



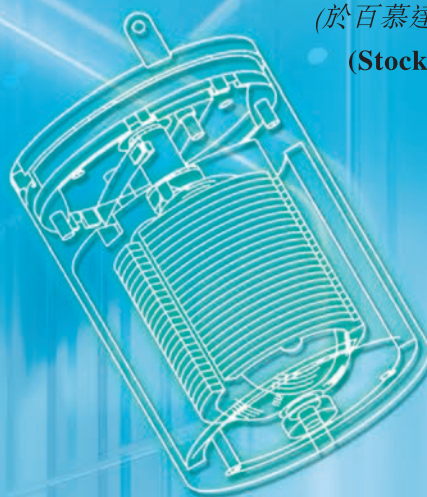
**KIN YAT HOLDINGS LIMITED**  
**建溢集團有限公司**

website 網址 : <http://www.kinyat.com.hk>

(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 : 638)



**INTERIM REPORT**  
**中期報告**

for the six months ended 30 September 2019  
截至二零一九年九月三十日

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# CONDENSED CONSOLIDATED INCOME STATEMENT

## 簡明綜合收益表

The Board of Directors (the “Board”) of Kin Yat Holdings Limited (the “Company”) would like to report the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2019 (the “Period”), together with the comparative figures for the previous corresponding period and the relevant explanatory notes. The interim financial results have been reviewed by the Audit Committee of the Company but have not been reviewed by the auditors of the Company.

建溢集團有限公司(「本公司」)董事會(「董事會」)謹此呈報本公司及其附屬公司(統稱「本集團」)截至二零一九年九月三十日止六個月(「期內」)之未經審核簡明綜合業績，連同去年同期之比較數字及相關解釋附註。本中期財務業績已由本公司之審核委員會審閱，但未經本公司核數師審閱。

### CONDENSED CONSOLIDATED INCOME STATEMENT

### 簡明綜合收益表

			Unaudited for the six months ended 30 September 未經審核 截至九月三十日止六個月	
			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		
<b>Revenue</b>	收益	3	<b>1,892,147</b>	2,109,790
Costs of sales	銷售成本	5	<b>(1,712,372)</b>	(1,927,068)
Gross profit	毛利		<b>179,775</b>	182,722
Other income and gains, net	其他收入及收益，淨額	3	<b>38,447</b>	29,326
Selling and distribution expenses	銷售及分銷開支		<b>(28,934)</b>	(35,795)
Administrative expenses	行政開支		<b>(95,491)</b>	(108,880)
Impairment losses on financial assets	金融資產之減值虧損		<b>(106)</b>	-
Finance costs, net	財務費用，淨額	4	<b>(9,742)</b>	(1,050)
Share of losses of associates	應佔聯營公司之虧損		<b>(713)</b>	(221)
<b>Profit before tax</b>	除稅前溢利	5	<b>83,236</b>	66,102
Income tax expense	所得稅開支	6	<b>(6,753)</b>	(10,856)
<b>Profit for the period</b>	期內溢利		<b>76,483</b>	55,246
<b>Profit attributable to:</b>	以下各項應佔溢利：			
Equity holders of the Company	本公司權益持有人		<b>78,377</b>	54,803
Non-controlling interests	非控股權益		<b>(1,894)</b>	443
			<b>76,483</b>	55,246
<b>Earnings per share attributable to equity holders of the Company</b>	本公司權益持有人應佔每股盈利			
Basic	基本	8	<b>HK17.86 Cents</b> 港仙	HK12.49 Cents
Diluted	攤薄		<b>HK17.86 Cents</b> 港仙	HK12.47 Cents

Details of the dividends are disclosed in Note 7 to the condensed consolidated financial information.

股息之詳情於簡明綜合財務資料附註7內披露。

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

		Unaudited for the six months ended 30 September 未經審核 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Profit for the period</b>	期內溢利	<b>76,483</b>	55,246
<b>Other comprehensive income:</b>	其他全面收益：		
<i>Items that may be reclassified to the income statement:</i>	可重新分類至收益表之項目：		
Exchange translation reserve on translation of foreign operations	換算海外業務產生之匯兌儲備	<b>(93,327)</b>	(105,481)
		<b>(93,327)</b>	(105,481)
<b>Total comprehensive loss for the period</b>	期內全面虧損總額	<b>(16,844)</b>	(50,235)
<b>Total comprehensive loss for the period attributable to:</b>	以下應佔期內全面 虧損總額：		
Equity holders of the Company	本公司權益持有人	<b>(14,706)</b>	(50,375)
Non-controlling interests	非控股權益	<b>(2,138)</b>	140
		<b>(16,844)</b>	(50,235)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

		Notes 附註	Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		1,051,048	1,123,724
Investment properties	投資物業		57,898	65,070
Prepaid land lease payments	預付土地租金		–	23,437
Right-of-use assets	使用權資產	9	80,376	–
Properties under development	發展中物業	11	42,424	44,847
Intangible assets	無形資產	10	34,574	35,779
Investment in associates	於聯營公司之投資		10,646	12,065
Prepayments and deposits	預付款項及按金	13	173,350	210,642
Deferred tax assets	遞延稅項資產		22,145	25,920
Total non-current assets	非流動資產總值		<b>1,472,461</b>	1,541,484
<b>Current assets</b>	<b>流動資產</b>			
Properties under development	發展中物業	11	493,399	485,863
Inventories	存貨		333,175	615,365
Accounts and bills receivable	應收賬款及票據	12	382,412	312,149
Contract assets	合約資產		24,810	22,983
Prepayments and deposits	預付款項及按金	13	132,013	155,772
Financial assets at fair value through profit or loss	透過損益按公平值列賬 之金融資產		10,321	14,140
Tax recoverable	可收回稅項		493	791
Time deposits	定期存款		14,618	13,754
Cash and bank balances	現金及銀行結餘		273,866	227,170
			<b>1,665,107</b>	1,847,987
Asset held for sale	待售資產		21,707	–
Total current assets	流動資產總值		<b>1,686,814</b>	1,847,987
<b>Total assets</b>	<b>總資產</b>		<b>3,159,275</b>	3,389,471

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

		Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
	Notes 附註		
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>		
Share capital	股本	43,896	43,896
Reserves	儲備	1,146,866	1,161,616
		<b>1,190,762</b>	1,205,512
<b>Non-controlling interests</b>	<b>非控股權益</b>	<b>2,625</b>	4,414
<b>Total equity</b>	<b>權益總額</b>	<b>1,193,387</b>	1,209,926
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Deferred income and other payable	遞延收入及其他應付款項	14 69,745	82,090
Bank borrowings	銀行借貸	15 225,500	-
Lease liabilities	租賃負債	488	-
Deferred tax liabilities	遞延稅項負債	55,703	57,285
Total non-current liabilities	非流動負債總額	<b>351,436</b>	139,375
<b>Current liabilities</b>	<b>流動負債</b>		
Accounts and bills payable, other payables and provisions	應付賬款及票據、其他應付款項及撥備	14 936,622	1,000,597
Contract liabilities	合約負債	138,447	166,181
Bank borrowings	銀行借貸	15 479,959	810,106
Lease liabilities	租賃負債	1,081	-
Tax payable	應付稅項	58,343	63,286
Total current liabilities	流動負債總額	<b>1,614,452</b>	2,040,170
<b>Total liabilities</b>	<b>總負債</b>	<b>1,965,888</b>	2,179,545
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>3,159,275</b>	3,389,471

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2019 (Unaudited)

截至二零一九年九月三十日止六個月（未經審核）

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Reserves 儲備										
	Share capital	Share premium account	Share-based payment reserve	Asset revaluation reserve	Exchange translation reserve	Capital redemption reserve	Contributed surplus	Other reserve	Retained profits	Total reserves	Non-controlling interests	Total equity
	股本	股份溢價賬	以股份為基礎的付款儲備	資產重估儲備	匯兌儲備	資本贖回儲備	撥入盈餘	其他儲備	保留溢利	儲備總額	非控股權益	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元
<b>At 31 March 2019</b>	<b>43,896</b>	<b>156,015</b>	<b>3,927</b>	<b>218,369</b>	<b>(20,694)</b>	<b>14</b>	<b>6,150</b>	<b>(8,940)</b>	<b>806,775</b>	<b>1,161,616</b>	<b>4,414</b>	<b>1,209,926</b>
Adjustments on adoption of HKFRS 16, net of tax	-	-	-	-	-	-	-	-	(44)	(44)	-	(44)
<b>At 1 April 2019</b>	<b>43,896</b>	<b>156,015</b>	<b>3,927</b>	<b>218,369</b>	<b>(20,694)</b>	<b>14</b>	<b>6,150</b>	<b>(8,940)</b>	<b>806,731</b>	<b>1,161,572</b>	<b>4,414</b>	<b>1,209,882</b>
Exchange translation reserve on translation of foreign operations	-	-	-	-	(93,083)	-	-	-	-	(93,083)	(244)	(93,327)
Profit for the period	-	-	-	-	-	-	-	-	78,377	78,377	(1,894)	76,483
Total comprehensive income/(loss) for the period	-	-	-	-	(93,083)	-	-	-	78,377	(14,706)	(2,138)	(16,844)
Issue of shares	-	-	-	-	-	-	-	-	-	-	349	349
<b>At 30 September 2019</b>	<b>43,896</b>	<b>156,015</b>	<b>3,927</b>	<b>218,369</b>	<b>(113,777)</b>	<b>14</b>	<b>6,150</b>	<b>(8,940)</b>	<b>885,108</b>	<b>1,146,866</b>	<b>2,625</b>	<b>1,193,387</b>
<b>At 31 March 2018</b>	<b>43,846</b>	<b>154,672</b>	<b>3,209</b>	<b>163,416</b>	<b>56,124</b>	<b>14</b>	<b>6,150</b>	<b>(8,940)</b>	<b>738,287</b>	<b>1,112,932</b>	<b>1,266</b>	<b>1,158,044</b>
Adjustments on adoption of HKFRS 15, net of tax (Note 1(c))	-	-	-	-	(267)	-	-	-	3,812	3,545	-	3,545
<b>At 1 April 2018</b>	<b>43,846</b>	<b>154,672</b>	<b>3,209</b>	<b>163,416</b>	<b>55,857</b>	<b>14</b>	<b>6,150</b>	<b>(8,940)</b>	<b>742,099</b>	<b>1,116,477</b>	<b>1,266</b>	<b>1,161,589</b>
Exchange translation reserve on translation of foreign operations	-	-	-	-	(105,178)	-	-	-	-	(105,178)	(303)	(105,481)
Profit for the period	-	-	-	-	-	-	-	-	54,803	54,803	443	55,246
Total comprehensive income/(loss) for the period	-	-	-	-	(105,178)	-	-	-	54,803	(50,375)	140	(50,235)
Non-controlling interest arose from acquisition (Note 9)	-	-	-	-	-	-	-	-	-	-	5,779	5,779
Issue of shares	50	1,343	(262)	-	-	-	-	-	-	1,081	-	1,131
Equity-settled share option expense	-	-	682	-	-	-	-	-	-	682	-	682
Final 2018 dividend paid (Note 7)	-	-	-	-	-	-	-	-	(30,727)	(30,727)	-	(30,727)
<b>At 30 September 2018</b>	<b>43,896</b>	<b>156,015</b>	<b>3,629</b>	<b>163,416</b>	<b>(49,321)</b>	<b>14</b>	<b>6,150</b>	<b>(8,940)</b>	<b>766,175</b>	<b>1,037,138</b>	<b>7,185</b>	<b>1,088,219</b>

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

Unaudited  
for the six months ended  
30 September  
未經審核  
截至九月三十日止六個月

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	經營活動之現金流量	<b>271,511</b>	39,092
<b>Cash flows from investing activities</b>	投資活動之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	<b>(118,570)</b>	(141,418)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>4,135</b>	1,514
Short-term lease expenses	短期租賃開支	<b>(1,461)</b>	–
Acquisition of subsidiaries	收購附屬公司	<b>–</b>	(6,790)
Net cash flows used in investing activities	投資活動所用之現金流出淨額	<b>(115,896)</b>	(146,694)
<b>Cash flows from financing activities</b>	融資活動之現金流量		
Proceeds from bank borrowings	銀行借貸產生之所得款項	<b>375,021</b>	274,727
Repayment of bank borrowings	償還銀行貸款	<b>(474,368)</b>	(124,393)
Repayment of interest element of lease liabilities	償還租賃負債之利息部份	<b>(29)</b>	–
Repayment of principal element of lease liabilities	償還租賃負債之本金部份	<b>(591)</b>	–
Proceeds from issues of shares	發行股份產生之所得款項	<b>–</b>	1,131
Net cash flows (used in)/from financing activities	融資活動(所用)/產生之現金流入淨額	<b>(99,967)</b>	151,465
<b>Net increase in cash and cash equivalents</b>	現金及現金等同物之增加淨額	<b>55,648</b>	43,863
Cash and cash equivalents at beginning of the period	期初之現金及現金等同物	<b>240,924</b>	216,656
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	<b>(8,088)</b>	(68,682)
<b>Cash and cash equivalents at end of the period</b>	期末之現金及現金等同物	<b>288,484</b>	191,837



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

#### Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 September 2019 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 31 March 2019 and any public announcements made by Kin Yat Holdings Limited.

#### Accounting policies

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the accounting for the reclassification of asset held for sale and the adoption of new and amended standards as set out below.

#### (a) Asset held for sale

It represents an office held for sale which was classified as property, plant and equipment as at 31 March 2019.

Non-current assets classified as held for sale are presented separately from the other assets in the condensed consolidated statement of financial position.

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the fair value and not depreciated or amortised while they are classified as held for sale.

### 1. 編製基準及會計政策

#### 編製基準

截至二零一九年九月三十日止六個月之簡明綜合中期財務資料已根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」而編製。中期報告不包括一般收錄於年度財務報告的所有附註。因此，本報告應與截至二零一九年三月三十一日止年度之年報以及建溢集團有限公司作出的任何公眾公佈一併閱讀。

#### 會計政策

所採納的會計政策與上財政年度及相應中期報告期間所採用者一致，惟重新分類待售資產之會計處理及採納下文所載之新訂及經修訂準則除外。

#### (a) 待售資產

待售資產指待售之辦公室，於二零一九年三月三十一日分類為物業、廠房及設備。

分類為待售之非流動資產於簡明綜合財務狀況表與其他資產分開呈列。

倘非流動資產主要透過出售交易而非透過持續使用來收回賬面值，並且被視為很可能售出，則分類為待售資產。待售資產按公平值計量，在分類為待售後不予折舊或攤銷。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (b) New and amended standards adopted by the Group

A number of or amended standards became applicable for the current reporting period and the Group had to change its accounting policies and make retrospective adjustments as a result of adopting the following standards:

HKFRS 19 (Amendments)	<i>Employee benefits</i>
HKAS 28 (Amendments)	<i>Investment in associates and joint ventures</i>
HKFRS 9 (Amendments)	<i>Prepayment features with negative compensation</i>
HKFRS 16	<i>Leases</i>
HK(IFRIC)-Int 23	<i>Uncertainty over income tax treatments</i>

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (b) 本集團採納之新訂及經修訂準則

多項新訂或經修訂準則適用於本報告期間而本集團已因為採納以下準則而須更改其會計政策並進行追溯調整：

香港財務報告 準則第19號 (修訂本)	<i>僱員福利</i>
香港會計準則 第28號 (修訂本)	<i>於聯營公司及合營企業之投資</i>
香港財務報告 準則第9號 (修訂本)	<i>具有負補償的提前付款特徵</i>
香港財務報告 準則第16號	<i>租賃</i>
香港(國際財務 報告詮釋委員 會)－詮釋 第23號	<i>所得稅處理之不確定因素</i>

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (c) Impact of standards issued but not yet applied by the Group

The following are new standards, amendments and interpretations to existing standards that have been issued but not yet effective for the financial year beginning 1 April 2019 and have not been early adopted by the Group.

HKFRS 3	Definition of Business <sup>(1)</sup>
HKAS 1 and HKAS 8 (Amendments)	Definition of Material <sup>(1)</sup>
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting <sup>(1)</sup>
HKFRS 17	Insurance Contracts <sup>(2)</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate and Joint Venture <sup>(3)</sup>

<sup>(1)</sup> Effective for the Group for the annual period beginning on 1 April 2020

<sup>(2)</sup> Effective for the Group for the annual period beginning on 1 April 2021

<sup>(3)</sup> Effective date to be determined

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (c) 已頒佈但尚未由本集團應用之準則之影響

以下已頒佈之新準則及現有準則之修訂和詮釋對二零一九年四月一日開始之財政年度尚未生效及尚未由本集團提早採納。

香港財務報告準則第3號	業務之定義 <sup>(1)</sup>
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義 <sup>(1)</sup>
二零一八年財務報告概念框架	經修訂財務報告概念框架 <sup>(1)</sup>
香港財務報告準則第17號	保險合約 <sup>(2)</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司及合營企業之間的資產出售或出資 <sup>(3)</sup>

<sup>(1)</sup> 於二零二零年四月一日開始之年度期間對本集團生效

<sup>(2)</sup> 於二零二一年四月一日開始之年度期間對本集團生效

<sup>(3)</sup> 生效日期待定

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

##### (d) Change in accounting policies

Below explains the impact of the adoption of HKFRS 16 Leases on the Group's financial statements and discloses the new accounting policies that have been applied from 1 April 2019.

The Group has adopted HKFRS 16 retrospectively from 1 April 2019, but has not restated comparatives for the 2019 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 April 2019.

##### (i) Adjustments recognised on the adoption of HKFRS 16

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 3.3%.

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

##### (d) 會計政策變動

下文說明採納香港財務報告準則第16號租賃對本集團財務報表的影響，並披露自二零一九年四月一日起已應用的新會計政策。

本集團自二零一九年四月一日起已追溯採納香港財務報告準則第16號，惟獲該準則的特定過渡性條文所准許，並未重列二零一九年報告期的比較數字。因此，新租賃準則所引致之重新分類及調整於二零一九年四月一日的期初資產負債表中確認。

##### (i) 因採納香港財務報告準則第16號而確認的調整

於採納香港財務報告準則第16號時，本集團就過往根據香港會計準則第17號租賃的原則分類為「經營租賃」的租賃確認租賃負債。此等負債按餘下租賃付款的現值（採用截至二零一九年四月一日承租人的增量借款利率貼現）計量。應用至二零一九年四月一日的租賃負債的承租人加權平均增量借款利率為3.3%。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (d) Change in accounting policies (continued)

##### (i) Adjustments recognised on the adoption of HKFRS 16 (continued)

The table below explains the difference between operating lease commitments disclosed at 31 March 2019 by applying HKAS 17 and lease liabilities recognised at 1 April 2019 by applying HKFRS 16:

Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日披露之經營租賃承擔	1,204
Discounted using the lessee's incremental borrowing rate of at the date of initial application	採用於初步應用日期的承租人增量借款利率貼現	(40)
(Less): short-term leases recognised on a straight-line basis as expense	(減): 以直線法確認為開支的短期租賃	(210)
<b>Lease liabilities recognised as at 1 April 2019</b>	<b>於二零一九年四月一日確認的租賃負債</b>	<b>954</b>
Of which are:	其中:	
Current lease liabilities	流動租賃負債	516
Non-current lease liabilities	非流動租賃負債	438
		<b>954</b>

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (d) 會計政策變動 (續)

##### (i) 因採納香港財務報告準則第16號而確認的調整 (續)

下表闡述於二零一九年三月三十一日應用香港會計準則第17號披露之經營租賃承擔與於二零一九年四月一日應用香港財務報告準則第16號確認之租賃負債之間的差額:

**2019**  
二零一九年  
HK\$'000  
千港元

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (d) Change in accounting policies (continued)

##### (i) Adjustments recognised on the adoption of HKFRS 16 (continued)

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied. Other right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet as at 31 March 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

For prepaid land lease payments previously presented as a separate item and leasehold land included in property, plant and equipment on consolidated statement of financial position are grouped as part of right-of-use assets with effect from 1 April 2019. The recognised right-of-use assets upon the adoption of HKFRS 16 are related to land and buildings.

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (d) 會計政策變動 (續)

##### (i) 因採納香港財務報告準則第16號而確認的調整 (續)

物業租賃之相關使用權資產按追溯基準計量，猶如一直應用新準則。其他使用權資產按相等於租賃負債的金額計量，並按照於二零一九年三月三十一日的資產負債表中確認的與該租賃有關的任何預付或應計租賃款項進行調整。於初步應用日期，並無任何需要對使用權資產作出調整之虧損性租賃合約。

先前於綜合財務狀況表呈列為獨立項目之預付土地租金及計入物業、廠房及設備之租賃土地，於二零一九年四月一日起組成使用權資產的一部份。因採納香港財務報告準則第16號而確認之使用權資產與土地及樓宇有關。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (d) Change in accounting policies (continued)

##### (i) Adjustments recognised on the adoption of HKFRS 16 (continued)

The change in accounting policy affected the following items in the consolidated statement of financial position on 1 April 2019:

#### Statement of consolidated financial position (Extract) 綜合財務狀況表 (摘錄)

		31 March 2019		1 April 2019
		As previously reported 二零一九年 三月三十一日 如前呈報 HK\$'000 千港元	Effect of HKFRS 16 香港財務報告 準則第16號 之影響 HK\$'000 千港元	二零一九年 四月一日 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	1,123,724	(57,120)	1,066,604
Right-of-use assets	使用權資產	-	81,467	81,467
Prepaid land lease payments	預付土地租金	23,437	(23,437)	-
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	-	516	516
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	-	438	438
<b>EQUITY</b>	<b>權益</b>			
Reserves	儲備	1,161,616	(44)	1,161,572

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (d) 會計政策變動 (續)

##### (i) 因採納香港財務報告準則第16號而確認的調整 (續)

會計政策變動對二零一九年四月一日之綜合財務狀況表之以下項目造成影響：

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (d) Change in accounting policies (continued)

##### (i) Adjustments recognised on the adoption of HKFRS 16 (continued)

##### Impact on segment disclosure

Adjusted operating profit for the six months ended 30 September 2019 decreased and both segment assets and segment liabilities for September 2019 all increased as a result of the change in accounting policy. Lease liabilities are now included in segment liabilities, whereas finance lease liabilities were previously excluded from segment liabilities. The following segments were affected by the change in policy:

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (d) 會計政策變動 (續)

##### (i) 因採納香港財務報告準則第16號而確認的調整 (續)

##### 對分類披露之影響

由於會計政策變動，截至二零一九年九月三十日止六個月的經調整經營溢利減少，而二零一九年九月的分類資產及分類負債均有所增加。租賃負債現已計入分類負債，而融資租賃負債先前並不計入分類負債。以下分類受到政策變動的影響：

	Increased/ (decreased) in adjusted operating profit for the six months ended 30 September 2019 截至二零一九年 九月三十日 六個月的經調整 經營溢利 增加/(減少) HK\$'000 千港元	Increased in segment assets as at 30 September 2019 於二零一九年 九月三十日的 分類資產增加 HK\$'000 千港元	Increased in segment liabilities as at 30 September 2019 於二零一九年 九月三十日的 分類負債增加 HK\$'000 千港元
Electrical and electronic products	1	826	854
Motors	(2)	687	716
Glass technology and application	-	-	-
Real estate development	-	-	-
	<b>(1)</b>	<b>1,513</b>	<b>1,570</b>



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

##### (d) Change in accounting policies (continued)

###### (i) Adjustments recognised on the adoption of HKFRS 16 (continued)

###### Practical expedients applied

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HK(IFRIC) – 4 “Determining whether an Arrangement contains a Lease”.

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

##### (d) 會計政策變動 (續)

###### (i) 因採納香港財務報告準則第16號而確認的調整 (續)

###### 所應用的實際權宜方式

於首次應用香港財務報告準則第16號時，本集團已使用以下獲該準則准許的實際權宜方式：

- 對具有合理相似特徵的租賃組合採用單一貼現率；
- 評估租賃是否虧損性時依賴過往評估；
- 於二零一九年四月一日餘下租期少於12個月的經營租賃入賬列為短期租賃；
- 於初步應用日期計量使用權資產時不計入初始直接成本；及
- 倘合約包含延長或終止租約的選擇權，則於事後釐定租期。

本集團亦選擇於初始應用日期不予重新評估合約是否為租賃或包含租賃。取而代之，就過渡日期前訂立的合約而言，本集團依賴其應用香港會計準則第17號及香港（國際財務報告詮釋委員會）—第4號「釐定安排是否包含租賃」所作的評估。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (d) Change in accounting policies (continued)

##### (ii) **The Group's leasing activities and how these are accounted for**

###### *As a lessee*

The Group leases various offices, staff quarters and warehouses. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The Group also leases certain land use rights in Mainland China. These land use rights are leased for a period of fifty years on which plants and buildings of the Group are situated on. The lease agreements do not impose any covenants.

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (d) 會計政策變動 (續)

##### (ii) **本集團的租賃活動及其入賬方法**

###### *作為承租人*

本集團租用多間辦公室、員工宿舍及倉庫。租賃合約一般固定為期1至3年。租賃條款乃根據個別基準商定，包含各種不同條款及條件。本集團亦於中國內地租用若干土地使用權。該等土地使用權的租期為五十年，本集團的廠房及樓宇建於該等土地上。租賃協議並無施加任何契諾。

自二零一九年四月一日起，租賃在租賃資產可供本集團使用之日確認為使用權資產及相應負債。每筆租賃付款乃分配至負債及融資成本。融資成本於租期內計入損益，以計算出各期間負債結餘的固定週期利率。使用權資產乃於資產可使用年期或租期(以較短者為準)以直線法折舊。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

#### Accounting policies (continued)

#### (d) Change in accounting policies (continued)

##### (ii) **The Group's leasing activities and how these are accounted for** (continued)

###### As a lessee (continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

### 1. 編製基準及會計政策 (續)

#### 會計政策 (續)

#### (d) 會計政策變動 (續)

##### (ii) **本集團的租賃活動及其入賬方法 (續)**

###### 作為承租人 (續)

租賃產生的資產及負債初步按現值基準計量。租賃負債包括以下租賃付款的現值淨額：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 支付終止租賃的罰款(倘租期反映承租人行使該權利)。

租賃付款採用租賃隱含的利率予以貼現。倘無法釐定該利率，則使用承租人的增量借款利率，即承租人在類似經濟環境中按類似條款和條件借入獲得類似價值資產所需資金所必須支付的利率。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(continued)*

#### Accounting policies *(continued)*

#### (d) Change in accounting policies *(continued)*

##### (ii) **The Group's leasing activities and how these are accounted for** *(continued)*

*As a lessee (continued)*

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

### 1. 編製基準及會計政策 *(續)*

#### 會計政策 *(續)*

#### (d) 會計政策變動 *(續)*

##### (ii) **本集團的租賃活動及其入賬方法** *(續)*

*作為承租人 (續)*

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠；
- 任何初始直接成本；及
- 修復成本。

與短期租賃相關的付款以直線法於損益中確認為開支。短期租賃指租期為12個月或以下的租賃。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(continued)*

#### Accounting policies *(continued)*

#### (d) Change in accounting policies *(continued)*

##### (ii) **The Group's leasing activities and how these are accounted for** *(continued)*

###### *As a lessor*

The Group leases out its investment properties under non-cancellable operating lease arrangements. The lease terms are between one and three years. The Group has classified these leases as operating leases.

The accounting policies applicable to the Group as a lessor in the comparative period are not different from HKFRS 16. The Group is not required to make any adjustments on transition to HKFRS 16 for leases in which it acts as a lessor, except for a sub-lease. When the Group is an intermediate lessor, the sub-lease is classified with reference to the underlying asset.

The Group does not have sub-leases during the financial year of 2019. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "revenue". The Group has accounted for its lease in accordance with HKFRS 16 from the date of initial application.

### 1. 編製基準及會計政策 *(續)*

#### 會計政策 *(續)*

#### (d) 會計政策變動 *(續)*

##### (ii) **本集團的租賃活動及其入賬方法 *(續)***

###### *作為出租人*

本集團根據不可撤銷經營租賃安排出租其投資物業。租期為一至三年。本集團已將該等租賃分類為經營租賃。

於比較期間適用於本集團作為出租人的會計政策與香港財務報告準則第16號無異。就本集團作為出租人的租賃而言，除分租外，本集團無須因過渡至香港財務報告準則第16號而作出任何調整。當本集團為中間出租人時，分租乃按相關資產分類。

本集團於二零一九年財政年度並無分租。本集團將根據經營租賃收取的租賃付款於租期內按直線法確認為收入，作為「收益」的一部分。本集團自首次應用日期起根據香港財務報告準則第16號入賬其租賃。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 2. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (a) the electrical and electronic products segment consists of the manufacture and sale of artificial intelligence (“AI”) robotics, smart products, electronic entertainment products and other related products;
- (b) the motors segment consists of the manufacture and sale of motors and encoder film;
- (c) the glass technology and application segment consists of the sale and downstream processing of glass as well as the design, manufacture and installation of curtain wall systems; and
- (d) real estate development segment.

Management monitors the operating results of the Group’s business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the condensed consolidated financial statements.

Group financing (including finance costs and finance revenue) and income taxes are managed on a group basis and are not allocated to operating segments.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to the third parties at the then prevailing market prices.

### 2. 分類資料

就管理而言，本集團根據其產品及服務劃分其業務單位，並有以下四個可呈報業務分類：

- (a) 電器及電子產品分類，包括製造及銷售人工智能（「人工智能」）機械人、智能產品、電玩產品及其他相關產品；
- (b) 電機分類，包括製造及銷售電機以及編碼器菲林；
- (c) 玻璃技術及應用分類，包括銷售和下游加工玻璃以及設計、製造和安裝玻璃幕牆系統；及
- (d) 房地產發展分類。

管理層獨立監察本集團業務單位之經營業績，以便作出與資源分配及表現評核有關的決定。分類表現根據經營溢利或虧損而評估，而有關之經營溢利或虧損之計算方法，在若干方面如下表所解釋，與簡明綜合財務報表中之經營溢利或虧損之計算方法有所不同。

集團融資（包括財務費用及財政收入）及所得稅按集團基準管理，並不會分配至業務分類。

業務分類之間的銷售及轉讓乃參考按當時現行市價售予第三方所採用之售價進行。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 2. SEGMENT INFORMATION (continued)

#### (a) Operating segments

The segment results of the Group for the Period and the six months ended 30 September 2018 (“1H FY2018”) are as follows:

### 2. 分類資料(續)

#### (a) 業務分類

本集團於期內及截至二零一八年九月三十日止六個月(「二零一八年財政年度上半年」)之分類業績如下：

		Unaudited for the six months ended 30 September 截至九月三十日止六個月未經審核													
		Electrical and electronic products 電器及電子產品		Motors 電機		Glass technology and application 玻璃技術及應用		Real estate development 房地產發展		Others 其他		Eliminations 對銷		Consolidated 綜合	
		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	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	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	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														
Revenue from external customers	來自外界客戶的收益														
Times of revenue recognition	確認收益時間														
- At a point of time	- 在某個時間點	1,397,142	1,560,377	463,770	519,772	27,801	29,641	-	-	-	-	-	-	1,888,713	2,109,790
- Over time	- 隨時間	-	-	-	-	3,434	-	-	-	-	-	-	-	3,434	-
		1,397,142	1,560,377	463,770	519,772	31,235	29,641	-	-	-	-	-	-	1,892,147	2,109,790
Intersegment sales	業務分類之間的銷售	16,888	24,397	2,555	4,917	3,365	-	-	-	-	-	(22,808)	(29,314)	-	-
Total	總計	1,414,030	1,584,774	466,325	524,689	34,600	29,641	-	-	-	-	(22,808)	(29,314)	1,892,147	2,109,790
Other income and gains, net	其他收入及收益，淨額	16,040	5,751	22,440	16,401	622	820	86	77	-	-	-	-	39,188	23,049
Segment results	分類業績	78,342	46,163	31,662	23,934	(8,024)	1,471	(2,847)	(3,492)	(408)	-	-	-	98,725	68,076
Interest and unallocated (loss)/gains	利息及未分配(虧損)/收益													(741)	6,277
Unallocated expenses	未分配開支													(4,293)	(6,980)
Finance costs, net	財務費用，淨額													(9,742)	(1,050)
Share of losses of associates	應佔聯營公司之虧損													(713)	(221)
Profit before tax	除稅前溢利													83,236	66,102

#### (b) Geographical information

#### (b) 地域資料

		Unaudited for the six months ended 30 September 截至九月三十日止六個月未經審核									
		United States of America 美國		Europe 歐洲		Asia 亞洲		Others 其他		Consolidated 綜合	
		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	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	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：										
Revenue from external customers	來自外界客戶收益	1,051,787	893,183	303,571	436,673	535,651	672,752	1,138	107,182	1,892,147	2,109,790

The revenue information above is based on the locations of the customers.

上述收益資料乃根據客戶所在地劃分。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 3. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts but excluding intra-group transactions. An analysis of revenue, other income and gains, net is as follows:

### 3. 收益、其他收入及收益，淨額

收益指扣除退貨及貿易折扣後之已售出貨品發票淨值，惟不包括集團內交易。收益、其他收入及收益，淨額之分析如下：

		Unaudited for the six months ended 30 September 未經審核 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Manufacture and sales of:	製造及銷售：		
Electrical and electronic products	電器及電子產品	1,397,142	1,560,377
Motors	電機	463,770	519,772
Glass technology and application	玻璃技術及應用	31,235	29,641
		<b>1,892,147</b>	<b>2,109,790</b>
<b>Other income and gains, net</b>	<b>其他收入及收益，淨額</b>		
Gross rental income	租金收入總額	621	2,198
Sales of scrap materials	出售廢料	4,969	2,103
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損，淨額	(137)	-
Fair value (loss)/ gain on financial assets at fair value through profit or loss, net	透過損益按公平值列賬之金融資產之公平值（虧損）／收益，淨額	(12)	6,542
Subsidy income (Note)	補貼收入（附註）	27,468	16,645
Others	其他	5,538	1,838
		<b>38,447</b>	<b>29,326</b>

Note:

Various government subsidies have been received from the local government authorities for subsidising the operating activities, research and development activities, and acquisition of fixed assets. During the Period, subsidies amounting to HK\$27,468,000 (1H FY2018: HK\$16,645,000) are recognised in profit or loss, including the recognition of deferred government subsidies of HK\$19,271,000 (1H FY2018: HK\$13,669,000).

附註：

已自當地政府機構收取各類政府補助以補貼營運活動、研發活動及收購固定資產。期內補助合共27,468,000港元（二零一八年財政年度上半年：16,645,000港元）已於損益內確認，包括確認遞延政府補助19,271,000港元（二零一八年財政年度上半年：13,669,000港元）。



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 4. FINANCE COSTS, NET

Interest on lease liabilities	租賃負債利息
Interest on bank loans	銀行貸款之利息
Bank interest income	銀行利息收入

During the Period, interest of HK\$5,121,000 (1H FY2018: HK\$9,302,000) was capitalised under properties under development. The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity borrowing during the Period of 4.3% (1H FY2018: 3.9%).

### 5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

Cost of inventories sold	已售存貨成本
Amortisation of intangible assets	無形資產攤銷
Amortisation of prepaid land lease payments	預付土地租金攤銷
Depreciation of property, plant and equipment	物業、廠房及設備折舊
Depreciation of right-of-use assets	使用權資產折舊
Short-term lease expenses	短期租賃開支
Direct operating expenses (including repairs and maintenance) arising from rental earning investment properties	賺取租金之投資物業產生之直接經營開支 (包括維修及保養)
Impairment of accounts receivable	應收賬款之減值
Legal and professional fee	法律及專業費用
Write-off of property, plant and equipment	撇銷物業、廠房及設備

### 4. 財務費用，淨額

#### Unaudited for the six months ended 30 September

未經審核  
截至九月三十日止六個月

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(29)	-
(10,332)	(1,805)
619	755
<b>(9,742)</b>	<b>(1,050)</b>

期內利息5,121,000港元(二零一八年財政年度上半年: 9,302,000港元)於發展中物業項下資本化。用於釐定將予資本化的借款成本金額的資本化率為適用於實體期內借款之加權平均利率, 即4.3% (二零一八年財政年度上半年: 3.9%)。

### 5. 除稅前溢利

本集團之除稅前溢利已扣除下列各項:

#### Unaudited for the six months ended 30 September

未經審核  
截至九月三十日止六個月

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
1,332,821	1,465,695
1,205	-
-	323
56,554	47,754
1,584	-
1,461	-
89	141
106	-
3,276	3,223
5,362	-

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 6. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (1H FY2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the Period. Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the countries in which the Group operates.

### 6. 所得稅

香港利得稅乃就期內於香港所產生之估計應課稅溢利按16.5% (二零一八年財政年度上半年：16.5%)之稅率計提撥備。於其他地區之應課稅溢利之稅項則按本集團經營所在國家現行之適用稅率計算。

		Unaudited for the six months ended 30 September 未經審核 截至九月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current – Hong Kong	本期 – 香港		
Charge for the period	期內支出	1,050	2,364
Adjustment for current tax of prior years	過往年度即期稅項調整	353	1,264
Current – Elsewhere	本期 – 其他地區		
Charge for the period	期內支出	4,220	3,493
Adjustment for current tax of prior years	過往年度即期稅項調整	(3,259)	–
Deferred tax	遞延稅項	4,389	3,735
Total tax charge for the period	期內稅項支出總額	6,753	10,856

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 7. DIVIDENDS

### 7. 股息

**Unaudited**  
**for the six months ended**  
**30 September**  
未經審核  
截至九月三十日止六個月

	<b>2019</b> 二零一九年 <b>HK\$'000</b> 千港元	2018 二零一八年 <b>HK\$'000</b> 千港元
<b>Dividends paid during the Period</b> Final dividend in respect of the financial year ended 31 March 2019 – Nil (1H FY2018: final dividend in respect of the financial year ended 31 March 2018 – HK7.0 cents per ordinary share)	-	30,727
<b>Declared interim dividend</b> Interim dividend declared for the financial period ended 30 September 2019 – Nil (30 September 2018 – HK3.0 cents per ordinary share)	-	13,168

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2019 (1H FY2018: HK3.0 cents per ordinary share).

董事會不建議派付截至二零一九年九月三十日止六個月之任何中期股息(二零一八年財政年度上半年:每股普通股3.0港仙)。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 8. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing:

- profit for the Period attributable to equity holders of the Company of HK\$78,377,000 (1H FY2018: HK\$54,803,000);
- by the weighted average number of ordinary shares of 438,960,000 (1H FY2018: 438,703,000) in issue during the Period.

A reconciliation of the weighted average number of ordinary shares used in calculating the basic and diluted earnings per share is as follows:

Weighted average number of ordinary shares used in calculating basic earnings per share	用以計算每股基本盈利之普通股加權平均數
Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all options outstanding during the Period	假設於期內視為行使所有尚未行使之購股權而無償發行之普通股加權平均數
Weighted average number of ordinary shares used in calculating diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數

The calculation of the diluted earnings per share amount is based on the profit for the period attributable to equity holders of the Company of HK\$78,377,000 (1H FY2018: HK\$54,803,000) and 438,960,000 (1H FY2018: 439,343,000) ordinary shares, being the number of shares outstanding during the Period, adjusted for the effects of the dilutive potential ordinary shares outstanding during the Period.

### 8. 每股盈利

每股基本盈利乃按下列項目相除計算：

- 本公司權益持有人應佔期內溢利 78,377,000 港元 (二零一八年財政年度上半年：54,803,000 港元)；
- 除以期內已發行普通股加權平均數 438,960,000 股 (二零一八年財政年度上半年：438,703,000 股)。

用以計算每股基本及攤薄盈利之普通股加權平均數之對賬如下：

Unaudited for the six months ended 30 September 未經審核 截至九月三十日止六個月	
2019 二零一九年	2018 二零一八年
438,960,000	438,703,000
–	640,000
438,960,000	439,343,000

於計算每股攤薄盈利金額時，乃根據本公司權益持有人應佔期內溢利 78,377,000 港元 (二零一八年財政年度上半年：54,803,000 港元) 及期內已發行股份數目 438,960,000 股 (二零一八年財政年度上半年：439,343,000 股) 普通股計算，並已就期內已發行並可能構成攤薄影響之潛在普通股作出調整。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 9. RIGHT-OF-USE ASSETS

The recognised right-of-use assets relate to the following types of assets:

### 9. 使用權資產

所確認之使用權資產與以下資產類別有關：

	Prepaid leasehold land	Leasehold land	Offices, staff quarters and warehouses 辦公室、 員工宿舍 及倉庫	Total
	預付租賃土地 HK\$'000 千港元	租賃土地 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Opening net book amount at 1 April 2019	於二零一九年四月一日 之期初賬面淨值	-	-	-
Effects of the adoption of HKFRS 16	採納香港財務報告準則 第16號之影響	23,437	57,120	910
Additions	添置	-	-	1,182
Depreciation	折舊	(315)	(677)	(592)
Exchange realignment	匯兌調整	(702)	-	13
		22,420	56,443	1,513
				80,376

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 10. INTANGIBLE ASSETS

Movements in intangible assets are as follows:	無形資產之變動如下：
At beginning of the period/year	於期／年初
Additions (Note)	添置 (附註)
Amortisation	攤銷
Exchange realignment	匯兌調整
At end of the period/year	於期／年末

*Note:*

In 2018, the Group completed the acquisition of Progress Power-Saving Glass Technology Company Limited and recognised goodwill and intangible assets amounting to HK\$10,713,000 and HK\$19,000,000, respectively.

### 10. 無形資產

Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
<b>35,779</b>	7,872
-	29,713
<b>(1,205)</b>	(1,807)
-	1
<b>34,574</b>	35,779

*附註：*

於二零一八年，本集團完成收購創建節能玻璃科技有限公司，並確認商譽及無形資產分別10,713,000港元及19,000,000港元。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 11. PROPERTIES UNDER DEVELOPMENT

Properties under development	發展中物業
Current portion	即期部分
Non-current portion	非即期部分

Properties under development include costs of acquiring rights to use certain lands, which are located in Mainland China, for property development and are under medium to long term leases.

### 11. 發展中物業

Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
<b>535,823</b> <b>(493,399)</b>	530,710 (485,863)
<b>42,424</b>	44,847

發展中物業包括取得若干土地使用權之成本，該等土地位於中國內地用於物業發展並以中長期租約持有。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 12. ACCOUNTS AND BILLS RECEIVABLE

An aging analysis of the accounts and bills receivable as at the end of the reporting Period, based on the invoice date, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上
Loss allowance	虧損撥備

The increase in the accounts and bills receivable is owing to the seasonal factor where usually September (30 September 2018: HK\$611,950,000) is the high season and March (31 March 2018: HK\$370,326,000) is the low season.

### 12. 應收賬款及票據

於報告期末，應收賬款及票據之賬齡分析(按發票日)如下：

Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
199,978	166,541
109,332	51,263
39,617	59,536
37,718	38,960
386,645	316,300
(4,233)	(4,151)
382,412	312,149

應收賬款及票據增加乃由於季節性因素所致，其中通常九月(二零一八年九月三十日：611,950,000港元)乃旺季，而三月(二零一八年三月三十一日：370,326,000港元)乃淡季。



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 13. PREPAYMENTS AND DEPOSITS

### 13. 預付款項及按金

		<b>Unaudited</b>	Audited
		<b>30 September</b>	31 March
		<b>2019</b>	2019
		未經審核	經審核
		二零一九年	二零一九年
		九月三十日	三月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Prepayment for property, plant and equipment	物業、廠房及設備預付款項	<b>160,992</b>	195,667
Prepaid construction cost	預付建築成本	<b>12,162</b>	21,165
VAT recoverable	可收回增值稅	<b>50,149</b>	52,603
Other prepayment and receivables	其他預付款項及應收款項	<b>73,566</b>	67,831
Tax reserve certificates	儲稅券	<b>5,325</b>	25,408
Other deposits	其他按金	<b>3,169</b>	3,740
		<b>305,363</b>	366,414
Less: Current portion	減：即期部分	<b>(132,013)</b>	(155,772)
Non-current portion	非即期部分	<b>173,350</b>	210,642

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 14. ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS

An aging analysis of the accounts and bills payable as at the end of the reporting Period, based on the invoice date, and the balance of other payables and provisions are as follows:

### 14. 應付賬款及票據、其他應付款項及撥備

於報告期末，應付賬款及票據之賬齡分析（按發票日），以及其他應付款項及撥備之結餘如下：

		<b>Unaudited 30 September 2019</b> 未經審核 二零一九年 九月三十日 <b>HK\$'000</b> 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 <b>HK\$'000</b> 千港元
0 – 30 days	0至30日	<b>226,972</b>	268,120
31 – 60 days	31至60日	<b>227,109</b>	112,284
61 – 90 days	61至90日	<b>86,167</b>	147,826
Over 90 days	90日以上	<b>121,632</b>	211,820
Accounts and bills payable (Note a)	應付賬款及票據(附註a)	<b>661,880</b>	740,050
Accrued liabilities, provisions and other payables	應計負債、撥備及其他應付款項	<b>215,732</b>	217,785
Deferred income (Note b)	遞延收入(附註b)	<b>80,347</b>	103,300
Payable for construction work	建築工程之應付款項	<b>48,408</b>	21,552
		<b>1,006,367</b>	1,082,687
Less: Current portion	減：即期部分	<b>(936,622)</b>	(1,000,597)
Non-current portion	非即期部分	<b>69,745</b>	82,090

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 14. ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS *(continued)*

Notes:

- (a) The accounts and bills payable and other payables are non-interest-bearing and are normally settled within credit terms of two months, extending up to three months.
- (b) The balance mainly represented government grants received in respect of the subsidies from The People's Government of the Dushan County, Guizhou Province (the "Dushan County Government") for the Group's manufacturing companies located in Dushan County ("Dushan"), Guizhou Province ("Guizhou"), the People's Republic of China (the "PRC"). These grants are held as deferred income and recognised to the income statement on a systematic basis to match with the costs or the assets' useful lives that they are intended to compensate in accordance with the agreements with the Dushan County Government. During the Period, subsidies of HK\$15,150,000 (1H FY2018: HK\$13,669,000) had been recognised and included in subsidy income of "Other income and gains, net" in the condensed consolidated income statement.

### 14. 應付賬款及票據、其他應付款項及撥備 (續)

附註：

- (a) 應付賬款及票據及其他應付款項均不計息，通常於兩個月的信貸期內償付，最多可延遲至三個月。
- (b) 結餘主要指貴州省獨山縣人民政府（「獨山縣政府」）補貼給本集團位於中華人民共和國（「中國」）貴州省（「貴州」）獨山縣（「獨山」）之製造業公司的政府補助。該等補助按系統基準於收益表作遞延收入確認以配合該等項目根據與獨山縣政府訂立之協議擬補償之成本或資產的可使用年期。期內已確認補貼款項15,150,000港元（二零一八年財政年度上半年：13,669,000港元）並計入簡明綜合收益表的「其他收入及收益，淨額」中的補貼收入。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 15. BANK BORROWINGS

<i>Unsecured</i>	無擔保
Current portion	即期部分
Non-current portion	非即期部分

Bank borrowings mature until 2023, and bear average interest at 4.3% per annum (31 March 2019: 3.7%).

The Group's banking facilities are secured by corporate guarantees given by the Company and certain subsidiaries of the Company. The carrying amounts of the Group's bank borrowings approximate to their fair values. Except for a bank borrowing of RMB80,000,000 (31 March 2019 RMB80,000,000), equivalent to HK\$88,562,000 (31 March 2019: HK\$93,863,000), all other bank borrowings are denominated in Hong Kong dollars.

### 15. 銀行借貸

Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
<b>479,959</b>	810,106
<b>225,500</b>	–
<b>705,459</b>	810,106

銀行借貸於二零二三年到期，並按平均年利率4.3%（二零一九年三月三十一日：3.7%）計息。

本集團之銀行信貸以本公司及本公司若干附屬公司所提供之公司擔保為抵押。本集團銀行借貸之賬面值與其公平值相若。除一筆銀行借貸人民幣80,000,000元（二零一九年三月三十一日：人民幣80,000,000元）（相等於88,562,000港元（二零一九年三月三十一日：93,863,000港元）），所有其他銀行借貸均以港元計值。

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 簡明綜合財務資料附註

### 16. COMMITMENTS

Capital expenditure constructed for at the end of the Period but not yet incurred is as follows:

Property, plant and equipment	物業、廠房及設備
Properties under development and investment properties	發展中物業及投資物業

### 16. 承擔

於期末已訂約但尚未產生之資本支出如下：

Unaudited 30 September 2019 未經審核 二零一九年 九月三十日 HK\$'000 千港元	Audited 31 March 2019 經審核 二零一九年 三月三十一日 HK\$'000 千港元
118,786	175,122
425,062	475,602

### 17. CONTINGENT LIABILITIES

From March 2014 to March 2019, the Hong Kong Inland Revenue Department (“IRD”) issued estimated assessments (“EA”) for the years of assessment from 2007/08 (which were statutorily time-barred after 31 March 2014) to 2012/13 (which were statutorily time-barred after 31 March 2019) with total tax demanded of approximately HK\$52,281,000 to certain subsidiaries of the Group (the “Subsidiaries”).

During the year ended 31 March 2019, the tax audit case of certain Subsidiaries has been concluded. In this connection, the Group has recognised a taxation charge of HK\$4,616,000, overpaid tax reserve certificate (“TRC”) of approximately HK\$15,467,000 paid by these subsidiaries with the tax audit settled has been refunded to these Subsidiaries accordingly during the Period.

In November 2019, the management submitted settlement proposal to IRD of tax undercharged and penalty of HK\$5,846,000 regarding a subsidiary. The proposal is in respect of the remaining EA amounted to HK\$22,713,000 and TRC amounted to HK\$5,325,000. The management is continuing the discussion with the IRD, as such considers no additional tax provision for the Hong Kong profits tax is required at this stage.

### 17. 或然負債

自二零一四年三月至二零一九年三月，香港稅務局（「香港稅務局」）向本集團之若干附屬公司（「該等附屬公司」）發出於二零零七年／零八年（其於二零一四年三月三十一日後依法失效）至二零一二年／一三年（其於二零一九年三月三十一日後依法失效）課稅年度之應繳總稅款之估計評估（「估計評估」）合共約為52,281,000港元。

於截至二零一九年三月三十一日止年度，該等附屬公司涉及之稅務審查已經結案。因此，本集團已確認稅項支出4,616,000港元，已結束稅務審查之該等附屬公司所多繳之儲稅券（「儲稅券」）約15,467,000港元已於期內退還予該等附屬公司。

於二零一九年十一月，管理層就一間附屬公司之少徵稅款及罰款5,846,000港元向香港稅務局提交和解建議書。建議書乃關於餘下估計評估22,713,000港元及儲稅券5,325,000港元。管理層正繼續與香港稅務局商討，因此認為現階段毋須就香港利得稅作出額外稅項撥備。

### 18. APPROVAL OF THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The condensed consolidated financial information were approved and authorised for issue by the Board on 28 November 2019.

### 18. 批准簡明綜合財務資料

簡明綜合財務資料於二零一九年十一月二十八日獲董事會批准及授權刊發。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Company is one of the leading industrial enterprises principally engaged in development of niche and technology-driven production of quality electrical and electronic products. With over three decades of experience in the industry and strong research and development (“R&D”) capability, the Group has developed a wide range of products in the areas of robotics, juvenile products, smart products and motor drive products. The Group’s manufacturing portfolio is supplemented by the glass technology and application segment and the real estate development segment in an effort to diversify the business risk.

### FINANCIAL REVIEW

Contracting global trade and regressing economy continued to cast shadow to the consumer sentiment in the first half of the financial year ending 31 March 2020 (“FY2020”). Two of the key major contributing markets of the Group’s sales, the markets in the United States of America (“US”) and in Europe, were adversely and inevitably impacted by political and economic uncertainties due to the Sino-US trade tension and Brexit. Consequently, the Group’s turnover for the Period recorded a year-on-year decrease of 10.3%, from approximately HK\$2,109,790,000 to approximately HK\$1,892,147,000, as a result of more conservative orders from our customers.

- The total turnover of the Group was accounted for by segmental external turnover of:
  - Electrical and Electronic Products segment: amounted to HK\$1,397,142,000, representing 73.8% (1H FY2018: HK\$1,560,377,000, 74.0%) of the Group’s consolidated turnover for the Period.
  - Motors segment: amounted to HK\$463,770,000, representing 24.5% (1H FY2018: HK\$519,772,000, 24.6%) of the Group’s consolidated turnover for the Period.
  - Glass Technology and Application segment: amounted to HK\$31,235,000, representing 1.7% (1H FY2018: HK\$29,641,000, 1.4%) of the Group’s consolidated turnover for the Period.
  - Real Estate Development Business segment: no turnover was booked during the Period (1H FY2018: Nil, 0%).

本公司是領先工業企業之一，專門以科技生產優質電器及電子產品。本集團於行內積逾三十年經驗，坐擁雄厚的研究開發（「研發」）實力，開發出各種機械人產品、少兒產品、智能產品及電機驅動產品。本集團的生產業務組合已加入玻璃技術及應用和房地產發展等業務，旨在分散業務風險。

### 財務回顧

於截至二零二零年三月三十一日止財政年度（「二零二零年財政年度」）上半年，全球貿易收縮及經濟衰退的陰霾持續籠罩，影響消費氣氛。受中美貿易緊張及英國脫歐帶來的政治及經濟不確定因素影響，本集團其中兩個貢獻銷售額的主要市場—美利堅合眾國（「美國」）和歐洲市場亦不免受到波及。因此，本集團期內營業額按年下跌10.3%，由約2,109,790,000港元減少至約1,892,147,000港元，原因是我們的客戶於訂購時更趨保守。

- 本集團營業總額中，各業務分類的對外營業額如下：
  - 電器及電子產品業務分類：1,397,142,000港元，佔期內本集團綜合營業額的73.8%（二零一八年財政年度上半年：1,560,377,000港元，74.0%）。
  - 電機業務分類：463,770,000港元，佔期內本集團綜合營業額的24.5%（二零一八年財政年度上半年：519,772,000港元，24.6%）。
  - 玻璃技術及應用業務分類：31,235,000港元，佔期內本集團綜合營業額的1.7%（二零一八年財政年度上半年：29,641,000港元，1.4%）。
  - 房地產發展業務分類：期內未錄得營業額（二零一八年財政年度上半年：無，0%）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Despite the challenging operating environment, the overall gross profit margin increased, albeit the Group's gross profit suffered a drop from HK\$182,722,000 of last period to HK\$179,775,000 of this Period. The increase in gross profit margin was attributed to the Group's sincere effort in maintaining proper costs control, optimisation of manpower and labour efficiency, and the mild depreciation in the Renminbi ("RMB") exchange rate against the US dollar during the Period. The Group's profit attributable to equity shareholders of the Company increased by 43.0% to HK\$78,377,000 (1H FY2018: HK\$54,803,000).

The Group has successfully managed to improve its financial position despite the challenging trading environment. During the Period, the Group has successfully achieved better inventory management and reduced inventory by 45.9% to HK\$333,175,000 (1H FY2018: HK\$615,365,000). As at 30 September 2019, the Group's current ratio stood at 1.04 times (as at 31 March 2019: 0.91 times). Such improved financial position and flexibility would be instrumental for the Group to prevail in the volatile global economy and pursue future opportunities.

儘管經營環境舉步維艱，但毛利率仍然錄得整體增長，惟本集團的毛利由上期間的182,722,000港元減少至期內的179,775,000港元。毛利率增加歸功於本集團於期內極力保持妥善的成本控制、改善人力資源及勞工效率，以及期內人民幣兌美元匯率溫和貶值所致。本公司權益股東應佔本集團溢利增加43.0%至78,377,000港元（二零一八年財政年度上半年：54,803,000港元）。

儘管貿易環境困難重重，本集團成功改善財務狀況。期內，本集團已成功改善其庫存管理，從而減少庫存45.9%至333,175,000港元（二零一八年財政年度上半年：615,365,000港元）。於二零一九年九月三十日，本集團的流動比率為1.04倍（於二零一九年三月三十一日：0.91倍）。有所改善的財務狀況及靈活性有助本集團在全球經濟動蕩中求勝及爭取未來商機。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW

#### Manufacturing Businesses

The Group now operates three manufacturing business streams on three major production centres in the PRC. Two of the production centres are based in Guangdong Province, respectively in Songgang, Baoan District, Shenzhen City (“Shenzhen”) and Shixing County, Shaoguan City (“Shixing”). The third production centre is located in Dushan. Additionally, a motor facility is in operation in Malaysia.

During the Period, the Shenzhen centre continues to be dedicated to high-value-added processes for robotics and smart products manufacturing, while Shixing centre is the major production base for motor drives and other electrical and electronic products. The Dushan centre currently houses motors production, glass technology and application business, and robotics sub-assembly business.

#### Electrical and Electronic Products Business Segment

The segment is engaged in the development, design and manufacture of three main product categories: (i) robotics, (ii) juvenile products, and (iii) smart products.

With volatile external business environment, sentiment for consumer products slowed down and hence, dragged down demand of our customers products during the Period. Affected by sales volume decrease of robotic vacuum cleaners (“RVC”), segment external turnover decreased by 10.5% to HK\$1,397,142,000 during the Period (1H FY2018: 1,560,377,000). This segment remained a major contributor, accounting for 73.8% of the overall turnover of the Group. Significant efforts in the reduction of selling and administrative expenses offset the decrease in turnover, and segment operating profit increased by 69.7% to HK\$78,342,000 during the Period (1H FY2018: HK\$46,163,000).

In view of the challenging environment globally, the segment has strategised to realign its product mix and client portfolio to enable a more diversified yet selective business activities going forward. This will allow the segment to better utilise existing capacities together with a more conservative production planning in place.

### 業務回顧

#### 製造業務

本集團目前在中國三個主要生產中心經營三大製造業務分支。其中兩個生產中心分別位於廣東省深圳市寶安區松崗（「深圳」）及韶關市始興縣（「始興」）。第三個生產中心則位於獨山，另於馬來西亞設有一所電機工廠。

期內，深圳中心專門從事機械人和智能產品等高增值製造工序，始興中心則作為電機驅動器及其他電器電子產品的生產基地。目前獨山中心用於電機生產，同時容納玻璃技術及應用業務及機械人組件裝配業務。

#### 電器及電子產品業務分類

本業務分類從事開發、設計及製造三種主要產品：（一）機械人；（二）少兒產品；以及（三）智能產品。

由於外在營商環境波動，對消費產品的意慾減低，導致期內對我們的客戶產品的需求受到拖累。受吸塵機械人（「吸塵機械人」）銷量減少所影響，期內此業務分類的對外營業額減少10.5%至1,397,142,000港元（二零一八年財政年度上半年：1,560,377,000港元）。本業務分類仍貢獻大部份營業額，佔本集團營業總額73.8%。於節省銷售及行政開支方面所作的努力抵銷了營業額的下降，而期內分類經營溢利增加69.7%至78,342,000港元（二零一八年財政年度上半年：46,163,000港元）。

因應充滿挑戰的全球環境，本業務分類已對產品組合及客戶組合進行策略性重整，務求日後實現更多元化兼具針對性的業務，使本業務分類能加以善用現有實力，制訂較為保守的生產計劃。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### *Robotics sector*

The sector has successfully established a long lasting and strong foundation in niche home-use robotics manufacturing. Together with its US based market leading major client with whom the sector has a long term collaboration, the sector has developed several generations of standout-of-market home-use robots. However, as the Sino-US trade tension escalated and continued to fluctuate, sales of RVC products dropped due to the application of tariff. Order placement to the sector continued to become more conservative as competition in the market intensified and the concern about US tariffs continued to emerge.

In order to improve the profitability, the sector has adopted a two-pronged strategy, namely strategic production planning and automation upgrade. The sector rearranged its production schedules and balanced them across the Period. Previous overlapping of orders and production schedules have been ameliorated. As a result, a more balanced production planning allowed the sector to efficiently utilise existing capacities and thus seek profit margin improvement in the longer term.

On the other hand, the sector has not slowed its efforts to the advancement of its technological edge and production competence. During the Period, the sector remained its sincere commitment to upgrading its automatic production towards industry 4.0, with an aim to enhance flexibility in mobilising the production lines, as well as escalate production capacity, product quality and cost effectiveness. In May 2019, the sector has achieved “1i” under the assessment model built by Hong Kong Productivity Council.

In view of the limitation of utilisation rate at the Shenzhen facilities, the sector is planning to extend a production base with higher operational efficiency. However, due to a delay in the handover of the factory premises by the Dushan County government, the capacity expansion plan has been postponed. In the meantime, the sector is actively looking for expanding the production foothold to countries outside of China, in particular, Southeast Asia. The Group believes these strategic moves will increase the profitability of the Group.

### *機械人分類*

此分類成功在家用機械人生產領域奠定持久而紮實的基礎。此分類與其位於美國市場的領先主要客戶(亦是長期合作夥伴)攜手，開發出多代出類拔萃的家用機械人。然而，隨著中美貿易緊張局勢升溫並持續不穩，吸塵機械人產品的銷量亦因關稅事件而下跌。隨著市場競爭白熱化，以及對美國關稅的憂慮繼續浮現，客戶向此分類下訂單時亦繼續趨向保守。

為提高盈利能力，此分類採取雙管齊下的策略，即策略性生產計劃及自動化升級。此分類重新編配生產期，在期內平均分配生產時間，從而改善過往訂單及生產期重疊的情況。因此，更為均衡的生產規劃讓此分類能夠有效利用現有產能，從而尋求長遠改善利潤率。

另一方面，此分類在提升技術優勢及生產實力方面絕不怠慢。期內，此分類繼續致力升級自動化生產，邁向工業4.0，目標是提高生產線投入的靈活性，以及提升產能、產品質素及成本效益。於二零一九年五月，此分類在香港生產力促進局設立的評估模型下達到「1i」等級。

鑑於深圳工廠的使用率有限，此分類計劃擴展至營運效率較高的生產基地。然而，由於獨山縣政府延遲交付廠房物業，導致擴大產能的計劃押後。與此同時，本業務分類正積極尋求將生產基地擴至中國以外的國家，特別是東南亞。本集團相信此等策略將提高本集團盈利能力。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### *Juvenile products and smart products sectors*

Being an integrated one-stop personal consumer product solutions provider, the sector plays an active role in offering a wide spectrum of differentiating and customised OEM+ services (“OEM+ services”) towards internationally renowned robotics product brands. OEM+ services range from market research, concept creation, product design and development to raw material sourcing, production engineering, quality assurance to order tracking and logistics. This comprehensive and bespoke OEM+ services platform, coupled with the segment’s shrewd market acumen, outstanding technical know-how, extensive industry experience and long term partnership with internationally renowned consumer electronic products brands, have not only successfully differentiated the sector in the industry and gained us the trust from brands owners across North America, Europe and Asia, but also placing the sector at an advantageous position to gain business opportunities with start-ups brands from more diversifying industries and grow with these potential rising stars.

During the Period, the segment successfully made progress and further enriched product portfolio in both juvenile products and smart products sectors. In the juvenile products sector, the sector focuses on products for baby gears and juvenile education products, particularly targeting STEAM related electronic products. During the Period, the baby gear line have recorded growth in sales. Development of a wearable keyboard for inputting and controlling Bluetooth enabled devices, a STEAM kit set and an educational robot for interactive language learning are in good progress.

In the smart products sector, the sector is committed to the development of electronic products who interrelate computing devices like smartphone and tablet. During the Period, existing products, especially an entertainment product line of theme park based on a blockbuster movie was popularly welcomed by retail consumers and resulted in a boost to sales. On top, the sector continued to develop new products to existing clients, as well endeavored to establish a good mix of new clients. For an existing product line of infant formula preparation gear, the sector assisted client to develop a new generation which can gain control over smartphones.

### *少兒產品及智能產品分類*

作為綜合一站式個人消費產品解決方案供應商，此分類積極向國際知名機械人產品品牌提供各式各樣獨特及個人化的「原設備製造+服務」(「OEM+服務」)。OEM+服務涵蓋市場研究、構建概念、產品設計及開發，以至原材料採購、生產工程、質量檢定及訂單追蹤及物流。此全面及可按需訂制的OEM+服務平台，加上本業務分類獨具市場觸覺、擁有過人的技術知識、豐富的行業經驗以及與國際知名消費電子產品品牌有長期合作夥伴關係，不僅成功讓此分類在行業中脫穎而出，贏得北美洲、歐洲及亞洲品牌擁有人的信任，更讓此分類處於有利位置，從更多不同行業的新興品牌贏取商機，與此等有潛力的新起之秀並肩前行。

期內，本業務分類在少兒產品及智能產品分類均成功取得進展，並進一步豐富其產品組合。少兒產品分類方面，此分類專注於嬰兒用品及少兒教育產品，特別是以STEAM(科學、科技、工程、藝術和數學)相關的電子產品為目標。期內，嬰兒用品生產線錄得銷售增長。用於輸入及透過藍牙控制的穿戴式鍵盤裝置、STEAM套件及用於互動語言學習的教育機械人的開發進度理想。

智能產品分類方面，此分類致力開發與智能手機及平板電腦等運算設備相關的電子產品。期內，現有產品(特別是以賣座電影為主題的樂園娛樂產品系列)受到零售消費者的熱捧，帶動了銷售。此外，此分類繼續為現有客戶開發新產品，並致力建立良好的新客戶組合。就現有嬰兒配方奶粉調配用具的產品線而言，此分類已協助客戶開發能夠以智能手機操控的新一代產品。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

During the Period, the sector successfully entered into partnership with one of the largest market leading developer on passive infrared sensors (“PIRs”) that can collect movement data to set scenes and control connected accessories. The sector has also been making an effort to tap into other new industries, for examples, anti-fogs goggle sensor and automatic smart guitar tuner. With a strong commitment in providing differentiated services and reinforcing its competitive advantages, the segment continued to invest in its product design and engineering capabilities R&D. The Group believes these products would become rising stars and will stay devoted to uncovering more potential ones in the future ahead.

### Motors Business Segment

The motors segment is engaged in the development, design, manufacture and sale of electric motor drives and related products, ranging from direct-current (“DC”) motors, alternating-current (“AC”) motors to encoders and related products. Its product offerings have continued to evolve to capture market and technological trends, including the continued development of larger-sized motor drives and brushless direct current motors. The segment’s major facilities are currently located in Shixing centre and Dushan centre, supplemented by the production facilities in Malaysia. Equipped with high-precision equipment and advanced technologies, this robust production and R&D platform enables the segment to roll out innovative and reliable deliverables for customers.

During the Period, affected by the weakened global consumption atmosphere, the overall demand from various customers declined. Segment external turnover decreased by 10.8% to HK\$463,770,000 (1H FY2018: HK\$519,772,000). The decreased capacity utilisation rate as a result of the reduction in sales volume put up the unit costs of production and lessened the benefits of our relentless efforts to ever increase the level of automation in production, adding pressure to the gross profit margin. However, the segment adopted a more stringent cost control policy during the Period to closely monitor the direct materials cost and direct labour cost. This, to a certain extent, successfully mitigated the negative impact from the decreased sales volume. Together with the benefits from the RMB exchange rate depreciated against the US dollar, and the terms of government subsidies further recognised, this segment made the segment profit increased by 32.3% to HK\$31,662,000 (1H FY2018: HK\$23,934,000).

期內，此分類成功與被動式紅外線感應器（「PIRs」）市場上最大領先開發商之一建立合作關係，該裝置可收集動態數據以設置場景並控制已連接的配件。此分類亦一直努力打入其他新行業，例如防霧眼鏡感應器及自動智能結他調音器。本業務分類立志提供與眾不同的服務及鞏固其競爭優勢，並繼續投資於產品設計及工程實力的研發。本集團深信，此等產品將會成為新亮點，並將繼續致力於日後發掘更具潛力的產品。

### 電機業務分類

電機業務分類從事開發、設計、生產及銷售電機驅動器及相關產品，包括直流電（「直流電」）電機及交流電（「交流電」）電機以至編碼器及相關產品。其產品組合不斷發展以把握市場及技術趨勢，包括持續開發更大型的電機驅動器及無刷直流電機。目前此業務分類的主要生產設施位於始興中心及獨山中心，輔以位於馬來西亞的生產廠房。強健的生產和研發平台配備高精準設備及先進技術，可支持業務分類為客戶打造創新而可靠的產品方案。

期內，受全球消費氣氛低迷所影響，若干客戶的整體需求下降。業務分類對外營業額減少10.8%至463,770,000港元（二零一八年財政年度上半年：519,772,000港元）。銷量減少令產能使用率下降，繼而導致生產單價上漲，並削弱我們傾盡全力不斷提高生產自動化水平所帶來的優勢，對毛利率造成壓力。然而，本業務分類於期內採取更嚴格的成本控制政策，密切監控直接材料成本及直接勞工成本。此舉在一定程度上成功紓解銷量減少的負面影響。再加上人民幣兌美元匯率貶值的利好因素，以及進一步確認政府補助條款，本業務分類的分類溢利增加32.3%至31,662,000港元（二零一八年財政年度上半年：23,934,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Looking forward, despite the existing uncertain global economic environment, the segment will continue to actively expand its business through implementing the following strategies.

(i) *Boost up sales by exploring new customers and address added application markets*

The segment business has been categorised into four sectors for separate markets for motors, namely automobiles, office appliances, toys, and household appliance. Aiming to extending motor segment's revenue stream, the segment had been implementing various plans in expanding clientele network as well as penetrating into more added application markets in existing four segment sectors.

In terms of automobiles sector, the segment will expand its sales team to enhance its network in the Asia-Pacific regions, targeting some of the largest automobile market leaders. With its mature and advanced technique, the segment has expertise in producing motors for various car parts and components, including but not limited to headlights, rear-view mirrors and climate control. In the near future, the segment will also explore new solutions and products that supports other functions such as door lock, sunroof, seat adjuster, window lift, electronic parking brakes and other assistive facilities. At the same time, the segment will also seek to capture opportunities that are expected to emerge from the growth of electric cars.

For office appliances sector, the segment will invest more resources on the production of laser jet printers and copiers on top of the current ink jet printers, as more larger-sized motors are used which can increase the segment's revenue stream.

展望將來，儘管現時全球經濟環境不明朗，本業務分類將繼續透過實施以下策略積極拓展業務。

(i) *透過開拓發展新客戶及迎合新增應用市場以促進銷售*

本業務分類分為四個不同電機市場的分類，即汽車、辦公室設備、玩具及家庭電器。為拓展電機分類的收益來源，本業務分類已實施各種計劃擴大客戶網絡，以及打進現有四個分類的更多新增應用市場。

就汽車分類而言，本業務分類將擴充其銷售團隊，拓展在亞太地區的網絡，劍指最大汽車市場領導者。本業務分類的技術成熟且先進，在生產用於各種汽車部件及組件(包括但不限於頭燈、後視鏡及空調)的電機方面擁有專業知識。在不久將來，本業務分類亦將開發全新解決方案及產品，用於其他設備如門鎖、天窗、座椅調節器、車窗升降器、電子制動系統及其他輔助設備。同時，本業務分類亦期望把握電動車興起所帶來的機遇。

就辦公室設備分類而言，除現有噴墨打印機外，本業務分類將投入更多資源生產鐳射打印機及複印機，原因是後者所用的大型電機較多，有助增加本業務分類的收益來源。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In the toy sector, the segment will actively focus on exploring customers in the video game industry. The segment sees potentials in penetrating into this enormous market of game controllers and is optimistic that it can enter into this market based on, amongst other things, its brand recognition.

In addition, the segment also plans to penetrate into some new home appliance and personal healthcare sectors. After years of continuous improvement in streamlining production process and cost, the segment is now equipped with sufficient capacity and technical capability to capture more market shares by producing higher quality products with cost advantage.

(ii) *Continue to expand R&D team in product development and production process*

In order to achieve increased performance, reliability and durability, the segment has been under R&D of brushless direct current motors constructed with electrical components and the brushless motor is expected to commercialise in 2020. The advantages of brushless motors over brushed motors include higher efficiency, reduced operational noise, longer lifespan. Due to its higher average sales price, brushless motors are commonly applied in high end consumer products. Meanwhile, the segment has been in active engagement with the potential clients and it is believed that brushless DC motor will be a significant extension of the segment's revenue streams.

就玩具分類而言，本業務分類將積極專注於發掘電子遊戲行業的客戶。本業務分類相信遊戲手掣市場蘊藏龐大潛力，並對於能憑藉（其中包括）其品牌知名度進軍市場感到樂觀。

此外，本業務分類亦計劃打入部份新家電及個人醫療保健領域。經過多年來不斷精簡生產流程及成本，本業務分類現已具備足夠產能及技術實力，以成本優勢生產更優質的產品，爭取市場份額。

(ii) *繼續擴充產品開發及生產流程的研發團隊*

為提高性能、可靠度及耐用度，本業務分類一直研發包含電子零件的直流電無刷電機，而無刷電機預期將於二零二零年面市。相對有刷電機，無刷電機具有高效率、低噪音及耐久壽命特性。由於平均售價較高，無刷電機一般用於高端消費產品。與此同時，本業務分類一直積極與潛在客戶接觸，相信直流電無刷電機將會成為本業務分類的重要收益來源。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

(iii) *Diversify our production base to secure our cost advantage and competitiveness*

With the possibility of enjoying the tax benefits under the Trans-Pacific Partnership (“TPP”) in the long run, during the Period, the segment moved a motor production line to our existing facilities in Malaysia for the business with major customers in Korea and proposed to operate the production in the second half of FY2020. This is our initial step toward the production outside China which expected to induce demands from other customers from Association of Southeast Asian Nations or TPP member countries. Meanwhile, the segment will further explore alternative production base at locations with lower production costs and prior target would be South East Asia. Meanwhile, the segment will continue to adopt internal measures to enhance cost effectiveness.

Looking ahead, the segment is cautiously optimistic to the business development of motor segment with our high quality yet reason price products. The segment will continue to expand revenue sources while enhancing profitability to bring fruition to our shareholders.

### Glass Technology and Application Segment

This segment is primarily involved with the sale and downstream processing of glass including, but not limited to, thermal insulation glass, glass window modules, printed glass and marble glass products, as well as the design, manufacture and installation of curtain wall systems. The segment is largely focused in domestic sales in the PRC with a small amount of manufactured glass export sales. Following the closure of its facilities in Shaoguan, the segment operates through its sole facilities in Dushan.

The Group holds a 64% interest in a glass technology and application company, Progress Power-Saving Glass Technology Company Limited (“PPSGT”), with a major subsidiary, Chuangjian Jieneng Glass (Guizhou) Company Limited operating in our Dushan production hub. PPSGT has become a subsidiary of the Group since August 2018, and resulted in segment turnover increased by 5.4% to HK\$31,235,000 (1H FY2018: HK\$29,641,000) after acquisition. During the Period, the segment recorded a loss of HK\$8,024,000 (1H FY2018: a profit of HK\$1,471,000) which was mainly due to the scaling down of the operation scale.

(iii) *透過分散生產基地以確保我們的成本優勢及競爭力*

鑑於有可能長遠享有跨太平洋夥伴關係(「TPP」)的稅務優惠，期內，本業務分類將與韓國主要客戶的業務當中一條電機生產線遷至我們於馬來西亞的現有設施，並計劃於二零二零年財政年度下半年開始投產。此乃我們邁向在中國國外生產的第一步，預期將帶動其他東南亞國家聯盟或TPP成員國的其他客戶的需求。同一時間，本業務分類將於生產成本較低的地區進一步發掘替代生產基地，首選目標將會是東南亞。同時，本業務分類將繼續採取內部措施加強成本效益。

展望將來，有賴我們的優質且價格合理的產品，本集團對電機分類的業務發展持審慎樂觀態度。本業務分類將繼續擴大收入來源，同時提高盈利能力，為股東帶來回報。

### 玻璃技術及應用分類

本業務分類主要從事銷售和下游加工玻璃，包括但不限於隔熱玻璃、玻璃窗模塊、印刷玻璃和大理石玻璃產品，以及設計、製造和安裝玻璃幕牆系統。本業務分類主要服務中國內銷市場，僅有少量玻璃製成品作出口銷售。於韶關設施關閉後，本業務分類透過位於獨山的唯一設施經營。

本集團持有創建節能玻璃科技有限公司(「創建節能」，一家從事玻璃科技及應用公司)當中64%權益，其主要附屬公司創建節能玻璃(貴州)有限公司於集團獨山生產樞紐營運。創建節能自二零一八年八月起成為本集團附屬公司，於收購後產生之分類營業額增加5.4%至31,235,000港元(二零一八年財政年度上半年：29,641,000港元)。期內，此分類錄得虧損8,024,000港元(二零一八年財政年度上半年：溢利1,471,000港元)，主要由於經營規模縮減所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

During the Period, there was no significant progress in collecting receivables from certain curtain wall projects for government buildings, causing an inevitably high working capital turnover rate as previously discussed. Due to the general slowdown of the economic development in the PRC in general, the segment has experienced a longer than expected accounts receivable collection cycle. As a result, the segment was not in a profitable situation during the Period and it is expected that the situation will continue for a period in the near future unless the shortage of working capital can be improved significantly.

In view of the current situation, the segment has therefore adopted a more conservative business strategy in short run by downsizing the operating scale and slowing down the expansion plan with respect to other projects, including the sale of advertising rights on switchable project glass systems and the coating of glass surfaces for electrochromic glass smart shading systems. With its capital-intensive business nature, the segment has been trying to obtain debt financing to fuel and expand selective business opportunities for those higher margin products, such as printed glasses as the medium-term strategy and to explore the possibility of disposal this business.

### Non-manufacturing Businesses

#### Real Estate Development Business Segment

During the Period, the segment was engaged in two residential and commercial property development projects in Dushan Economic Development Zone, namely *The Royale Cambridge Residences* and *The Jardin Montsouris*.

The segment was at a loss of HK\$2,847,000 during the Period (1H FY2018: a loss of HK\$3,492,000), as the pre-sales of the two projects could not be able to be recognised as revenues yet.

#### *The Royale Cambridge Residences*

Without major stimulating economic catalysts, the high-end property market in Dushan remains flat. As a result, sales of *The Royale Cambridge Residences* in Dushan were ongoing at a slow pace during the Period. Nonetheless, the Group keeps turning certain units from undecorated into decorated units so as to address this market segment. It is expected to close some sales accordingly in the second half of FY2020.

期內，誠如前述，若干政府大樓幕牆項目的應收賬款收款並無顯著進展，難免令經營資金週轉率較高。由於中國經濟發展整體放緩，本業務分類的應收賬款收款週期較預期長。因此，本業務分類期內並無錄得溢利，除非營運資金短缺的情況大幅改善，否則，預料本業務分類於近期將會繼續處於此狀況。

顧及到現時的情況，本業務分類因此已在短期內採取更保守的經營策略，縮減經營規模及暫緩其他擴充計劃，包括銷售可切換投影玻璃之廣告權和電致變色玻璃智能遮陽系統之玻璃鍍膜。中期策略方面，基於其資本密集的業務性質，本業務分類一直嘗試取得債務融資，用於促進及擴大特定利潤率較高的產品（如印刷玻璃）帶來的商機，以及探索出售此業務的可行性。

### 非製造業務

#### 房地產發展業務分類

期內，本業務分類於獨山經濟開發區參與兩項住宅及商業物業發展項目，即*劍橋皇家*及*蒙蘇里花園*。

期內，本業務分類虧損2,847,000港元（二零一八年財政年度上半年：虧損3,492,000港元），原因為該兩個項目的預售尚未能確認為收益。

#### *劍橋皇家*

由於缺乏有力的刺激經濟催化劑，獨山的高端物業市場維持淡靜。因此，期內位於獨山的*劍橋皇家*的銷售步伐緩慢。儘管如此，本集團正為若干空置單位進行裝修以迎合市場。預期於二零二零年財政年度下半年將因此完成若干銷售。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 30 September 2019, approximately HK\$70,000,000 was received for its contracted sales of such property development.

According to the statistics from Guizhou Provincial Statistics Bureau, from January to August 2019, the sales of residential floor area from real estate enterprises in Guizhou province was 28.66 million square metres, representing an increase of 8.7% year-on-year. With the active demand for mass of residential properties, the segment is confident of the long-term potential of our relatively low-end property development project, and expects it to maintain an appropriate pace of development generating long-term returns from the segment.

### *The Jardin Montsouris*

This resettlement project is located in a site opposite to our *The Royale Cambridge Residences* project. Construction works of Phase I of this project are ongoing and the development was fixed at six residential buildings with a total saleable floor area for residential units of approximately 200,000 square metres. Units are targeting to residents with respect to the shabby town relocation and resettlement in relation to the Dushan Station of the Guiyang Nanning High Speed Rail.

More than 1,000 residential units of our project have been accepted by the relevant authorities as the targeted resettlement residential units for residents who are affected by residential relocation. With the process of selling of *The Jardin Montsouris* units started only recently, approximately 70 units were contracted to sell for a total approximately RMB30,000,000 up to the date of this report. Prepayment amounting to approximately RMB10,000,000 were received so far and the segment expects to receive the remaining portion by the end of 2019. The segment will continue to construct more units to cope with the resettlement demand in particular and expects to commence the selling of the commercial property units there in the early 2020.

於二零一九年九月三十日，相關物業發展收取合約銷售約70,000,000港元。

根據貴州省統計局的統計數據，於二零一九年一月至八月，貴州省房地產企業的住宅樓面銷量為28.66百萬平方米，按年增加8.7%。由於大眾對住宅物業的需求殷切，本業務分類對其相對較低端的物業發展項目的長期潛力充滿信心，並預期可保持適當的發展步伐，在本業務分類創造長遠回報。

### *蒙蘇里花園*

此住戶安置項目所在地塊位於劍橋皇家項目對面。此項目的第一期發展落實為六幢住宅樓宇，住宅單位的可銷售總樓面面積約200,000平方米，目前正在施工中。該等單位的對象是與貴陽至南寧高速公路獨山站有關的舊改及安置項目涉及的居民。

我們的項目當中逾1,000個住宅單位已獲有關部門接納，提供予受重置影響的居民作為目標安置住宅單位。*蒙蘇里花園*的單位最近才開始發售程序，截至本報告日期，約70個單位已訂約出售，總售價約為人民幣30,000,000元。至今已收取預付款項約人民幣10,000,000元，本業務分類預期將於二零一九年底收取餘款。本業務分類將繼續興建更多單位，特別是為應付重置需求，並預期於二零二零年初開始發售商業物業單位。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Despite the challenging operating environment, the management remains cautiously confident that these two projects will make contribution to the cash flow and revenue stream of the Group in the long run. The Group considers the two existing projects on hand as one-off real estate development opportunities and does not expect in general to tender for other property development projects in other locations in the PRC.

### OUTLOOK

Global trade conditions in late 2019 to 2020 are believed to weaken under the influence of Sino-US trade disputes and Brexit. In spite of these circumstances, the Group strives to leverage on its long standing relationship with international renowned brands and expertise in offering value-added product solutions to alleviate the external impact, while proactively explores new business opportunities and continues to maintain market competence with stringent cost control over operation.

Despite the global volatility created an unfavourable market sentiment, high-tech consumer electronics is still a major global trend and a competitive advantage of the Group. The Group believes that demand towards trendy electronic products will gradually restore with faster turnover rate of expected new product launches and growing sectors and applications. Positioned as an integrated one-stop personal consumer product solutions provider, the Group's commitment to upholding high quality products and services, as well as advancing its technological sophistication has gained reputation and trust from personal consumer electronics industry, particularly international renowned brands. Together with close tie with customers, the Group is at an advantageous position to gain business opportunities. The Group will continue to widen its revenue streams via expanding customer base as well as new downstream applications. On top, the Group also plans to extend its market presence in China and Europe, by actively approaching high-end smart products brands, to strike a more balancing market portfolio.

儘管經營環境充滿挑戰，但管理層保持審慎樂觀，有信心該兩個項目長遠而言能為本集團的現金流及收益流作出貢獻。本集團視此兩項現有項目為單一房地產發展機會，預期不會於中國其他地區投標其他物業發展項目。

### 前景

受中美貿易糾紛及英國脫歐事件所影響，相信二零一九年後期至二零二零年的全球貿易環境將會轉差。儘管面對如此困境，本集團將憑藉其與國際知名品牌的長期合作關係以及提供增值產品解決方案的專業知識，竭力緩解外圍影響，同時積極探索新商機，並繼續透過嚴格的經營成本監控維持市場競爭力。

儘管全球動盪導致市場氣氛低迷，但高科技消費電子產品仍是全球大勢所趨，亦是本集團的競爭優勢所在。本集團相信，隨著預期新產品的推出周期加快，加上各種行業及應用不斷增加，對時尚電子產品的需求將逐漸恢復。作為綜合一站式個人消費產品解決方案供應商，本集團堅持提供優質產品和服務及提高技術水平，在個人電子消費品行業贏得各方的好評及信任，尤其是得到國際知名品牌的讚譽。加上本集團與客戶有緊密聯繫，本集團在爭取商機方面佔盡優勢。本集團將繼續透過擴大客戶群以及拓展全新的下游應用，藉此擴闊收益分支。此外，本集團亦計劃積極接觸高端智能產品品牌，進佔中國及歐洲市場，打造更均衡的市場組合。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In addition to widen income sources, the Group is actively adhering to enhancing profitability through continuous automation upgrade, strengthening R&D capabilities and better internal control measures. Meanwhile, the Group is also actively seeking for production capacity expansion to locations with better plant resources, with preference to Southeast Asian countries in order to reduce the potential impact of trading disputes or geopolitical policy changes.

The Group remains cautiously optimistic about its long-term development and prudent towards formulation and implementation of corporate strategies to create long-term value for stakeholders. Despite the year ahead will be filled with challenges, the Group will continue to stand on this principle and stay competitive in the ever-changing business environment.

### LIQUIDITY AND FINANCIAL POSITION

The Group primarily used its internally generated cash flow and banking facilities to finance its operations and business development. The Group has always been executing a prudent and conservative strategy in its financial management. As at 30 September 2019, the Group had time deposits of HK\$14,618,000 (31 March 2019: HK\$13,754,000), cash and bank balances of HK\$273,866,000 (31 March 2019: HK\$227,170,000), and net current assets of HK\$72,362,000 (31 March 2019: net current liabilities HK\$192,183,000). As at 30 September 2019, shareholders' equity was HK\$1,190,762,000 (31 March 2019: HK\$1,205,512,000). Total consolidated banking facilities of the Group from all banks as at 30 September 2019 amounted to approximately HK\$917,563,000 (31 March 2019: HK\$917,563,000). As at 30 September 2019, total bank borrowings amounted to HK\$705,459,000 (31 March 2019: HK\$810,106,000).

除了擴闊收入來源，本集團透過持續不斷的自動化升級、增強研發實力及更完善的內部監控措施，積極提高盈利能力。同時，本集團亦積極尋求擴充產能，進駐工廠資源更充足的地區，以東南亞國家為首選，從而減少因貿易糾紛或地緣政治而引起政策變動的潛在影響。

本集團對其長遠發展保持審慎樂觀，並在擬定及實施企業策略時步步為營，為持份者創造長期價值。儘管來年充滿挑戰，但本集團定當繼續秉承此原則，在變化莫測的營商環境中保持競爭力。

### 流動資金及財務狀況

本集團主要以其內部產生的現金流及銀行信貸為其營運及業務發展提供資金。本集團一向在其財務管理方面奉行審慎及保守策略。於二零一九年九月三十日，本集團的定期存款為14,618,000港元（二零一九年三月三十一日：13,754,000港元）、現金及銀行結餘為273,866,000港元（二零一九年三月三十一日：227,170,000港元），而流動資產淨值為72,362,000港元（二零一九年三月三十一日：流動負債淨額192,183,000港元）。於二零一九年九月三十日，股東權益為1,190,762,000港元（二零一九年三月三十一日：1,205,512,000港元）。於二零一九年九月三十日，本集團從各銀行獲取的綜合銀行信貸總額約為917,563,000港元（二零一九年三月三十一日：917,563,000港元）。於二零一九年九月三十日，銀行總借貸705,459,000港元（二零一九年三月三十一日：810,106,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 30 September 2019, the current ratio of the Group (current assets divided by current liabilities) was maintained at a healthy position at 1.04 times (31 March 2019: 0.91 times) and the gearing ratio of the Group (total bank borrowings divided by total equity) was 59.1% (31 March 2019: 67.0%). Based on the above, the Group continued to enjoy a healthy financial position with sufficient financial resources to support its future development.

### CAPITAL STRUCTURE

As at 30 September 2019, the total issued share capital of the Company was HK\$43,896,000 (31 March 2019: HK\$43,896,000), comprising 438,960,000 (31 March 2019: 438,960,000) ordinary shares of HK\$0.10 each.

### CHARGE ON THE GROUP'S ASSETS

There was no charge on the Group's assets as at 30 September 2019 (31 March 2019: Nil).

### FOREIGN CURRENCY EXPOSURE

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars and RMB or US dollars. The Group does not have a foreign currency hedging policy on it. In order to manage and minimise the foreign exchange risk, the management shall from time to time review and monitor the foreign exchange exposure and will consider hedging the significant foreign currency exposure when appropriate and necessary.

### MATERIAL ACQUISITIONS AND DISPOSAL

During the Period, the Group was neither involved in any significant investment, nor any material acquisitions or disposals of any subsidiaries.

於二零一九年九月三十日，本集團流動比率（流動資產除以流動負債）為1.04倍（二零一九年三月三十一日：0.91倍），保持穩健狀態，而本集團資本負債比率（銀行借貸總額除以權益總額）為59.1%（二零一九年三月三十一日：67.0%）。綜上所述，本集團持續穩健的財務狀況，擁有充足的財務資源支持未來的發展。

### 資本結構

於二零一九年九月三十日，本公司的已發行股本總額為43,896,000港元（二零一九年三月三十一日：43,896,000港元），包括438,960,000股（二零一九年三月三十一日：438,960,000股）每股面值0.10港元的普通股。

### 本集團的資產抵押

於二零一九年九月三十日，本集團並無抵押資產（二零一九年三月三十一日：無）。

### 外匯風險

本集團之貨幣資產、負債及交易主要以港元及人民幣或美元計值。本集團並無就此訂有外幣對沖政策。為了管理及減低外匯風險，管理層會對外匯風險不時地作出檢討及監察，並將於適當及必須時候考慮對沖重大外幣風險。

### 重大收購及出售

於期內，本集團並無參與任何重大投資及任何附屬公司之任何重大收購或出售事項。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2019, the Group employed over 7,200 full-time employees, of which less than 100 were stationed in Hong Kong headquarters with the remaining working in the PRC and Malaysia.

The remuneration committee of the Company made recommendation to the Board on the policy and structure of the Company for all remuneration of Directors, and reviewed and determined the remuneration package of individual executive Director and senior management of the Company with reference to the Board's corporate goals and objectives, responsibilities and employment conditions elsewhere within the Group and in the market. The Group remunerates its employees largely in accordance with prevailing industry standards. In Hong Kong, the Group's employee benefits include staff retirement scheme, medical scheme and performance bonus. In the PRC and Malaysia, the Group provides its employee staff welfare and allowances in accordance with prevailing labour laws. The Group has also put in place a share option scheme to motivate and reward staff with outstanding performance. At the discretion of the Board, the Group's employees will be granted the options, of which the number of options granted is determined by individual performance and level of responsibilities.

### 僱員及薪酬政策

於二零一九年九月三十日，本集團聘有逾7,200名全職僱員，其中駐守香港總部的僱員不到100名，其餘則於中國及馬來西亞工作。

本公司薪酬委員會就本公司董事之整體薪酬政策及架構向董事會作出建議，及參照董事會所訂之企業方針及目標、職責和本集團內及於市場上同類職位的實際情況審閱及釐定本公司個別執行董事及高級管理人員的薪酬待遇。本集團主要按照現行之行業標準釐定其僱員報酬。於香港，本集團之僱員福利包括員工退休計劃、醫療計劃及績效花紅。於中國及馬來西亞，本集團按照現行勞動法為其僱員提供員工福利及津貼。本集團亦制訂一項購股權計劃，以鼓勵及獎勵表現優異之員工。本集團僱員將由董事會酌情授出購股權，所授出之購股權數目則按個別僱員表現及職級而釐定。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2019, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is 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) pursuant to the Model Code of Securities Transactions by directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

### 董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零一九年九月三十日，本公司董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及香港聯合交易所有限公司（「聯交所」）之權益（包括根據證券及期貨條例的有關條文彼被當作及視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記入登記冊內之權益；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

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

### (a) 於本公司股份之權益

Name of Director 董事姓名	Long position/ short position 好倉/淡倉	Capacity 身份	Number of ordinary shares held 所持 普通股 股份數目	Approximate percentage of the Company's issued share 佔本公司 已發行股份之 概約百分比 (Note 1/附註1)
Mr. Cheng Chor Kit 鄭楚傑先生	Long position 好倉	Interests on controlling corporation 控制公司權益	252,920,000 (Note 2) (附註2)	57.62%
		Beneficial owner 實益擁有人	20,106,000	4.58%
		Interests held by spouse 配偶所持有權益	3,700,000	0.84%
Mr. Fung Wah Cheong, Vincent 馮華昌先生	Long position 好倉	Beneficial owner 實益擁有人	8,152,000	1.85%
Mr. Liu Tat Luen 廖達鸞先生	Long position 好倉	Beneficial owner 實益擁有人	2,000,000	0.45%
Mr. Cheng Tsz To 鄭子濤先生	Long position 好倉	Beneficial owner 實益擁有人	3,000,000 (Note 3) (附註3)	0.68%
Mr. Cheng Tsz Hang 鄭子衡先生	Long position 好倉	Beneficial owner 實益擁有人	3,000,000 (Note 3) (附註3)	0.68%
Mr. Wong Chi Wai 黃馳維先生	Long position 好倉	Beneficial owner 實益擁有人	500,000	0.11%
Dr. Sun Kwai Yu, Vivian 孫季如博士	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	0.22%
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	Long position 好倉	Beneficial owner 實益擁有人	80,000	0.01%
Mr. Cheung Wang Ip 張宏業先生	Long position 好倉	Beneficial owner 實益擁有人	200,000	0.04%

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Notes:

- (1) The percentage of shareholding is calculated based on 438,960,000 shares, being the total number of issued ordinary shares of the Company as at 30 September 2019.
- (2) These shares are held by Resplendent Global Limited ("Resplendent"), a wholly-owned subsidiary of Padora Global Inc. ("Padora").

As reported in our 2018/2019 Annual Report, after the restructuring exercise of the discretionary trust of which established by Mr. Cheng Chor Kit (the "Trust") on 2 April 2019, the Trust ceased to be interested in the entire interest of Padora. Mr. Cheng Chor Kit ceased to be interested in 252,920,000 shares in the Company in the capacity as the founder of the Trust and has instead become directly interested in 52.0% of the voting shares in Padora.

- (3) After the aforesaid restructuring exercise, Mr. Cheng Tsz To and Mr. Cheng Tsz Hang ceased to the interested in 252,920,000 shares in the Company in the capacity as the beneficiary of the Trust.

### 附註：

- (1) 股權百分比乃根據本公司於二零一九年九月三十日已發行普通股總數438,960,000股計算。
- (2) 該等股份由Padora Global Inc. (「Padora」) 之全資附屬公司Resplendent Global Limited (「Resplendent」) 持有。

誠如我們的二零一八年／二零一九年年報所申報，於二零一九年四月二日，對鄭楚傑先生設立之全權信託 (「該信託」) 進行架構重整後，該信託不再擁有Padora之全部股權中的權益。鄭楚傑先生不再以該信託成立人身份擁有252,920,000股本公司股份中的權益，而直接擁有Padora投票權股份52.0%之權益。

- (3) 經上述架構重整後，鄭子濤先生及鄭子衡先生不再以該信託受益人身份於252,920,000股本公司股份中擁有權益。

### (b) Interests in the shares of associated corporation of the Company

### (b) 於本公司相聯法團股份之權益

Name of associated corporation 相聯法團名稱	Name of Director 董事姓名	Long position/ short position 好倉／淡倉	Capacity 身份	Nature of interests 權益性質	Number of shares held 所持股份數目	% of issued capital of the associated corporation 佔相聯法團已發行股本之百分比
Padora Global Inc.	Mr. Cheng Chor Kit 鄭楚傑先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	520	52.0%
				Interest held by spouse 配偶所持有權益	160	16.0%
	Mr. Cheng Tsz To 鄭子濤先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	160	16.0%
	Mr. Cheng Tsz Hang 鄭子衡先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	160	16.0%

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### (c) Interests in the underlying shares of the Company

### (c) 於本公司相關股份之權益

Name of Director 董事姓名	Long position/ Short position 好倉/淡倉	Capacity 身份	Number of underlying shares in respect of share options held and approximate percentage of shareholding 所持購股權之 相關股份 數目及持股量 概約百分比	Date of share options granted 購股權 授出日期	Exercise period 行使期	Exercise price per share 每股 行使價 HK\$/港元
Mr. Liu Tat Luen 廖達鸞先生	Long position 好倉	Beneficial Owner 實益擁有人	2,000,000 (0.45%)	04/01/2010	04/01/2013 – 03/01/2020	2.102
Mr. Wong Chi Wai 黃馳維先生	Long position 好倉	Beneficial Owner 實益擁有人	300,000 (0.06%)	29/03/2011	29/03/2011 – 28/03/2021	2.792
			400,000 (0.09%)	07/07/2017	07/07/2017 – 06/07/2027	2.262
			100,000 (0.02%)	07/07/2017	13/09/2017 – 06/07/2027	2.262
			100,000 (0.02%)	09/07/2018	13/09/2018 – 08/07/2028	2.470
Dr. Sun Kwai Yu, Vivian 孫季如博士	Long position 好倉	Beneficial Owner 實益擁有人	300,000 (0.06%)	29/03/2011	29/03/2011 – 28/03/2021	2.792
			100,000 (0.02%)	09/07/2018	13/09/2018 – 08/07/2028	2.470
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	Long position 好倉	Beneficial Owner 實益擁有人	100,000 (0.02%)	07/07/2017	07/07/2017 – 06/07/2027	2.262
			100,000 (0.02%)	09/07/2018	09/07/2018 – 08/07/2028	2.470
Mr. Cheung Wang Ip 張宏業先生	Long position 好倉	Beneficial Owner 實益擁有人	100,000 (0.02%)	09/07/2018	21/07/2018 – 08/07/2028	2.470



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

Save as disclosed above, as at 30 September 2019, none of the Directors nor chief executive of the Company had interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is 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) pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### SHARE OPTION SCHEME

The Company operates 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. Eligible participants of the Scheme include the Directors, including independent non-executive Directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group, the Company’s shareholders and any non-controlling interests in the Company’s subsidiaries.

The Scheme adopted on 20 August 2002 (the “Old Share Option Scheme”) was terminated on 19 August 2012, the Company adopted a new Scheme (the “New Share Option Scheme”) at the Company’s Annual General Meeting held on 20 August 2012. Unless otherwise cancelled or amended, the New Share Option Scheme will remain in force for 10 years from that date.

Subsequent to the termination of the Old Share Option Scheme, no further option can be granted thereunder but in all other respects, the provisions of the Old Share Option Scheme shall remain in force and all options granted prior to such termination shall continue to be valid and exercisable in accordance therewith.

除上文所披露者外，於二零一九年九月三十日，概無本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何證券中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例的有關條文彼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條須記入登記冊內之權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之權益或淡倉。

### 購股權計劃

本公司設立購股權計劃（「計劃」），旨在為合資格參與者對本集團成就作出貢獻提供獎勵及回饋。計劃之合資格參與者包括董事（包括獨立非執行董事）、本集團其他僱員、向本集團提供產品或服務之供應商、本集團客戶、對本集團提供研究、開發或其他技術支援之任何人士或實體、本公司股東及本公司附屬公司之任何非控股權益。

於二零零二年八月二十日採納之計劃（「舊購股權計劃」）已於二零一二年八月十九日終止，本公司於二零一二年八月二十日舉行之本公司股東週年大會上採納一項新計劃（「新購股權計劃」）。除非另行註銷或修訂者外，新購股權計劃將從該日起計十年內有效。

於舊購股權計劃終止後，將不會據此進一步授出購股權，惟舊購股權計劃之條文於所有其他方面均仍然有效，而所有於有關終止前已授出之購股權將繼續有效及可按計劃予以行使。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

The following share options were outstanding under the Scheme during the Period:

根據計劃於期內仍未行使之購股權如下：

Director 董事	Date of share option granted 授出購股權日期	At 1 April 2019 於二零一九年四月一日	Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Forfeited and lapsed during the Period 於期內沒收及失效	At 30 September 2019 於二零一九年九月三十日	Exercise period 行使期	Exercise price per share 每股行使價 HK\$/港元	Price of Company's shares at granted date of option* 於購股權授出日期 本公司股份之價格* HK\$/港元
Mr. Liu Tat Luen 廖達鸞先生	04/01/2010	2,000,000	-	-	-	2,000,000	04/01/2013 – 03/01/2020	2.102	2.060
Mr. Hui Ka Po, Alex <sup>#</sup> 許家保先生 <sup>#</sup>	10/03/2016	1,000,000	-	-	(1,000,000)	-	17/02/2019 – 09/03/2026	1.160	1.160
Mr. Wong Chi Wai 黃馳維先生	29/03/2011	300,000	-	-	-	300,000	29/03/2011 – 28/03/2021	2.792	2.770
	07/07/2017	400,000	-	-	-	400,000	07/07/2017 – 06/07/2027	2.262	2.220
	07/07/2017	100,000	-	-	-	100,000	13/09/2017 – 06/07/2027	2.262	2.220
	09/07/2018	100,000	-	-	-	100,000	13/09/2018 – 08/07/2028	2.470	2.470
Dr. Sun Kwai Yu, Vivian 孫季如博士	29/03/2011	300,000	-	-	-	300,000	29/03/2011 – 28/03/2021	2.792	2.770
	09/07/2018	100,000	-	-	-	100,000	13/09/2018 – 08/07/2028	2.470	2.470
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	07/07/2017	100,000	-	-	-	100,000	07/07/2017 – 06/07/2027	2.262	2.220
	09/07/2018	100,000	-	-	-	100,000	09/07/2018 – 08/07/2028	2.470	2.470
Mr. Cheung Wang Ip 張宏業先生	09/07/2018	100,000	-	-	-	100,000	21/07/2018 – 09/03/2028	2.470	2.470

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

	Date of share option granted	At 1 April 2019	Granted during the Period	Exercised during the Period	Forfeited and lapsed during the Period	At 30 September 2019	Exercise period	Exercise price per share	Price of Company's shares at granted date of option*
	授出購股權日期	於二零一九年四月一日	於期內授出	於期內行使	於期內沒收及失效	於二零一九年九月三十日	行使期	每股行使價	於購股權授出日期本公司股份之價格*
								HK\$/港元	HK\$/港元
<b>Other employees</b>									
<b>其他僱員</b>									
In aggregate	29/03/2011	650,000	-	-	-	650,000	29/03/2011 - 28/03/2021	2.792	2.770
合計	09/07/2018	100,000	-	-	-	100,000	01/12/2018 - 08/07/2028	2.470	2.470
	09/07/2018	400,000	-	-	(400,000)	-	17/08/2018 - 08/07/2028	2.470	2.470
	09/07/2018	300,000	-	-	(300,000)	-	17/08/2019 - 08/07/2028	2.470	2.470
	09/07/2018	300,000	-	-	(300,000)	-	17/08/2020 - 08/07/2028	2.470	2.470
		6,350,000	-	-	(2,000,000)	4,350,000			

\* The price of the Company's shares disclosed as at the date of grant of the share options was the Stock Exchange closing price on the trading day immediately prior to the date of grant of the share options.

\* 於授出購股權日期披露之本公司股份價格乃緊接授出購股權日期前一個交易日之聯交所收市價。

# Mr. Hui Ka Po, Alex resigned as an executive Director on 8 July 2019.

# 許家保先生已於二零一九年七月八日辭任執行董事。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the sections headed "Directors and chief executive's interests and short positions in shares, underlying shares and debentures" and "Share option scheme" above, at no time during the Period were there any rights to acquire benefits by means of the acquisition of shares in the Company granted to any Directors or their respective spouses or minor children or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 董事購買股份之權利

除上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」及「購股權計劃」兩節所披露者外，概無任何董事或彼等各自之配偶或未成年子女於期內獲批授可藉購入本公司之股份而獲利之任何權利，或概無彼等行使任何有關權利；或概無本公司或其任何控股公司、附屬公司或同系附屬公司於本期間參與任何安排，致使董事於任何其他法人團體獲得此等權利。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2019, so far as is known to any Director or chief executive of the Company, the following persons or corporations (other than the Directors or the chief executive of the Company) had an interest or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO, were as follows:

### 主要股東及其他人士於股份、相關股份及債權證之權益

於二零一九年九月三十日，據本公司任何董事或最高行政人員所知，以下人士或法團（本公司董事或最高行政人員除外）於本公司的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露，或根據證券及期貨條例第336條記入本公司存置的登記冊的權益或淡倉如下：

Name 姓名／名稱	Capacity 身份	Number of ordinary shares held 所持普通股股份數目	Approximate percentage of the Company's issued shares 佔本公司已發行股份之概約百分比 (Note 1/附註1)	Numbers of share options held 所持購股權數目
Mr. Cheng Chor Kit 鄭楚傑先生	Beneficial owner, interests held by spouse and interests on controlling corporation 實益擁有人、由配偶所持有之權益及控制公司權益	276,726,000 (Note 2/附註2)	63.04%	—
Mdm. Tsang Yuk Wan 曾玉雲女士	Beneficial owner, interests held by spouse and interests on controlling corporation 實益擁有人、由配偶所持有之權益及控制公司權益	276,726,000 (Note 3/附註3)	63.04%	—
RUAN, David Ching-Chi	Interests on controlling corporation 控制公司權益	28,434,000 (Note 4/附註4)	6.47%	—
RAYS Capital Partners Limited 睿思資本有限公司	Investment manager 投資經理	28,434,000 (Note 4/附註4)	6.47%	—
Asian Equity Special Opportunities Portfolio Master Fund Limited	Beneficial owner 實益擁有人	28,434,000 (Note 4/附註4)	6.47%	—

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### Notes:

- (1) The percentage of shareholding is calculated based on 438,960,000 shares, being the total number of issued ordinary shares of the Company as at 30 September 2019.
- (2) This refers to the same block of shareholding of Mr. Cheng Chor Kit described in the section headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures” above.
- (3) Mdm. Tsang Yuk Wan is the spouse of Mr. Cheng Chor Kit and is deemed to be interested in the shares which are interested by Mr. Cheng Chor Kit under Part XV of the SFO.
- (4) Refer to the information available on the website of the Stock Exchange, Asian Equity Special Opportunities Portfolio Master Fund Limited is a wholly-owned subsidiary of RAYS Capital Partners Limited which in turn is owned as to 95.24% by Mr. RUAN David Ching-Chi.

All the interests stated above represent long position.

Save as disclosed above, as at 30 September 2019, the Directors or chief executive of the Company were not aware of any person who had an interest or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

### DIVIDEND

The Board believes that it is prudent to grow and maintain a war chest to respond to the impact of the Sino-US trade tension in the near future, and hence does not recommend the payment of any interim dividend for the six months ended 30 September 2019 (1H FY2018: HK\$3.0 cents per share).

### 附註：

- (1) 股權百分比乃根據本公司於二零一九年九月三十日已發行普通股總數438,960,000股計算。
- (2) 該等股份指上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節提及鄭楚傑先生之股權。
- (3) 曾玉雲女士為鄭楚傑先生之配偶，根據證券及期貨條例第XV部被視為於鄭楚傑先生擁有權益之股份中擁有權益。
- (4) 根據聯交所網站所得資料，Asian Equity Special Opportunities Portfolio Master Fund Limited為睿思資本有限公司之全資附屬公司，而睿思資本有限公司由RUAN, David Ching-Chi先生擁有95.24%權益。

上述所有權益均指好倉。

除上文所披露者外，於二零一九年九月三十日，本公司董事或最高行政人員並不知悉任何人士於本公司股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露或根據證券及期貨條例第336條記入本公司存置的登記冊的權益或淡倉。

### 股息

董事會認為在近期累積及維持戰略儲備以應對中美貿易緊張的影響乃穩妥的舉措，因此不建議派付截至二零一九年九月三十日止六個月之任何中期股息（二零一八年財政年度上半年：每股3.0港仙）。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Period.

### DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

In April 2015 and November 2017, the Company as a borrower, entered into a renewed and new term loan facility agreements of HK\$100,000,000 each with The Hongkong and Shanghai Banking Corporation Limited for a term of 60 months of each term loan facility respectively.

In May 2018, an indirect wholly-owned subsidiary of the Company as a borrower, entered into a new term loan and trade-line facility agreement of total HK\$100,000,000 with Bank of China (Hong Kong) Limited for a term of 36 months and the purpose of the aforesaid term loan is used for financing capital expenditure.

In January 2019, Hang Seng Bank Limited revised the term loan facilities granted in July 2015 and November 2017 and entered into a renewed term loan facility agreement with the Company (the "Renewed Agreement"). Pursuant to the Renewed Agreement, the renewed term loan is for a period of 36 months and included term loans of HK\$45,000,000 to finance capital expenditure of the Company and of HK\$217,500,000 to refinance the outstanding balance of the loans previously granted.

### 購買、贖回或出售上市證券

本公司及其任何附屬公司於期內概無購買、贖回或出售本公司任何上市證券。

### 根據上市規則第13.21條之披露

於二零一五年四月及二零一七年十一月，本公司（作為借款人）與香港上海滙豐銀行有限公司訂立一份重續及一份新定期貸款融資協議，兩項定期貸款融資各自為期60個月，貸款額均為100,000,000港元。

於二零一八年五月，本公司之間接全資附屬公司（作為借款人）與中國銀行（香港）有限公司訂立一份為期36個月，其總額為100,000,000港元的新定期貸款及貿易額度協議，而上述定期貸款是用於資本支出。

於二零一九年一月，恒生銀行有限公司修訂於二零一五年七月及二零一七年十一月授出的定期貸款融資，並與本公司訂立重續定期貸款融資協議（「重續協議」）。根據重續協議，重續定期貸款為期36個月，定期貸款當中包括45,000,000港元用於撥付本公司的資本支出，以及217,500,000港元用於就過往所授出貸款的尚未償還餘款再融資。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

In addition to general conditions, each of the term loan facility agreement imposes, inter alia, a condition that Mr. Cheng Chor Kit, the Director and the controlling shareholder (as defined under the Rules of Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) of the Company, and the discretionary trust set up by him for the benefit of his family collectively shall beneficially or directly maintain a shareholding of not less than 50% of the issued share capital of the Company (the “Specific Performance Obligations”). A breach of the Specific Performance Obligations will constitute an event of default under the relevant facility letter. Upon the occurrence of such event, each of the loan shall become immediately due and repayable on demand.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance which is crucial to the long-term development of the Group and to safeguard the interests of the Company’s shareholders. In the opinion of the Board, the Company has complied with all code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules throughout the Period, except for the following deviation:

Under the code provision A.2.1 of the CG Code, the roles of the chairman and chief executive officer shall be separated and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The roles of the chairman and the chief executive officer of the Company are not separated and are performed by the same individual, Mr. Cheng Chor Kit. The balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals, with a high independent element in the Board, where the Board members meet regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Company to make and implement decisions promptly and efficiently.

除一般條件外，貸款融資協議各自施加(其中包括)一項條件，即本公司董事兼控股股東(定義見聯交所證券上市規則(「上市規則」))鄭楚傑先生及彼以其家屬為受益人而設立之全權信託須共同實益或直接維持不少於本公司已發行股本之50%股權(「特定履行責任」)。若違反特定履行責任將構成相關融資函件項下之違約事件。於發生有關事件後，貸款各自即時到期並須按要求償還。

### 遵守企業管治常規

本公司致力維持高水準之企業管治，這對本集團之長期發展及保障本公司股東之利益至關重要。董事會認為，本公司於期內一直遵守上市規則附錄14所載之企業管治守則(「企業管治守則」)內所有守則條文，惟下列偏離者除外：

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之職務應予區分，並不應由一人同時兼任，且應清楚界定並以書面列明主席與行政總裁之間的職責分工。本公司之主席及行政總裁職務並無區分，均由鄭楚傑先生一人兼任。董事會由擁有豐富經驗及才幹，兼具獨立元素之人士所組成，董事會成員定期舉行會議，以就影響本公司營運事宜進行討論，故董事會之運作可確保權力與職權之平衡。董事會相信，此架構有利於穩健及貫徹領導，令本公司可迅速及有效地作出及執行決策。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### DIRECTORS' AND RELEVANT EMPLOYEES' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code on terms no less exacting than the required standard set out in the Model Code regarding the Directors' dealings in the securities of the Company.

Having made specific enquiry of the Directors, all the Directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 September 2019. The relevant employees who, because of their office in the Group, are likely to be in possession of unpublished inside information have been requested to comply with the provisions of the Model Code.

### DISCLOSURE OF INFORMATION OF DIRECTORS UNDER RULES 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, there is no change in information of the Directors subsequent to the date of the 2019 Annual Report of the Company.

### AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting matters including the review of the unaudited condensed consolidated financial information for the six months ended 30 September 2019.

### 董事及相關僱員之證券交易

本公司已採納上市規則附錄10所載之標準守則為其自身守則，其條款不遜於有關董事進行本公司證券交易之標準守則所載之規定標準。

於向董事進行具體查詢後，所有董事均確認彼等於截至二零一九年九月三十日止六個月內已遵守標準守則所載之規定標準。該等由於在本集團之職務而可能掌握未公開內幕資料之相關僱員亦已被要求遵守標準守則之條文。

### 根據上市規則第13.51B(1)條披露董事資料

根據上市規則第13.51B(1)條，於本公司二零一九年年度報告之日期後，董事之資料並無變更。

### 審核委員會

本公司之審核委員會已與管理層審閱本集團採納之會計原則及慣例，並已就核數、風險管理、內部監控及財務申報事宜進行討論，其中包括審閱截至二零一九年九月三十日止六個月之未經審核簡明綜合財務資料。



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### BOARD OF DIRECTORS

As at the date of this report, the Board comprises nine Directors, of which five are executive Directors, namely Mr. CHENG Chor Kit, Mr. FUNG Wah Cheong, Vincent, Mr. LIU Tat Luen, Mr. CHENG Tsz To and Mr. CHENG Tsz Hang; and four are independent non-executive Directors, namely Mr. WONG Chi Wai, Dr. SUN Kwai Yu, Vivian, Mr. CHENG Kwok Kin, Paul and Mr. CHEUNG Wang Ip.

By order of the Board

**Cheng Chor Kit**

*Chairman and Chief Executive Officer*

Hong Kong, 28 November 2019

### 董事會

於本報告發表日期，董事會由九位董事組成，包括五位執行董事，分別為鄭楚傑先生、馮華昌先生、廖達鸞先生、鄭子濤先生及鄭子衡先生；及四位獨立非執行董事，分別為黃弛維先生、孫季如博士、鄭國乾先生及張宏業先生。

承董事會命

主席兼行政總裁

**鄭楚傑**

香港，二零一九年十一月二十八日

