二零一九年三月三十一日止年度

		Securities brokerage, underwriting and placements 證券經紀、 包銷及 配售 HK\$'000 千港元	Margin and IPO financing 保羅金及 首次公開 發售融資 HK\$'000 千港元	Other financial services 其他金融 服務 HK\$'000 千港元	Financial services business 金融服務 業務 HK\$'000 千港元	Hotel ownership and management 酒店擁有 及管理 HK\$'000 千港元	Food and beverage 食品及 飲料 HK\$'000 千港元	Gaming 博彩 HK\$'000 千港元	Securities investment 證券投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment Revenue	分類收益									
External customers	外部客戶	152,056	2,168,514	44,498	2,365,068	188,635	27,730	457,795	-	3,039,228
Inter-segment	分類間	-	-	-	-	58,610	-	8,708	-	67,318
		152,056	2,168,514	44,498	2,365,068	247,245	27,730	466,503	-	3,106,546
Adjusted EBITDA	經調整未計利息、所得稅、 折舊及攤銷前盈利	143,133	1,283,961	27,220	1,454,314	129,522	(9,761)	167,376	(25,450)	1,716,001
Segment Assets	分類資產				31,453,765	2,665,076	415,664	547,308	168,366	35,250,179
Capital expenditure	資本支出				-	3,405	532	5,000	-	8,937
Segment Liabilities	分類負債				9,006,639	242,053	10,478	68,052	-	9,327,222

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 SEGMENTAL INFORMATION (continued)

Operating segments (continued)

For the year ended 31 March 2018

6 分類資料(續)

業務分類(續)

截至二零一八年三月三十一日止年度

	Securities brokerage, underwriting and placements 證券經紀、 包銷及 配售	Margin and IPO financing 保證金及 首次公開 發售融資	Other financial services 其他金融 服務	Financial services business 金融服務 業務	Hotel ownership and management 酒店擁有 及管理	Food and beverage 食品及 飲料	Gaming 博彩	Securities investment 證券投資	Total 總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Segment Revenue	分類收益									
External customers	外部客戶	360,544	1,964,949	85,870	2,411,363	181,423	27,232	473,528	-	3,093,546
Inter-segment	分類間	16	-	990	1,006	55,438	-	8,732	-	65,176
		360,560	1,964,949	86,860	2,412,369	236,861	27,232	482,260	-	3,158,722
Adjusted EBITDA	經調整未計利息、所得稅、 折舊及攤銷前盈利	335,222	1,171,888	66,095	1,573,205	119,763	(10,198)	184,824	(12,140)	1,855,454
Segment Assets	分類資產				33,919,569	2,372,290	353,074	451,895	192,805	37,289,633
Capital expenditure	資本支出				270	6,239	935	1,645	-	9,089
Segment Liabilities	分類負債				12,710,352	212,618	11,990	52,804	-	12,987,764

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 SEGMENTAL INFORMATION (continued)

Operating segments (continued)

Reconciliations of segment revenues, adjusted EBITDA, assets and liabilities

6 分類資料(續)

業務分類(續)

分類收益、經調整未計利息、所得稅、折舊及攤銷前盈利、資產及負債之對賬

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Segment revenue	分類收益	3,106,546	3,158,722
Elimination of inter-segment revenue	對銷分類間收益	(67,318)	(65,176)
Consolidated revenue	綜合收益	3,039,228	3,093,546
Adjusted EBITDA	經調整未計利息、所得稅、 折舊及攤銷前盈利	1,716,000	1,855,454
Other income	其他收入	4,846	14,085
Interest income	利息收入	2,615	686
Exchange gain	匯兌收益	700	4,579
Corporate staff costs	公司員工成本	(17,353)	(30,296)
Corporate overhead	公司營運開支	(74,156)	(87,514)
Depreciation	折舊	(103,071)	(105,457)
Amortisation	攤銷	–	(14,132)
Written-off of intangible assets	撤銷無形資產	(266,157)	–
Finance cost	融資成本	(32,760)	(30,300)
Taxation	稅項	(220,744)	(252,744)
Profit for the year	年內溢利	1,009,920	1,354,361
Segment assets	分類資產	35,250,179	37,289,633
Intangible assets	無形資產	–	266,157
Available-for-sale investments	可供出售投資	–	410
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入 之金融資產	140	–
Unallocated corporate assets	未分配公司資產	42,597	38,695
Total assets	資產總值	35,292,916	37,594,895
Segment liabilities	分類負債	9,327,222	12,987,764
Unallocated amounts due to shareholders	未分配應付股東款項	4,372,264	3,929,911
Unallocated corporate liabilities	未分配公司負債	47,790	37,860
Total liabilities	負債總額	13,747,276	16,955,535

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 SEGMENTAL INFORMATION *(continued)*

Operating segments *(continued)*

Reconciliations of segment revenues, adjusted EBITDA, assets and liabilities *(continued)*

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than intangible assets, available-for-sale investments and assets used jointly by reportable segments.
- all liabilities are allocated to reportable segments other than amounts due to shareholders and liabilities for which reportable segments are jointly liable.

Geographical segment information

The Group's financial services are located in Hong Kong and the other operations are mainly located in Macau of The People's Republic of China ("PRC").

The Group's non-current assets other than financial instruments by geographical location of the assets are detailed below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	10,997,389	10,998,772
Macau	澳門	3,043,156	2,846,635
Canada	加拿大	—	266,157
Total non-current assets (Note)	非流動資產總值(附註)	14,040,545	14,111,564

Note: Non-current assets exclude statutory deposit for financial services business.

6 分類資料 *(續)*

業務分類 *(續)*

分類收益、經調整未計利息、所得稅、折舊及攤銷前盈利、資產及負債之對賬 *(續)*
為監察分類表現及分配資源至各分類：

- 除無形資產、可供出售投資及呈報分類共同使用之資產外，所有資產已分配至呈報分類。
- 除應付股東款項及呈報分類共同承擔之負債外，所有負債已分配至呈報分類。

地區分類資料

本集團之金融服務位於香港，而其他業務則主要位於中華人民共和國（「中國」）澳門。

本集團非流動資產（金融工具除外）按資產所在地區分類之詳情如下：

附註：非流動資產不包括金融服務業務之法定按金。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 SEGMENTAL INFORMATION (continued)

Operating segments (continued)

Information about major customers

Revenue from customers of corresponding years contributing over 10% of total revenue of the Group are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
SJM (Note)	澳博(附註)	457,795	473,528

Note: Revenue from gaming segment

附註：來自博彩分類之收益

6 分類資料(續)

業務分類(續)

主要客戶資料

相應年度內來自客戶之收益佔本集團總收益超過10%之資料如下：

7 REVENUE

7 收益

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial services business	金融服務業務		
— securities brokerage, underwriting and placements	— 證券經紀、包銷及配售	152,056	360,544
— margin and IPO financing	— 保證金及首次公開發售融資	2,168,514	1,964,949
— other financial services	— 其他金融服務	44,498	85,870
Hotels and gaming business	酒店及博彩業務		
— room rental	— 客房租金	176,108	168,695
— food and beverage	— 食品及飲料	27,730	27,232
— gaming revenue	— 博彩收益	457,795	473,528
— other rental income	— 其他租金收入	12,527	12,728
		3,039,228	3,093,546

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 REVENUE (continued)

Disaggregation of the Group's revenue from major products or service lines:

7 收益(續)

本集團主要產品或服務線之收益分類：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	屬香港財務報告準則第15號範圍內之客戶合約收益		
— securities brokerage, underwriting and placements	— 證券經紀、包銷及配售	152,056	360,544
— other financial services	— 其他金融服務	44,498	85,870
— room and other rental income	— 客房及其他租金收入	188,635	181,423
— food and beverage	— 食品及飲料	27,730	27,232
— gaming revenue	— 博彩收益	457,795	473,528
		870,714	1,128,597
Revenue from other sources	來自其他來源之收益		
— margin and IPO financing	— 保證金及首次公開發售融資	2,168,514	1,964,949
Total revenue	總收益	3,039,228	3,093,546
Timing of revenue recognition from contracts with customers	客戶合約收益確認時間		
— At a point in time	— 於某一時間點	179,786	387,776
— Transferred over time	— 於一段時間內轉移	690,928	740,821
		870,714	1,128,597

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 OTHER INCOME

8 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Handling charge	手續費	19,991	24,360
Dividend income	股息收入	567	176
Bad debts recovery	收回壞賬	104	1,005
Management fee income	管理費收入	—	60
Compensation income	補償收入	—	9,774
Sundry income	雜項收入	4,941	4,272
		25,603	39,647

9 STAFF COSTS

9 員工成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)		
— salaries, wages and other benefits	— 薪金、工資及其他福利	252,009	263,580
— contributions to defined contribution retirement plan	— 定額供款退休計劃供款	1,318	1,386
Total staff costs	員工成本總額	253,327	264,966

10 FINANCE COST

10 融資成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest on amount due to a shareholder	應付一名股東款項之利息	32,760	30,300

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 TAXATION

11 稅項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong profits tax	香港利得稅	239,473	258,027
Macau complementary tax	澳門所得補充稅	3,541	2,450
Over-provision in respect of prior years	過往年度超額撥備	(16,291)	(2,305)
Deferred tax	遞延稅項	(5,979)	(5,428)
		220,744	252,744

(a) Hong Kong profits tax has been provided for the year ended 31 March 2019 at a rate of 16.5% (2018: 16.5%).

(b) Macau Complementary Tax has been provided for the year ended 31 March 2019 at a rate of 12% (2018: 12%). Regarding the Group's two wholly owned subsidiaries, Good Start Group Limited and Target All Investments Limited received tax notices issued by Macau Financial Services Bureau as set out in Note 46, no respective tax provision has been made for previous and current years. The tax payment was included in tax recoverable.

(c) Income tax arising in other jurisdictions is calculated at the rates prevailing in respective jurisdictions.

(a) 截至二零一九年三月三十一日止年度，香港利得稅已按稅率 16.5% (二零一八年：16.5%) 計提撥備。

(b) 截至二零一九年三月三十一日止年度，澳門所得補充稅已按稅率 12% (二零一八年：12%) 計提撥備。誠如附註 46 所載，本集團兩家全資附屬公司 Good Start Group Limited 及普中投資有限公司收到澳門財政局發出之評稅通知書，惟並無就過往年度及本年度計提有關稅項撥備。稅款已計入可收回稅項。

(c) 於其他司法權區產生之所得稅乃按各司法權區之現行稅率計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 TAXATION (continued)

(d) The taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before taxation	除稅前溢利	1,230,664	1,607,105
Tax calculated at domestic tax rate of 16.5%	按本地稅率 16.5% 計算之稅項	203,060	265,172
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率不同之影響	(8,243)	(10,102)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	107,399	54,934
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(64,908)	(55,097)
Deferred tax assets not recognised	未確認遞延稅項資產	208	447
Over-provision in respect of prior years	過往年度超額撥備	(16,291)	(2,305)
Others	其他	(481)	(305)
Taxation for the year	年內稅項	220,744	252,744

11 稅項(續)

(d) 年內稅項可與綜合損益及其他全面收益表內除稅前溢利對賬如下：

12 PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging the following:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	2,500	2,290
Marketing, advertising and promotion expenses	營銷、廣告及推廣開支	76,685	80,259
Operating lease charges	經營租賃租金	35,470	30,987
Expected credit loss on trade and other receivables	貿易及其他應收賬款之預期信貸虧損	226	—

12 除稅前溢利

除稅前溢利已扣除下列項目：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 DIVIDEND

No interim dividend was declared for the six months ended 30 September 2018 and 2017.

The Board has recommended the payment of final dividend of HK1.5 cents per share for the year ended 31 March 2019 (2018: HK2 cents per share).

13 股息

概無宣派截至二零一八年及二零一七年九月三十日止六個月之中期股息。

董事局建議就截至二零一九年三月三十一日止年度派付末期股息每股1.5港仙(二零一八年：每股2港仙)。

14 EARNINGS PER SHARE

14 每股盈利

		2019 二零一九年 HK cent 港仙	2018 二零一八年 HK cent 港仙
Basic earnings per share	每股基本盈利	5.77	7.77
Diluted earnings per share	每股攤薄盈利	5.77	7.77

(a) Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

(a) 每股基本盈利

計算每股基本盈利使用之盈利及普通股加權平均數如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit for the purpose of basic earnings per share	計算每股基本盈利之溢利	1,001,927	1,348,626

		2019 二零一九年	2018 二零一八年
Weighted average number of ordinary shares	普通股加權平均數	13,614,480,666	13,614,480,666
Weighted average number of non-redeemable convertible preference shares	不可贖回可換股優先股加權平均數	3,750,000,000	3,750,000,000
Weighted average number of shares for the purpose of basic earnings per share	計算每股基本盈利之股份加權平均數	17,364,480,666	17,364,480,666

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14 EARNINGS PER SHARE (continued)

(b) Diluted earnings per share

Diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares in issue during the years ended 31 March 2019 and 2018.

14 每股盈利(續)

(b) 每股攤薄盈利

由於截至二零一九年及二零一八年三月三十一日止年度並無已發行潛在攤薄普通股，故每股攤薄盈利與每股基本盈利相等。

15 OTHER COMPREHENSIVE INCOME

15 其他全面收入

		2019 二零一九年			2018 二零一八年		
		Before tax	Tax	After tax	Before tax	Tax	After tax
		稅前	稅項	稅後	稅前	稅項	稅後
		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
Surplus on revaluation of leasehold land and buildings	重估租賃土地及樓宇之盈餘	289,273	(34,713)	254,560	145,567	(17,468)	128,099
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產之公平值變動	(270)	—	(270)	—	—	—
Unrealised loss arising from change in fair value of available-for-sale investments	可供出售投資公平值變動產生之未變現虧損	—	—	—	(138)	—	(138)
Other comprehensive income	其他全面收入	289,003	(34,713)	254,290	145,429	(17,468)	127,961

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 DIRECTORS' REMUNERATION

An analysis of remuneration paid and payable to directors of the Company for the years ended 31 March 2019 and 2018 and is set as follows:

16 董事酬金

截至二零一九年及二零一八年三月三十一日止年度，已付及應付本公司董事之酬金分析如下：

		Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonus payment	Retirement scheme contribution	2019 Total
		董事袍金	薪金、津貼及實物利益	酌情花紅付款	退休計劃供款	二零一九年合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事					
Mr. Chu, Nicholas Yuk-yui	朱沃裕先生	–	15,925	15,184	–	31,109
Mrs. Chu Yuet Wah	李月華女士	–	23,909	30,000	18	53,927
Mr. Chu, Kingston Chun Ho	朱俊浩先生	–	4,046	1,269	54	5,369
Mr. Ho Chi Ho	何志豪先生	–	2,742	1,832	18	4,592
Independent non-executive directors	獨立非執行董事					
Dr. Wong Yun Kuen	黃潤權博士	240	–	–	–	240
Mr. Lau Man Tak	劉文德先生	240	–	–	–	240
Ms. Lo, Miu Sheung Betty	羅妙嫦女士	240	–	–	–	240
		720	46,622	48,285	90	95,717

		Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonus payment	Retirement scheme contribution	2018 Total
		董事袍金	薪金、津貼及實物利益	酌情花紅付款	退休計劃供款	二零一八年合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事					
Mr. Chu, Nicholas Yuk-yui	朱沃裕先生	–	15,091	15,000	12	30,103
Mrs. Chu Yuet Wah	李月華女士	–	22,891	30,000	18	52,909
Mr. Chu, Kingston Chun Ho	朱俊浩先生	–	3,468	1,102	53	4,623
Mr. Ho Chi Ho	何志豪先生	–	2,538	1,680	18	4,236
Independent non-executive directors	獨立非執行董事					
Dr. Wong Yun Kuen	黃潤權博士	240	–	–	–	240
Mr. Lau Man Tak	劉文德先生	240	–	–	–	240
Ms. Lo, Miu Sheung Betty	羅妙嫦女士	240	–	–	–	240
		720	43,988	47,782	101	92,591

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17 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, 3 (2018: 3) are directors whose emoluments are disclosed in note 16. The emoluments in respect of the remaining 2 (2018: 2) highest paid individuals are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	10,374	15,311
Retirement scheme contributions	退休計劃供款	36	36
		10,410	15,347

The emolument of the above individual was within the following band:

		2019 二零一九年 Number of person 人數	2018 二零一八年 Number of person 人數
Nil to HK\$10,000,000	零至 10,000,000 港元	2	2

No emoluments were paid or payable to the above highest paid individual as an inducement to join the Group or as compensation for loss of office during the years ended 31 March 2019 and 2018.

17 最高薪人士

五名最高薪人士中，三名(二零一八年：三名)為董事，彼等之酬金已於附註16披露。其餘二名(二零一八年：二名)最高薪人士之酬金如下：

上述人士之酬金介乎以下範圍：

截至二零一九年及二零一八年三月三十一日止年度，概無向上述最高薪人士支付或應付酬金，作為彼等加盟本集團之獎勵或離職補償。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 PROPERTY, PLANT AND EQUIPMENT

18 物業、廠房及設備

		Leasehold land and buildings held for own use 持作自用之租賃土地及樓宇 HK\$'000 千港元	Leasehold improvement, furniture and equipment 租賃物業裝修、傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Yacht 遊艇 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost or valuation At 1 April 2017	成本或估值 於二零一七年四月一日	2,751,590	414,572	5,105	25,730	3,196,997
Additions	添置	-	9,055	34	-	9,089
Written-off	撇賬	-	(34)	-	-	(34)
Adjustment on revaluation	重估調整	61,530	-	-	-	61,530
At 31 March 2018	於二零一八年三月三十一日	2,813,120	423,593	5,139	25,730	3,267,582
Representing: Cost At 2018 valuation	代表： 成本 按二零一八年估值	- 2,813,120	423,593 -	5,139 -	25,730 -	454,462 2,813,120
		2,813,120	423,593	5,139	25,730	3,267,582
Additions	添置	-	8,937	-	-	8,937
Disposals	出售	-	(1)	-	-	(1)
Adjustment on revaluation	重估調整	200,650	-	-	-	200,650
At 31 March 2019	於二零一九年三月三十一日	3,013,770	432,529	5,139	25,730	3,477,168
Representing: Cost At 2019 valuation	代表： 成本 按二零一九年估值	- 3,013,770	432,529 -	5,139 -	25,730 -	463,398 3,013,770
		3,013,770	432,529	5,139	25,730	3,477,168
Accumulated depreciation At 1 April 2017	累計折舊 於二零一七年四月一日	-	371,186	4,198	22,088	397,472
Charge for the year	年內扣除	84,037	18,637	217	2,566	105,457
Eliminated on written-off	撇賬對銷	-	(34)	-	-	(34)
Adjustment on revaluation	重估調整	(84,037)	-	-	-	(84,037)
At 31 March 2018	於二零一八年三月三十一日	-	389,789	4,415	24,654	418,858
Charge for the year	年內扣除	88,623	13,160	217	1,071	103,071
Eliminated on written-off	撇賬對銷	-	-	-	-	-
Adjustment on revaluation	重估調整	(88,623)	-	-	-	(88,623)
At 31 March 2019	於二零一九年三月三十一日	-	402,949	4,632	25,725	433,306
Net book value At 31 March 2019	賬面淨值 於二零一九年三月三十一日	3,013,770	29,580	507	5	3,043,862
At 31 March 2018	於二零一八年三月三十一日	2,813,120	33,804	724	1,076	2,848,724

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 PROPERTY, PLANT AND EQUIPMENT

(continued)

- (a) The leasehold land and buildings held for own use are situated in Macau.
- (b) The Group's leasehold land and buildings for own use were revalued as at 31 March 2019 and 2018. The valuations were carried out by AA Property Services Limited, an independent valuer who holds recognised and relevant professional qualifications and has recent experience in the location and category of the leasehold land and buildings being valued. The Group's management has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each reporting date.

The following table gives information about how the fair value of leasehold land and buildings are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value
公平值等級	估值技術及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係

As at 31 March 2019

於二零一九年三月三十一日

Properties in Macau 澳門物業	Level 3 第三級別	Income capitalisation approach The key inputs are: (1) Capitalisation rates; (2) Daily room rates; (3) Monthly casino performance; 收入撥充資本法 主要輸入數據為： (1) 撥充資本率； (2) 客房每日租金； (3) 賭場每月業績；	Capitalisation rates, taking into account of the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 2% to 12%. 經計及租金收入潛力之撥充資本情況、物業性質及現行市況，撥充資本率為2%至12%。 Daily room rates of HK\$674 to HK\$676 in average for the base level. 基本客房每日租金平均介乎674港元至676港元。 Monthly casino performance of HK\$3.44 million to HK\$16.65 million in average. 賭場每月業績平均介乎3,440,000港元至16,650,000港元。	The higher the capitalisation rate, the lower the fair value. 撥充資本率越高，公平值越低。 The higher the daily room rate, the higher the fair value. 客房每日租金越高，公平值越高。 The higher the monthly casino performance, the higher the fair value. 賭場每月業績越高，公平值越高。
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18 物業、廠房及設備(續)

- (a) 持作自用之租賃土地及樓宇位於澳門。
- (b) 本集團持作自用之租賃土地及樓宇於二零一九年及二零一八年三月三十一日進行重估。重估由獨立估值師環亞物業顧問有限公司進行，有關估值師持有認可及相關專業資格，並對所估值租賃土地及樓宇所在地點及類別有近期經驗。本集團管理層已於各報告日期進行估值時與測量師討論有關估值假設及估值結果。

下表載列有關根據公平值計量之輸入數據之可觀察程度如何釐定租賃土地及樓宇之公平值(尤其是所使用之估值技術及輸入數據)以及公平值計量所劃分之公平值等級(第一級別至第三級別)之資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 PROPERTY, PLANT AND EQUIPMENT

(continued)

(b) (continued)

18 物業、廠房及設備(續)

(b) (續)

Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value
公平值等級	估值技術及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係

As at 31 March 2018

於二零一八年三月三十一日

Properties in Macau 澳門物業	Level 3 第三級別	Income capitalisation approach The key inputs are: (1) Capitalisation rates; (2) Daily room rates; (3) Monthly casino performance; 收入撥充資本法 主要輸入數據為： (1) 撥充資本率； (2) 客房每日租金； (3) 賭場每月業績；	Capitalisation rates, taking into account of the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 7% to 50%. 經計及租金收入潛力之撥充資本情況、物業性質及現行市況，撥充資本率為7%至50%。 Daily room rates of HK\$599 to HK\$652 in average for the base level. 基本客房每日租金平均介乎599港元至652港元。 Monthly casino performance of HK\$2.5 million to HK\$12.7 million in average. 賭場每月業績平均介乎2,500,000港元至12,700,000港元。	The higher the capitalisation rate, the lower the fair value. 撥充資本率越高，公平值越低。 The higher the daily room rate, the higher the fair value. 客房每日租金越高，公平值越高。 The higher the monthly casino performance, the higher the fair value. 賭場每月業績越高，公平值越高。
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The fair value of leasehold land and buildings for own use in Macau as at 31 March 2019 and 2018 are measured using valuation techniques with significant unobservable inputs and hence were classified as Level 3 of the fair value hierarchy.

於二零一九年及二零一八年三月三十一日，持作自用之澳門租賃土地及樓宇之公平值乃使用重大不可觀察輸入數據之估值技術計量，故分類為公平值等級第三級別。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 PROPERTY, PLANT AND EQUIPMENT

(continued)

(b) (continued)

Fair value measurements and valuation processes

In estimating the fair value of the Group's leasehold land and buildings, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation of the Group's leasehold land and buildings. At the end of each reporting period, the management of the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the board of directors of the Company.

There were no changes in valuation techniques during the year.

The movements during the year in the balance of Level 3 fair value measurements are as follows:

18 物業、廠房及設備(續)

(b) (續)

公平值計量及估值過程

於估計本集團租賃土地及樓宇之公平值時，本集團盡可能使用可觀察市場數據。倘並無第一級別輸入數據，則本集團會委聘合資格第三方估值師對本集團之租賃土地及樓宇進行估值。於各報告期末，本集團管理層會與合資格外聘估值師緊密合作，就第三級別公平值計量確立及釐定合適之估值技術及輸入數據。倘可從活躍市場可觀察報價中得出輸入數據，本集團將首先考慮及採納第二級別輸入數據。倘並無第二級別輸入數據，本集團將採納包含第三級別輸入數據之估值技術。倘資產之公平值並無重大變動，則會向本公司董事局匯報波動原因。

年內，估值技術並無變動。

第三級別公平值計量結餘之年內變動如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Opening balance (level 3 recurring fair value)	期初結餘(第三級別經常性公平值)	2,813,120	2,751,590
Depreciation charge for the year	年內折舊費用	(88,623)	(84,037)
Surplus on revaluation of leasehold land and buildings (Note 15)	重估租賃土地及樓宇之盈餘(附註15)	289,273	145,567
Closing balance (level 3 recurring fair value)	期末結餘(第三級別經常性公平值)	3,013,770	2,813,120

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 PROPERTY, PLANT AND EQUIPMENT

(continued)

- (c) As at 31 March 2019, the gross amount of revaluation gain was HK\$289,273,000 (2018: surplus HK\$145,567,000). After tax of valuation gain, HK\$254,560,000 (2018: surplus of HK\$128,099,000) has been recognised in other comprehensive income and accumulated in the property revaluation reserve of the Group and the balance was recognised in the consolidated statement of profit or loss and other comprehensive income.
- (d) The Group has pledged leasehold land and buildings held for own use with carrying amounts of approximately HK\$2,300,000,000 (2018: HK\$2,200,000,000) to secure bank loans of the Group, as disclosed in Note 34(b), at the end of the reporting period.
- (e) Had these properties held for own use been carried at cost less accumulated depreciation, the carrying amounts would have been HK\$1,193,015,000 (2018: HK\$1,231,816,000).

19 GOODWILL

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Carrying amount of goodwill	10,996,683	10,996,683

The carrying amount of goodwill relating to the cash-generating units engaged in securities dealings, underwriting and placements, margin and IPO financing services and corporate finance advisory services are HK\$3,628,905,000, HK\$7,148,237,000 and HK\$219,541,000 respectively. For the purposes of the goodwill impairment test, the recoverable amount cash-generating units was determined based on a value in use calculation, covering a detailed 5-year budget plan plus an extrapolated cash flow projections applying a steady growth rate subsequent to this 5-year plan, with a discount rate of approximately 10.72% (2018: 13.69%).

18 物業、廠房及設備(續)

- (c) 於二零一九年三月三十一日，重估收益總額為289,273,000港元(二零一八年：盈餘145,567,000港元)。除稅後估值收益254,560,000港元(二零一八年：盈餘128,099,000港元)已於其他全面收入確認，並在本集團之物業重估儲備累計，餘額則在綜合損益及其他全面收益表確認。
- (d) 誠如附註34(b)所披露，於報告期末，本集團已就本集團所獲銀行貸款抵押賬面值約2,300,000,000港元(二零一八年：2,200,000,000港元)之持作自用租賃土地及樓宇。
- (e) 假設該等持作自用物業按成本減累計折舊列賬，則賬面值應為1,193,015,000港元(二零一八年：1,231,816,000港元)。

19 商譽

涉及證券交易、包銷及配售、保證金及首次公開發售融資服務以及企業財務顧問服務之現金產生單位之商譽賬面值分別為3,628,905,000港元、7,148,237,000港元及219,541,000港元。就商譽減值測試而言，其可收回金額乃按使用價值計算，涵蓋詳盡5年期預算計劃，另加於此5年期計劃後採用穩定增長率推斷之現金流量預測，貼現率約為10.72%(二零一八年：13.69%)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 GOODWILL (continued)

As at 31 March 2019, the Directors performed an impairment test for the goodwill. The recoverable amount for the cash-generating units engaged in securities dealings, underwriting and placements, margin and IPO financing services and corporate finance advisory services are HK\$4,152,520,000, HK\$24,819,004,000 and HK\$430,342,000 respectively. All of which exceeded their respective carrying amounts.

The key assumptions used in the budget plan are:

- (i) the annual growth rates of revenue were estimated ranging from 3% to 9%, 3% to 7% and 3% to 8% (2018: ranging from 7% to 12%, 7% and 8%) for securities services, margin and IPO financing and corporate finance advisory services respectively throughout the 5-year budget plan. Cash flow beyond the five-year period are extrapolated using an estimated growth rate of 3% (2018: 3%).
- (ii) that gross margins will be maintained at their current levels throughout the 5-year budget plan.

The Group management's key assumptions have been determined based on past performance and its expectations for the market's development. The discount rates used are pre-tax and reflect specific risks relating to the relevant businesses.

Apart from the considerations described in determining the value in use of the cash-generating units above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

The directors concluded that the CGUs demonstrate sufficient cashflow projections that justify the carrying value of the goodwill, accordingly, no impairment loss is provided for the year ended 31 March 2019 (2018: nil).

19 商譽(續)

於二零一九年三月三十一日，董事已就商譽進行減值測試。涉及證券交易、包銷及配售、保證金及首次公開發售融資服務以及企業財務顧問服務之現金產生單位之可收回金額分別為4,152,520,000港元、24,819,004,000港元及430,342,000港元，全部均超過其各自之賬面值。

預算計劃所用主要假設如下：

- (i) 於5年期預算計劃內，證券服務、保證金及首次公開發售融資以及企業財務顧問服務之收益年增長率估計分別介乎3%至9%、3%至7%及3%至8%（二零一八年：介乎7%至12%、7%及8%）。五年期後之現金流量按預期增長率3%推算（二零一八年：3%）。
- (ii) 毛利率將於5年期預算計劃內一直維持現有水平。

本集團管理層之主要假設乃按照過往表現及預期市場發展而釐定。所用貼現率乃稅前比率，並可反映相關業務之特定風險。

除上文所述釐定現金產生單位使用價值之考慮因素外，本集團管理層現時並不知悉任何其他會影響其主要估計之必要變動。

董事得出之結論為現金產生單位顯示足夠現金流量預測而有充分理由支持商譽賬面值，因此，於截至二零一九年三月三十一日止年度概無作出減值虧損撥備（二零一八年：無）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20 INTANGIBLE ASSETS

20 無形資產

		HK\$'000 千港元
Cost	成本	
At 1 April 2017, 31 March 2018 and 1 April 2018	於二零一七年四月一日、二零一八年三月三十一日 及二零一八年四月一日	322,685
Written-off of intangible assets	撤銷無形資產	(322,685)
At 31 March 2019	於二零一九年三月三十一日	-
Accumulated amortisation	累計攤銷	
At 1 April 2017	於二零一七年四月一日	42,396
Amortisation	攤銷	14,132
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日	56,528
Written-off of intangible assets	撤銷無形資產	(56,528)
At 31 March 2019	於二零一九年三月三十一日	-
Net book value At 31 March 2019	賬面淨值 於二零一九年三月三十一日	-
At 31 March 2018	於二零一八年三月三十一日	266,157

The intangible assets represented the costs of the 15 subsurface mineral permits acquired which were subsequently transferred into leases during the financial year ended 31 March 2017.

The 15 permits were initially granted by the Saskatchewan Ministry of Energy and Resources, currently known as the Ministry of the Economy of Saskatchewan, in 2008 to prospect for subsurface mining in Elk Point, Saskatchewan, Canada with area of approximately 3,989.95 square kilometres.

The intangible asset is amortised on a straight-line basis over its estimated useful life of 24 years.

On 14 September 2018, the Group received a notice from the Ministry of the Economy of Saskatchewan regarding the cancellation of all the 15 subsurface mineral leases and accordingly the Group had fully written-off the carrying amount of intangible assets.

無形資產指所取得15份地下礦產許可證之成本，有關許可證其後已於截至二零一七年三月三十一日止財政年度轉撥至租賃。

薩斯喀徹溫省能源與資源部(現稱薩斯喀徹溫省經濟部)起初於二零零八年授出15份許可證，以勘探開採加拿大薩斯喀徹溫省Elk Point佔地約3,989.95平方公里之地下礦產。

無形資產按直線法於其估計可使用年期24年內攤銷。

於二零一八年九月十四日，本集團接獲薩斯喀徹溫省經濟部之通知，內容有關註銷全部15份地下礦產租契。因此，本集團已悉數撤銷無形資產之賬面值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21 INVENTORIES

21 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Food and beverage and hotel operating supplies	食品及飲料以及酒店經營用品	2,488	2,390

22 AVAILABLE-FOR-SALE INVESTMENTS

22 可供出售投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Investment funds, at fair value	投資基金，按公平值	—	410

The available-for-sale investments are denominated in United States dollars and there is no public market for the investments.

The fair value is based on net asset value of the investment funds at the end of the reporting period. During the year ended 31 March 2018, a deficit arising on change in fair value of approximately HK\$138,000 was recognised in other comprehensive income and accumulated in the investment revaluation reserve.

Under HKFRS 9, the investments were reclassified as financial assets at fair value through other comprehensive income as set out in Note 23.

可供出售投資以美元計值，該投資並無公開市場。

公平值按投資基金於報告期末之資產淨值計算。截至二零一八年三月三十一日止年度，公平值變動產生虧絀約138,000港元，已於其他全面收入確認，並於投資重估儲備累計。

根據香港財務報告準則第9號，投資已如附註23所載重新分類為按公平值計入其他全面收入之金融資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

23 按公平值計入其他全面收入之金融資產

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Investment funds, at fair value 投資基金，按公平值	140	—

The financial assets at fair value through other comprehensive income are denominated in United States dollars and there is no public market for the investments. The fair value is based on net asset value of the investment funds at the end of the reporting period. During the year ended 31 March 2019, a deficit arising on change in fair value of approximately HK\$270,000 was recognised in other comprehensive income and accumulated in the FVOCI reserve.

按公平值計入其他全面收入之金融資產以美元計值，該等投資並無公開市場。公平值按投資基金於報告期末之資產淨值計算。截至二零一九年三月三十一日止年度，公平值變動產生虧絀約270,000港元，已於其他全面收入確認，並於按公平值計入其他全面收入儲備累計。

24 HELD FOR TRADING INVESTMENTS

24 持作買賣投資

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities listed in Hong Kong, at market value 於香港上市之股本證券， 按市值	—	192,805

Changes in fair value of financial assets at fair value through profit or loss and other comprehensive income are recognised in the consolidated statement of profit or loss and other comprehensive income.

按公平值計入損益及其他全面收入之金融資產公平值變動已於綜合損益及其他全面收益表確認。

Under HKFRS 9, the investments were reclassified as financial assets at fair value through profit or loss as set out in Note 25.

根據香港財務報告準則第9號，投資已如附註25所載重新分類為按公平值計入損益之金融資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

25 按公平值計入損益之金融資產

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities listed in Hong Kong, at market value	168,366	-

Changes in fair value of financial assets at fair value through profit or loss are recognised in the consolidated statement of profit or loss and other comprehensive income.

按公平值計入損益之金融資產公平值變動已於綜合損益及其他全面收益表確認。

26 ADVANCES TO CUSTOMERS IN MARGIN FINANCING

26 向客戶墊付保證金融資

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Directors of subsidiaries and their associates	85	117,442
Other margin financing customers	19,237,718	20,961,400
Less: Allowance for doubtful debt	(985,761)	(496,487)
	18,252,042	20,582,355

The movements in the expected credit loss on advances to customers in margin financing are as follows:

向客戶墊付保證金融資之預期信貸虧損變動如下：

	2019 二零一九年 HK\$'000 千港元
At the beginning of the year	496,487
Impact of initial application of HKFRS 9	9,863
Impairment loss recognised	479,411
At the end of the year	985,761

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26 ADVANCES TO CUSTOMERS IN MARGIN FINANCING *(continued)*

The movements in impairment loss on advances to customers in margin financing, all assessed individually, are as follows:

		2018 二零一八年 HK\$'000 千港元
At the beginning of the year	於年初	66,749
Impairment loss recognised	已確認減值虧損	430,573
Impairment loss reversed	撥回減值虧損	(835)
<hr/>		
At the end of the year	於年終	496,487

Advances to customers in margin financing are repayable on demand and carry interest at approximately Hong Kong Dollar Prime rate plus 3%. Margin clients are required to pledge securities collateral to the Group in order to obtain credit facilities for securities trading. The amount of credit facilities granted to them is determined by the discounted value of securities accepted by the Group.

At 31 March 2019, total market value of securities pledged as collateral in respect of the loan to other margin financing customers was approximately HK\$59,474,842,000 (31 March 2018: approximately HK\$84,466,301,000).

No ageing analysis is disclosed for advances to customers in margin financing as, in the opinion of the directors, an ageing analysis is not meaningful in view of the business nature of securities dealings and margin financing.

26 向客戶墊付保證金融資 *(續)*

按個別情況全面評估向客戶墊付保證金融資之減值虧損變動如下：

向客戶墊付保證金融資須應要求償還，並大致上按港元最優惠利率加3厘計息。保證金客戶須向本集團抵押證券抵押品，以就證券交易獲取信貸融資。授予彼等之信貸融資金額按本集團接納之證券貼現值釐定。

於二零一九年三月三十一日，作為其他保證金融資客戶所獲貸款抵押品之已抵押證券總市值約為59,474,842,000港元(二零一八年三月三十一日：約84,466,301,000港元)。

董事認為，鑒於證券交易及保證金融資之業務性質，賬齡分析並無意義，故並無披露向客戶墊付保證金融資之賬齡分析。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 TRADE AND OTHER RECEIVABLES

27 貿易及其他應收賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables from financial services segments	來自金融服務分類之貿易應收賬款	80,039	36,370
Trade receivables from hotel and gaming segments	來自酒店及博彩分類之貿易應收賬款	64,027	59,205
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	68,913	56,946
		212,979	152,521

Trade receivables from financial services segments

來自金融服務分類之貿易應收賬款

		31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元
Accounts receivable arising from the ordinary course of business of dealing in securities:	證券交易日常業務過程產生之應收賬款：		
Cash clients	現金客戶	4,913	9,959
Clearing House	結算所	62,315	7,839
Brokers and dealers	經紀及交易商	638	673
Accounts receivable arising from the ordinary course of business of dealing in futures contracts:	買賣期貨合約日常業務過程產生之應收賬款：		
Clearing house	結算所	7,754	10,571
Accounts receivable arising from the ordinary course of business of provision of:	提供以下各項日常業務過程產生之應收賬款：		
Corporate finance advisory services	企業財務顧問服務	4,830	7,328
Total	總計	80,450	36,370
Less: Allowance for doubtful debt	減：呆賬撥備	(411)	–
		80,039	36,370

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 TRADE AND OTHER RECEIVABLES *(continued)* Trade receivables from financial services segments *(continued)*

The movements in the expected credit loss on trade receivables of the financial services segments are as follows:

		2019 二零一九年 HK\$'000 千港元
At beginning of the year	於年初	—
Impact of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	185
Impairment loss recognised	已確認減值虧損	226
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At the end of year	於年終	411

The settlement terms of accounts receivable attributable to dealing in securities are one or two days after trade date, and those of accounts receivable attributable to dealing in futures are one day after the trade date. All accounts receivable from cash clients are not past due at the reporting dates for which the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

Accounts receivable from clearing houses, brokers, dealers and corporate finance clients are current.

Trading limits are set for customers. The Group seeks to maintain tight control over its outstanding accounts receivable in order to minimise credit risk. Overdue balances are regularly monitored by management.

27 貿易及其他應收賬款 *(續)* 來自金融服務分類之貿易應收賬款 *(續)*

金融服務分類之貿易應收賬款之預期信貸虧損變動如下：

證券交易應佔應收賬款須於交易日期後一至兩日內償付，而買賣期貨應佔應收賬款則須於交易日期後一日內償付。所有現金客戶之應收賬款於報告日期並無逾期，管理層相信，由於信貸質素並無重大變動，且有關結餘仍被視作可全數收回，故毋須就此等結餘計提減值撥備。

應收結算所、經紀、交易商及企業融資客戶之賬款屬即期性質。

本集團就客戶設有交易限額，並致力嚴格監控其尚未償還應收賬款，務求將信貸風險減至最低。管理層定期監察逾期結餘。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 TRADE AND OTHER RECEIVABLES *(continued)* Trade receivables from hotel and gaming segments

The Group generally allows an average credit period of 30 days to its customers. The following is an ageing analysis of trade receivables at the end of the reporting period:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0–30 days	0至30日	59,931	44,644
31–60 days	31至60日	1,852	11,321
61–90 days	61至90日	75	75
Over 90 days	90日以上	25,855	26,549
		87,713	82,589
Less: Allowance for doubtful debt	減：呆賬撥備	(23,686)	(23,384)
		64,027	59,205

The movements in the expected credit loss on trade receivables of the hotel and gaming segments are as follows:

27 貿易及其他應收賬款 *(續)* 來自酒店及博彩分類之貿易應收賬款

本集團一般給予客戶30日之平均信貸期。以下為貿易應收賬款於報告期末之賬齡分析：

酒店及博彩分類之貿易應收賬款預期信貸虧損之變動如下：

		2019 二零一九年 HK\$'000 千港元
At beginning of the year	於年初	23,384
Impact of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	302
At the end of the year	於年終	23,686

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 TRADE AND OTHER RECEIVABLES *(continued)* Trade receivables from hotel and gaming segments *(continued)*

The movements of impairment loss on trade receivables of hotel and gaming segments are as follows:

27 貿易及其他應收賬款 *(續)* 來自酒店及博彩分類之貿易應收賬款 *(續)* 酒店及博彩分類之貿易應收賬款之減值虧損變動如下：

		2018 二零一八年 HK\$'000 千港元
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At the beginning and end of year	於年初及年終	23,384
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The following is an ageing analysis of trade receivables by due date at the end of the reporting period:

以下為貿易應收賬款於報告期末按到期日呈列之賬齡分析：

		2018 二零一八年 HK\$'000 千港元
--	--	----------------------------------

Neither past due nor impaired	並無逾期或減值	44,644
Past due but not impaired:	已逾期但無減值：	
Less than 1 month past due	逾期少於1個月	11,321
1 to 3 months past due	逾期1至3個月	75
Over 3 months past due	逾期3個月以上	3,165
		14,561
		59,205

The balances which are past due but not impaired relate to a number of customers who have a good track record with the Group, or are active during the year.

已逾期但無減值之結餘與多名與本集團有良好往績記錄或於年內活躍之客戶有關。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 TRADE AND OTHER RECEIVABLES *(continued)*

Other receivables, deposits and prepayments

The balances of other classes within trade and other receivables of the Group are neither past due nor impaired. Management considers that the credit risk associated with these receivables is minimal.

The movements in the expected credit loss on other receivables, deposits and prepayments are as follows:

		2019 二零一九年 HK\$'000 千港元
At beginning of the year	於年初	—
Impact of initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	290
At the end of the year	於年終	290

27 貿易及其他應收賬款 *(續)*

其他應收賬款、按金及預付款項

本集團之貿易及其他應收賬款中，其他類別之結餘並無逾期或減值。管理層認為，該等應收賬款之相關信貸風險極低。

其他應收賬款、按金及預付款項之預期信貸虧損變動如下：

28 CASH AND BANK BALANCES HELD ON BEHALF OF CUSTOMERS

The Group maintains segregated trust accounts with authorised institutions to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as cash and bank balances held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable (Note 30) to respective clients on the grounds that it is liable for any loss or misappropriation of clients' monies. The cash held on behalf of customers is restricted and governed by the Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance.

28 代客戶持有之現金及銀行結餘

本集團於認可機構開設獨立信託賬戶，以存置於一般業務過程中產生之客戶款項。本集團將此等客戶款項分類為綜合財務狀況表中流動資產項下代客戶持有之現金及銀行結餘，並根據其須就客戶款項之任何損失或挪用負上責任之基礎，確認相應之應付賬款(附註30)。代客戶持有之現金受證券及期貨條例項下證券及期貨(客戶款項)規則所限制及規管。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29 CASH AND CASH EQUIVALENTS

29 現金及現金等值項目

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Time deposits	定期存款	639,121	48,628
Cash at bank and in hand	銀行及手頭現金	447,402	347,165
Cash and cash equivalents in the consolidated statement of financial position	於綜合財務狀況表之現金及現金等值項目	1,086,523	395,793

Cash at banks at floating rates based on daily bank deposit rates. Short term deposits during the year are made for varying period of between 1 day and 3 months depending on the immediate cash requirements of the Group, and earn interest at respective short term time deposits rates. The carrying amounts of the cash and cash equivalent approximate their fair value.

按浮動利率計息之銀行現金按每日銀行存款利率計算。年內短期存款之存款期介乎1日至3個月不等，視乎本集團之即時現金需求而定，按相關短期定期存款利率賺取利息。現金及現金等值項目之賬面值與其公平值相若。

30 TRADE AND OTHER PAYABLES

30 貿易及其他應付賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables from financial services segments	來自金融服務分類之貿易應付賬款	1,479,285	2,112,096
Trade payables from hotel and gaming segments	來自酒店及博彩分類之貿易應付賬款	15,705	14,466
Other payables and accruals	其他應付賬款及應計費用	162,550	157,945
		1,657,540	2,284,507

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 TRADE AND OTHER PAYABLES *(continued)* Trade payables from financial services segments

30 貿易及其他應付賬款 *(續)* 來自金融服務分類之貿易應付賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accounts payable arising from the ordinary course of business of dealing in securities:	證券交易日常業務過程產生之應付賬款：		
Cash clients	現金客戶	464,423	318,265
Margin clients	保證金客戶	998,381	1,731,404
		1,462,804	2,049,669
Dividend payable to clients	應付客戶股息	2	1,667
Clearing house	結算所	—	42,948
Accounts payable arising from the ordinary course of business of dealing in futures contracts:	期貨合約日常業務過程產生之應付賬款：		
Clients	客戶	16,419	17,768
Accounts payable arising from the ordinary course of business in the provision of:	提供以下各項日常業務過程產生之應付賬款：		
Corporate finance advisory services	企業財務顧問服務	60	44
		1,479,285	2,112,096

The settlement terms of accounts payable attributable to dealing in securities are one or two days after the trade date, and those of accounts payable attributable to dealing in futures are one day after trade date.

No ageing analysis is disclosed for payables to margin clients as, in the opinion of the directors, an ageing analysis is not meaningful in view of the business nature of securities dealings and margin financing.

As at the 31 March 2019, included in accounts payable was an amount of approximately HK\$1,371,749,000 (2018: approximately HK\$2,049,601,000) payable to clients and other institutions in respect of trust and segregated bank balances received and held for clients and other institutions in the course of the conduct of regulated activities (Note 28).

證券交易應佔應付賬款須於交易日期後一至兩日內償付，而買賣期貨應佔應付賬款則須於交易日期後一日內償付。

董事認為，鑒於證券交易及保證金融資之業務性質，賬齡分析並無意義，故並無披露有關應付保證金客戶款項之賬齡分析。

於二零一九年三月三十一日，應付賬款包括應付客戶及其他機構賬款約1,371,749,000港元(二零一八年：約2,049,601,000港元)，涉及於進行受規管活動過程中代客戶及其他機構收取及持有之信託及獨立銀行結餘(附註28)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 TRADE AND OTHER PAYABLES *(continued)* Trade payables from hotel and gaming segments

The following is an ageing analysis of trade payables at the end of the reporting period:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0–30 days	0至30日	9,680	9,901
31–60 days	31至60日	3,208	4,130
61–90 days	61至90日	380	249
Over 90 days	90日以上	2,437	186
		15,705	14,466

30 貿易及其他應付賬款(續) 來自酒店及博彩分類之貿易應付賬款 以下為貿易應付賬款於報告期末之賬齡分析：

31 AMOUNTS DUE TO SHAREHOLDERS

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Better Sino Limited	佳育有限公司	(a)	1,190,000	1,190,000
Mrs. Chu Yuet Wah	李月華女士	(b)	3,472,264	3,029,911
			4,662,264	4,219,911

31 應付股東款項

(a) The amount is non-interest bearing, unsecured and repayable on demand.

(b) Out of the total balance there was a loan of HK\$1,010,000,000 (2018: HK\$1,010,000,000) which is unsecured, interest bearing at the rate of 3% to 3.5% per annum (2018: 3% per annum) and repayable on the third anniversary of drawdown (i.e. on or before 31 March 2020). This loan is subject to review at anytime and to the lender's overriding right of withdrawal and immediate repayment on demand. The remaining balance of HK\$2,462,264,000 (2018: HK\$2,019,911,000) is unsecured, interest bearing at the rate of 3% to 3.5% per annum (2018: 3% per annum) and repayable on demand.

(a) 有關款項為不計息、無抵押及須應要求償還。

(b) 結餘總額中為數1,010,000,000港元(二零一八年：1,010,000,000港元)之貸款為無抵押、以年利率3厘至3.5厘(二零一八年：年利率3厘)計息及於提款後第三周年(即二零二零年三月三十一日或之前)償還。該貸款可隨時審閱，並受限於貸款人提出提款及即時還款要求之凌駕性權利。餘額2,462,264,000港元(二零一八年：2,019,911,000港元)則為無抵押、以年利率3厘至3.5厘(二零一八年：年利率3厘)計息及須應要求償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32 LOAN FROM A RELATED COMPANY

The loan is due to Kingston Finance Limited which has common directors and shareholders with the Group. The loan is unsecured, interest bearing at the rate of 2% to 3.5% per annum (2018: 2% per annum) and repayable on demand.

32 來自一家關連公司貸款

貸款乃應付金利豐財務有限公司款項，該公司與本集團有共同董事及股東。有關貸款為無抵押、按年利率2厘至3.5厘(二零一八年：年利率2厘)計息及須應要求償還。

33 SUBORDINATED LOANS

33 後償貸款

	Draw date 提取日期	Terms 條款	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loan from Mr. Lee Wai Man 來自李惠文先生之貸款	30 Jan 2004 二零零四年 一月三十日	P+1% 最優惠利率 加1厘	250,000	250,000
	20 Feb 2004 二零零四年 二月二十日	1.5% 1.5厘	150,000	150,000
Revolving loan from Mrs. Chu Yuet Wah 來自李月華女士之循環貸款	24 May 2010 二零一零年 五月二十四日	1.5% 1.5厘	300,000	300,000
			700,000	700,000

The subordinated loans of the Group are interest bearing, unsecured and repayable on demand.

本集團之後償貸款為計息、無抵押及須應要求償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 BANK LOANS

34 銀行貸款

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
Secured bank loans:	有抵押銀行貸款：			
Money market loans and revolving loans	貨幣市場貸款及循環貸款	(a)	1,300,000	1,620,000
Term loans	定期貸款	(b)	1,120,000	730,000
			2,420,000	2,350,000
Repayable:	須於以下期限內償還：			
Within one year	一年內		1,420,000	1,710,000
More than one year, but not exceeding two years	一年後但不超過兩年		120,000	90,000
More than two years, but not exceeding five years	兩年後但不超過五年		440,000	270,000
After five years	五年後		440,000	280,000
			2,420,000	2,350,000
Amount due within one year included in current liabilities	計入流動負債之一年內應付款項		(1,420,000)	(1,710,000)
Amount due after one year	一年後應付款項		1,000,000	640,000

Notes:

(a) The bank loans of the Group were secured by marketable securities of approximately HK\$6,748,981,000 pledged to the Group by margin financing customers and certificates of deposit at value of approximately HK\$93,930,000 (2018: marketable securities of approximately HK\$7,259,478,000 pledged to Group by margin financing customers, a bond at value of approximately HK\$44,183,000 and certificate of deposit at value approximately HK\$47,950,000). The bank loans bear floating interest rates ranging from 0.81% to 4.35% per annum (2018: 0.93% to 2.77%).

附註：

(a) 本集團之銀行貸款乃以保證金客戶抵押予本集團之有價證券約6,748,981,000港元及價值約93,930,000港元之存款證(二零一八年：保證金客戶抵押予本集團之有價證券約7,259,478,000港元、價值約44,183,000港元之債券及價值約47,950,000港元之存款證)作擔保。銀行貸款按浮動年利率介乎0.81厘至4.35厘(二零一八年：0.93厘至2.77厘)計息。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 BANK LOANS (continued)

Notes: (continued)

- (b) The term loans of approximately HK\$1,120,000,000 (2018: approximately HK\$730,000,000), bearing floating interest rates ranging from 2.86% to 3.32% per annum (2018: 2.42% to 3.24%) were secured by:
- the pledge of leasehold land and buildings held for own use with carrying amounts of approximately HK\$2,300,000,000 (2018: approximately HK\$2,200,000,000);
 - shares of two subsidiaries;
 - corporate guarantee from a subsidiary;
 - a charge over operating bank accounts of two subsidiaries;
 - assignment of income and receivables arising from commercial operations of two subsidiaries.

35 EMPLOYEE RETIREMENT BENEFITS

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employee are each required to make contributions to the plan at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$30,000 from 1 June 2014 onwards. Contributions to the plan vest immediately.

The employees of the Group's subsidiaries in Macau were members of state-managed retirement benefit schemes operated by the Macau government. The Group was required to contribute a certain percentage of its payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme was to make the required contributions under the scheme.

34 銀行貸款(續)

附註：(續)

- (b) 定期貸款約1,120,000,000港元(二零一八年：約730,000,000港元)按浮動年利率介乎2.86厘至3.32厘(二零一八年：2.42厘至3.24厘)計息，並以下列各項作擔保：
- 抵押賬面值約為2,300,000,000港元(二零一八年：約2,200,000,000港元)之持作自用之租賃土地及樓宇；
 - 兩家附屬公司之股份；
 - 來自一家附屬公司之公司擔保；
 - 質押兩家附屬公司之營運銀行賬戶；
 - 轉讓兩家附屬公司商業營運所產生收入及應收賬款。

35 僱員退休福利

本集團根據香港強制性公積金計劃條例為按香港僱傭條例受僱之員工參與強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款退休計劃，由獨立信託人管理。根據強積金計劃，僱主及其僱員各自須按僱員有關收入5%向計劃作出供款，惟自二零一四年六月一日起每月有關收入上限為30,000港元。向計劃作出之供款即時歸屬。

本集團旗下澳門附屬公司之僱員均為澳門政府營運之政府管理退休福利計劃之參與者。本集團須按其所付薪金之若干百分比向退休福利計劃供款。本集團就有關退休福利計劃之唯一責任為根據該計劃作出供款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 SHARE-BASED PAYMENT TRANSACTIONS

At the annual general meeting of the Company held on 20 August 2013, shareholders of the Company have adopted a new share option scheme (the "Share Option Scheme").

Pursuant to the Share Option Scheme, the total numbers of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme adopted by the Company must not in aggregate exceed 10% of the aggregate of the Shares of the Company in issue on the date of adoption. The Company may renew this 10% limit with shareholders' approval provided that such renewal may not exceed 10% of the shares in the Company in issue as at the date of the shareholders' approval.

The total number of shares of the Company which may be issued upon exercise of all outstanding options to be granted and yet to be exercised under the Share Option Scheme and all outstanding options granted and yet to be exercised under any other share option scheme adopted by the Company should not exceed 30% of the shares in issue from time to time.

Unless approved by the shareholders of the Company in general meeting, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the Share Option Scheme and any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue.

The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the options. The exercise of options may also be subject to any conditions imposed by the Company at the time of offer.

36 以股份為基礎支付之交易

於二零一三年八月二十日舉行之本公司股東周年大會，本公司股東已採納一項新購股權計劃（「購股權計劃」）。

根據購股權計劃，因行使根據購股權計劃及本公司採納之任何其他購股權計劃授出之所有購股權而可予發行之股份總數，合共不得超過本公司於採納日期全部已發行股份之10%。本公司可在取得股東批准下重訂此10%限額，惟有關重訂不得超過於取得股東批准日期本公司已發行股份之10%。

在根據購股權計劃將予授出但尚未行使之所有未行使購股權及根據本公司採納之任何其他購股權計劃已授出但尚未行使之所有未行使購股權獲行使時可予發行之本公司股份總數，不得超過不時已發行股份之30%。

除非於股東大會獲本公司股東批准，於任何12個月期間內，在根據購股權計劃及本公司採納之任何其他購股權計劃授予各參與者之購股權（包括已行使及未行使之購股權）獲行使時已發行及將予發行之本公司股份總數，不得超過本公司已發行股份之1%。

購股權須獲行使之期限將由本公司於授出時指定。該期限必須於授出購股權日期起計10年內屆滿。行使購股權亦可能受限於本公司於提呈要約時訂定之任何條件。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 SHARE-BASED PAYMENT TRANSACTIONS

(continued)

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheets issued by the Exchange on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange of Hong Kong Limited for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share of the Company on the date of grant. The subscription price will be approved by the board of directors at the time the option is offered to the participants.

For the years ended 31 March 2019 and 2018, the Company had no share option being granted, outstanding, lapsed or cancelled pursuant to the Share Option Scheme.

36 以股份為基礎支付之交易 (續)

於購股權獲行使時將予發行之本公司股份認購價不得低於以下較高者：(i)本公司股份於授出日期在聯交所刊發之每日報價表所示收市價；(ii)本公司股份於緊接授出日期前五個營業日在香港聯合交易所有限公司刊發之每日報價表所示平均收市價；及(iii)本公司股份於授出日期之面值。認購價將由董事局於參與者獲授購股權時批准。

截至二零一九年及二零一八年三月三十一日止年度，本公司並無根據購股權計劃已授出、尚未行使、已失效或已註銷之購股權。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 DEFERRED TAXATION

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

37 遞延稅項

年內，於綜合財務狀況表確認之遞延稅項負債組成部分及其變動如下：

		Revaluation of leasehold land and buildings 租賃土地及 樓宇之重估 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	(180,861)
Credit to other comprehensive income	計入其他全面收入	(17,468)
Credit to consolidated profit or loss	計入綜合損益表	5,428
<hr/>		
At 31 March 2018	於二零一八年三月三十一日	(192,901)
<hr/>		
Charge to other comprehensive income	計入其他全面收入	(34,713)
Credit to consolidated profit or loss	計入綜合損益表	5,979
<hr/>		
At 31 March 2019	於二零一九年三月三十一日	(221,635)

At 31 March 2019, the Group has unused tax losses of approximately HK\$120,725,000 (2018: HK\$120,652,000) available for offset against future profits. No deferred tax asset has been recognised (2018: No deferred tax asset has been recognised) in respect of the tax losses due to the unpredictability of future profit streams. The unrecognised tax losses may be carried forward for a period of:

於二零一九年三月三十一日，本集團可用作抵銷未來溢利之未動用稅項虧損約為120,725,000港元(二零一八年：120,652,000港元)。由於無法預測未來溢利來源，故並無就稅項虧損確認遞延稅項資產(二零一八年：並無確認遞延稅項資產)。未確認稅項虧損可於下列期間結轉：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Indefinitely	無限期	120,604	120,652

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 SHARE CAPITAL

38 股本

		2019 二零一九年		2018 二零一八年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.02 each	每股面值0.02港元之普通股				
Authorised: At 1 April 2018/2017 and 31 March 2019/2018	法定股本： 於二零一八年/ 二零一七年四月一日及 二零一九年/ 二零一八年三月三十一日	24,750,000,000	495,000	24,750,000,000	495,000
Issued and fully paid: At 1 April 2018/2017	已發行及繳足股本： 於二零一八年/二零一七年 四月一日	13,614,480,666	272,290	13,614,480,666	272,290
At 31 March 2019/2018	於二零一九年/二零一八年 三月三十一日	13,614,480,666	272,290	13,614,480,666	272,290
Non-redeemable convertible preference shares	不可贖回可換股優先股				
Shares of HK\$0.02 each	每股面值0.02港元之股份				
Authorised: At 1 April 2018/2017 and 31 March 2019/2018	法定股本： 於二零一八年/ 二零一七年四月一日及 二零一九年/ 二零一八年三月三十一日	5,250,000,000	105,000	5,250,000,000	105,000
Issued and fully paid: At 1 April 2018/2017	已發行及繳足股本： 於二零一八年/二零一七年 四月一日	3,750,000,000	75,000	3,750,000,000	75,000
At 31 March 2019/2018	於二零一九年/二零一八年 三月三十一日	3,750,000,000	75,000	3,750,000,000	75,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 SHARE CAPITAL (continued)

Non-redeemable convertible preference shares

The fair value assessment of the convertible preference shares ("CPS") was carried out by AA Property Services Limited, an independent professional valuer. The basis for determining the fair value of CPS at HK\$2,395,106,000 at the date of completion is as follows:

The fair value of the CPS is estimated by using Black-Scholes Option Pricing Model.

Risk Free Rate: The CPS are denominated in Hong Kong Dollars. The risk free rate is determined by making reference to the Exchange Fund Notes of comparable terms issued by the Hong Kong Monetary Authority.

Terms and Conditions: The face value and coupon of the CPS and other relevant terms and conditions are considered.

Conversion Options Calculation: (i) Stock Price = HK\$1.05; (ii) Exercise Price = HK\$0.8; (iii) Risk Free Rate = 2.732%; (iv) Expected Option Period = 10.005 Years; (v) Expected Volatility = 87.825%; (vi) Option Type = Call; (vii) Expected Dividend Yield = 0%.

Capital Management

The Group manages its capital to ensure that the group companies will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of subordinated loans, loan from a related company, amounts due to shareholders, bank loans and equity attributable to equity holders of the Company, comprising paid up capital/share capital and reserves. The Directors of the Group review the capital structure regularly. As part of this review, the Director considers the cost and the risks associated with each class of the capital.

38 股本(續)

不可贖回可換股優先股

可換股優先股(「可換股優先股」)之公平值評估乃由獨立專業估值師環亞物業顧問有限公司進行。釐定為數2,395,106,000港元之可換股優先股於完成當日之公平值之基準如下：

可換股優先股之公平值乃運用柏力克—舒爾斯期權定價模式估計。

無風險利率：可換股優先股乃以港元計值。無風險利率乃參照由香港金融管理局發出並具有可資比較條款之外匯基金債券而釐定。

條款及條件：已計及可換股優先股之面值及票面息率以及其他相關條款及條件。

轉換期權計算方法：(i) 股價=1.05港元；(ii) 行使價=0.8港元；(iii) 無風險利率=2.732%；(iv) 預期期權年期=10.005年；(v) 預期波幅=87.825%；(vi) 期權類別=認購；(vii) 預期股息率=0%。

資本管理

本集團管理其資本，務求透過優化債務與權益間之平衡，確保本集團旗下各公司可持續經營，同時提高權益持有人的回報。

本集團之資本結構包括後償貸款、來自一家關連公司之貸款、應付股東款項、銀行貸款及本公司權益持有人應佔權益(包括實繳資本/股本及儲備)。本集團董事定期檢討資本結構。作為有關檢討之一部分，董事考慮各類資本之成本及所附帶風險。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 SHARE CAPITAL (continued)

Capital Management (continued)

Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

The Group monitors capital using gearing ratio, which is net debts divided by total equity attributable to owners of the Company. Net debts include amounts due to shareholders, loan from a related company, bank loans and subordinated loans, less cash and bank balances — general accounts and time deposits. The gearing ratio as at the end of the reporting period is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net debts	債務淨額	10,729,083	14,017,117
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	21,522,041	20,623,754
Gearing ratio	資產負債比率	0.50	0.68

Several subsidiaries of the Group (the “Regulated Subsidiaries”) are registered with Hong Kong Securities and Futures Commission (“SFC”) for the business they operate in. The Regulated Subsidiaries are subject to liquid capital requirements under Hong Kong Securities and Futures (Financial Resources) Rules (“SF(FR)R”) adopted by the SFC. Under the SF(FR)R, the Regulated Subsidiaries must maintain their liquid capital (assets and liabilities adjusted as determined by SF(FR)R) in excess of statutory floor requirement or 5% of their total adjusted liabilities, whichever is higher. The required information is filed with the SFC on a regular basis and the Group has complied with those requirements during the year.

38 股本(續) 資本管理(續)

本集團會根據董事之推薦意見，透過派付股息、發行新股份及發行新債務或贖回現有債務，從而平衡本集團整體資本結構。

本集團採用資產負債比率(即債務淨額除本公司擁有人應佔權益總額)監控資本。債務淨額包括應付股東款項、來自一家關連公司之貸款、銀行貸款及後償貸款減現金及銀行結餘 — 一般賬戶和定期存款。於報告期末之資產負債比率如下：

本集團多家附屬公司(「受規管附屬公司」)就其所經營業務於香港證券及期貨事務監察委員會(「證監會」)註冊。受規管附屬公司須遵守證監會採納之香港證券及期貨(財政資源)規則(「證券及期貨(財政資源)規則」)項下之流動資金規定。根據證券及期貨(財政資源)規則，受規管附屬公司須維持其流動資金(經證券及期貨(財政資源)規則釐定之已調整資產及負債)超出法定下限規定或其已調整負債總額之5%(以較高者為準)。所規定資料須定期向證監會提交，而本集團於年內已遵守有關規定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

39 RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity on page 107 of the financial statements.

39 儲備

本集團於本年度及上一年度之儲備金額及其變動已於財務報表第 107 頁之綜合權益變動表呈列。

Company		Share premium account	Contributed surplus	Capital redemption reserve	Retained earnings	Total
本公司		股份溢價賬 HK\$'000 千港元	繳納盈餘 HK\$'000 千港元	資本贖回 儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	11,739,980	69,332	466	330,274	12,140,052
Profit for the year	年內溢利	-	-	-	536,743	536,743
Payment of dividends	派付股息	-	-	-	(434,100)	(434,100)
At 31 March 2018	於二零一八年三月三十一日	11,739,980	69,332	466	432,917	12,242,695
Profit for the year	年內溢利	-	-	-	228,073	228,073
Payment of dividends	派付股息	-	-	-	(347,290)	(347,290)
At 31 March 2019	於二零一九年三月三十一日	11,739,980	69,332	466	313,700	12,123,478

- (a) The share premium account represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses.
- (b) The contributed surplus represents the difference between the nominal value of the Company's shares issued and the value of net assets of the underlying subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.
- (c) Capital redemption reserve arises from the reduction of the nominal value of the issued share capital of the Company upon the cancellation of the repurchased shares.
- (d) Property revaluation reserve represents gain/loss arising on the revaluation of properties.
- (e) Investment revaluation reserve represents gain/loss arising on the revaluation of available-for-sale investments.

- (a) 股份溢價賬指本公司已收取所得款額高於所發行股份面值之金額(扣除股份發行開支)。
- (b) 繳納盈餘指本公司所發行股份面值與所收購有關附屬公司資產淨值兩者間之差額。根據百慕達一九八一年公司法(經修訂)，倘有合理理據相信(i)本公司現時或將於派付後無力償還到期負債；(ii)本公司資產之可變現價值會因此低於其負債、已發行股本及股份溢價賬之總值，則本公司不得宣派或派付股息，或自繳納盈餘作出分派。
- (c) 資本贖回儲備乃因註銷所購回股份而削減本公司已發行股本之面值而產生。
- (d) 物業重估儲備指產生自物業重估之收益/虧損。
- (e) 投資重估儲備指產生自可供出售投資重估之收益/虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

40 HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

40 控股公司之財務狀況表

		31.3.2019 二零一九年 三月三十一日 HK\$'000 千港元	31.3.2018 二零一八年 三月三十一日 HK\$'000 千港元
		Notes 附註	
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	—	2
Investments in subsidiaries	於附屬公司之投資	16,699,722	16,541,769
		16,699,722	16,541,771
Current assets	流動資產		
Deposits and prepayment	按金及預付款項	23,049	11,085
Amount due from a subsidiary	應收一家附屬公司款項	997,551	409,235
Cash and bank balances — general accounts	現金及銀行結餘 — 一般賬戶	4,368	12,886
		1,024,968	433,206
Current liabilities	流動負債		
Other payable and accruals	其他應付賬款及應計費用	5,000	2,303
Amounts due to shareholders	應付股東款項	4,372,264	3,929,911
Bank loans	銀行貸款	85,317	55,317
Tax payable	應付稅項	3,292	4,095
		4,465,873	3,991,626
Net current liabilities	流動負債淨額	(3,440,905)	(3,558,420)
Total asset less current liabilities	總資產減流動負債	13,258,817	12,983,351
Non-current liabilities	非流動負債		
Bank loans	銀行貸款	788,049	393,366
Total non-current liabilities	非流動負債總額	788,049	393,366
Total liabilities	負債總額	5,253,922	4,384,992
Net assets	資產淨值	12,470,768	12,589,985
Capital and reserves	資本及儲備		
Share capital — ordinary shares	股本 — 普通股	38 272,290	272,290
Share capital — non-redeemable convertible preference shares	股本 — 不可贖回可換股優先股	38 75,000	75,000
Reserves	儲備	39 12,123,478	12,242,695
Total equity	權益總額	12,470,768	12,589,985

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

41 於附屬公司之投資

下表僅呈列主要影響本集團業績、資產或負債之附屬公司詳情。除另有指明者外，所持股份類別屬普通股。

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/登記及 經營地點	Particulars of registered/issued and paid up share capital 註冊/已發行及 繳足股本詳情	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Bebright Limited 必明有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	-	Investment holding 投資控股
Futuremind Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	-	100%	Investment holding 投資控股
GR Casa Real Holdings Limited	British Virgin Islands 英屬處女群島	US\$5 5美元	100%	-	100%	Investment holding 投資控股
GR Casa Real Company Limited 皇家金堡酒店有限公司	Macau 澳門	MOP100,000 100,000澳門元	100%	-	100%	Operating Casa Real Hotel 經營皇家金堡酒店
Glory State Limited	Hong Kong 香港	HK\$1 1港元	100%	100%	-	Investment holding 投資控股
Golden Resorts Group Hotel Macau Investment Limited 黃金集團酒店投資有限公司	Macau 澳門	MOP100,000 100,000澳門元	100%	-	100%	Operating Grandview Hotel 經營君怡酒店
Goventure Finance Limited [^]	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	-	Operating casino in hotels 於酒店經營賭場
Next Champion Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	-	Investment holding 投資控股

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 INVESTMENTS IN SUBSIDIARIES (continued)

41 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/登記及 經營地點	Particulars of registered/issued and paid up share capital 註冊/已發行及 繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
New Times Entertainment Limited [®] 新時代娛樂有限公司 [®]	Macau 澳門	MOP100,000 100,000 澳門元	100%	–	100%	Operating casino in hotels 於酒店經營賭場
Golden New Times Club [®] 黃金新時代貴賓會 [®]	Macau 澳門	HK\$32,500,000 32,500,000 港元	80%	–	80%	Operating casino in hotels 於酒店經營賭場
Golden New Times 28 Club [®] 黃金新時代28貴賓會 [®]	Macau 澳門	MOP10,000,000 10,000,000 澳門元	100%	–	100%	Operating casino in hotels 於酒店經營賭場
Target All Investments Limited [^] 普中投資有限公司 [^]	British Virgin Islands 英屬處女群島	US\$1 1 美元	100%	100%	–	Operating casino in hotels 於酒店經營賭場
Good Start Group Limited [^]	British Virgin Islands 英屬處女群島	US\$1 1 美元	100%	100%	–	Operating casino in hotels 於酒店經營賭場
Crystal Sea Group Limited [^]	British Virgin Islands 英屬處女群島	US\$1 1 美元	100%	100%	–	Investment holding and operating Golden Times Club* in hotel 投資控股及於酒店經營黃金時代貴賓廳*
Noble Brand Limited [#]	British Virgin Islands 英屬處女群島	US\$1 1 美元	100%	100%	–	Trading of listed securities 買賣上市證券
Right Business Limited [#] 商達有限公司 [#]	British Virgin Islands 英屬處女群島	US\$100 100 美元	100%	100%	–	Investment holding 投資控股

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 INVESTMENTS IN SUBSIDIARIES (continued)

41 於附屬公司之投資(續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/登記及 經營地點	Particulars of registered/issued and paid up share capital 註冊/已發行及 繳足股本詳情	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Kingston Securities Limited 金利豐證券有限公司	Hong Kong 香港	HK\$5,000,000,000 5,000,000,000 港元	100%	–	100%	Dealing and advising in securities and margin financing 證券交易及顧問 以及保證金融資
Kingston Futures Limited 金利豐期貨有限公司	Hong Kong 香港	HK\$15,000,000 15,000,000 港元	100%	–	100%	Dealing in futures contracts 期貨合約交易
Kingston Corporate Finance Limited 金利豐財務顧問有限公司	Hong Kong 香港	HK\$11,000,000 11,000,000 港元	100%	–	100%	Provision of corporate finance advisory services 提供企業財務顧問 服務
Kingston Asset Management Limited 金利豐資產管理有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000 港元	100%	–	100%	Provision of asset management services 提供資產管理服務
Canada United Potash Limited	Canada 加拿大	CAD50,000,100 50,000,100 加元	100%	–	100%	Investment holding 投資控股
#	<i>Companies operate principally in Hong Kong instead of their respective places of incorporation/establishment.</i>		#	<i>主要在香港而非其各自之註冊成立/成立地點營運之公司。</i>		
^	<i>Companies operate principally in Macau instead of their respective places of incorporation/establishment.</i>		^	<i>主要在澳門而非其各自之註冊成立/成立地點營運之公司。</i>		
@	<i>Golden New Times 28 Club and Golden New Times Club are registered in Macau as business enterprises under the control of and were operated by New Times Entertainment Limited.</i>		@	<i>黃金新時代28貴賓會及黃金新時代貴賓會均於澳門登記為商業企業，並由新時代娛樂有限公司控制及經營。</i>		

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities:

42 綜合現金流量表附註

融資活動所產生負債之對賬：

		Bank loans	Dividend payable	Amounts due to shareholders	Loan from a related company	Subordinated loans
		銀行貸款 HK\$'000 千港元	應付股息 HK\$'000 千港元	應付股東款項 HK\$'000 千港元	來自一家 關連公司貸款 HK\$'000 千港元	後償貸款 HK\$'000 千港元
As at 1 April 2018	於二零一八年四月一日	2,350,000	-	4,219,911	7,142,999	700,000
Advances from a related company	一家關連公司墊款	-	-	-	3,877,986	-
Repayment to a related company	向一家關連公司還款	-	-	-	(6,987,643)	-
Repayment of bank borrowings	償還銀行借貸	(17,758,800)	-	-	-	-
Proceeds from bank borrowings	銀行借貸所得款項	17,828,800	-	-	-	-
Increase in amount due to shareholders	應付股東款項增加	-	-	442,353	-	-
Dividend paid to shareholders of the Company	已付本公司股東股息	-	(347,290)	-	-	-
Dividend paid to non-controlling interests	已付非控股權益股息	-	-	-	-	-
Interest paid on securities brokerage, underwriting and placements, margin and IPO financing operations	就證券經紀、包銷及配售、保證金及首次公開發售融資業務已付利息	(65,087)	-	(72,755)	(156,853)	(22,215)
Interest paid	已付利息	-	-	(32,760)	-	-
Total changes from financing cash flow	融資現金流量變動總額	4,913	(347,275)	336,838	(3,266,510)	(22,215)
Non-cash transactions:	非現金交易：					
Dividend declared	已宣派股息	-	347,290	-	-	-
Interest expenses for securities brokerage, underwriting and placements, margin and IPO financing operations	證券經紀、包銷及配售、保證金及首次公開發售融資業務之利息開支	65,087	-	72,755	156,853	22,215
Finance cost	融資成本	-	-	32,760	-	-
As at 31 March 2019	於二零一九年三月三十一日	2,420,000	-	4,662,264	4,033,342	700,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

42 綜合現金流量表附註(續)

		Bank loans	Dividend payable	Amounts due to shareholders	Loan from a related company	Subordinated loans
		銀行貸款	應付股息	應付股東款項	來自一家 關連公司貸款	後償貸款
		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
As at 1 April 2017	於二零一七年四月一日	3,235,834	-	2,311,911	7,948,861	700,000
Advances from a related company	一家關連公司墊款	-	-	-	6,569,601	-
Repayment to a related company	向一家關連公司還款	-	-	-	(7,375,463)	-
Repayment of bank borrowings	償還銀行借貸	(19,150,834)	-	-	-	-
Proceeds from bank borrowings	銀行借貸所得款項	18,265,000	-	-	-	-
Repayment to a shareholder	向一名股東還款	-	-	(92,000)	-	-
Advances from a shareholder	一名股東墊款	-	-	2,000,000	-	-
Dividend paid to shareholders of the Company	已付本公司股東股息	-	(434,100)	-	-	-
Dividend paid to non-controlling interests	已付非控股權益股息	-	(10,000)	-	-	-
Interest paid on securities brokerage, underwriting and placements, margin and IPO financing operations	就證券經紀、包銷及配售、保證金及首次公開發售融資業務已付利息	(60,594)	-	(26,959)	(154,841)	(21,750)
Interest paid	已付利息	-	-	(30,300)	-	-
Total changes from financing cash flow	融資現金流量變動總額	(946,428)	(444,100)	1,850,741	(960,703)	(21,750)
Non-cash transactions:	非現金交易：					
Dividend declared	已宣派股息	-	444,100	-	-	-
Interest expenses for securities brokerage, underwriting and placements margin and IPO financing operations	證券經紀、包銷及配售、保證金及首次公開發售融資業務之利息開支	60,594	-	26,959	154,841	21,750
Finance cost	融資成本	-	-	30,300	-	-
As at 31 March 2018	於二零一八年三月三十一日	2,350,000	-	4,219,911	7,142,999	700,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

43 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following tables present details of financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

43 抵銷金融資產與金融負債

下表呈列可予抵銷之金融工具、可強制執行之總淨額結算安排及類似協議之詳情。

		Financial assets subject to offsetting 可予抵銷之金融資產					
		Related amounts not offset in the consolidated statement of financial position 概無於綜合財務狀況表抵銷之相關金額					
		Gross amount of recognised financial liabilities offset in the consolidated statement of financial position	Net amount of financial assets presented in the consolidated statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount	
		Gross amount of recognised financial assets	Net amount of financial assets presented in the consolidated statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount	
		已確認金融資產總額	於綜合財務狀況表抵銷已確認金融負債總額	現金抵押品以外之金融工具	已收現金抵押品	淨額	
		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	
At 31 March 2019	於二零一九年三月三十一日						
Type of financial assets	金融資產類別						
Trade receivable from HKSCC	來自香港結算之貿易應收賬款	113,729	(56,969)	56,760	-	-	
						56,759	
At 31 March 2018	於二零一八年三月三十一日						
Type of financial assets	金融資產類別						
Trade receivable from HKSCC	來自香港結算之貿易應收賬款	130,259	(130,259)	-	-	-	

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

43 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

43 抵銷金融資產與金融負債(續)

		Financial liabilities subject to offsetting					Net amount
		Gross amount of recognised financial liabilities	Gross amount of recognised financial assets offset in the consolidated statement of financial position	Net amount of financial liabilities presented in the consolidated statement of financial position	Financial instruments other than cash collateral	Cash collateral received	
		已確認金融負債總額	抵銷已確認金融資產總額	呈列之金融負債淨額	現金抵押品以外之金融工具	已收現金抵押品	淨額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2019	於二零一九年三月三十一日						
Type of financial liabilities	金融負債類別						
Trade payable from HKSCC	來自香港結算之貿易應付賬款	56,969	(56,969)	-	-	-	-
At 31 March 2018	於二零一八年三月三十一日						
Type of financial liabilities	金融負債類別						
Trade payable from HKSCC	來自香港結算之貿易應付賬款	173,207	(130,259)	42,948	-	-	42,948

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

43 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES *(continued)*

The tables below reconcile the amounts of trade and other receivables and trade and other payables as presented in the statement of financial position:

43 抵銷金融資產與金融負債(續)

下表為於財務狀況表所呈列貿易及其他應收賬款與貿易及其他應付賬款之對賬：

Trade and other receivables 貿易及其他應收賬款		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net amount of trade receivables from HKSCC	來自香港結算之貿易應收賬款淨額	56,760	-
Trade and other receivables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應收賬款	156,220	152,521
Trade and other receivables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應收賬款	212,979	152,521

Trade and other payables 貿易及其他應付賬款		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net amount of trade payable from HKSCC	來自香港結算之貿易應付賬款淨額	-	42,948
Trade and other payables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應付賬款	1,657,540	2,241,559
Trade and other payables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應付賬款	1,657,540	2,284,507

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT

(a) Categories of financial instruments

The carrying amounts of each of the categories of the Group financial assets and liabilities as at the reporting date are as follows:

44 財務風險管理

(a) 金融工具類別

於報告日期，本集團各類金融資產及負債之賬面值如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
At fair value through other comprehensive income	按公平值計入其他全面收入		
— Financial assets at fair value through other comprehensive income	— 按公平值計入其他全面收入之金融資產	140	—
— Available-for-sale investments	— 可供出售投資	—	410
		140	410
At fair value through profit or loss	按公平值計入損益		
— Financial assets at fair value through profit or loss	— 按公平值計入損益之金融資產	168,366	—
— Held-for-trading investments	— 持作買賣投資	—	192,805
		168,366	192,805
At amortised cost	按攤銷成本		
— Advances to customers in margin financing	— 向客戶墊付保證金融資	18,252,042	20,582,355
— Financial assets included in trade and other receivables	— 計入貿易及其他應收賬款之金融資產	120,141	112,378
— Cash and cash equivalents	— 現金及現金等值項目	2,458,272	2,445,394
		20,830,455	23,140,127
		20,998,961	23,333,342
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債		
— Financial liabilities included in trade and other payables	— 計入貿易及其他應付賬款之金融負債	1,530,258	2,166,734
— Amounts due to shareholders	— 應付股東款項	4,662,264	4,219,911
— Loan from a related company	— 來自一家關連公司貸款	4,033,342	7,142,999
— Subordinated loans	— 後償貸款	700,000	700,000
— Bank loans	— 銀行貸款	2,420,000	2,350,000
		13,345,864	16,579,644

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT *(continued)*

(b) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk.

i. Market risk

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi ("RMB"), United States Dollars ("USD"), and Singapore Dollars ("SGD"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The carrying amounts of the Group's foreign currency denominated financial assets and liabilities at the reporting date are as follows:

		Liabilities 負債		Assets 資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
USD	美元	45	109	3,700	2,915
RMB	人民幣	4,017	2,295	7,119	285,882
SGD	新加坡元	200	203	887	902

The Group currently does not have a foreign currency hedging policy. However, the management monitors the foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The Group does not expect any significant movements in the exchange rate of USD to HKD and the net effect of SGD is insignificant. The Group is mainly exposed to the effects of fluctuation in RMB.

44 財務風險管理 *(續)*

(b) 財務風險管理目標及政策

本集團之業務承受多項財務風險：市場風險（包括匯兌風險、利率風險及價格風險）、信貸風險及流動資金風險。

i. 市場風險

匯兌風險

本集團承受多種因不同貨幣而產生之匯兌風險，主要涉及人民幣（「人民幣」）、美元（「美元」）及新加坡元（「新加坡元」）。匯兌風險來自未來商業交易及已確認資產與負債。

於報告日期，本集團以外幣計值之金融資產及負債之賬面值如下：

本集團目前並無外幣對沖政策。然而，管理層會監察匯兌風險，並於有需要時考慮對沖重大匯兌風險。

本集團預期美元兌港元之匯率將無任何重大波動，而新加坡元之淨影響微不足道。本集團現時主要承受人民幣波動之影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

(i) Market risk (continued)

Foreign exchange risk (continued)

The following table indicates the approximately change in the group's profit and loss for the year in response to reasonably possible changes in the foreign exchange rates to which the group has significant exposure at the reporting date.

44 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

(i) 市場風險(續)

匯兌風險(續)

下表列載本集團之年內溢利及虧損因匯率合理可能變動(本集團就此於報告日期承受重大風險)而產生之概約變動。

		2019 二零一九年		2018 二零一八年	
		Increase/ (Decrease) in foreign exchange rates	Increase/ (Decrease) in profit after tax for the year 年內除稅後 溢利增加/ (減少)	Increase/ (Decrease) in foreign exchange rates	Increase/ (Decrease) in profit after tax for the year 年內除稅後 溢利增加/ (減少)
		%	HK\$'000 千港元	%	HK\$'000 千港元
Renminbi	人民幣	4% (4%)	124 (124)	3% (3%)	8,508 (8,508)

It is assumed that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to the Group's exposure to foreign exchange risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. It is also assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. The analysis is performed on the same basis for 31 March 2018.

已假設匯率變動於報告期末發生，並已應用於本集團於該日持有之金融工具所面對匯兌風險，且所有其他變數(特別是利率)維持不變。同時亦假設港元兌美元之聯繫匯率大致不會受到美元兌其他貨幣之任何價值變動影響。二零一八年三月三十一日之分析乃採用相同基準進行。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

(i) Market risk (continued)

Interest rate risk

The Group's exposure to interest rate risk arises primarily from its borrowings, bank deposits and loan receivables. Borrowings, bank deposits and loan receivables at variable rates expose the group to cash flow interest rate risk and fair value interest rate risk respectively.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. The management monitors the Group's exposure on ongoing basis.

At 31 March 2019, it is estimated that a general increase/decrease of 100 basis points (2018: 100 basis points) in interest rates, with all other variables held constant, would increase/decrease the Group's profit after tax and retained earnings by approximately HK\$152,159,000 (2018: HK\$171,726,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the company's exposure to interest rate risk for financial instruments in existence at that date. The analysis is performed on the same basis for 31 March 2018.

Price risk

The Group is exposed to price risks arising from equity investments held for trading purpose (Note 24), available-for-sale investment (Note 22), financial assets at fair value through profit or loss (Note 25) and financial assets at fair value through other comprehensive income (Note 23) whose returns are linked to a portfolio of securities listed in Hong Kong and other major stock market in the portfolio.

44 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

(i) 市場風險(續)

利率風險

本集團之利率風險主要由其借貸、銀行存款及應收貸款產生。浮息借款、銀行存款及應收貸款令本集團分別承受現金流量利率風險及公平值利率風險。

本集團並無採用利率掉期對沖其面對之利率風險。管理層持續監察本集團承受之風險。

於二零一九年三月三十一日，如利率整體上調／下調100基點(二零一八年：100基點)，而所有其他變數維持不變，將令本集團之除稅後溢利及保留盈利增加／減少約152,159,000港元(二零一八年：171,726,000港元)。

上述敏感度分析假設利率變動於報告期末發生，並已應用於本公司於該日持有之金融工具所面對利率風險。二零一八年三月三十一日之分析乃採用相同基準進行。

價格風險

本集團承受之價格風險來自其回報與於香港及其他主要股票市場上市之證券投資組合掛鈎之持作買賣用途之股本投資(附註24)、可供出售投資(附註22)、按公平值計入損益之金融資產(附註25)及按公平值計入其他全面收入之金融資產(附註23)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

(i) Market risk (continued)

Price risk (continued)

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy or sell held for trading investments are based on daily monitoring of the performance of individual securities, as well as the Group's liquidity needs. Management manages this exposure by maintaining a portfolio of investments with different risk profiles. The financial asset at fair value through other comprehensive income investment has been chosen based on their good value and growth prospects and are monitored regularly for performance against expectations.

The following table demonstrates the sensitivity to every 10% (2018: 25%) change in the equity prices with all other variables held constant and based on their carrying amounts at the end of the reporting period. For the financial asset at fair value through other comprehensive income investment, the impact is deemed to be on the FVOCI reserve and no account is given for factors such as impairment, which might have impact on the statement of profit or loss and other comprehensive income.

44 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

(i) 市場風險(續)

價格風險(續)

本集團之上市投資於香港聯交所上市。買入或沽出持作買賣投資之決定乃根據每日監察個別證券表現以及本集團流動資金需要而作出。管理層維持投資組合帶有不同風險程度之投資，以管理有關風險。本集團根據投資是否物有所值及其增長前景挑選按公平值計入其他全面收入之金融資產投資，並定期監察表現是否達到預期。

下表說明在所有其他變數維持不變之情況下，根據股份於報告期末之賬面值計算，股價變動10% (二零一八年：25%)之敏感度。就按公平值計入其他全面收入之金融資產投資而言，有關變動被視為將對按公平值計入其他全面收入儲備構成影響，而並無考慮其他如減值等可能影響損益及其他全面收益表之因素。

		Increase/ decrease in net profit/loss and retained earnings 純利/虧損 淨額及保留盈利 增加/減少 HK\$'000 千港元	Increase/ decrease in other equity reserves 其他股本儲備 增加/減少 HK\$'000 千港元
2019	二零一九年		
Financial asset at "FVTPL"	按公平值計入損益之 金融資產	10%	16,837
Financial asset at fair value through other comprehensive income	按公平值計入其他全面 收入之金融資產	10%	14
2018	二零一八年		
Held for trading investments	持作買賣投資	25%	47,282
Available-for-sale investment	可供出售投資	25%	101

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT *(continued)*

(b) Financial risk management objectives and policies *(continued)*

(ii) Credit risk

The extent of the Group's credit exposure is represented by the aggregate balance of cash at bank, advances to customers in margin financing and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Before granting loans and margin financing to outsiders, the Group uses an internal credit assessment process to assess the potential borrower's credit quality and defines credit limits by borrower. Limits attributed to borrowers are reviewed by the management regularly. The Group obtains collateral from borrower to minimise the credit risk in respect of the loan receivables.

In respect of trade and other receivables, the management of the Group has delegated a team responsible for determination of credit limits, credit approval and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Trade receivables from hotel and gaming segments are due within 30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The counterparties of all client trust bank balances and the majority of cash and bank balances are located in Hong Kong. As the Group's bank balances and client trust bank balances are deposited with a number of financially sound financial institutions, in the opinion of the directors, the credit risk of the Group's bank balances and client trust bank balances is immaterial.

44 財務風險管理 *(續)*

(b) 財務風險管理目標及政策 *(續)*

(ii) 信貸風險

本集團承受之信貸風險指銀行現金、向客戶墊付保證金融資以及貿易及其他應收賬款之總結餘。管理層已實施信貸政策，持續監控有關信貸風險。

在批出貸款及保證金融資予外界人士之前，本集團以一套內部信貸評估程序評估每名潛在借款人之信貸質素及為每名借款人設定信貸限額。借款人之信貸限額乃由管理層定期檢討。本集團就該等應收貸款向借款人收取抵押品以盡量減低信貸風險。

就貿易及其他應收賬款而言，本集團管理層已委任一組隊伍，負責釐定信貸限額、審批信貸以及實行其他監控程序，確保已就收回逾期債項採取跟進行動。酒店及博彩分類之貿易應收賬款於發票日期起計30日內到期。一般而言，本集團不會要求客戶提供抵押品。

所有客戶信託銀行結餘及大部分現金及銀行結餘之交易對手均位於香港。由於本集團之銀行結餘及客戶信託銀行結餘乃存於多家財務穩健之金融機構，故董事認為本集團之銀行結餘及客戶信託銀行結餘所承受之信貸風險輕微。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

(ii) Credit risk (continued)

The Group has adopted HKFRS 9, where the impairment requirements under HKFRS 9 are based on an expected credit loss model. The Group applies simplified approach to measure expected credit losses (“ECL”) on accounts receivable and advances to customers. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL.

The management further assesses whether there has been a significant increase in credit risk for exposures since initial recognition. If there has been a significant increase in credit risk, the asset is then in either stage 2 or stage 3 as applicable. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information with significant judgments involved.

Analysis of the gross carrying amount of advances to customers in margin financing is as follows:

		Stage 1 第一階段 HK'000 千港元	Stage 2 第二階段 HK'000 千港元	Stage 3 第三階段 HK'000 千港元	Total 總計 HK'000 千港元
As at 1 April 2018	於二零一八年 四月一日	19,172,667	1,169,841	736,334	21,078,842
As at 31 March 2019	於二零一九年 三月三十一日	14,511,773	3,683,941	1,042,089	19,237,803

44 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險(續)

本集團已採納香港財務報告準則第9號，香港財務報告準則第9號項下之減值要求以預期信貸虧損模型為依據。本集團應用簡易方法計量應收賬款及向客戶墊款之預期信貸虧損（「預期信貸虧損」）。根據簡易方法，本集團按永久預期信貸虧損之等值金額計量虧損撥備。

管理層進一步評估信貸風險自初始確認以來有否顯著增加。倘信貸風險顯著增加，則資產屬第二階段或第三階段（如適用）。於評估資產之信貸風險有否顯著增加時，本集團考慮涉及重大判斷之定性及定量且合理可靠之前瞻性資料。

向客戶墊付保證金融資之賬面值分析如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

(ii) Credit risk (continued)

Movements in the allowances for impairment that has been recognised for advances to customers in margin financing are as follows:

31 March 2019

44 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險(續)

就向客戶墊付保證金融資確認之減值撥備之變動如下：

二零一九年三月三十一日

		Stage 1 Lifetime ECL 第一階段 永久預期 信貸虧損 HK'000 千港元	Stage 2 Lifetime ECL 第二階段 永久預期 信貸虧損 HK'000 千港元	Stage 3 Lifetime ECL 第三階段 永久預期 信貸虧損 HK'000 千港元	Impairment allowance under HKAS 39 根據香港會計 準則第39號 計提減值撥備 HK'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2018 under HKAS 39	於二零一八年 三月三十一日 根據會計準則 第39號列賬	-	-	-	496,487	496,487
Restated on adoption of HKFRS 9	因採納香港財務報告 準則第9號而重列	9,863	-	496,487	(496,487)	9,863
As at 1 April 2018 — as restated	於二零一八年 四月一日 一經重列	9,863	-	496,487	-	506,350
Changes due to financial instruments recognised as at 1 April:	於四月一日因確認 金融工具而產生 變動：					
— Net remeasurement of ECL without transfer of stage	— 毋須階段轉移之 預期信貸虧損 重新計量淨額	4,698	25,519	110,098	-	140,315
— Net remeasurement of ECL arising from transfer of stage	— 因階段轉移而產生 之預期信貸虧 損重新計量淨額	-	80,125	258,971	-	339,096
As at 31 March 2019	於二零一九年 三月三十一日	14,561	105,644	865,556	-	985,761

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT *(continued)*

(b) Financial risk management objectives and policies *(continued)*

(ii) Credit risk *(continued)*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of 31 March 2019, there is no concentration of credit risk with respect to the receivables, as no one customer is responsible for more than 10% of the Group's trade receivables and margin financing. This was also the case as at 31 March 2018.

Further quantitative disclosures in respect of the company's exposure to credit risk arising from advances to customers in margin financing and trade and other receivables are set out in Notes 26 and 27, respectively.

(iii) Liquidity risk

A number of the Group's activities are subject to various statutory liquidity requirements as prescribed by the Securities and Futures Commission in accordance with the Hong Kong Securities and Futures Ordinance (the "HKSF"). The Group is closely monitored to the liquidity gap to ensure that it maintains adequate liquid capital to fund its business commitments and to comply with the relevant Financial Resources Rules under the HKSF. As part of the measures to safeguard liquidity, the Group has maintained a balance between continuity of funding and flexibility through the uses of the shareholders' loan, subordinated loan and banking facilities in order to meet its liquidity requirements in the short and long terms.

44 財務風險管理 *(續)*

(b) 財務風險管理目標及政策 *(續)*

(ii) 信貸風險 *(續)*

本集團面對之信貸風險主要受各客戶個別特質所影響。於二零一九年三月三十一日期終時，應收賬款並無集中信貸風險，此乃由於概無單一客戶佔本集團貿易應收賬款及保證金融資之比例超過10%。於二零一八年三月三十一日情況亦相同。

就本公司所面對向客戶墊付保證金融資以及貿易及其他應收賬款產生之信貸風險披露之進一步量化資料分別載於附註26及27。

(iii) 流動資金風險

本集團之若干活動受限於證券及期貨事務監察委員會根據香港證券及期貨條例(「香港證券及期貨條例」)所列各項法定流動資金規定。本集團密切監察其流動資金差距，以確保維持充裕之流動資金，以為其業務所需提供資金，以及遵守香港證券及期貨條例有關之財務資源規則。作為保障流動資金措施之一部分，本集團一直維持資金持續性及靈活性之間平衡，並透過利用股東貸款、後償貸款及銀行融資，以應付其短期及長期流動資金需要。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

(iii) Liquidity risk (continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group and Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates current at the end of the reporting period) and the earliest date the company can be required to pay:

44 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

(iii) 流動資金風險(續)

下表詳列本集團及本公司非衍生金融負債於報告期末之剩餘合約屆滿期，乃根據合約未貼現現金流量，包括採用合約利率計算（或倘為浮息，則根據報告期末之利率計算）之利息付款，以及本公司可被要求付款之最早日期釐定：

	2019 二零一九年				2018 二零一八年			
	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Over one year	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Over one year
	賬面值	合約未貼現金流量總額	一年內或應要求	一年以上	賬面值	合約未貼現金流量總額	一年內或應要求	一年以上
	HK\$'000	HK\$'000	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	千港元	千港元
Trade and other payables	1,530,258	1,530,258	1,530,258	-	2,166,734	2,166,734	2,166,734	-
Amounts due to shareholders	4,662,264	4,768,932	4,768,932	-	4,219,911	4,310,808	4,310,808	-
Loan from a related company	4,033,342	4,114,009	4,114,009	-	7,142,999	7,265,859	7,265,859	-
Subordinated loans	700,000	721,750	721,750	-	700,000	721,750	721,750	-
Bank loans	2,420,000	2,664,406	1,460,152	1,204,254	2,350,000	2,401,982	1,726,313	675,669
	13,345,864	13,799,355	12,595,101	1,204,254	16,579,644	16,867,133	16,211,464	675,669

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT *(continued)*

(c) Fair value estimation

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of held-for-trading investments with standard terms and conditions and traded on active liquid markets are determined with reference of quoted market prices;
- the fair value of financial asset through other comprehensive income is based on net asset value of the investment fund at the end of the reporting period;
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.

(d) Fair value hierarchy of financial instruments

HKFRS 7 requires disclosure of financial instruments that are measured at fair value by level of the following fair value measurement hierarchy:

- | | | |
|---------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Level 1 | — | quoted prices (unadjusted) in active markets for identical assets or liabilities. |
| Level 2 | — | 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 | — | inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). |

44 財務風險管理 *(續)*

(c) 公平值估計

金融資產及金融負債之公平值乃按下列各項釐定：

- 附有標準條款及條件並於活躍流動市場買賣之持作買賣投資之公平值乃參考所報之市價釐定；
- 計入其他全面收入之金融資產之公平值乃根據於報告期末之投資基金資產淨值釐定；
- 其他金融資產及金融負債之公平值乃按公認定價模式，以使用可觀察之現時市場交易價格或比率作為輸入數據之貼現現金流量分析為基準釐定。

(d) 金融工具公平值級別

香港財務報告準則第7號規定，以公平值計量之金融工具須按下列公平值計量級別作出披露：

- | | | |
|------|---|------------------------------------------------------|
| 第一級別 | — | 相同資產或負債於活躍市場之報價(未經調整)。 |
| 第二級別 | — | 資產或負債有不屬於第一級別報價但可觀察之輸入數據，不論是直接(即價格)或間接(即從價格中衍生)觀察得到。 |
| 第三級別 | — | 計量資產或負債之輸入數據並非基於可觀察之市場數據(即無法觀察輸入數據)。 |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

44 FINANCIAL RISK MANAGEMENT (continued)

(d) Fair value hierarchy of financial instruments

(continued)

The following table presents the financial instruments that are measured at fair value as at 31 March 2019 and 2018.

At 31 March 2019

		Level 1 第一級別 HK\$'000 千港元	Level 2 第二級別 HK\$'000 千港元	Level 3 第三級別 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	168,366	–	–	168,366
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	–	140	–	140
		168,366	140	–	168,506

At 31 March 2018

		Level 1 第一級別 HK\$'000 千港元	Level 2 第二級別 HK\$'000 千港元	Level 3 第三級別 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Held for trading investments	持作買賣投資	192,805	–	–	192,805
Available-for-sale investments	可供出售投資	–	410	–	410
		192,805	410	–	193,215

During the year, there are no significant transfers between Level 1 and Level 2.

44 財務風險管理(續)

(d) 金融工具公平值等級(續)

下表列出於二零一九年及二零一八年三月三十一日以公平值計量之金融工具。

於二零一九年三月三十一日

於二零一八年三月三十一日

年內，第一級別與第二級別之間並無重大轉撥。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

45 OPERATING LEASE COMMITMENT

- (a) The Group leases its land and buildings under operating lease arrangements, and the terms of the leases range from one to ten years and the leases are repayable in fixed monthly instalments. The lease agreements are renewable at the end of the respective lease terms. There is no arrangement for contingent rent payments.

At 31 March 2019, the Group had total future minimum lease receivable under non-cancellable operating leases which fall due as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	11,749	8,693
After one year but within five years	一年後但五年內	32,176	32,395
		43,925	41,088

- (b) The Group entered into non-cancellable operating lease arrangements with landlords and the terms of the leases range from one to three years.

The lease payments recognised as expenses are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Minimum lease payments	最低租賃款項	35,470	30,987

45 經營租賃承擔

- (a) 本集團根據經營租賃安排租賃其土地及樓宇，租賃期介乎一年至十年不等，租金每月定額分期支付。租賃協議可於各自租賃期屆滿時重續。本集團並無就或然租金付款作出安排。

於二零一九年三月三十一日，本集團於不可撤回經營租賃項下之日後應收最低租金總額於下列期間到期：

- (b) 本集團與業主已訂立不可撤回經營租賃安排，租賃期介乎一年至三年不等。

確認為開支之租賃款項如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

45 OPERATING LEASE COMMITMENT (continued)

(b) (continued)

At 31 March 2019, the Group had total future minimum lease rent payables under non-cancellable operating leases falling due as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	37,048	33,150
After one year but within five years	一年後但五年內	68,446	63,105
		105,494	96,255

46 COMMITMENTS AND CONTINGENT LIABILITIES

45 經營租賃承擔(續)

(b) (續)

於二零一九年三月三十一日，本集團於不可撤回經營租賃項下之日後應付最低租金總額於下列期間到期：

46 承擔及或然負債

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Expenditure contracted but not provided for in respect of:	就下列項目已訂約但未撥備之支出：		
— Property, plant and equipment	— 物業、廠房及設備	14,770	630

The Group's wholly owned subsidiary Good Start Group Limited received tax notices issued by Macau Financial Services Bureau dated 29 April 2014 and 18 May 2016 assessing its Macau Complementary Tax payable for the years of assessment 2009 and 2010 and years of assessment 2011 and 2012 respectively. The tax amounts per tax notices for aforementioned years of assessment were approximately HK\$15,000,000, HK\$20,000,000, HK\$24,400,000 and HK\$25,400,000 respectively.

本集團之全資附屬公司Good Start Group Limited收到澳門財政局所發出日期為二零一四年四月二十九日及二零一六年五月十八日之評稅通知書，評定其於二零零九年及二零一零年課稅年度以及二零一一年及二零一二年課稅年度之應付澳門所得補充稅。按照評稅通知書，上述課稅年度之稅項分別約為15,000,000港元、20,000,000港元、24,400,000港元及25,400,000港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

46 COMMITMENTS AND CONTINGENT LIABILITIES *(continued)*

Another of the Group's wholly owned subsidiaries, Target All Investments Limited received tax notices issued by Macau Financial Services Bureau dated 26 August 2015 and 24 October 2016 assessing its Macau Complementary Tax payable for the years of assessment 2011 and 2012 and years of assessment 2013 and 2014 respectively. The tax amounts per tax notices for aforementioned years of assessment were approximately HK\$1,300,000, HK\$1,000,000, HK\$3,800,000 and HK\$6,300,000 respectively.

The Group lodged objections to appeal against the aforesaid notices according to stipulated appeal procedures. The Review Committee of Macau Financial Services Bureau (the "Committee") issued their decision to reject all appeals by the Group in relation to the aforesaid Macau Complementary Tax payable.

After receiving the final decision of the Committee on their rejection of the Group's appeal, the Group made the tax payments according to stipulated regulation requirement before making a further appeal via court. With regard to each of the Committee's rejection of the Group's appeal, the Group separately submitted initial petitions to the court on 9 December 2014 and 24 October 2016 for Good Start Group Limited and initial petitions to the court on 10 March 2016 and 17 February 2017 for Target All Investments Limited. The legal proceedings were concluded/terminated during year ended 31 March 2019 and the Group received favourable court decisions and won all the cases. However, the Macau Financial Services Bureau refused to refund the total tax paid for all these years of assessment amounting to approximately HK\$97,200,000. The Group is seeking further clarification and assistance from courts to request refund of the aforesaid tax paid.

46 承擔及或然負債(續)

本集團另一家全資附屬公司普中投資有限公司收到澳門財政局所發出日期為二零一五年八月二十六日及二零一六年十月二十四日之評稅通知書，評定其於二零一一年及二零一二年課稅年度以及二零一三年及二零一四年課稅年度之應付澳門所得補充稅。按照評稅通知書，上述課稅年度之稅項分別約為1,300,000港元、1,000,000港元、3,800,000港元及6,300,000港元。

本集團按既定上訴程序提出反對並就上述通知書作出上訴。澳門財政局審查委員會(「委員會」)作出裁決駁回本集團有關上述應付澳門所得補充稅之所有上訴。

收到委員會駁回本集團上訴之最終裁決後，本集團按既定法例規定在繳付稅款後始再向法院提出上訴。針對委員會駁回本集團各宗上訴，本集團分別於二零一四年十二月九日及二零一六年十月二十四日就Good Start Group Limited入稟法院提出初步呈請以及於二零一六年三月十日及二零一七年二月十七日就普中投資有限公司入稟法院提出初步呈請。法律訴訟已於截至二零一九年三月三十一日止年度審結／終止，本集團就所有案件獲法院判處勝訴。然而，澳門財政局拒絕退還所有相關課稅年度之已繳稅款合共約97,200,000港元。本集團正尋求法院進一步澄清及協助要求退還上述已繳稅款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

46 COMMITMENTS AND CONTINGENT LIABILITIES *(continued)*

Subsequent to the conclusion/termination of the above legal proceedings, Good Start Group Limited further received tax notices issued by Macau Financial Services Bureau for years of assessment 2013 and 2014 demanding Macau Complementary Tax of approximately HK\$56,800,000. The Group made payments in accordance to stipulated requirement. Similarly, The Group is seeking further clarification and assistance from court to request refund of the tax paid. With reference to the favourable court decisions for the abovementioned years of assessments, advices from tax consultant and lawyers, the directors considered that the Group has valid grounds for recovery of all the taxes paid. Accordingly, no provision of taxation is considered necessary given the chances for the chargeability is not probable.

If the legal proceedings relating to the Macau Complementary Tax payables for the years of assessment 2013 and 2014 of Good Start Group Limited are eventually unsuccessful and if the same basis of taxation is applied to all years of assessment from 2015 to 2018, the Group will additionally need to pay approximately HK\$61,000,000 of Macau Complementary Tax for its mass market business in Macau. Pursuant to the Macau Complementary Tax law, the assessment on an estimated assessable profit in a year of assessment will lapse in five consecutive years after that year of assessment, thus no tax liability was expected for the year of assessment before 2009.

The Group had no other material contingent liabilities at the end of the year 31 March 2019.

46 承擔及或然負債(續)

上述法律訴訟審結／終止後，Good Start Group Limited再次收到澳門財政局就二零一三年及二零一四年課稅年度發出之評稅通知書，要求繳付澳門所得補充稅約56,800,000港元。本集團已遵照既定法例規定繳付稅款，並同樣就此尋求法院進一步澄清及協助要求退還已繳稅款。經參考上述課稅年度之法院勝訴以及稅務顧問及律師之意見後，董事認為本集團有據收回所有已繳稅款。因此，由於被徵稅機會不大，故毋須作出稅項撥備。

倘就Good Start Group Limited於二零一三年及二零一四年課稅年度之應付澳門所得補充稅提出之法律訴訟最終未能勝訴，而相同課稅基準適用於二零一五年至二零一八年所有課稅年度，則本集團將須額外就其澳門中場業務繳納澳門所得補充稅約61,000,000港元。根據澳門所得補充稅法，課稅年度之估計應課稅溢利之評稅將於該課稅年度起計連續五年後失效，故預期二零零九年前之課稅年度並無任何稅務負債。

截至二零一九年三月三十一日止年度末，本集團並無其他重大或然負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

47 UNDERWRITING AND SUB-UNDERWRITING COMMITMENTS

The Group guarantees to purchase the securities in underwriting amounted to HK\$53,060,000 (2018: HK\$680,898,000) being offered by sales of securities, at an agreed-upon price between the Group and issuer of securities, regardless of whether or not the securities can be sold to investors in the futures. In the opinion of the directors of the Group, the fair values of the underwriting and sub-underwriting arrangements are insignificant to the Group.

48 MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party and connected transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 16 as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	95,627	92,490
Retirement scheme contribution	退休計劃供款	90	101
		95,717	92,591

Total remuneration is included in "Staff costs" (Note 9).

酬金總額計入「員工成本」(附註9)。

47 包銷及分包銷承擔

本集團保證購買包銷中為數53,060,000港元(二零一八年: 680,898,000港元)之證券, 其為證券銷售中提呈發售之證券, 價格由本集團與證券發行人協定, 而不論證券日後能否銷售予投資者。本集團董事認為, 包銷及分包銷安排之公平值對本集團而言並不重大。

48 重大關連方及關連交易

除此等財務報表其他部分披露之交易及結餘外, 本集團已進行下列重大關連方及關連交易。

(a) 主要管理人員酬金

主要管理人員酬金, 包括向本公司董事支付之款項(於附註16披露)如下:

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

48 MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS *(continued)*

(b) During the year ended 31 March 2019, the Group entered into the following material related party transactions which are also connected transactions (“CT”)/continuing connected transactions (“CCT”) under the Listing Rules.

48 重大關連方及關連交易 (續)

(b) 截至二零一九年三月三十一日止年度，本集團曾進行下列重大關連方交易，該等交易亦為上市規則項下之關連交易（「關連交易」）／持續關連交易（「持續關連交易」）。

Name of related party 關連方名稱／姓名	Nature of transaction 交易性質	Transaction type under Listing Rules 上市規則項下 之交易種類	2019	2018
			二零一九年 HK\$'000 千港元	二零一八年 HK\$'000 千港元
Chu and Li's Family 朱氏及李氏家族	Brokerage income 經紀收入	CCT 持續關連交易	866	1,254
	Maximum amount of IPO financing 最高首次公开发售融資額	CCT 持續關連交易	–	174,996
	Maximum amount of margin financing 最高保證金融資額	CCT 持續關連交易	43,296	194,286
	Interest income 利息收入	CCT 持續關連交易	419	5,464
	Ho Chi Ho 何志豪	Brokerage income 經紀收入	CCT 持續關連交易	25
Ho Chi Ho 何志豪	Maximum amount of IPO financing 最高首次公开发售融資額	CCT 持續關連交易	19,927	21,777
	Maximum amount of margin financing 最高保證金融資額	CCT 持續關連交易	958	–
	Interest income 利息收入	CCT 持續關連交易	14	34
	Directors of subsidiaries and associates 附屬公司董事及其聯繫人士	Brokerage income 經紀收入	CT 關連交易	38
Kingston Finance Limited (note 2) 金利豐財務有限公司 (附註2)	Interest expense 利息開支	CT 關連交易	156,853	154,841
Kingston Finance Limited (note 2) 金利豐財務有限公司 (附註2)	Management fee income (note 1) 管理費收入(附註1)	CT 關連交易	600	600

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

48 MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS (continued)

(b) (continued)

Name of related party 關連方名稱/姓名	Nature of transaction 交易性質	Transaction type under Listing Rules 上市規則項下 之交易種類	2019	2018
			二零一九年 HK\$'000 千港元	二零一八年 HK\$'000 千港元
Sincere Watch (Hong Kong) Limited (note 3)	Management fee income (note 1) 管理費收入(附註1)	RPT 關連方交易	–	60
Sincere Watch (Hong Kong) Limited (附註3)	Financial advisory income, placing commission and financial services incomes 財務顧問收入、配售佣金及金融服務收入	RPT 關連方交易	440	499
Mr. Lee Wai Man (note 4) 李惠文先生(附註4)	Consultancy fee (note 1) 顧問費用(附註1)	CT 關連交易	1,000	1,000
Mrs. Chu Yuet Wah 李月華女士	Staff quarter rental expenses 員工宿舍租金開支	CT 關連交易	1,218	1,038
	Office rental expenses 辦公室租金開支	CT 關連交易	7,006	–
REF Financial Press Limited (note 5) 緯豐財經印刷有限公司(附註5)	Financial printing service charge 財經印刷服務費用	CT 關連交易	422	397

For the continuing connected transactions above, the independent non-executive directors have reviewed and confirm that the continuing connected transactions are in the ordinary and usual course of business, on normal commercial terms and in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

獨立非執行董事已審閱以上持續關連交易，並確認持續關連交易乃於日常及一般業務過程中、按正常商業條款、並根據監管該等交易之相關協議之公平合理條款進行，且符合本公司股東整體利益。

本公司確認已根據上市規則第14A章遵守披露規定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

48 MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS *(continued)*

(b) *(continued)*

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in page 242 to 243 of the Annual Report in accordance with Main Board Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

Notes:

1. *This transaction was transacted at a price agreed between the parties and in accordance with the agreement.*
2. *Mrs. Chu Yuet Wah had controlling interest in the company.*
3. *Mrs. Chu Yuet Wah ceased to be the controlling shareholder of Sincere Watch (Hong Kong) Limited on 7 September 2015. Transactions entered represented related party transactions only.*
4. *Mr. Lee Wai Man is the father of Mrs. Chu Yuet Wah.*
5. *Mr. Lau Man Tak is a controlling shareholder of REF Holdings Limited. REF Financial Press Limited is an indirectly wholly owned subsidiary of REF Holdings Limited.*

49 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 26 June 2019.

48 重大關連方及關連交易 *(續)*

(b) *(續)*

本公司核數師已獲委聘遵照香港會計師公會頒佈之香港鑒證業務準則第3000號(修訂)「非審核或審閱過往財務資料的鑒證工作」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團之持續關連交易作出報告。核數師已根據主板上市規則第14A.56條就年報第242至243頁所披露之本集團持續關連交易發出無保留意見函件，當中載列其調查結果及結論。本公司已向香港聯合交易所有限公司呈交核數師函件副本。

附註：

1. 此項交易乃按訂約各方協定之價格及根據有關協議進行。
2. 李月華女士擁有該公司之控股權益。
3. 於二零一五年九月七日，李月華女士不再為Sincere Watch (Hong Kong) Limited之控股股東。進行之交易僅為關連方交易。
4. 李惠文先生為李月華女士之父親。
5. 劉文德先生為REF Holdings Limited之控股股東。緯豐財經印刷有限公司為REF Holdings Limited之間接全資附屬公司。

49 批准財務報表

財務報表已於二零一九年六月二十六日獲董事局批准及授權刊發。

金利豐金融集團有限公司
KINGSTON FINANCIAL GROUP LIMITED

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