



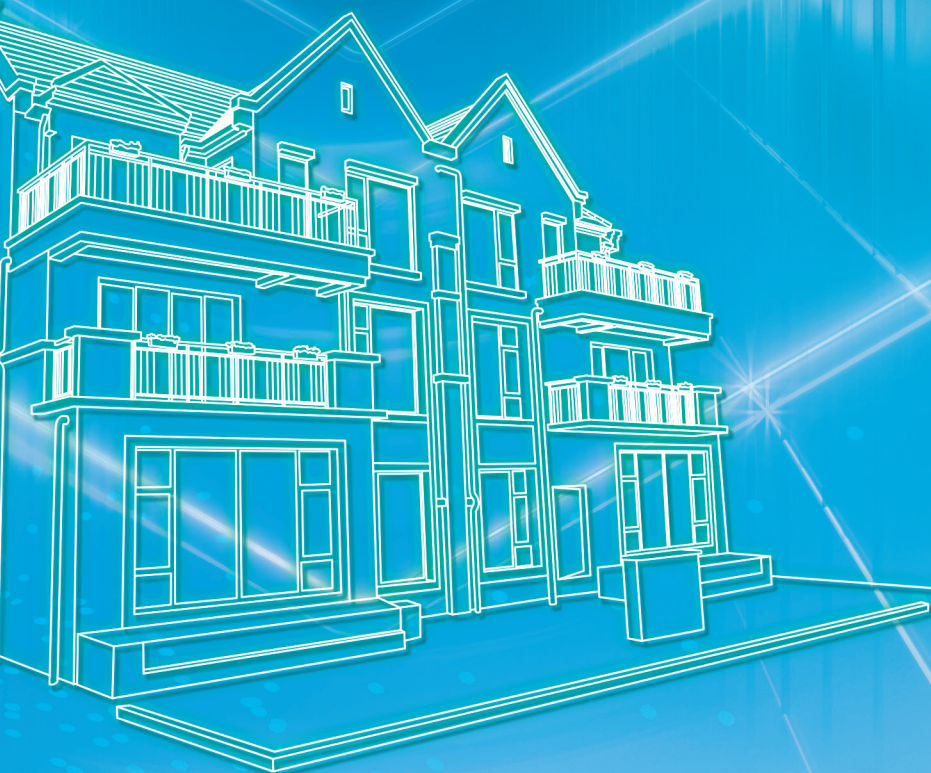
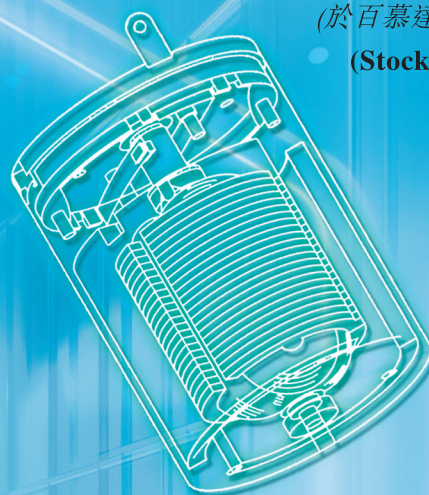
**KIN YAT HOLDINGS LIMITED**  
**建溢集團有限公司**

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)**



**ANNUAL REPORT**  
**年度報告**

for the year ended 31 March 2020  
截至二零二零年三月三十一日

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Cheng Chor Kit  
(Chairman and Chief Executive Officer)  
Mr. Fung Wah Cheong, Vincent  
Mr. Liu Tat Luen  
Mr. Cheng Tsz To  
Mr. Cheng Tsz Hang  
Mr. Hui Ka Po, Alex\*

#### Independent non-executive Directors

Mr. Wong Chi Wai  
Dr. Sun Kwai Yu, Vivian  
Mr. Cheng Kwok Kin, Paul  
Mr. Cheung Wang Ip

### COMPANY SECRETARY

Mr. Chan Ho Man

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

7/F., Galaxy Factory Building  
25-27 Luk Hop Street  
San Po Kong, Kowloon  
Hong Kong

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

### 董事會

#### 執行董事

鄭楚傑先生  
(主席兼行政總裁)  
馮華昌先生  
廖達鸞先生  
鄭子濤先生  
鄭子衡先生  
許家保先生\*

#### 獨立非執行董事

黃拋維先生  
孫季如博士  
鄭國乾先生  
張宏業先生

### 公司秘書

陳浩文先生

### 總辦事處及主要營業地點

香港  
九龍新蒲崗  
六合街25至27號  
嘉時工廠大廈7樓

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

\* Mr. Hui Ka Po, Alex had resigned as an executive director with effective from 8 July 2019.

\* 許家保先生已辭任執行董事，自二零一九年七月八日起生效。

# CORPORATE INFORMATION

## 公司資料

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants and Registered PIE Auditor*

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited

### CORPORATE WEBSITE

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

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東183號  
合和中心54樓

### 核數師

羅兵咸永道會計師事務所  
執業會計師及註冊公眾利益實體核數師

### 主要往來銀行

香港上海滙豐銀行有限公司  
恒生銀行有限公司

### 公司網站

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

# CHAIRMAN'S STATEMENT

## 主席報告

Dear valued shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Kin Yat Holdings Limited (the "Company" or "Kin Yat", and, together with its subsidiaries, the "Group"), I am pleased to present the results for the year ended 31 March 2020 (the "Year") to our shareholders.

### MARKET OVERVIEW

2019/20 was in fact a year filled with unpredictability, as a result of the prolonged yet fluctuating trade negotiations between the People's Republic of China ("China") or the "PRC" and the United States of America ("U.S."). On the one hand, in August 2019, the U.S. has delayed more than half of the 10% tariffs on the U.S. dollars \$300 billion goods list until December 2019, sparing cell phones, laptop computers, toys and other major consumer categories from immediate tariffs; on the other hand, a 10% tariffs on about U.S. dollars \$125 billion worth of other Chinese goods, including smart speakers, bluetooth headphones and many types of footwear, was taken effect in September 2019. Such policy landscape, and hence sentiment, has created extra difficulty to manufacturers similar to Kin Yat, as the impact on customer's order could be significant, particularly in an industry where scale and efficiency are the keys for businesses to be profitable.

To add to the problem, soon after rounds of optimistic discussion between the two countries, there came the COVID-19 which has become a global pandemic by March 2020 which made the current instability was likely to be exacerbated. World economies literally went into a shutdown mode, with disrupted supply chain, rising unemployment rate, reducing purchasing power all creating an even more unfavourable operating environment for manufacturers. We have seen an increasing number of customers are requesting for diversification of production locations in different countries. It is against this background that manufacturers like us will need agile manufacturing solutions, lean cost structure, strong technical know-how and comprehensive product range in order to better fit the demand from downstream customers.

致各位股東：

本人謹代表建溢集團有限公司（「本公司」或「建溢」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）欣然向股東提呈截至二零二零年三月三十一日止年度（「本年度」）的業績。

### 市場概覽

面對中華人民共和國（「中國」）與美利堅合眾國（「美國」）之間一場曠日持久並峰迴路轉的貿易談判，2019/20年確實是充滿了不可預測的一年。於二零一九年八月，美國一方面對3,000億美元原納入加徵收關稅清單中過半商品，當中包括手機、手提電腦、玩具及其他主要消費品，延至二零一九年十二月才執行加徵10%關稅；另一方面則對價值1,250億美元的其他中國商品，包括智能喇叭、藍牙耳機及多款鞋履，於二零一九年九月起加徵10%關稅。這種政策格局動搖市場的氣氛，亦對客戶訂單造成重大影響，特別是對於盈利能力受規模及效率所左右的行業，如建溢，生產商所面對的挑戰尤其嚴峻。

正當兩國之間的多輪談判稍露曙光之際，2019新型冠狀病毒病於二零二零年三月肆虐全球，使情況更添變數。全球經濟陷入癱瘓，供應鏈斷裂、失業率上升及購買力下降等種種因素使生產商的經營環境雪上加霜。我們留意到要求將生產廠房設於多個不同國家的客戶愈來愈多。在如此背景下，我們作為生產商將需要靈活的生產方案、精簡的成本架構、強大的技術實力及完善的產品種類，才能更迎合下游客戶的需求。

# CHAIRMAN'S STATEMENT

## 主席報告

### RESULTS OVERVIEW

Affected by the volatile macro environment caused by the Sino-US trade dispute and the COVID-19 pandemic, the majority of downstream brand owners became increasingly conservative and have subsequently delayed their orders. This, together with the planned reduction in the production of the products for our major customer in the electrical and electronic products segment during the Year for a better balance of production schedule and product portfolio, had led to a decrease in the Group's consolidated turnover for the Year by 24.8% year-over year ("yoy") to HK\$3,114,221,000 (2018/2019: HK\$4,139,886,000 (restated)), with gross profit rose to HK\$333,341,000 (2018/2019: HK\$289,876,000). Yet, benefited from our stringent cost control in material, gross profit margin maintained at 10.7% (2018/2019: 7.0% (restated)). Profit attributable to equity holders of the Company was HK\$170,049,000 (2018/2019: HK\$112,384,000).

### Key Achievements in 2019/2020

We have been facing multiple ups and downs in the past 35 years, while the Year is the toughest moment as we see it. We are fully aware of the magnitude of the upcoming uncertainties that might impact our Group, and a strong cash position should prepare us well for the upcoming challenges. Hence, the Group has taken active measures in the Year to improve its cash flow and cash position. To this end, the Group has disposed two properties in Hong Kong for an aggregate consideration of HK\$59,250,000 during the Year and entered into contracts for the disposal of all major operating companies with respect to its glass business due to its less-than-expected profit contribution at a consideration of approximately HK\$38,390,000. Together, the asset optimisation strategy is expected to generate a total of HK\$97,640,000 cash inflow, setting us well for future business opportunities.

### 業績概覽

礙於中美貿易糾紛及2019新型冠狀病毒疫情導致宏觀環境動盪，大部份下游品牌擁有人愈趨保守，紛紛押後訂單，加上於本年度預先規劃減少為電器及電子產品分類的主要客戶生產產品，使生產時間表與產品組合更為平衡，故本集團於本年度的綜合營業額按年（「按年」）下跌24.8%至3,114,221,000港元（二零一八／二零一九年：4,139,886,000港元（經重列）），毛利則上升至333,341,000港元（二零一八／二零一九年：289,876,000港元（經重列））。然而，得益於嚴格的物料成本控制，毛利率維持於10.7%（二零一八／二零一九年：7.0%（經重列））。本公司權益持有人應佔溢利為170,049,000港元（二零一八／二零一九年：112,384,000港元）。

### 於二零一九／二零二零年內的主要成就

過去35年間我們曾經歷多少次的高低起伏，惟我們認為本年度的確是最艱難的時刻。我們充分地意識到可能影響本集團的不確定因素的嚴峻程度，而強健的現金狀況確有助我們充足準備迎接當前挑戰。因此，本集團於本年度積極採取措施改善現金流及現金狀況。為此，本集團於本年度以合共59,250,000港元之代價出售於香港的兩項物業，並鑑於玻璃業務的溢利貢獻遜於預期，因此以代價約38,390,000港元訂約出售該業務的所有主要營運公司。總括而言，預期為優化資產戰略產生合共97,640,000港元現金流入，為我們的未來業務發展奠定基礎。

# CHAIRMAN'S STATEMENT

## 主席報告

### RESULTS OVERVIEW *(continued)*

#### Key Achievements in 2019/2020 *(continued)*

Apart from the corporate actions above, the Group always aims at maintaining a stringent cost control in order to reduce operational gearing, wastage and to raise business profitability. During the Year, the Group implemented a tighter procurement procedure which reduces the potential cost aroused from order taken and raw materials purchase, leading to general maintenance in gross profit margin. Meanwhile, selling and distribution has also recorded a decrease of 29.8%. We have also increased our automation level to improve efficiency and reduce cost. In the long run, we target to maintain a lean cost structure through a combination of automation and efficient management.

In response to the COVID-19 outbreak in the PRC, we saw an opportunity to manufacture house brand medical protective facemasks by leveraging on our current production facilities including clean room facilities, manufacturing knowhow and experiences. In a few months' time, we have successfully managed to build up the business line with a maximum daily production capacity of approximately 500,000 pieces of masks and establish a sizeable network of distribution channels in Hong Kong. The move does not only represents a way to fulfill our social responsibility, while showcasing our agile manufacturing solutions.

### 業績概覽 *(續)*

#### 於二零一九／二零二零年內的主要成就 *(續)*

除上述公司行動外，本集團一直銳意嚴格控制成本，從而減少營運資產負債率及浪費來提高業務盈利能力。於本年度，本集團實施更嚴謹的採購程序，減低因接納訂單及採購原材料所帶來的潛在成本，從而整體上保持相若的毛利率。同時，銷售及分銷開支亦減少29.8%。我們亦提高自動化水平，從而提高效率及削減成本。長遠而言，我們的目標是通過結合自動化及高效管理，藉此保持精簡的成本結構。

對於中國爆發2019新型冠狀病毒病疫情，我們察覺到箇中商機，並將現有的生產設施（包括無塵車間）、生產技術及經驗用於生產自家品牌的醫療防護口罩。在短短數月內，我們成功建立每日最高產量約為500,000片口罩的業務分支，並於香港築起龐大的分銷渠道網絡。此舉不僅彰顯我們克盡社會責任，同時展示我們的生產方案的靈活性。

# CHAIRMAN'S STATEMENT

## 主席報告

### RESULTS OVERVIEW *(continued)*

#### Future Development Strategies

Facing one of the toughest challenges of the past century, the Group didn't stand still, but plans ahead and be agile for sustainable development in the long-term future. Looking ahead, the Group will remain prudent in operations but be innovative in business development. The Group will look to further develop its OBM business as a house brand creates strong brand recognition, and which brings a higher market barrier with a higher margin. Specifically, our house brand "Kin Yat Health" facemask product was launched in April 2020 and has received positive feedback from customers. Riding on the opportunities from the pandemic, we will explore the possibility to develop more healthcare products in order to further diversify our revenue stream. In the long-term, we will enrich our brand portfolio and penetrate into other product streams which have synergies with our experience and production capabilities, with an aim to extend the Group's revenue streams and enhance profitability, while maintaining the Group's competence in the market.

On the defensive side, we will continue to adopt a stringent internal cost control policy to enhance the profit margin. As the economic impact caused by the pandemic may take a long time for it to be fully relieved, we will also constantly review and optimise the Group's asset mix, as we are open to the disposal of assets which are not critical to the operations of the Group in order to generate extra funds for core business development.

### 業績概覽 *(續)*

#### 未來發展計劃

面對一個過去一世紀內最嚴峻的挑戰，本集團不會裹足不前，反而放眼未來，靈活謀劃，追求長遠可持續發展。展望將來，本集團在業務營運方面會步步為營，在業務發展方面則敢於創新。本集團劍指進一步發展原品牌製造業務，自家品牌可建立強大的品牌知名度，從而帶來更高的市場門檻及更高利潤。具體而言，本集團的自家品牌「建溢康」口罩產品已於二零二零年四月面世，並獲得客戶的正面反饋。我們將把握疫情帶來的契機，探索開發其他保健產品的可能性，從而進一步拓闊我們的收入來源。長遠而言，我們將善用我們的經驗及生產實力的協同效應，藉此豐富品牌組合及進軍其他產品領域，旨在擴大本集團的收入來源並提高盈利能力，同時保持本集團的市場競爭力。

防守策略方面，我們將繼續採取嚴格的內部成本控制政策，以提高利潤率。由於疫情所造成的經濟影響可能於長時間後才會完全消散，我們亦將不斷檢討及優化本集團的資產組合，為使核心業務發展獲取額外資金，我們對於出售對本集團營運而言並非必要的資產保持一貫的開放態度。



# CHAIRMAN'S STATEMENT

## 主席報告

### RESULTS OVERVIEW *(continued)*

#### Impact of the COVID-19

For the first three quarters of the Year, the Group was performing quite creditably in the context of what were gradually facing a difficult period of operations in our E&E and Motor Segments. In contrast, the overall performance of the Group was indeed gratifying. The total revenue and gross profit margins were stable, cash flows were improving, and we continued to make solid progress in implementing our key strategic initiatives.

The COVID-19 was initially found in the mainland China in late 2019. To prevent the spread of the COVID-19, the Group's manufacturing facilities and operations in mainland China were temporarily ceased production since January 2020. In March 2020, the epidemic has erupted globally, a number of countries implemented unprecedented social and economic lockdown that has yet to be fully lifted.

Although the COVID-19 brought us many difficulties and took us into uncharted territory creating unprecedented pressure on our people, our family, our local communities and our Group. On the other hand, it also opened up a new opportunity for the Group. With our solid industrial foundation, after the reporting period, "Kin Yat Health", which meets the standards for particulate filtration efficiency ("PFE") and bacterial filtration efficiency ("BFE"), had been launched on the market and available online. Furthermore, we are working hard to develop products such as children's facemasks, protective clothing and equipment that can be used by medical personnel. The above products have caught the attention of oversea customers, and preliminary negotiations are underway.

We are confident that the demand of manufacturing services will be sustainable, and that with our unremitting efforts we could outthink and outrun competition by upholding our core competitive advantages – that is our good reputation, high quality products, strong R&D, agile manufacturing capability, and cost-competitive solutions – the Group would undergo the current challenges.

### 業績概覽 *(續)*

#### 2019新型冠狀病毒病之影響

於本年度首三季度，在電器及電子產品以及電機分類已逐漸面臨艱難經營的背景，惟本集團迎難而上，反而取得尚算不俗的整體成績。我們的總收入及毛利率保持穩定，現金流有所改善，並於實施主要戰略措施方面繼續取得實際進展。

於二零一九年底，2019新型冠狀病毒病最初於中國內地出現，為防止2019新型冠狀病毒病疫情持續蔓延，本集團位於中國內地的生產設施及業務自二零二零年一月起暫時停產。於二零二零年三月，疫情席捲全球，多國實施前所未見的社會及經濟封鎖，迄今尚未徹底鬆綁。

儘管2019新型冠狀病毒病為我們帶來重重難關，並將我們捲入未知領域，對我們的員工、家庭、本地社區及本集團給予空前的壓力。另一方面，卻為本集團帶來了一個新機遇。憑藉我們鞏固的工業基礎，於報告期後，符合顆粒過濾效率（「顆粒過濾效率」）及細菌過濾效率（「細菌過濾效率」）標準的「建溢康」口罩面市，並於網上發售。此外，我們現正努力開發兒童口罩、及可供醫護人員使用的防護服和設備等產品。上述產品已獲得海外客戶垂青，現正進行初步磋商。

我們深信，對生產服務的需求是源源不絕，只要我們咬緊牙關，堅守良好信譽、優質產品、強大研發實力、靈活生產能力及具成本競爭力的方案等核心競爭優勢，我們必能在競爭中脫穎而出，超越對手，本集團定將克服目前難關。

# CHAIRMAN'S STATEMENT

## 主席報告

### ACKNOWLEDGEMENTS

I am grateful for the support of our shareholders, customers, suppliers and business partners. I would also like to thank my fellow Board members, our senior management and staff team for their devoted services and contribution. With a strong foundation and a vision for further development, let us move forward with confidence and dedication.

#### **Cheng Chor Kit**

*Chairman and Chief Executive Officer*

Hong Kong, 29 June 2020

### 致謝

本人感激所有股東、客戶、供應商及業務夥伴的支持。同時感謝各董事會成員、管理高層及員工團隊的投入和貢獻。憑藉強大的基礎和持續發展的願景，我們懷抱信心和決心砥礪前行。

#### **鄭楚傑**

*主席兼行政總裁*

香港，二零二零年六月二十九日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Kin Yat is one of the leading industrial enterprises primarily engaged in the 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 built up a wide portfolio of products in the areas of robotics, juvenile products, smart products and motor drive products. The Group’s non-manufacturing business scope includes the real estate development segment. At the beginning of 2020, the Group has established a health care product business line under its house brand, “Kin Yat Health” with an aim to diversify business portfolio with the support of existing core advanced production equipment and technological know-how.

### CONSOLIDATED RESULTS

In the financial year ended 31 March 2020 (the “Year”), the economies of key contributing markets of the Group, the U.S, Europe and the PRC, were inevitably impacted by the escalating Sino-US trade dispute and the Brexit. The downward revision to the global economic outlook continued to cast shadow over consumer sentiment since 2019. Although after a year of negotiations, the U.S. and the PRC signed the initial phase of a trade deal as we entered into 2020, the global outbreak of the COVID-19 epidemic had brought another major shock to the economy that has just taken a breath. The epidemic prevention measures such as city lockdown, manufacturing plants suspension, flights suspension, temporary closure of retail stores, not only was like a punch to the PRC’s domestic manufacturing industry, but also posed disruption to global commodity supply chain and global consumer demand. Amidst these circumstances, customers inclined to postpone new projects and slow down orders. Being a part of upstream supply chain, the Group was, hence, inevitably influenced. This, together with the planned reduction in the production of the products for our major customer in the electrical and electronic products segment during the Year for a better balance of production schedule, leads to a decrease in the Group’s consolidated turnover for the Year on a yoy basis by 24.8%, from approximately HK\$4,139,886,000 (restated) to approximately HK\$3,114,221,000.

建溢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組合。本集團的非製造業務範圍包括房地產發展業務。於二零二零年初，憑藉現有核心先進生產設備及技術知識，本集團以自家品牌「建溢康」創立健康產品業務，旨在拓展業務組合。

### 綜合業績

於截至二零二零年三月三十一日止財政年度（「本年度」），本集團的主要市場—美國、歐洲及中國的經濟不免遭受中美貿易糾紛及英國脫歐所影響。自二零一九年以來，消費氣氛持續受全球經濟前景下調所困。經過一年的交鋒，踏入二零二零年之際，中美簽訂首階段貿易協議，惟2019新型冠狀病毒病在全球肆虐，再次為剛暫喘過氣來的經濟帶來沉重打擊。封城、生產工廠停工、航班停飛、零售店暫停營業等防疫措施不僅重擊中國本地製造業，亦窒礙全球商品供應鏈及全球消費需求。在如此情況下，客戶傾向推遲新項目及減慢訂購。作為上游供應鏈的一員，本集團在所難免受到波及，加上於本年度預先規劃減少為電器及電子產品分類的主要客戶生產產品，使生產時間表更為平衡，故本集團於本年度的綜合營業額由4,139,886,000港元（經重列）按年減少24.8%至約3,114,221,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CONSOLIDATED RESULTS *(continued)*

The total turnover of the Group was accounted for by segmental external turnover of:

- Electrical and Electronic Products Business Segment: amounted to HK\$2,202,402,000, representing 70.7% of the Group's consolidated turnover for the Year (2019: HK\$3,166,417,000, 76.5% (restated));
- Motors Business Segment: amounted to HK\$836,745,000, representing 26.9% of the Group's consolidated turnover for the Year (2019: HK\$972,817,000, 23.5% (restated));
- Real Estate Development Business Segment: amounted to HK\$75,074,000, representing 2.4% of the Group's consolidated turnover for the Year (2019: Nil, 0%).
- Glass Technology and Application Segment: in April 2020, the Group entered into a sale and purchase agreement with an independent third party, and agreed to dispose of the entire interest in all the PRC subsidiaries engaging in glass technology and application business. The conditions precedent have been fulfilled and the transactions were subsequently completed.

According to HKFRS 5, a disposal group is classified as held for sale when its carrying amount will be recovered principally through a sale transaction rather than through continuing use, and it is available for immediate sale in its present condition subject only to terms that are usual and customary for its sales, and the transaction has to be highly probable. As at the reporting date, management classified the glass technology and application business as discontinued operation and disposal group held for sale. For details, please refer to the section headed "Glass Technology and Application Segment" under "Operation Review" on page 20 of this annual report.

### 綜合業績 (續)

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：2,202,402,000港元，佔本集團於本年度之綜合營業額70.7%（二零一九年：3,166,417,000港元，76.5%（經重列））；
- 電機業務分類：836,745,000港元，佔本集團於本年度之綜合營業額26.9%（二零一九年：972,817,000港元，23.5%（經重列））；
- 房地產發展業務分類：75,074,000港元，佔本集團於本年度之綜合營業額2.4%（二零一九年：無，0%）。
- 玻璃技術及應用分類：於二零二零年四月，本集團與一名獨立第三方訂立買賣協議，並同意出售從事玻璃技術及應用業務之所有中國附屬公司之全部權益。先決條件已經達成，而交易已於其後完成。

根據香港財務報告準則第5號，倘出售集團的賬面值將主要透過一項銷售交易而非持續使用而收回，及該集團可於其現況下即時出售，而銷售僅受一般及慣常條款所規限，且出售是極有可能發生時，則分類為持作出售。於報告日期，管理層將玻璃技術及應用業務分類為已終止經營業務及持作出售之出售集團。有關詳情，請參閱本年報第20頁「業務回顧」項下「玻璃技術及應用分類」一節。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CONSOLIDATED RESULTS *(continued)*

The Group's gross profit increased to HK\$333,341,000 during the Year from HK\$289,876,000 (restated) in the corresponding period last year. Gross profit margin increased by 3.7% yoy mainly attributable to the Group's sincere effort in internal cost control over raw materials and labour cost, as well as maintaining a good balance of production schedule throughout the Year, along with the mild depreciation in the Renminbi ("RMB") exchange rate against the U.S. dollars during the Year. Amidst a difficult operating environment, the Group had managed to increase its profit attributable to equity holders of the Company by 51.3% yoy from HK\$112,384,000 to HK\$170,049,000 for the Year. Basic earnings per share for the Year were HK38.74 cents (2019: HK25.61 cents (restated)), after the inclusion of the gain on disposal of the two properties in Hong Kong as announced by the Group in January 2020.

Regarding the Group's financial position, amidst a challenging trading environment, the Group had managed to and will endeavour to continue to improve its cash position. During the Year, the Group has successfully achieved better inventory management and reduced inventory by 51.5% to HK\$298,580,000 (2019: HK\$615,365,000). As at 31 March 2020, the Group's current ratio stood at 1.22 times (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.

### 綜合業績 (續)

本集團的毛利由去年同期289,876,000港元(經重列)增加至本年度333,341,000港元。毛利率按年增加3.7%，主要由於本集團致力於對原材料及勞工成本的內部成本控制，以及於本年度維持一個平衡的生產時間表，加上人民幣(「人民幣」)兌美元匯率於本年度輕微貶值。在艱難的經營環境中，本集團成功將本公司權益持有人應佔本集團溢利由112,384,000港元按年提高51.3%至本年度的170,049,000港元。經計入本集團於二零二零年一月公佈出售位於香港之兩項物業之收益後，本年度每股基本盈利為38.74港仙(二零一九年：25.61港仙(經重列))。

本集團的財務狀況方面，本集團在險峻的貿易環境中一直並將致力繼續改善現金狀況。於本年度，本集團成功改善其庫存管理，從而減少庫存51.5%至298,580,000港元(二零一九年：615,365,000港元)。於二零二零年三月三十一日，本集團的流動比率為1.22倍(二零一九年：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 operates three manufacturing business streams on three major production centres in the PRC, two of which are based in Songgang, Baoan District, Shenzhen City (“Shenzhen”) and Shixing County, Shaoguan City (“Shixing”), Guangdong Province. The third production centre is located in Dushan County, Guizhou Province (“Dushan”). The Group’s production base is supplemented by an additional facility in Johor Babru, Malaysia for the production of motor drives and motor drive-related products.

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

### 業務回顧

#### 製造業務

本集團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貴州省獨山縣（「獨山」）。本集團的生產基地亦包括於馬來西亞新山開設的另一所生產電機驅動器及電機驅動產品的工廠。

本年度，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。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。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW *(continued)*

#### Manufacturing Businesses *(continued)*

##### **Electrical and Electronic Products Business Segment**

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

During the Year, due to a volatile external business environment, overall sentiment for consumer products weakened. The external turnover of this segment decreased by 30.4% to HK\$2,202,402,000 during the Year (2019: HK\$3,166,417,000). This segment remained a major contributor, accounting for 70.7% of the overall turnover of the Group, in the Year under review. In spite of the less satisfactory performance, profitability of this segment maintained in the first three quarters, thanks to the segment's genuine and continues efforts in maintaining proper cost control and optimisation of labour efficiency. The segment had proactively lowered the production of robotic vacuum cleaners ("RVC") for a better balance of production schedule given that the additional production capacity of the Group in Dushan centre has not yet been commissioned, which helped the segment to better utilise existing capacities and streamline manpower usage, and thus, alleviated the pressure on the segment profit. Segment profit increased by 74.3% to HK\$162,172,000 during the Year (2019: HK\$93,035,000).

Looking ahead, the segment will remain prudent and will adopt a more conservative approach in the short-run in order to control its risk exposure to the external instabilities. For the long-term development, the segment will continue to strategically realign its product mix and customer portfolio to enable more diversified yet selective business activities.

### 業務回顧 *(續)*

#### 製造業務 *(續)*

##### **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。

於本年度，由於外在營商環境波動，對消費產品的意慾減低。本業務分類於本年度的對外營業額減少30.4%至2,202,402,000港元(二零一九年：3,166,417,000港元)。於回顧年度內，本業務分類仍為主要收入來源，佔本集團整體營業額的70.7%。儘管業績未如理想，惟本業務分類在妥善控制成本及改善勞工效率方面持續不懈努力，使本業務分類於首三個季度的盈利能力維持相若。由於本集團尚未投入於獨山中心的額外產能，本業務分類積極減產吸塵機械人(「吸塵機械人」)，使生產時間表更為平衡，有助本業務分類更能善用現有產能及精簡人力資源，從而紓解本業務分類的盈利壓力。本年度，分類溢利增加74.3%至162,172,000港元(二零一九年：93,035,000港元)。

展望將來，本業務分類於短期內將保持謹慎，並採取較為保守的方針以控制外在不穩定因素產生的風險。就長遠發展而言，本業務分類將繼續對產品組合及客戶組合進行策略性重整，務求實現更多元化兼具針對性的業務。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW (continued)

#### Manufacturing Businesses (continued)

#### Electrical and Electronic Products Business Segment (continued)

##### Robotics sector

This sector has established a long-lasting and strong foundation in niche home-use robotics manufacturing market successfully together with its long collaborated renowned global customer. However, as a result of the escalated Sino-US trade tension and associating tariffs, sector sales inevitably affected and order placement of RVC products became conservative.

In order to stay competitive, efforts were placed to rebalance the production schedule and improve production efficiency of existing production plants through optimisation on automation and further upgrade towards industry 4.0 during the Year so as to serve our major customer even better. As a result, a more balanced production planning and efficiency enhancement allowed the sector to seek for profit margin improvement in the longer term.

##### Juvenile products and smart products sectors

Juvenile products sector focuses on baby gears and juvenile education products, particularly targeting STEAM related electronic products and smart products sector focuses on electronic gadget which interrelate with computing devices like smartphone and tablet. Being an integrated one-stop personal consumer product solutions provider, the sectors are at an advantageous position to ride on its OEM+ services platform, together with its shrewd market acumen, outstanding technical know-how, extensive manufacturing experience and long-term partnership with the internationally renowned consumer of electronic products brands, to gain business opportunities with start-ups brands from more diversifying industries and grow with these potential rising stars.

### 業務回顧 (續)

#### 製造業務 (續)

#### 電器及電子產品業務分類 (續)

##### 機械人分類

此分類與其全球知名的客戶兼長期合作夥伴攜手，成功在家用機械人生產市場上奠定持久而牢固的基礎。然而，由於中美貿易緊張局勢升溫以及相關關稅問題，分類銷售不免受到影響，吸塵機械人產品的訂購亦趨向保守。

為保持競爭力，我們於本年度致力於透過改善自動化及進一步升級至工業4.0，從而重新平衡生產時間表及提高現有生產工廠的生產效率，為主要客戶提供更佳服務。因此，更為平衡的生產規劃及提高效率使此分類可尋求長遠改善利潤率。

##### 少兒產品及智能產品分類

少兒產品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，而智能產品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。作為一家綜合型、一站式的個人消費產品方案供應商，此分類利用其OEM+服務平台，加上其獨具市場觸覺、擁有過人技術知識、豐富生產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，使此分類佔盡優勢，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。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW (continued)

#### Manufacturing Businesses (continued)

##### Electrical and Electronic Products Business

###### Segment (continued)

###### Juvenile products and smart products sectors (continued)

Since the beginning of the COVID-19 epidemic in early 2020, some new projects in the sectors were put on hold and demand was adversely impacted due to worsening market sentiment. However, the sectors' diversified product portfolio mitigated the impact from these factors because some product lines benefited from the stay-at-home concept, particularly the baby gears and juvenile STEAM education products, and hence, the sales surged.

The segment continually made some good progress and further enriched the product and customers portfolio in both juvenile products and smart products sectors. During the Year, the sector has secured the business for the manufacture of two new educational robots and successfully became the sole supplier for the concerned products at this initial stage for a Taiwan-based multinational computer and phone hardware and electronics company.

Overall, the sectors will continue to develop new products to existing customers and explore new opportunities to enrich the existing customer portfolio to further diversify risks. With a strong commitment in providing differentiated services and reinforcing its competitive advantages, the sectors will continue to invest in its product design and engineering capabilities R&D. The sectors believe these products would become another rising stars and will stay devoted to uncovering more potential ones in the future ahead.

### 業務回顧 (續)

#### 製造業務 (續)

##### 電器及電子產品業務分類 (續)

###### 少兒產品及智能產品分類 (續)

自二零二零年初爆發2019新型冠狀病毒病疫情後，由於市場情緒惡化，此分類的個別新項目已被擱置，以及需求受到不利影響。然而，此分類的多元化產品組合成功緩解以上因素的影響，原因是部份產品系列受惠於留守家中的抗疫方式，特別是嬰兒用品及少兒STEAM教育產品的銷量因而激增。

本業務分類持續取得不俗成績，並進一步豐富少兒產品及智能產品分類的產品及客戶組合。於本年度，此分類已確保生產兩款新型教育機械人的業務，並於此初步階段成為一家駐於台灣的跨國電腦及電話硬件以及電子產品公司就有關產品的唯一供應商。

整體而言，此等分類將繼續為現有客戶開發新產品，以及探索豐富現有客戶組合的新商機以進一步分散風險。此等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。此等分類相信，此等產品將會成為新亮點，並在未來繼續致力於日後發掘更具潛力的產品。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW *(continued)*

#### Manufacturing Businesses *(continued)*

##### **Diversification of production solutions**

In view of the limitation of utilisation rate at the Shenzhen centre, the segment is driving higher operational efficiency through geographic diversification of manufacturing solution. However, due to a delay in the handover of the factory premises by the Dushan County government, the capacity expansion plan has been postponed. This in turn opened additional opportunities of expanding production base diversification to countries outside of the PRC, in particular, to Southeast Asian countries to tailor to customers' requests and in the longer run, to enhance the segment's profitability. Future strategies will remain conservative and selective with this segment for better risk assessment. To this end, the segment has been assessing the feasibility of establishing a presence in the Republic of the Union of Myanmar, and the process has inevitably been held up since early 2020 due to the COVID-19 pandemic.

##### **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 DC motors. The segment's major facilities are currently located in Shixing centre and Dushan centre, supplemented by the production facility 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. The segment business has been categorised into four sectors for separate markets for motors, namely automobiles, office automation equipment, toys, and household appliance.

### 業務回顧 *(續)*

#### 製造業務 *(續)*

##### **多元化的生產方案**

鑑於深圳中心的可使用率有限，本業務分類計劃透過提供不同地區的生產方案以提升營運效率。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。反過來看，這卻成為將生產基地拓展至中國以外地區（特別是東南亞），來迎合客戶需求及長遠提高分類盈利能力的良機。本業務分類的未來策略將維持保守及具針對性，以便進行更全面的風險評估。為此，本業務分類一直評估於緬甸聯邦共和國設立廠房的可行性，惟有關進程自二零二零年初起因2019新型冠狀病毒病疫情而無可避免地停滯。

##### **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配合先進技術，可支持業務分類為客戶打造創新而可靠的產品方案。本業務分類分為四個不同電機市場的分類，即汽車、辦公室自動化設備、玩具及家庭電器。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW *(continued)*

#### Manufacturing Businesses *(continued)*

##### Motors Business Segment *(continued)*

Affected by the Sino-US trade dispute and the pandemic outbreak, some projects were being delayed with some customers showing extra conservatism in placing orders. Hence, besides for toys sector, revenue from other three sectors decreased moderately, in particular, the automobiles sector recorded a significant decline in orders during the Year, as a result of the general economic downturn. Benefitted from the lockdown and stay-at-home order, there were noticeable increases in the demand of our motor products driven from online sales for certain items such as smart vacuum cleaner from February 2020. The segment also managed to resume production in a short notice after the Chinese New Year holiday as most of the employees were local citizens in the particular regions. The swift reaction has allowed the segment to capture the opportunities, gaining orders from peers through high-quality products delivered in a timely manner.

As a result of the aforementioned impacts, overall segment external turnover dropped by 14.0% to HK\$836,745,000 during the Year (2019: HK\$972,817,000). Gross profit margin was slightly improved as a result of the continuous enhancement of automation, the depreciation of RMB against the U.S. dollars, and the achievement of the progress of cost savings. However, primarily due to the decreased sales volume, the increased depreciation expenses and the decrease in government subsidies income recognised during the Year, segment profit margin was subsequently affected and recorded a decrease of 20.0% to HK\$45,410,000 (2019: HK\$56,793,000).

Moving ahead with the uncertain macro environment and development of the COVID-19, we observe that consumer confidence remains weak and most industries, particularly the automobile industry, are facing the harshest operating environment ever. Hence, the segment will adopt a prudent and cautious approach in implementing the following strategies on the segment:

### 業務回顧 *(續)*

#### 製造業務 *(續)*

##### 電機業務分類 *(續)*

受中美貿易糾紛及疫情影響，個別項目已延遲，部份客戶於訂購時亦顯得格外保守。因此，除玩具分類外，其他三個分類的收益均溫和下跌，當中尤以汽車分類的訂單於本年度因整體經濟衰退而大跌。但受惠於封關及居家令，自二零二零年二月智能吸塵機等若干產品的線上銷售增加，帶動對我們的電機產品的需求顯著增加。由於本業務分類大部份員工為所屬工廠附近的當地人，因此於中國農曆新年假期後，亦能於短時間內恢復生產。本業務分類的迅速反應亦有助把握商機，透過準時交付優質產品贏得來自行業同儕的訂單。

由於上文所述因素，本年度此業務分類的整體對外營業額下跌14.0%至836,745,000港元(二零一九年：972,817,000港元)。由於持續加強自動化、人民幣兌美元貶值，以及削減成本取得成果，因此毛利率輕微改善。然而，主要由於本年度確認的銷量減少、折舊開支增加及政府補貼收入減少，故分類利潤率其後受影響，錄得減少20.0%至45,410,000港元(二零一九年：56,793,000港元)。

展望未來，礙於宏觀環境的不確定性及2019新型冠狀病毒病的發展，我們觀察到消費者信心依然疲弱，加上各行業，特別是汽車業，正面臨史無前例的嚴峻經營環境。因此，本業務分類將慎而重之地實施以下策略：

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW (continued)

#### Manufacturing Businesses (continued)

##### Motors Business Segment (continued)

- (i) *Cost control and automation optimisation*  
Due to the pandemic, the global economy is expected to contract, and the full impact has not yet been fully revealed. In order to stay competitive among peers, the segment will look for efficient cost control, instead of price increase, in order to seek margin protection. Expecting a chained effect from the economic downturn, the segment will also increase its automation level in order to lower unit cost and further enhance profitability.
- (ii) *Diversification of production solutions*  
As a measure to response to the Sino-US trade dispute, some of the segment's overseas customers also demanded a more agile and diversified production solutions. To cater for their needs, the segment has since taken action, exemplified by the production line relocation from the PRC to Malaysia for a Korean customer during the Year. As there could be an increasing demand in similar solutions, the segment will seek for other cost-effective production bases in Southeast Asia with a view to reduce the adverse impact of the Sino-US trade dispute, while further streamlining the cost structure by localising its supply chain and hiring labour from the domestic market. The production line relocation plan will implement in accordance with the principle of gradual and orderly progress, and its schedule will be reviewed and adjusted on a regular basis, in accordance with the changes in macroeconomy and the internal cash flows.
- (iii) *Continuous R&D and customer diversification*  
Over the past years, the segment has been advancing its R&D capability and developed various types of motor products. During the Year, the segment was able to advance the development of large size motor and brushless motor to the final stage, and trial production and sizable orders are expected in the upcoming year. Leverage the strong R&D capability, the segment will also continue to diversify its customer base into different sectors, exploring new revenue streams and minimising the potential risk of industry downturn from any particular industry.

### 業務回顧 (續)

#### 製造業務 (續)

##### 電機業務分類 (續)

- (i) *控制成本及提升自動化水平*  
受疫情影響，預期全球經濟將會萎縮，而疫情的全部影響仍未完全浮現。為了在同業之間保持競爭力，本業務分類將透過高效成本控制而非加價，藉此維持利潤。經濟下滑勢必帶來連鎖效應，本業務分類亦將提升自動化水平，從而降低單位成本及進一步提升盈利能力。
- (ii) *多元化生產方案*  
作為應對中美貿易糾紛的措施，本業務分類的部份海外客戶亦要求更靈活、更多元化的生產方案。為迎合彼等的需求，本業務分類已付諸行動。於年內為一名韓國客戶將生產線從中國遷往馬來西亞就是例證。鑑於對類似方案的需求可能會不斷增加，本業務分類將於東南亞尋找其他具成本效益的生產基地，旨在減低中美貿易糾紛的不利影響，同時透過本地化供應鏈及從本地市場聘請勞工，以進一步精簡成本架構。生產線搬遷計劃將按循序漸進的原則實行，並視乎宏觀經濟及內部現金流的變化，定期評估及調整搬遷進度。
- (iii) *繼續研發及拓闊客戶*  
過去多年，本業務分類不斷增強研發實力，開發出各款電機產品。於本年度，本業務分類的大型電機及無刷電機開發工作已踏入最後階段，明年可望進行試產及接收大宗訂單。憑藉強大的研發實力，本業務分類亦將繼續拓闊不同行業的客戶群、開拓全新收益來源以及減低任何特定行業不景帶來的潛在風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW *(continued)*

#### Manufacturing Businesses *(continued)*

##### **Glass Technology and Application Segment**

This segment is primarily engaged in 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 on domestic sales in the PRC with a small amount of manufactured glass export sales. The segment operates through its sole facilities in Dushan centre.

As disclosed by the Group in the past, the segment continued to encounter difficulties in collecting receivables from certain government projects in Dushan County area. Upon the Company's strategic review of its investment in the segment in view of its less-than-expected contribution to the Group's turnover and profitability and the low working capital turnover rate that hindered the growth potential of the business, it is decided that the Group should no longer invest and realise any resources possible to be used to generate revenue and income from the other business segments of the Group. After the Year under review, on 20 April 2020, the Group entered into an agreement pursuant to which the Group agreed to dispose of all operating subsidiaries of the segment for a consideration of RMB34,500,000 (equivalent to approximately HK\$38,390,000) to Guizhou Lianwei Investment Company Limited. Due to the gain on disposal upon completion of this sale and purchase agreement, the net asset value of the Group has been improved by an amount of approximately HK\$2,101,000. The proceeds from the disposal will be used as general working capital of the Group and for its future business development.

### 業務回顧 *(續)*

#### 製造業務 *(續)*

##### **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。本業務分類透過位於獨山中心的唯一設施經營。

誠如本集團過往所披露，本業務分類就獨山縣區域的若干政府項目收取應收款項時繼續遭遇困難。經過本公司對於其於本業務分類的投資進行戰略檢討，該業務分類對本集團營業額及盈利能力的貢獻遜於預期，營運資金周轉率偏低影響業務的增長潛力，因此決定本集團不應繼續投資，並應盡量將該投資變現並把可得資源用於本集團其他業務分類，以創造收益及收入。於二零二零年四月二十日，即本年度後，本集團訂立協議，據此，本集團同意以代價人民幣34,500,000元（相當於約38,390,000港元）將此業務分類之所有營運附屬公司出售予貴州聯威投資有限責任公司。由於完成買賣協議後所得出售收益，本集團之資產淨值提升約2,101,000港元。出售事項之所得款項將用於本集團之一般營運資金及未來業務發展。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW *(continued)*

#### Manufacturing Businesses *(continued)*

##### **Newly Established House Brand**

With over 30 years of experience in the electrical and electronics products manufacturing industry, the Company has always sought to deliver high-quality and technology-driven production to customers. As the market became increasingly competitive with growing cost pressure, at the beginning of 2020, the Company had taken revolutionary steps to establish a health care product business line under its house brand, “Kin Yat Health” commencing the production and sale of adult and child disposal facial masks. With the Group’s solid industrial foundation, the Group has utilised with existing core advanced production equipment, invested resources and manpower, new testing and production machinery and equipment.

In response to the COVID-19 epidemic and in view of the demand for the Group’s internal employee use, the Group started to conceive a mask production plan in around February 2020 with the benefits of utilising appropriate existing production facilities. Up to the date of this annual report, the Group is able to offer a maximum production capacity of approximately 500,000 pieces of masks per day and has been able to offer EN14683 type 2R (non-sterile) and ASTM-F2100 Level 2 qualified (including but not limited to both BFE and PFE  $\geq$  98%) non-medical face masks for adults and teens under the “Kin Yat Health” brand. Our face masks are UV + Ozone disinfected and are available for sale at various online and offline sales points. In addition, the “CE marking” validation for our face mask products has also been obtained.

Going forward, in an effort to diversify risk raised by macroeconomy and geopolitical issues, the Group intends to allocate more available resources and production capabilities on newly established house brand - “Kin Yat Health” - to further develop the business line by enhancing its product portfolio to include, inter alia, various products for sterilisation and purification as medical products other than face masks.

### 業務回顧 *(續)*

#### 製造業務 *(續)*

##### **創立自家品牌**

本公司於電器及電子產品製造行業擁有逾30年經驗，一直致力為客戶提供優質及科技引領的生產方案。隨著市場競爭日趨激烈，加上成本壓力愈來愈大，於二零二零年初，本公司踏出革命性的一步，以自家品牌「建溢康」創立健康產品業務，開始生產及銷售成人及兒童即棄口罩。憑藉本集團鞏固的工業基礎，本集團利用現有核心先進生產設備，並且投放資源、人力及全新的測試及生產機械設備。

為應對2019新型冠狀病毒病大流行，以及供給本集團僱員的內部所需，本集團於二零二零年二月前後開始構思利用現有的合適生產設施生產口罩的計劃。截至本年報日期，本集團已達到每日生產最多約500,000片口罩的產能，而「建溢康」品牌旗下的非醫療級成人及青年口罩符合EN14683 type 2R (非無菌) 及ASTM-F2100 Level 2標準(包括但不限於細菌過濾效率及顆粒過濾效率均高於98%)。我們的口罩經過紫外光及臭氧消毒，並於多個線上及線下零售點發售。此外，我們的口罩產品已取得歐盟「CE標誌」驗證。

展望未來，為分散宏觀經濟及地緣紛爭所產生的風險，本集團有意分配更多可用資源及產能於新成立的自家品牌「建溢康」，在口罩產品系列以外添加(其中包括)各種殺菌及消毒產品等醫療產品，以進一步發展業務。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW (continued)

#### Non-manufacturing Businesses

##### Real Estate Development Business Segment

During the Year, this segment continued its engagement in the 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\$1,574,000 during the Year (2019: a loss of HK\$402,000), as a result of the profit recognised with respect to *The Royale Cambridge Residences* project in the Year was not more than offset by the administrative expenses in relation to *The Jardin Montsouris* project which was at pre-sale stage.

- (i) *The Royale Cambridge Residences*  
Since beginning of March 2020, the relevant final acceptance of construction was obtained and hence the turnover in relation to the pre-sale of the property units in the past and during the Year of HK\$75,074,000 was recognised as at 31 March 2020 (2019: Nil).

According to the statistics from Guizhou Provincial Statistics Bureau, the total sales of residential units in Guizhou Province was inevitably affected by the COVID-19 adversely. Sales momentum of the project in Dushan also slowed in general during the Year with appropriately 40 units sold up to the date of this annual report. Given a conservative allocation of resources into the Group's real estate development business, cashflow generated from the pre-sale of the project was partly ploughed back into the second real estate development business of the Group in Dushan, the Group has put on hold further development of the phase II of this project. Although the segment expects there could be a boost in the sales growth when the Guiyang-Nanning high-speed train station near the site of the project is fully operational years later, the segment has on the other hand been exploring the possibility for realising the project as a whole rather than selling the units to individual end-users.

### 業務回顧 (續)

#### 非製造業務

##### 房地產發展業務分類

於本年度，本業務分類繼續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。

於本年度，本業務分類的虧損為1,574,000港元(二零一九年：虧損402,000港元)，原因為於本年度就劍橋皇家項目確認的溢利低於在預售階段之蒙蘇里花園的相關行政開支所抵銷。

- (i) 劍橋皇家  
自二零二零年三月初，本集團已取得相關竣工驗收，因此於二零二零年三月三十一日確認於過往及本年度預售物業單位的相關營業額75,074,000港元(二零一九年：無)。

根據貴州省統計局的數據顯示，貴州省的住宅單位總銷量不免受到2019新型冠狀病毒病的不利影響。於本年度，獨山項目的銷售走勢整體上亦有所放緩，截至本年報日期已售出約40個單位。鑑於本集團的房地產發展業務獲分配的資源相對保守，有關項目的預售所產生的部份現金流已撥回至本集團於獨山的第二項房地產發展業務，而本集團已暫緩此項目的第二期進一步發展。儘管此業務分類預期，當鄰近項目現址的貴陽—南寧高鐵站於數年後全面運作，有可能刺激銷售增長，惟另一方面，此業務分類一直探索變現整個項目，而非將單位售予個別最終用戶的可能性。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OPERATIONAL REVIEW (continued)

#### Non-manufacturing Businesses (continued)

##### Real Estate Development Business Segment (continued)

###### (ii) *The Jardin Montsouris*

This resettlement project is located in a site opposite to our *The Royale Cambridge Residences* project. The project was developed with an aim of providing housing for residents in need of shanty town relocation owing to resettlement. However, there has been a delay in development and sales of the property unit mainly due to delay in the implementation of shanty town relocation policy during the Year.

Construction works of Phase I of this project are ongoing, in particular, the superstructure for No. 1 residential tower and No. 19 and No. 20 commercial blocks were fully completed, while the superstructure for the 32 storey-high No. 2 residential tower was completed up to the 18<sup>th</sup> floor. The No. 1 and No. 2 residential towers will be first offered to the market with a total saleable floor area for residential units of approximately 65,000 square metres. With the pre-sale of *The Jardin Montsouris* units started this Year, approximately 140 units were contracted to pre-sale to qualified residents who are affected by residential relocation or independent property buyers for a total approximately RMB60,000,000 up to the date of this annual report. Prepayment amounting to approximately RMB40,700,000 were received. The segment will continue to construct more units to cope with the resettlement demand in particular and plans to commence the selling of the commercial property units there.

The management remains cautiously confidence that these real estate 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.

### 業務回顧 (續)

#### 非製造業務 (續)

##### 房地產發展業務分類 (續)

###### (ii) 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。此項目旨在為因棚戶區改造而需要安置的居民提供住房。然而，主要由於本年度期間棚戶區改造政策的實施滯後，使物業單位的發展及銷售延後。

此項目的第一期發展目前正在施工中，特別是一號住宅大樓以及十九號及二十號商業大樓的上層結構已竣工，而樓高32層的二號住宅大樓的上層結構已興建至18樓。一號及二號住宅大樓將率先推出市場，住宅單位的可銷售總樓面面積約65,000平方米。蒙蘇里花園的單位於本年度開始預售，截至本年報日期，約140個單位已訂約預售予受搬遷影響的合資格居民或獨立物業買家，總售價約為人民幣60,000,000元。至今已收取預付款項約人民幣40,700,000元。本業務分類將繼續興建更多單位，特別是為應付重置需求，並計劃開始發售商業物業單位。

管理層保持審慎樂觀，有信心該等房地產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。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUTLOOK

The outbreak of the COVID-19 epidemic since early 2020 has posed a tremendous challenge to the overall global economy and the Group's business operation, on top of the unsettled Sino-US trade dispute and aftermath of Brexit. In view of these circumstances, the Group will closely monitor the situation and react proactively to minimise the impact of the difficult times. Through implementing the following strategies, the Group strives to continue stabilise the traditional business segments by leveraging on its long-standing relationship with the international renowned brands and expertise in offering value-added product solutions to alleviate the external impact, while continues to maintain market competence and business sustainability by proactively exploration of new business opportunities and stringent cost control over operation.

The Group will continue to leverage its growing technical know-how and production capabilities in the pursuit of differentiating business into the B2C market. In early 2020, the Group has taken the first step in the establishment of the new retail house brand "Kin Yat Health" mask series and developed a basic network of online and offline sales channels. Riding on this foundation, in the mid-term, we are planning to build a new stream of healthcare products, including but not limited to protective clothing, protective equipment and disinfection products. In the long-term, we will further enrich our retail brand portfolio in other areas where synergies with our experience and production capabilities, with an aim to extend the Group's revenue streams and enhance profitability, while maintain the Group's competence in the market.

### 前景

全球經濟及本集團的業務營運本來已面臨中美貿易糾紛遲遲未決以及英國脫歐的後患，而二零二零年初爆發2019新型冠狀病毒病疫情再添一項巨大挑戰。有見及此，本集團將密切監察情況及積極應對，盡量減低逆境的影響。透過採取以下策略，本集團善用與國際知名品牌的長期合作關係以及提供增值產品方案的專業知識，致力繼續穩守傳統業務分類，藉此紓緩外圍衝擊，同時透過積極開拓新商機及嚴格控制經營成本，繼續保持市場實力及業務可持續性。

本集團將繼續利用與日俱增的技術知識及生產實力，在B2C(企業對消費者)市場追求與眾不同的業務。於二零二零年初，本集團已踏出創立自家零售品牌「建溢康」口罩系列的第一步，並建立基本的線上及線下銷售渠道網絡。以此為基礎，我們的中期計劃是打造全新的健康產品系列，包括但不限於保護衣物、防護設備及消毒產品。長遠而言，我們將進一步於其他與我們的經驗及生產實力具有協同效應的領域豐富零售品牌組合，旨在拓展本集團的收益來源及提高盈利能力，並保持本集團的市場實力。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUTLOOK *(continued)*

In addition to widening income sources, the Group is actively adhering to enhancing profitability through continuous automation upgrade, strengthening R&D capabilities and better internal control measures. The Group will take this opportunity to further streamline its business process in order to maintain the leanest cost structure possible, in preparation for the upcoming challenges and opportunities when the global condition recovers. Specifically, the Group will continue focus on stringent cost control measures over raw materials and labour cost. Also, the Group will remain selective and prudent on its investment and be open to opportunities in disposing of non-profitable assets to maintain stable cashflow when necessary.

Meanwhile, the Group is also actively seeking for production capacity expansion to locations with geographical proximity and better plant resources, with preference to Southeast Asian countries in order to reduce the potential impact of the Sino-US trade dispute or geopolitical policy changes, while further streamlining the cost structure by localising its supply chain and hiring labour from the domestic market.

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.

### DIVIDENDS

In order for the Company to accumulate war chest to cope with the uncertainties in the future and to conserve cash in COVID-19 scenario, the Board has resolved not to declare any final dividend for the Year (2019: Nil).

### 前景 *(續)*

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，矢志提高盈利能力。本集團將藉此機會進一步把業務流程去蕪存菁，維持最精簡的成本架構，準備迎接目前挑戰及於全球局勢好轉後的機遇。具體而言，本集團將繼續專注於嚴格的原材料及勞工成本控制措施。同時，本集團將繼續謹慎挑選投資，並於有需要時考慮出售非盈利性資產的機會以保持穩定的現金流。

同時，本集團亦積極尋求擴充產能，進駐地理位置較近及工廠資源更充足的地區，以東南亞國家為首選，從而減少因中美貿易糾紛或地緣政治而引起政策變動的潛在影響，以及透過本地化其供應鏈及從當地市場聘請勞工，進一步精簡成本架構。

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。

### 股息

為累積本公司之戰略儲備以應對未來的不確定性以及2019新型冠狀病毒病疫情持續期間保存現金，董事會議決不宣派本年度之末期股息（二零一九年：無）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL CONDITIONS, LIQUIDITY AND FINANCIAL RESOURCES

The Group primarily used its internally generated cash flows 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 31 March 2020, the Group had time deposits of HK\$14,641,000 (31 March 2019: HK\$13,754,000), cash and bank balances of HK\$256,606,000 (31 March 2019: HK\$227,170,000), and net current assets of HK\$283,068,000 (31 March 2019: net current liabilities HK\$192,183,000). As at 31 March 2020, shareholders' equity was HK\$1,225,920,000 (31 March 2019: HK\$1,205,512,000). Total consolidated banking facilities of the Group from all banks as at 31 March 2020 amounted to approximately HK\$832,479,000 (31 March 2019: HK\$917,563,000). As at 31 March 2020, total bank borrowings amounted to HK\$676,809,000 (31 March 2019: HK\$810,106,000).

As at 31 March 2020, the bank borrowings of the Group was repayable within one year amounted to HK\$413,243,000 (31 March 2019: HK\$810,106,000) and the remaining balance of HK\$263,566,000 (31 March 2019: Nil) was repayable within second to fifth years.

As at 31 March 2020, the current ratio of the Group (current assets divided by current liabilities) was maintained at 1.22 times (31 March 2019: 0.91 times) and the gearing ratio of the Group (total bank borrowings divided by total equity) was 55.2% (31 March 2019: 67.0%).

### CAPITAL STRUCTURE

As at 31 March 2020, 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. There was no change in the share capital of the Company during the Year.

### 財務狀況、流動資金及財務資源

本集團主要以其內部產生的現金流及銀行融資為其營運及業務發展提供資金。本集團一向在財務管理方面奉行審慎及保守政策。於二零二零年三月三十一日，本集團的定期存款為14,641,000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256,606,000港元（二零一九年三月三十一日：227,170,000港元），而流動資產淨額為283,068,000港元（二零一九年三月三十一日：流動負債淨額192,183,000港元）。於二零二零年三月三十一日，股東權益為1,225,920,000港元（二零一九年三月三十一日：1,205,512,000港元）。於二零二零年三月三十一日，本集團從各銀行獲取的綜合銀行融資總額約為832,479,000港元（二零一九年三月三十一日：917,563,000港元）。於二零二零年三月三十一日，銀行總借貸為676,809,000港元（二零一九年三月三十一日：810,106,000港元）。

於二零二零年三月三十一日，本集團須於一年內償還之銀行借貸為413,243,000港元（二零一九年三月三十一日：810,106,000港元），須於兩年至五年內償還之餘額為263,566,000港元（二零一九年三月三十一日：零）。

於二零二零年三月三十一日，本集團流動比率（流動資產除以流動負債）維持於1.22倍（二零一九年三月三十一日：0.91倍）；而本集團資本負債比率（銀行借貸總額除以權益總額）為55.2%（二零一九年三月三十一日：67.0%）。

### 資本結構

於二零二零年三月三十一日，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。本公司之股本於本年度概無變動。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CHARGE ON THE GROUP'S ASSETS

There was no charge on the Group's assets as at 31 March 2020 (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 U.S. 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.

### INTEREST RATE RISK

The Group's financial facilities are denominated in Hong Kong dollars and RMB and interests on bank borrowings are chargeable based on certain interest margin over the Hong Kong Interbank Offered Rate and the People's Bank of China lending rate which are therefore of floating rate in nature. The Group has not entered into any interest rate risk hedge to mitigate exposure to interest rate risk during the Year.

### 本集團的資產抵押

於二零二零年三月三十一日，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，管理層會不時對外匯風險作出檢討及監察，並將於適當及需要時考慮對沖重大外幣風險。

### 利率風險

本集團之財務融資以港元及人民幣計值，而銀行借貸之利息乃按香港銀行同業拆息及中國人民銀行貸款利率加若干息差計算，因此其性質為浮動利率。於本年度，本集團並未進行任何利率風險對沖以減輕利率風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2020, the Group employed around 8,600 full-time employees, of which less than 110 of them were stationed in Hong Kong headquarters with the remaining working in the PRC and Malaysia.

The Board's remuneration committee of the Company made recommendation to the Board on the policy and structure of the Company for all remuneration of Directors, 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's staff welfare and allowances in accordance with the 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.

### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 18 August 2020 to Friday, 21 August 2020, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the annual general meeting of the Company to be held on Friday, 21 August 2020, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 17 August 2020.

#### Cheng Chor Kit

*Chairman and Chief Executive Officer*

Hong Kong, 29 June 2020

### 僱員及薪酬政策

於二零二零年三月三十一日，本集團聘有約8,600名全職僱員，其中駐守香港總部的僱員不到110位，其餘則於中國及馬來西亞工作。

本公司之董事會轄下薪酬委員會就本公司有關全體董事薪酬的政策及架構向董事會提出建議，及參照董事會所訂之企業方針及目標、職責和本集團及市場內同類職位的實際情況，來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。

### 暫停辦理股份過戶登記

本公司之股東名冊將於二零二零年八月十八日(星期二)至二零二零年八月二十一日(星期五)(包括首尾兩日)期間內暫停辦理股份過戶登記手續。如欲符合資格出席本公司於二零二零年八月二十一日(星期五)舉行之股東週年大會及於大會上投票，所有股份過戶文件連同相關股票必須於二零二零年八月十七日(星期一)下午四時三十分前送交至本公司位於香港灣仔皇后大道東183號合和中心54樓之香港股份過戶登記處卓佳登捷時有限公司，以辦理股份過戶登記手續。

#### 鄭楚傑

*主席兼行政總裁*

香港，二零二零年六月二十九日

# BIOGRAPHICAL DETAILS OF THE DIRECTORS

## 董事履歷詳情

### EXECUTIVE DIRECTORS

Mr. Cheng Chor Kit, aged 68, is the chairman and chief executive officer of the Company. He is the founder of the Group and is responsible for the Group's overall operation and strategic planning. He is also a member of the Board's remuneration committee and nomination committee. Mr. Cheng currently is a Standing member of the 12<sup>th</sup> Shaoguan Committee of the Chinese People's Political Consultative Conference (the "CPPCC") and also a former member of the Guangdong Provincial Committee of the CPPCC. Mr. Cheng has over 40 years of experience in the toy industry.

Mr. Fung Wah Cheong, Vincent, aged 64, is an executive Director since August 2005 and is responsible for the corporate and business management of the Group. He is also a member of the Board's remuneration committee and nomination committee. Mr. Fung holds a Master of Science Degree in engineering business management and has over 30 years of experience in the toy industry. Prior to joining the Group, he worked as an engineering director in a sizeable toys manufacturing and distribution company.

Mr. Liu Tat Luen, aged 55, is an executive Director since December 2009. Mr. Liu holds a Bachelor Degree in Science (Quantity Surveying) from the University of Hong Kong and a Master Degree in Business Administration from the Chinese University of Hong Kong. Prior to joining the Company, Mr. Liu served as a director and a responsible officer in a corporate finance advisory firm (type 6 regulated activities under the Securities and Futures Ordinance (the "SFO") in Hong Kong and has over 20 years of working experience in the financial industry in Asia as a whole.

### 執行董事

鄭楚傑先生，六十八歲，本公司主席兼行政總裁。彼為本集團創辦人，並負責本集團整體營運及策略規劃。彼亦為董事會轄下薪酬委員會及提名委員會成員。鄭先生現為中國人民政治協商會議（「中國人民政治協商會議」）第十二屆廣東省韶關市委員會常務委員，亦曾歷任中國人民政治協商會議廣東省委員會委員。鄭先生於玩具業擁有逾四十年經驗。

馮華昌先生，六十四歲，自二零零五年八月起出任執行董事並負責本集團企業及業務管理。彼亦為董事會轄下薪酬委員會及提名委員會成員。馮先生持有工程業務管理理學碩士學位，於玩具業擁有逾三十年經驗。於加入本集團前，彼曾於一間大型玩具製造及分銷公司任職工程總監。

廖達鸞先生，五十五歲，自二零零九年十二月起出任執行董事。廖先生持有香港大學之工料測量理學士學位，並持有香港中文大學之工商管理碩士學位。於加入本公司前，廖先生於香港一間企業融資諮詢公司（可進行香港證券及期貨條例（「證券及期貨條例」）項下第6類受規管活動業務）出任董事及負責人員職務，且於整個亞洲金融行業擁有逾二十年之工作經驗。

# BIOGRAPHICAL DETAILS OF THE DIRECTORS

## 董事履歷詳情

### EXECUTIVE DIRECTORS *(continued)*

Mr. Cheng Tsz To, aged 33, is an executive Director since June 2014. After graduating with a Master's degree of Engineering in Mechatronics with honors from the University of Sheffield, the United Kingdom, Mr. Cheng joined the Group in 2010. He is a son of Mr. Cheng Chor Kit, the executive Director and the controlling shareholder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules")) of the Company and is the younger brother of Mr. Cheng Tsz Hang, the executive Director of the Company.

Mr. Cheng Tsz Hang, aged 36, is an executive Director since March 2016. After studied Physics and Mathematics in the Loughborough University, the United Kingdom, Mr. Cheng joined the Group in 2007. He is the chief executive officer of the motor business segment of the Group since July 2013. Mr. Cheng is a son of Mr. Cheng Chor Kit, the executive Director and the controlling shareholder (as defined under the Listing Rules) of the Company and is the elder brother of Mr. Cheng Tsz To, the executive Director of the Company.

### 執行董事 *(續)*

鄭子濤先生，三十三歲，自二零一四年六月起出任執行董事。於英國謝菲爾德大學畢業及取得機械電子學榮譽碩士學位後，鄭先生於二零一零年加入本集團。彼為本公司執行董事兼控股股東（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））鄭楚傑先生之兒子及本公司執行董事鄭子衡先生之胞弟。

鄭子衡先生，三十六歲，自二零一六年三月起出任執行董事。於英國拉夫堡大學修讀物理及數學後，鄭先生於二零零七年加入本集團。彼自二零一三年七月起為本集團電機業務分類之行政總裁。鄭先生為本公司執行董事兼控股股東（定義見上市規則）鄭楚傑先生之兒子及本公司執行董事鄭子濤先生之胞兄。

# BIOGRAPHICAL DETAILS OF THE DIRECTORS

## 董事履歷詳情

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Chi Wai, aged 54, has been an independent non-executive Director since September 2004. He is the chairman of the Board's nomination committee and a member of the Board's audit committee and remuneration committee. He currently also serves as an independent non-executive director for Bonjour Holdings Limited (stock code: 0653), C&D International Investment Group Limited (stock code: 1908) and Arts Optical International Holdings Limited (stock code: 1120), all of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He is currently the chairman of the audit committee of Bonjour Holdings Limited and Arts Optical International Holdings Limited and the chairman of the nomination committee of C&D International Investment Group Limited. Mr. Wong obtained a Bachelor's Degree in Social Science from and was awarded a post-graduate certificate in laws by the University of Hong Kong in 1988 and 1993, respectively. He is a practising certified public accountant in Hong Kong and an associate member of the Institute of Chartered Accountants in England and Wales ("ICAEW"). He has over 30 years of experience in the accountancy profession. Other than his private practice in accounting, Mr. Wong has been admitted as solicitor at the High Court in March 2019 and currently practice as a consultant in a law firm.

Dr. Sun Kwai Yu, Vivian, aged 58, has been an independent non-executive Director since September 2004. She is the chairperson of the Board's audit committee and a member of the Board's remuneration committee and nomination committee. Dr. Sun is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and of the CPA Australia.

### 獨立非執行董事

黃馳維先生，五十四歲，自二零零四年九月起出任獨立非執行董事。彼為董事會轄下提名委員會主席兼董事會轄下審核委員會及薪酬委員會成員。彼現時亦為卓悅控股有限公司(股份代號：0653)、建發國際投資集團有限公司(股份代號：1908)及雅視光學集團有限公司(股份代號：1120)(上述三所公司均於香港聯合交易所有限公司(「聯交所」)主板上市)之獨立非執行董事。彼現為卓悅控股有限公司及雅視光學集團有限公司的審核委員會主席及建發國際投資集團有限公司的提名委員會主席。黃先生分別於一九八八年及一九九三年獲香港大學社會科學學士學位及法學研究生證書。彼為香港執業註冊會計師及英格蘭及威爾斯特許會計師公會(「英格蘭及威爾斯特許會計師公會」)會員。彼於會計專業積逾三十年經驗。除在會計方面的私人執業外，黃先生於二零一九年三月，獲高等法院接納為律師並現於一家律師事務所出任顧問。

孫季如博士，五十八歲，自二零零四年九月起出任獨立非執行董事。彼為董事會轄下審核委員會主席以及董事會轄下薪酬委員會及提名委員會成員。孫博士現為香港會計師公會(「香港會計師公會」)及澳洲會計師公會資深會員。



# BIOGRAPHICAL DETAILS OF THE DIRECTORS

## 董事履歷詳情

### INDEPENDENT NON-EXECUTIVE DIRECTORS *(continued)*

Mr. Cheng Kwok Kin, Paul, aged 68, has been an independent non-executive Director since June 2014. He is the chairman of the Board's remuneration committee and a member of the Board's audit committee and nomination committee. Mr. Cheng qualified as a Chartered Accountant in 1976 and he has been a fellow member of the ICAEW and of the HKICPA since 1982 and 1990 respectively. Mr. Cheng was a member of the Council of HKICPA in 2006 and 2007 and a member of the Corporate Finance Committee of HKICPA from 2006 to 2012. Currently, he is a member of the Professional Conduct Committee of HKICPA. Mr. Cheng is an independent non-executive director, the audit committee chairman, a member of the remuneration and nomination committees of Xinyi Solar Holdings Limited (stock code: 0968). In June 2017, Mr. Cheng was appointed as an independent non-executive director of Bank of Shanghai (Hong Kong) Limited, a restricted licence bank in Hong Kong.

Mr. Cheung Wang Ip, aged 59, has been an independent non-executive Director since July 2014. He is a member of the Board's audit committee, remuneration committee and nomination committee. Mr. Cheung is a Chartered General Practice Surveyor by profession and has over 30 years of professional work experience in the property industry and related fields, including valuation and feasibility study. Mr. Cheung is a corporate member of both the Royal Institute of Chartered Surveyors and the Hong Kong Institute of Surveyors (General Practice) as well as a member of Associacao da Avaliacao da Propriedade de Macau. He is a member of the China Real Estate Chamber of Commerce Hong Kong Chapter and a member of China Real Estate Appraiser in the PRC. In addition, Mr. Cheung is serving as a member of the 12<sup>th</sup> Shanxi Provincial Committee of the CPPCC. Currently, Mr. Cheung is the Operation Head of Hong Kong and Macau and an executive director of Vigers Appraisal and Consulting Limited ("Vigers"), he is also an executive director of Vigers Macao Company Limited (Vigers is an indirectly wholly-owned subsidiary of a listed company whose shares listed on the Singapore Exchange Securities Trading Limited). Prior to joining Vigers in 2006, Mr. Cheung was a senior director of the Valuation and Consultancy Department in Savills Hong Kong Limited, where he held the position of the Head of Hong Kong and Macau valuation team. He had held various positions in companies including the Mass Transit Railway Corporation, Guangzhou Investment Company Limited and Jones Lang Wootton.

### 獨立非執行董事 (續)

鄭國乾先生，六十八歲，自二零一四年六月起出任獨立非執行董事。彼為董事會轄下薪酬委員會主席及董事會轄下審核委員會及提名委員會成員。鄭先生於一九七六年成為英國特許會計師，彼亦分別自一九八二年及一九九零年起成為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員。鄭先生於二零零六年及二零零七年曾任香港會計師公會理事會理事及自二零零六年至二零一二年曾任香港會計師公會企業融資委員會成員。現時，彼為香港會計師公會專業行為委員會成員。鄭先生為信義光能控股有限公司（股份代號：0968）之獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會之成員。自二零一七年六月，鄭先生獲委任為上海銀行（香港）有限公司（一間香港受限制持牌銀行）之獨立非執行董事。

張宏業先生，五十九歲，自二零一四年七月起出任獨立非執行董事。彼為董事會轄下審核委員會、薪酬委員會及提名委員會的成員。張先生為專業特許產業測量師及於房地產行業及相關領域（包括估值及可行性研究）擁有逾三十年專業工作經驗。張先生為英國皇家特許測量師學會及香港測量師學會（產業測量）之公司會員，並為澳門房地產評估業協會之會員。彼為全國工商聯房地產商會香港分會有限公司成員並為中國房地產估價師學會成員。此外，張先生現為第十二屆中國人民政治協商會議山西省委員會之委員。現時，張先生為威格斯資產評估顧問有限公司（「威格斯」）之香港及澳門營運總監兼執行董事，彼亦為威格斯澳門有限公司（威格斯為一間股份於新加坡證券交易所有限公司上市之上市公司的間接全資附屬公司）之執行董事。於二零零六年加入威格斯之前，張先生曾為第一太平戴維斯香港有限公司之估值及顧問部高級董事，擔任香港及澳門估值團隊主管。彼曾於包括香港鐵路有限公司、越秀投資有限公司及仲量行等公司擔任不同職位。

# REPORT OF THE DIRECTORS

## 董事會報告

The Directors of the Company present their report and the audited financial statements for the year ended 31 March 2020.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company's principal subsidiaries are set out in Note 14 to the financial statements. The principal activities of the subsidiaries consisted of the design, manufacture and sale of electrical and electronic products, motor drives, sale and downstream processing of glass, other manufacturing business and real estate development. There were no significant changes in the nature of the Group's principal activities during the Year.

### RESULTS AND DIVIDENDS

The Group's profit for the Year and the Group's financial position at that date are set out in the financial statements on pages 86 to 243 of this annual report.

The Board does not recommend the payment of a final dividend to the shareholders for the Year.

### DONATIONS

During the Year, the Group made charitable donation of HK\$233,000 (2019: HK\$82,000).

### BUSINESS REVIEW

A review of the business and the performance of the Group for the year ended 31 March 2020 is provided in the chapters of "Chairman's Statement" and "Management Discussion and Analysis" set out on pages 4 to 9 and pages 10 to 28, respectively, of this annual report.

本公司董事謹此提呈董事會報告及截至二零二零年三月三十一日止年度之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務詳情載於財務報表附註14。附屬公司之主要業務包括設計、製造及銷售電器及電子產品、電機、銷售和下游加工玻璃、其他製造業務及房地產發展。於本年度內，本集團主要業務性質概無任何重大變動。

### 業績及股息

本集團之本年度溢利以及本集團於該日之財政狀況載於本年報第86至243頁之財務報表。

董事會不建議向股東派發本年度之末期股息。

### 捐款

於本年度，本集團作出233,000港元（二零一九年：82,000港元）之慈善捐款。

### 業務回顧

截至二零二零年三月三十一日止年度之本集團業務回顧及業績表現載於本年報第4至9頁的「主席報告」及第10至28頁的「管理層討論及分析」章節。

# REPORT OF THE DIRECTORS

## 董事會報告

### ENVIRONMENTAL POLICIES AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

As a responsible corporation, the Group is committed to reducing the impact on the environment in its operational activities, not only by advocating the concept of “green office”, but also by improving the production process to reduce energy consumption and emission, so as to ensure that the operations does not pose risks on the environment and our neighbours.

Our 2020 Environmental, Social and Governance Report (the “2020 ESG Report”) prepared in accordance with Appendix 27 of the Listing Rules will provide further explanation of our policies and efforts. The 2020 ESG Report will be published within three months after the publication of this annual report.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group’s main operations are carried out both in Hong Kong and Mainland China and are regulated by the local laws and regulations accordingly. During the Year and up to the date of this annual report, the Group has complied with the relevant laws and regulations that have significant impact on Hong Kong and Mainland China.

### 環境政策與環境、社會及管治報告

作為一間負責任的企業，本集團致力於減低營運活動對環境造成影響，不僅提倡「綠色辦公室」等概念，亦著力改善生產流程以減低能耗及排放，務求確保營運不會對環境及周邊構成風險。

本公司根據上市規則附錄27所編製之二零二零年環境、社會及管治報告（「二零二零年環境、社會及管治報告」）將進一步解釋本公司之政策及作出的努力。二零二零年環境、社會及管治報告將於本年報刊載後三個月內刊發。

### 遵守法律法規

本集團的主要業務於香港及中國內地運營，並受該等地區之法律法規所監管。於本年度及截至本年報日期，本集團一直遵守香港及中國內地具重大影響之相關法律及法規。

# REPORT OF THE DIRECTORS

## 董事會報告

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group faces various risks and uncertainties in operations. To cope with the risks, the Group's risk management and internal control systems are in place to ensure the principal risks are continuously identified, monitored and managed on an established basis.

#### Global economic and political development

Global economic environment performance and political instability would influence the conditions on consumer confidence and their buying habits. The continuing adverse economic conditions may affect the results of operation and financial performance of the Group adversely. The Group continues to implement its strategies to develop and strengthen the penetration of different geographical markets to reduce its dependency on specific markets.

#### High customer concentration risks

Our large international customers provide valuable inputs to the Group, especially during the development phase of new products, for improving the quality of products and production processes. However, over-reliance on large international customers may also carry substantial risks that can far outweigh any benefits in the long term. To avoid such risk the Group continues to use the existing customers as a springboard to expand the Group's customer base.

#### Supply chain risks

As a manufacturer, we strongly rely on stable and qualified materials supply from our materials suppliers. Any interruption of supply may cause problems in our supply chain. Without long-term contracts with any suppliers, and we may need to compete with other companies for materials. Nevertheless, we have established long-term partnerships with many suppliers to minimise the impact of any supply disruption and ensure that we can locate alternative suppliers of comparable quality at reasonable prices.

### 主要風險及不明朗因素

本集團於營運中面對多項風險及不明朗因素。為應對風險，本集團設立風險管理及內部監控制度以確保主要風險可持續地按照既定基準來識別、監察及管理。

#### 全球經濟環境及政局發展

全球經濟環境表現及動盪不穩的政治局面可能會影響消費者信心及其購買習慣。經濟環境持續不景可能對本集團的經營業績及財務表現造成不利影響。為減少對特定市場的依賴，本集團將繼續實施其發展策略並提高不同地區市場的滲透。

#### 客戶高度集中風險

特別在新產品的研發期中，大型國際客戶為本集團產品質量及生產工序的提升給予了寶貴建議。然而，就長期而言，過於依賴大型國際客戶也可能帶來遠超任何長期利益的風險。為避免此等風險，本集團繼續利用現有客戶作為擴展本集團客戶基礎之跳板。

#### 供應鏈風險

作為生產商，我們非常依賴物料供應商提供穩定及質優的物料供應。任何供應發生阻礙均可能導致我們的供應鏈出現問題。由於我們並無與任何供應商訂立長期合約，因此我們可能需要與其他公司爭奪物料。儘管如此，我們與眾多供應商已建立長期合作關係，以減低供應中斷的影響，並確保我們能物色品質相若且價格合理的替代供應商。

# REPORT OF THE DIRECTORS

## 董事會報告

### PRINCIPAL RISKS AND UNCERTAINTIES *(continued)*

#### People risks

The Group's future development strongly relies on recruiting the right people. The shortage or loss of personnel with appropriate skills or experience could pose a potential risk in achieving the Group's strategic goal. The Group offers competitive remuneration and benefits package to attract and retrain qualified personnel so as to satisfy the needs of the corporate development.

Details of the Group's foreign currency exposure and interest rate risk are provided in the chapter of "Management Discussion and Analysis" set out on pages 10 to 28 of this annual report.

The above mentioned does not present an exhaustive picture of the risks and uncertainties faced by the Group, the Board must tailor its risk management to match the nature of risk threats.

### KEY RELATIONSHIPS WITH STAFF, CUSTOMERS, SUPPLIERS AND SHAREHOLDERS

The Group's success depends on the support from key stakeholders which comprise our staff, customers, suppliers as well as our shareholders.

The Group values our employees as the most significant and valuable assets to the Group, a comprehensive benefit package is offered to each employee for recognising their efforts. The Group also has a significant mission for providing a healthy and safety workplace to all employees. During the Year, no significant accident occurred due to workplace accident.

The Group commits to provide quality services and products to each customer, any complaints from our customers are handled and investigated in thorough and efficient manner.

### 主要風險及不明朗因素 *(續)*

#### 人才風險

本集團的未來發展將很大程度上取決於能否吸納合適人才。具備合適技能或經驗的人才短缺或流失，可能構成本集團實現策略目標的潛在風險。本集團提供具競爭力的薪酬及福利待遇，以吸引及挽留合資格人才，從而滿足企業發展的需要。

本集團外匯及利率風險之詳情載於本年報第10至28頁的「管理層討論及分析」章節內。

上文所述並未詳盡呈列本集團所面對之風險及不明朗因素。董事會須不時調整其風險管理，以應對任何性質的風險威脅。

### 與員工、客戶、供應商及股東之主要關係

本集團的成功乃倚賴我們的員工、客戶、供應商及股東等主要持份者的支持。

本集團視我們的員工為本集團最重要及寶貴的資產，向各員工提供全面的福利待遇以認同彼等之努力。為全體員工提供健康及安全的工作場所亦是本集團的重要使命。本年度內，工作場所中並無發生任何重大意外事故。

本集團致力於向各客戶提供高品質的服務及產品，並以徹底高效的方式處理及調查任何來自客戶的投訴。

# REPORT OF THE DIRECTORS

## 董事會報告

### KEY RELATIONSHIPS WITH STAFF, CUSTOMERS, SUPPLIERS AND SHAREHOLDERS *(continued)*

The purchase of goods and contracting of services are based solely on need, quality and price of the goods and services. A fair and open competition in procurement with high ethical standards promoted by the Group assure high products quality at all times to gain the confidence of customers.

For details of relationship with the shareholders of the Company can be found in the chapter of “Corporate Governance Report” set out on pages 54 to 76 of this annual report.

### FINANCIAL SUMMARY

A summary of the consolidated results, assets and liabilities of the Group for the last five financial years is set out on page 244 of this annual report. The summary does not form part of the audited financial statements.

### BORROWINGS

Particulars of the Group’s bank borrowings as at 31 March 2020 are set out in Note 29 to the financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and the share options of the Company during the Year, together with the reasons therefor, are set out in Note 31 and Note 32 to the financial statements, respectively.

### RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in Note 33 to the financial statements and in the consolidated statement of changes in equity, respectively.

### 與員工、客戶、供應商及股東之主要關係 *(續)*

貨物採購及服務訂約僅基於貨物及服務之需求、質量及價格。本集團提倡按高道德標準就採購進行公平及公開競爭，確保產品維持一貫的高品質來贏得客戶信任。

有關與本公司股東關係的詳述，可參閱本年報第54至76頁所載之「企業管治報告」章節。

### 財務概要

本集團過去五個財政年度之綜合業績、資產及負債概要載於本年報第244頁。此概要並不組成經審核財務報表之部份。

### 借貸

本集團於二零二零年三月三十一日之銀行借貸詳情載於財務報表附註29。

### 股本及購股權

本公司於本年度之股本及購股權變動詳情及變動之原因分別載於財務報表附註31及附註32。

### 儲備

本公司及本集團於本年度之儲備變動詳情分別載於財務報表附註33及綜合權益變動表內。

# REPORT OF THE DIRECTORS

## 董事會報告

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company (the “Bye-Laws”) or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### DISTRIBUTABLE RESERVES

As at 31 March 2020, the Company’s reserves available for cash distribution and/or distribution in specie, comprising the contributed surplus and the retained profits, amounted to HK\$461,112,000. Under the Companies Act 1981 of Bermuda, the Company’s contributed surplus of HK\$104,750,000 may be distributed under certain circumstances. In addition, the Company’s share premium account with a balance of HK\$156,015,000 may be distributed in the form of fully paid bonus shares.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group’s five largest customers accounted for 73% of the total sales for the Year and sales to the largest customer included therein amounted to 55% of the total sales.

Purchases attributable to the Group’s five largest suppliers accounted for 34% of the total purchases of the Group for the Year and purchases from the largest supplier included therein amounted to 15% of the total purchases.

As far as the Directors are aware, neither the Directors, their associates (as defined in the Listing Rules), nor those shareholders which, to the best knowledge of the Directors, own more than 5% of the Company’s issued share capital, had any beneficial interest in the Group’s five largest customers and suppliers.

### 優先購買權

根據本公司之公司細則(「公司細則」)或百慕達法例概無有關本公司須按比例向現有股東提呈新股份之優先購買權之規定。

### 可分派儲備

於二零二零年三月三十一日，本公司可作現金分派及／或實物分派之儲備，包括繳入盈餘及保留溢利，為461,112,000港元。根據百慕達一九八一年公司法，於若干情況下本公司可分派為數104,750,000港元之繳入盈餘。此外，本公司之股份溢價賬結餘為156,015,000港元，可以繳足股款紅股之形式分派。

### 主要客戶及供應商

本年度內，本集團五大客戶之銷售額佔本年度銷售總額73%，其中最大客戶之銷售額佔銷售總額55%。

本集團五大供應商之採購額佔本集團之本年度採購總額34%，其中最大供應商之採購額佔採購總額15%。

就董事所知，各董事、彼等之聯繫人(定義見上市規則)或就董事所知持有本公司已發行股本5%以上之股東，概無擁有本集團五大客戶及供應商之任何實益權益。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS

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

#### Executive Directors

Mr. Cheng Chor Kit  
(Chairman and Chief Executive Officer)  
Mr. Fung Wah Cheong, Vincent  
Mr. Liu Tat Luen  
Mr. Cheng Tsz To  
Mr. Cheng Tsz Hang  
Mr. Hui Ka Po, Alex\*

#### Independent non-executive Directors

Mr. Wong Chi Wai  
Dr. Sun Kwai Yu, Vivian  
Mr. Cheng Kwok Kin, Paul  
Mr. Cheung Wang Ip

\* Mr. Hui Ka Po, Alex had resigned as an executive Director with effect from 8 July 2019.

Biographical details in respect of the Directors at the date of this annual report is provided in the chapter of "Biographical Details of the Directors" set out in pages 29 to 32 of this annual report.

In accordance with the Bye-Laws, Mr. Liu Tat Luen, Mr. Cheng Tsz To and Dr. Sun Kwai Yu, Vivian, being the Directors who should retire by rotation, will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election at the annual general meeting of the Company.

The Directors confirm that the Company has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Company considers the independent non-executive Directors to be independent.

### 董事

本年度及截至本年報日期之董事如下：

#### 執行董事

鄭楚傑先生  
(主席兼行政總裁)  
馮華昌先生  
廖達鸞先生  
鄭子濤先生  
鄭子衡先生  
許家保先生\*

#### 獨立非執行董事

黃弛維先生  
孫季如博士  
鄭國乾先生  
張宏業先生

\* 許家保先生已辭任執行董事，自二零一九年七月八日起生效。

於本年報日期有關董事之履歷詳情載於本年報第29至32頁之「董事履歷詳情」章節。

根據公司細則，應輪值告退之董事廖達鸞先生、鄭子濤先生及孫季如博士將於本公司應屆股東週年大會上告退，惟符合資格並願意於本公司股東週年大會上膺選連任。

董事確認，本公司已接獲其各獨立非執行董事發出之年度確認函，根據上市規則第3.13條確認彼等各自的獨立身份，本公司亦確認各獨立非執行董事為獨立人士。



# REPORT OF THE DIRECTORS

## 董事會報告

### PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-Law 166 of Bye-Laws, subject to the applicable laws, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of his/her office. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the Directors.

### DIRECTORS' SERVICE CONTRACTS

Mr. Cheng Chor Kit entered into a service contract with the Company commencing from 1 August 2005 without a fixed term but subject to termination by either party giving not less than six months' notice in writing to the other party.

Other than Mr. Cheng Chor Kit, all the Directors entered into a service contract with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Each of the executive and independent non-executive Directors, unless terminated by either party giving not less than six months' notice and three months' notice, respectively, in writing to the other party, the termination of which should not be later than the end of the three years.

Apart from the foregoing, no Director proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 獲准許彌償條文

根據公司細則第166條，在適用法律規限下，各董事均有權就其因於履行其職務時作出、同意或不作出或與之有關之任何作為而可能產生或蒙受之所有訴訟、費用、訟費支出、損失、賠償及開支自本公司之資產中獲得彌償，免受損害。本公司已就可能針對董事提出之任何法律訴訟之相關法律責任及費用投購保險。

### 董事之服務合約

鄭楚傑先生已與本公司訂立一份由二零零五年八月一日起生效並無固定任期的服務合約，惟其中一方可向另一方發出不少於六個月書面通知予以終止。

除鄭楚傑先生外，所有董事均已與本公司訂立一份服務合約，為期三年，彼等須根據公司細則於本公司之股東週年大會上輪席告退及重選。各執行及獨立非執行董事，除非其中一方向另一方發出分別不少於六個月或三個月的書面通知予以終止，而終止日期不得遲於該三年期間結束當日。

除上文披露者外，於本公司之應屆股東週年大會上獲建議重選連任之董事概無與本公司訂立本公司無需支付賠償（法定賠償除外）而可於一年內終止之服務合約。

# REPORT OF THE DIRECTORS

## 董事會報告

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

As at 31 March 2020, 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 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 of Securities Transactions by directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

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

Name of Director 董事姓名	Long position/ short position 好倉／淡倉	Capacity 身份
Mr. Cheng Chor Kit 鄭楚傑先生	Long position 好倉	Interests on controlling 控制公司權益 Beneficial owner 實益擁有人
Mr. Fung Wah Cheong, Vincent 馮華昌先生	Long position 好倉	Beneficial owner 實益擁有人
Mr. Liu Tat Luen 廖達鸞先生	Long position 好倉	Beneficial owner 實益擁有人
Mr. Cheng Tsz To 鄭子濤先生	Long position 好倉	Beneficial owner 實益擁有人
Mr. Cheng Tsz Hang 鄭子衡先生	Long position 好倉	Beneficial owner 實益擁有人

### 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

於二零二零年三月三十一日，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(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：

#### (a) 於本公司股份之權益

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)
252,920,000 (Note 2) (附註2)	57.62%
26,444,000	6.02%
3,700,000	0.84%
8,152,000	1.85%
2,000,000	0.45%
3,000,000 (Note 3) (附註3)	0.68%
3,000,000 (Note 3) (附註3)	0.68%

# REPORT OF THE DIRECTORS

## 董事會報告

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

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

### 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 (續)

#### (a) 於本公司股份之權益 (續)

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. 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%

(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 31 March 2020.

(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 be interested in 252,920,000 shares in the Company in the capacity as the beneficiary of the Trust and has instead become directly interested in 16.0% of the voting shares in Padora respectively.

(1) 股權百分比乃根據本公司於二零二零年三月三十一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。

誠如我們的二零一八／二零一九年年報所申報，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，並個別地直接擁有 Padora 投票權股份 16.0% 之權益。

# REPORT OF THE DIRECTORS

## 董事會報告

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

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 (續)

#### (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	Percentage 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	52.00%
			Interest held by spouse 配偶所持有權益	Family interest 家族權益	160	16.00%
	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	16.00%
	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	16.00%

# REPORT OF THE DIRECTORS

## 董事會報告

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

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 (續)

#### (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 授出日期	Vesting period 歸屬期		Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Price of the Company's shares immediately before the grant date 本公司股份 於緊接授出 日期前之股價 HK\$ 港元
					from 由	to 至			
Mr. Wong Chi Wai 黃詠維先生	Long position 好倉	Beneficial Owner 實益擁有人	300,000*	29/03/2011			29/03/2011 –	2.792	2.770
			(0.06%)			28/03/2021			
			400,000*	07/07/2017			07/07/2017 –		
			(0.09%)			06/07/2027			
Dr. Sun Kwai Yu, Vivian 孫季如博士	Long position 好倉	Beneficial Owner 實益擁有人	100,000	07/07/2017	07/07/2017	12/09/2017	13/09/2017 –	2.262	2.220
			(0.02%)				06/07/2027		
			100,000	09/07/2018	09/07/2018	12/09/2018	13/09/2018 –		
			(0.02%)				08/07/2028		
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	Long position 好倉	Beneficial Owner 實益擁有人	300,000*	29/03/2011			29/03/2011 –	2.470	2.470
			(0.06%)				28/03/2021		
			100,000	09/07/2018	09/07/2018	12/09/2018	13/09/2018 –		
			(0.02%)				8/07/2028		
Mr. Cheung Wang Ip 張宏業先生	Long position 好倉	Beneficial Owner 實益擁有人	100,000*	07/07/2017			07/07/2017 –	2.262	2.220
			(0.02%)				06/07/2027		
			100,000*	09/07/2018			09/07/2018 –		
			(0.02%)				08/07/2028		
Mr. Cheung Wang Ip 張宏業先生	Long position 好倉	Beneficial Owner 實益擁有人	100,000	09/07/2018	09/07/2018	20/07/2018	21/07/2018 –	2.470	2.470
			(0.02%)				08/07/2028		

\* Vested upon granted.

\* 於授出時歸屬。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

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

The Directors' interests in the Company's share options are disclosed in Note 32 to the financial statements.

Save as disclosed above, as at 31 March 2020, 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.

### EQUITY-LINKED AGREEMENTS

Other than the share option scheme of the Company as disclosed, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Year or subsisted at the end of the Year.

### 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 *(續)*

#### (c) 於本公司相關股份之權益 *(續)*

董事於本公司購股權之權益於財務報表附註32中披露。

除上文所披露者外，於二零二零年三月三十一日，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。

### 股票掛鈎協議

除所披露之本公司之購股權計劃外，於本年度內或本年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立將會或可導致本公司發行股份之任何協議。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the section headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures” of this chapter and in the share option scheme disclosures in Note 32 to the financial statements, at no time during the Year 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 and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### SHARE OPTION SCHEMES

Details of the Company’s share option schemes are disclosed in Note 32 to the financial statements.

### DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the section headed “Connected Transactions” below, none of the Directors nor their respective associates had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries and fellow subsidiaries was a party during the Year.

### 董事購買股份之權利

除於本章「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」一節及財務報表附註32購股權計劃披露所披露者外，於本年度內，概無本公司之任何董事或彼等各自之配偶或未成年子女獲批授可藉購入本公司之股份而獲利之任何權利，或概無由彼等行使任何有關權利；或概無本公司或其任何控股公司、附屬公司及同系附屬公司於本年度參與任何安排，致使董事於任何其他法人團體獲得此等權利。

### 購股權計劃

有關本公司購股權計劃之詳情，於財務報表附註32中披露。

### 董事之交易、安排或合約權益

除下文「關連交易」一節所披露者外，於本年度，各董事及其各自聯繫人概無於本公司或其任何控股公司、附屬公司及同系附屬公司所訂立之任何與本集團業務有關之重大交易、安排或合約中直接或間接擁有重大權益。

# REPORT OF THE DIRECTORS

## 董事會報告

### MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

Save as disclosed under the section headed “Connected Transactions” below, during the Year, the Group was neither involved in any significant investment, nor in any material acquisition or disposal of any subsidiary.

### CONNECTED TRANSACTIONS

During the Year under review, certain related party transactions are connected transactions subject to the reporting, announcement, and/or independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. Details of the transactions were set out in the announcement and circular of the Company dated 21 January 2020 and 11 March 2020 respectively.

#### Connected Transactions

On 21 January 2020, Kin Yat (HK) Holdings Limited (“KYHK”), an indirect wholly-owned subsidiary of the Company and Mr. Cheng Chor Kit (“Mr. Cheng”), the executive Director, the chairman of the Board, the chief executive officer and the controlling shareholder of the Company (as defined under Listing Rules), entered into the sale & purchase agreement (the “S&P Agreement”). Pursuant to the S&P Agreement, KYHK agreed to sell and Mr. Cheng agreed to acquire, by a cash consideration of HK\$39,500,000, the entire equity interest in Unicon Investments Limited (“Unicon”), an indirect wholly-owned subsidiary of the Company.

On the same date, Kin Yat Industrial Company Limited (“KYI”), an indirect wholly-owned subsidiary of the Company and Century Grand International Limited (“Century Grand”), a company wholly owned by Mr. Cheng, entered into a memorandum agreement (the “Memorandum Agreement”). Pursuant to the Memorandum Agreement, KYI agreed to sell and Century Grand agreed to acquire the property held by KYI for a cash consideration of HK\$19,750,000.

### 重大收購、出售及重大投資

除下文「關連交易」一節所披露者外，於本年度，本集團並無參與任何重大投資或任何附屬公司之重大收購或出售。

### 關連交易

於本回顧年度內，若干與有關連人士之交易為上市規則第14A章項下之關連交易，須遵守申報、公佈及／或獨立股東批准之規定。有關交易之詳情載於本公司日期為二零二零年一月二十一日之公佈及二零二零年三月十一日之通函。

#### 關連交易

於二零二零年一月二十一日，本公司之間接全資附屬公司建溢(香港)集團有限公司(「建溢香港」)與鄭楚傑先生(「鄭先生」)，為本公司之執行董事、董事會主席兼行政總裁及控股股東(定義見上市規則)訂立買賣協議(「買賣協議」)。根據買賣協議，建溢香港同意出售，而鄭先生同意按現金代價39,500,000港元收購本公司之間接全資附屬公司裕康投資有限公司(「裕康」)之全部股權。

於同日，本公司之間接全資附屬公司建溢實業有限公司(「建溢實業」)與一間由鄭先生全資擁有的公司恒光國際有限公司(「恒光國際」)訂立備忘錄協議(「備忘錄協議」)。根據備忘錄協議，建溢實業同意出售，而恒光國際同意按現金代價19,750,000港元收購建溢實業持有之物業。



# REPORT OF THE DIRECTORS

## 董事會報告

### CONNECTED TRANSACTIONS (continued)

#### Connected Transactions (continued)

The above transactions, resulted in gain of HK\$48,258,000 calculated based on the carrying values of the land portion of the subject properties measured under cost model and in accordance with the requirement under HKFRS 16.

As the date of signing of the aforesaid agreements, Mr. Cheng was directly and indirectly interested in approximately 64.48% of then issued share capital of the Company as well as the executive Director, the chairman of the Board and the chief executive officer of the Company. Accordingly, Mr. Cheng is a connected person of the Company under Chapter 14A of the Listing Rules.

Such disposals had been subsequently approved by the independent shareholders of the Company at the special general meeting held on 30 March 2020.

#### Connected Transactions – leasing

Upon completion of the aforesaid disposal of Unicon, it becomes an associate of a connected person of the Company and hence itself becomes a connected person of the Company. On 1 April 2020, KYI (as a lessee) entered into a lease agreement with Unicon (as a lessor) for a term of three years commencing from 1 April 2020 and ending on 31 March 2023. Pursuant to the lease agreement, KYI agreed to lease back the subject property for an annual lease rental of HK\$1,498,000 (inclusive of government rent, rates and management fees).

### 關連交易 (續)

#### 關連交易 (續)

上述交易產生收益48,258,000港元，乃基於按成本模式計量上述物業的土地部份賬面值，以及根據香港財務報告準則第16號之規定計算所得。

於簽署上述協議日，鄭先生直接及間接擁有本公司當時已發行股本約64.48%之權益，並為本公司之執行董事、董事會主席兼行政總裁。因此，根據上市規則第14A章，鄭先生為本公司之關連人士。

有關出售事項其後已於二零二零年三月三十日舉行之股東特別大會上獲本公司獨立股東批准。

#### 關連交易 – 租賃

於上述有關出售裕康等事項完成後，彼等成為本公司關連人士之聯繫人，因而其本身成為本公司之關連人士。於二零二零年四月一日，建溢實業（作為承租人）與裕康（作為出租人）訂立租賃協議，自二零二零年四月一日起至二零二三年三月三十一日止為期三年。根據租賃協議，建溢實業同意以每年1,498,000港元之租金（包括地租、差餉及管理費）租回其物業。

# REPORT OF THE DIRECTORS

## 董事會報告

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

As at 31 March 2020, so far as is known to any Director or chief executive of the Company, the following persons 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

於二零二零年三月三十一日，據本公司任何董事或最高行政人員所知，以下人士於本公司的股份、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 of Shareholders 股東姓名／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)	Number of share options held 所持購股權 數目
Mr. Cheng Chor Kit 鄭楚傑先生	Interests on controlling corporation, beneficial owner and interests held by spouse 控制公司權益、實益擁有人及由配偶所持有之權益	283,064,000 (Note 2) (附註2)	64.48%	-
Mdm. Tsang Yuk Wan 曾玉雲女士	Interests on controlling corporation, beneficial owner and interests held by spouse 控制公司權益、實益擁有人及由配偶所持有之權益	283,064,000 (Note 3) (附註3)	64.48%	-
RUAN, David Ching-Chi	Interests on controlling corporation 控制公司權益	28,434,000 (Note 4) (附註4)	6.48%	-
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)	6.48%	-
Asian Equity Special Opportunities Portfolio Master Fund Limited	Beneficial owner 實益擁有人	28,434,000 (Note 4) (附註4)	6.48%	-

# REPORT OF THE DIRECTORS

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

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 31 March 2020.
- (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 representing long position.

Save as disclosed above, as at 31 March 2020, the Directors and chief executive officer 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.

### 主要股東及其他人士於股份、相關股份及債權證之權益 (續)

附註：

- (1) 股權百分比乃根據本公司於二零二零年三月三十一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同一批股權。
- (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，董事及本公司行政總裁並不知悉任何人士於二零二零年三月三十一日於本公司股份、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。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholder and their respective associates (as defined under the Listing Rules) of the Company that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the Year.

### 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 Year.

### DISCLOSURES PURSUANT TO R13.21 OF THE LISTING RULES ON THE STOCK EXCHANGE

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 July 2015 and November 2017, the Company as a borrower entered into term loan facility agreements of HK\$100,000,000 and HK\$150,000,000 with Hang Seng Bank Limited ("HSB") for a term of 36 months of each term loan respectively. In January 2019, HSB revised the abovesaid term loan facilities and entered into a renewed term loan facility agreement with the Company (the "Renewed Agreement") to substitute the original term loan agreements. Pursuant to the Renewed Agreement, the renewed term loans are 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.

### 董事及控股股東於競爭權益之權益

本年度內，董事概不知悉任何董事、本公司控股股東及彼等各自的聯繫人（定義見上市規則）的任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉該等人士會或可能會與本集團出現任何其他利益衝突。

### 購買、贖回或出售上市證券

本公司及其任何附屬公司於本年度內概無購買、贖回或出售本公司任何上市證券。

### 根據聯交所上市規則第13.21條作出之披露

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

於二零一五年七月及二零一七年十一月，本公司（作為借款方）與恒生銀行有限公司（「恒生銀行」）訂立定期貸款融資協議，定期貸款融資各自為期36個月，貸款額分別為100,000,000港元及150,000,000港元。於二零一九年一月，恒生銀行修訂上述定期貸款融資，並與本公司訂立重續定期貸款融資協議（「重續協議」），取代原有定期貸款協議。根據重續協議，重續定期貸款為期36個月，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。

# REPORT OF THE DIRECTORS

## 董事會報告

### DISCLOSURES PURSUANT TO R13.21 OF THE LISTING RULES ON THE STOCK EXCHANGE *(continued)*

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 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 Listing Rules) of the Company, and the discretionary trust set up by him for the benefit of his family (the trust agreement between Mr. Cheng Chor Kit and HSBC Trustee International Limited, the trustee of the trust, has terminated on 2 April 2019. For details, please refer to the section headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debenture” in this chapter); 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.

### 根據聯交所上市規則第13.21條作出之披露(續)

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

除一般條件外，各定期貸款融資協議均各自施加(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(鄭楚傑先生與該信託之信託人HSBC Trustee International Limited之信託協議已於二零一九年四月二日終止。有關詳情請參閱本章節「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)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。

# REPORT OF THE DIRECTORS

## 董事會報告

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information of the corporate governance practices adopted by the Company is set out in the chapter of “Corporate Governance Report” on pages 54 to 76 of this annual report.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules during the Year and up to the latest practicable date prior to the issue of this annual report.

### SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period had been disclosed in Note 40 to the consolidated financial statements of this annual report. Other than disclosed above, there is no significant event after the reporting period that should be notified to shareholders of the Company.

### AUDITOR

PricewaterhouseCoopers were first appointed as auditor of the Company in 2018 upon the retirement of Ernst & Young.

PricewaterhouseCoopers will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Cheng Chor Kit**

*Chairman and Chief Executive Officer*

Hong Kong, 29 June 2020

### 企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料載於本年報第54頁至第76頁之「企業管治報告」章節內。

### 公眾持股量充足性

根據本公司可公開獲得之資料及就董事所知，本公司於本年度及截至刊發本年報前之最後實際可行日期，已根據上市規則維持所規定之公眾持股量。

### 報告期後重大事項

報告期後事項之詳情於本年報綜合財務報表附註40中披露。除上文所披露者外，概無須通知本公司股東之報告期後重大事項。

### 核數師

繼安永會計師事務所告退後，羅兵咸永道會計師事務所於二零一八年首次獲委任為本公司之核數師。

羅兵咸永道會計師事務所將任滿告退，因此，本公司將於本公司之應屆股東週年大會上提呈決議案，再度委任其為本公司之核數師。

代表董事會

**鄭楚傑**

*主席兼行政總裁*

香港，二零二零年六月二十九日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company strives to attain high standards of corporate governance at all time and in all areas of its operations for maximising long-term shareholder value while balancing broader stakeholders' interests. The corporate governance principles of the Company emphasise quality of the Board, effective internal control, stringent disclosure practices, an ethical corporate culture and accountability to all stakeholders.

### CORPORATE GOVERNANCE PRACTICES

The Board regularly reviews the guidelines and latest development in corporate governance. In the opinion of the Board, the Company has complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules throughout the year ended 31 March 2020 except for the deviation from provision A.2.1 of the CG Code as described in the section "Chairman and Chief Executive Officer" in this Corporate Governance Report (the "CG Report"). The Board has also reviewed the CG Report and is satisfied that it has been in full compliance with all the requirements stipulated in the CG Report in Appendix 14 of the Listing Rules.

### 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 securities transactions by the Directors.

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 Year. All relevant employees of the Group who, because of their office in the Group, are likely to be in possession of unpublished price sensitive information have been requested to comply with the provisions of the Model Code.

本公司一直力求於其營運之各方面實現高標準之企業管治，令股東長期價值最大化之同時，亦平衡廣泛持份者之權益。本公司之企業管治原則注重董事會質素、有效內部監控、嚴謹披露常規、企業道德文化及對全體相關持份者問責。

### 企業管治常規

董事會定期審閱企業管治指引及其最新發展。董事會認為，本公司於截至二零二零年三月三十一日止之整個年度內一直遵守上市規則附錄14所載之企業管治守則（「企管守則」）內之守則條文，惟於本企業管治報告（「企業管治報告」）內「主席及行政總裁」一節所述之偏離企管守則第A.2.1條者除外。董事會亦已審閱企業管治報告並信納本報告已全面遵守上市規則附錄14之企業管治報告內訂明之所有規定。

### 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之標準守則為自身守則，其條款不遜於有關董事進行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本年度已遵守標準守則所載之規定標準。由於在本集團之職務而可能掌握未公開價格敏感資料之本集團所有相關僱員亦已被要求遵守標準守則之條文。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition of the Board

The composition of the Board shall comprise of a balanced mix of Directors and shall have a sufficient number of Directors to provide a breadth of knowledge as well as the ability to make insightful discussions on key issues.

As of the date of this annual report, the Board comprises nine members, the Board is confident that the balance between the number of executive and independent non-executive Directors has been reasonably and adequately established in order to protect the interests of the shareholders and the Company as a whole.

During the Year and up to the date of this annual report, the Directors were:

#### Executive Directors

Mr. Cheng Chor Kit  
(Chairman and Chief Executive Officer)  
Mr. Fung Wah Cheong, Vincent  
Mr. Liu Tat Luen  
Mr. Cheng Tsz To  
Mr. Cheng Tsz Hang  
Mr. Hui Ka Po, Alex\*

\* Mr. Hui Ka Po, Alex had resigned as an executive Director with effective from 8 July 2019.

#### Independent non-executive Directors

Mr. Wong Chi Wai  
Dr. Sun Kwai Yu, Vivian  
Mr. Cheng Kwok Kin, Paul  
Mr. Cheung Wang Ip

All Directors come from diverse businesses and professional backgrounds and expertise as shown in the chapter of "Biographical Details of the Directors" on pages 29 to 32 in this annual report.

### 董事會

#### 董事會之組成

董事會之組成包括一個平衡之董事組合，並具足夠之董事人數以提供廣泛之見識，亦能在關鍵之問題上具備能力作出精闢之討論。

於本年報日期，董事會包括九名成員。董事會深信，已合理及充分建立執行與獨立非執行董事人數之間之平衡，從而保障股東及本公司之整體利益。

於本年度內並截至本年報日期之董事為：

#### 執行董事

鄭楚傑先生  
(主席兼行政總裁)  
馮華昌先生  
廖達鸞先生  
鄭子濤先生  
鄭子衡先生  
許家保先生\*

\* 許家保先生已辭任執行董事，自二零一九年七月八日起生效。

#### 獨立非執行董事

黃弛維先生  
孫季如博士  
鄭國乾先生  
張宏業先生

誠如本年報第29至32頁之「董事履歷詳情」章節中所述，各董事來自不同行業及具有不同專業背景及專業知識。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS *(continued)*

#### Composition of the Board *(continued)*

Mr. Cheng Tsz Hang and Mr. Cheng Tsz To are the sons of Mr. Cheng Chor Kit, the executive Director and the controlling shareholder (as defined under the Listing Rules) of the Company. Save as disclosed above, none of the Directors has any financial, business, family or other material or relevant relationships among the Directors.

All Directors disclose to the Company the number and natures of offices held in other public companies or organisations as well as other significant appointments annually which ensures that all Board members are capable of inputting enough time and devoting enough attention to the Company's affairs.

#### Functions of the Board

The Company's overall management is vested on its Board which accepts that it is ultimately accountable and responsible for the performance and affairs of the Group. The Board's role is to provide entrepreneurial leadership set the Company's strategic aims and the Company's values and standards, and to ensure that its obligations to its stakeholders and others are understood and met. To facilitate the operations, the Board has established a schedule of matters reserved for its approval. The specific responsibilities reserved for the Board include (1) setting the Group's strategies and dividend policy, (2) approving budgets, reviewing operational and financial performance (3) approving major investments and divestments, (4) reviewing risk management and internal control system of the Group, (5) ensuring appropriate management development and succession plans in place, (6) approving appointments of Directors and other senior executives, (7) approving corporate social responsibility policies, (8) ensuring effective communication with shareholders and (9) other significant operational and financial matters.

An update list of Directors identifying their role and function is available on the websites of the Stock Exchange and the Company.

### 董事會 *(續)*

#### 董事會之組成 *(續)*

鄭子衡先生及鄭子濤先生為本公司執行董事兼控股股東(定義見上市規則)鄭楚傑先生之兒子。除以上所披露者外,各董事之間概無任何財務、業務、家族或其他重大或相關關係。

全體董事均每年向本公司披露其於其他公眾公司或團體所擔任職務之數目與性質及其他重大任命,確保全體董事會成員能夠對本公司之事務投入足夠時間及關注。

#### 董事會之職能

本公司之整體管理歸屬於董事會負責,而董事會須就本集團之表現及事務作出最終問責及負責。董事會之角色乃提供企業領導、制定本公司策略目標及本公司價值觀和標準,並確保此等責任獲持份者及其他人士理解及認同。為方便董事會運作,董事會已制定一份項目清單並保留其決定權。董事會之指定責任包括:(1)制定本集團整體策略及股息政策、(2)批准預算案、檢討營運及財務表現、(3)批准重大投資及撤資、(4)檢討本集團之風險管理及內部監控制度、(5)確保有適當管理發展及繼任計劃、(6)批准委任董事及其他高級行政人員、(7)批准企業社會責任政策、(8)確保與股東進行有效溝通及(9)其他重大營運及財務事宜。

最新列明其角色和職能的董事名單,可於聯交所及本公司網站查閱。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS *(continued)*

#### Delegation of Authority

The Board has delegated the authorities and day-to-day responsibilities to the management and requires the management to execute the objectives and strategies established by the Board. The Board also exercises a separate and independent assessment to the performance of the management on a periodical basis.

The management is responsible for running the Company's businesses and for proposing the development of the Group's strategies and overall commercial objectives in consultation with the Board. The management is also responsible for implementing decisions of the Board and its committees, developing main policies and reviewing the business organisational structure and operational performance. Furthermore, the management is obligated to supply relevant, adequate, clear and timely information and report to the Board and its committees in a consistent format. The Board, where necessary, can make further enquiries to the management on any matters they are concerned.

#### Board Meeting

For the Board discharges their responsibilities, the Directors are required to meet in person regularly. The schedule of the Board meetings for the coming year is determined and informed all Directors in the fourth quarter meeting annually.

Prior to the meetings of the Board, as delegated by the chairman of the Company, the company secretary or a designated person of the Company prepares and despatches the notice of meeting together with the relevant documents and information to all Directors in a timely manner to ensure that all the participants are given the opportunities of reviewing and preparing the matter discussed for making informed decisions in the meeting.

The Board met four times during the Year and meeting attendance records are set out on page 76 of this annual report.

### 董事會 *(續)*

#### 權力授予

董事會將權力及日常責任授予管理層，並要求管理層執行由董事會所訂之目標及策略。董事會亦定期就管理層之表現作出個別及獨立評估。

管理層負責本公司業務之運作並與董事會商討擬定本集團之策略及整體業務方針。管理層亦負責實施董事會及其委員會之決策、制定主要政策、審閱業務之組織架構及營運表現。此外，管理層有責任以貫徹一致方式向董事會及其委員會提供相關、足夠、清晰和適時的資料及報告。如有必要，董事會可就彼等關注的任何問題向管理層作出進一步查詢。

#### 董事會會議

就履行董事會責任而言，董事需親身出席定期會議。有關來年預定之董事會會議時間表亦會在每年第四季度會議中知會各董事。

於董事會會議前，本公司之公司秘書或指定人士會根據本公司主席之授權，適時地向全體董事準備及送呈會議通知及相關之文件和資料，以確保所有與會者均獲給予機會審閱及準備所討論的事項以作出合適的決定。

於本年度內，董事會曾舉行四次會議，會議出席記錄載於本年報第76頁。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS *(continued)*

#### Board Meeting *(continued)*

The minutes of the Board meetings are prepared by the company secretary or a designated staff of the Company who are delegated by the Board. The draft minutes are circulated to all members of the Board for their commentary. The final minutes are open for inspection by all members of the Board at the Company's principal place of business in Hong Kong.

#### Chairman and Chief Executive Officer

Pursuant to provision A.2.1 of the CG Code, the roles of 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 highly 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.

#### Independent non-executive Directors

The corporate governance stresses the importance of independent non-executive directors. The independent non-executive Directors bring in a wide range of skills and business experience to the Company, and also bring in independent and sound judgement on issues relating to strategy, performance and risk through their contribution to Board and to its committees.

### 董事會 *(續)*

#### 董事會會議 *(續)*

董事會會議記錄由公司秘書或董事會委派之本公司指定人員編製。會議記錄之草擬本會送呈董事會全體成員供彼等作出評註。會議記錄終稿可於本公司於香港之主要營業地點以供董事會全體成員查閱。

#### 主席及行政總裁

根據企管守則第A.2.1條，主席及行政總裁之職務應予區分，並不應由同一人同時擔任，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之職務並無區分，且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就影響本公司營運之事項進行討論，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。

#### 獨立非執行董事

企業管治強調獨立非執行董事之重要性。獨立非執行董事不僅為本公司帶來具廣闊層面之技能及業務經驗，並透過彼等參與董事會及其委員會就策略、業務表現及風險等事宜提供獨立及中肯之判斷。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS *(continued)*

#### Independent non-executive Directors *(continued)*

In compliance with Rule 3.10 of the Listing Rules, there are no less than three independent non-executive directors and at least one of them has appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors are all experienced individuals from various professionals, their skills and experience are an important element in proper functioning to the Board. The Board believes that a strong independent element on the Board can provide a higher level of “checks and balances” on the Company’s key decision-making mechanism as well as monitor the Company’s affairs effectively.

The Company has received, from each of the independent non-executive Directors, the written confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. Evaluated the independence of all independent non-executive Directors on an annual basis and based on their confirmation, the Board considers the independence of the independent non-executive Directors have been adequately maintained.

Under provision A.3.1 of the CG Code, the independent non-executive Directors are identified as such in all corporate communications containing the names of the Directors.

#### Directors’ Appointment, Re-election and Removal

Each of the executive Directors has entered into a service contract with the Company for different terms and subject to a termination by giving not less than six months’ prior written notice.

Under provision A.4.1 of CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Each of the independent non-executive Directors has entered into a service contract with the Company for a term of three years and subject to a termination by giving not less than three months’ prior written notice.

### 董事會 *(續)*

#### 獨立非執行董事 *(續)*

根據上市規則第3.10條，獨立非執行董事須不少於三名，其中至少一名具備適當專業資格或會計或相關財務管理專長。各獨立非執行董事均為具有豐富經驗之專業人士，彼等之技能及經驗乃妥為履行董事會職能之重要元素。董事會認為，董事會具強大獨立元素可就本公司之關鍵決策機制提供高水平之「權力制衡」機制並更有效監控本公司之事務。

根據上市規則第3.13條，本公司已收到每名獨立非執行董事有關其獨立性之確認函。按年度基準評估所有獨立非執行董事之獨立性後及基於彼等之確認函，董事會認為獨立非執行董事均維持足夠獨立性。

根據企管守則A.3.1，所有載有董事姓名之公司通訊中均已說明獨立非執行董事之身份。

#### 董事之委任、重選及罷免

每名執行董事已與本公司訂立不同年期之服務合約，並可獲給予不少於六個月之事先書面通知而終止。

根據企管守則第A.4.1條條文規定，非執行董事須以特定任期委任，並須膺選連任。每名獨立非執行董事已與本公司訂立為期三年之服務合約，並可獲給予不少於三個月之事先書面通知而終止。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS *(continued)*

#### Directors' Appointment, Re-election and Removal *(continued)*

All Directors appointed to fill a casual vacancy are subject to election at the annual general meeting after appointment. All Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Under provision of A.4.3 of CG Code, any further re-appointment of an independent non-executive Director who has served the Board for more than nine years will be subject to separate resolution to be approved by shareholders in the annual general meeting of the Company.

Dr. Sun Kwai Yu, Vivian ("Dr. Sun") has served as independent non-executive Director more than 9 years and her re-election will be subject to a separate resolution to be approved by the shareholders. Taking into consideration of Dr. Sun independent scope of works during her tenure of office, she has not involved in any daily management but yet expressed objective views and given independent guidance to the Company over the years. As an independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, the Directors consider that the long service of Dr. Sun would not affect her exercise of independent judgement and is satisfied that Dr. Sun has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director. The Directors consider the re-election of Dr. Sun as independent non-executive Director is in the best interest of the Company and shareholders as a whole.

### 董事會 *(續)*

#### 董事之委任、重選及罷免 *(續)*

所有獲委任以填補臨時空缺之董事須於獲委任後之股東週年大會上接受選舉。所有董事須根據公司細則於本公司股東週年大會上輪值退任及膺選連任。

根據企管守則第A.4.3條條文規定，任何進一步重新委任已於董事會任職超過九年之獨立非執行董事，將需股東於本公司股東週年大會上批准獨立決議案後，方可作實。

孫季如博士（「孫博士」）出任獨立非執行董事超過九年，而彼之重選將須待以獨立決議案經由股東批准後，方可作實。經考慮孫博士於任期內之獨立工作範圍，彼並無參與任何日常工作，惟多年來向本公司提出客觀的觀點及提供獨立的見解。作為一位對本公司營運及業務了解透徹加上擁有專業資格之獨立非執行董事，董事認為孫博士之長期服務不會影響其作出獨立之判斷，並確信孫博士具備繼續履行獨立非執行董事一職所需之品格、誠信及經驗。董事認為孫博士重選為獨立非執行董事符合本公司及股東之整體最佳利益。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS *(continued)*

#### Nomination Policy

The Company's Nomination Policy provides the framework by which criteria and process in the nomination, appointment and re-election of Directors can be clearly defined and to ensure that the Board has a balance of skills, experience and diversity of perspectives which are appropriate to the requirements of the Company's business. In considering the suitability of a proposed candidate, a number of factors including qualifications, integrity, reputation, time commitment, skills and experience relevant to the Company's businesses will be taken into consideration. The decision of appointment or re-appointment of a director will be made subject to the Company's Board Diversity Policy and the relevant Listing Rules. The above selection process will be conducted by the nomination committee of the Board (the "Nomination Committee") to identify potential candidate for new directorship or for re-appointment of a Director. The recommendations of the Nomination Committee on the selected candidates will be communicated to the Board for their consideration and approval. The Nomination Policy also includes the Board succession planning policy outlining the process that the Board need to use for planning to replace Board members due to the Directors' resignation, retirement and other circumstance. The Nomination Policy will be reviewed on a regular basis.

#### Board Diversity Policy

In order to enhance the effectiveness and the balanced development of the Board, the Company is committed to promoting diversity among the composition of its Board members. The current Board Diversity Policy provides a process and guideline which the Company will implement to achieve its diversity and ensures the Board has the appropriate balance of skills, experience and diversity of perspectives that are required for the Company's businesses. The Company recognises the importance of a corporate culture that embraces diversity and believes that a diversity commitment can be achieved through consideration of a wide range of factors, including gender, age, skills and industry experience, cultural and educational background, length of services in designing the Board composition. The Nomination Committee has the primary responsibility for identifying suitable candidates to become Board members based on the selection criteria. The Board Diversity Policy and the diversity of the Board will be reviewed on a regular basis to ensure the continued effectiveness of our Board Diversity Policy.

### 董事會 *(續)*

#### 提名政策

本公司的提名政策提供框架，藉此明確界定提名、委任和重選董事的準則和程序，並確保董事會根據本公司業務而具備適當所需技巧、經驗及多樣的觀點與角度。在考慮候選人是否合適時，將考慮多項因素，包括與本公司業務相關的資格、誠信、聲譽、投入的時間、技巧和經驗。委任或重新委任董事的決定將取決於本公司的董事會成員多元化政策及相關的上市規則。董事會轄下提名委員會（「提名委員會」）將進行上述甄選程序，以識別出任新董事或重新委任董事的人選。提名委員會對選定候選人的建議將提呈董事會考慮和批准。提名政策亦包括董事會繼任計劃政策，上述政策概述由於董事辭任、退任和其他情況，董事會在計劃更換董事會成員時需要採用的程序。提名政策將定期進行檢討。

#### 董事會成員多元化政策

為提高董事會的效率和均衡發展，本公司致力於促進董事會成員組成的多元化。現行的董事會成員多元化政策提供本公司將實行的程序和指引以實現董事會成員多元化，並確保董事會根據本公司業務而具備適當所需技巧、經驗及多樣的觀點與角度。本公司深明體現多元化的企業文化的重要性，並相信可以通過在設計董事會組成時考慮多項因素而實現多元化承諾，有關因素包括性別、年齡、技能和行業經驗、文化和教育背景及任期。提名委員會的主要職責是根據甄選準則確定合適的候選人以成為董事會成員。董事會成員多元化政策和董事會成員多元化將定期進行檢討，以確保董事會成員多元化政策持續有效。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (continued)

#### Directors' Training

Every Director should keep himself or herself abreast of the responsibilities as a Director and of the conduct, business activities and development of the Company. Each new incoming Director receives an induction package covering the introduction of Group's businesses and real-life overview of the Company, induction of their roles and responsibilities, the practical procedure duties and the compliance of laws and regulations.

All Directors are encouraged to pursue an ongoing development and refreshment of their knowledge and skills to ensure that their contribution to the Board remains relevant and productive.

On 27 September 2019, a tailor-made seminar was organised to Directors in related to the recent development of corporate governance. All Directors on that date participated in this seminar.

The training of each individual Director for the Year is set out below:

### 董事會 (續)

#### 董事培訓

每名董事均須了解彼作為董事之職責及清楚本公司之業務及動向。每名新任董事均獲發一套入職資料，內容包括本集團業務及本公司實際狀況簡介、彼等之角色及職責指引、實際流程職責及遵守法律法規。

本公司鼓勵所有董事接受持續發展及更新其知識和技能，以確保彼等對董事會之貢獻保持相關及具有成效。

於二零一九年九月二十七日，為董事舉辦專為彼等而設的研討會，內容關於近期企業管治發展，而於該日全體董事均出席該研討會。

各董事於本年度之培訓載列如下：

Name of Director	董事姓名	Types of training	培訓類型
<b>Executive Directors</b>		<b>執行董事</b>	
Mr. Cheng Chor Kit	鄭楚傑先生		A/B
Mr. Fung Wah Cheong, Vincent	馮華昌先生		A/B
Mr. Liu Tat Luen	廖達鸞先生		A/B
Mr. Cheng Tsz To	鄭子濤先生		A/B
Mr. Cheng Tsz Hang	鄭子衡先生		A/B
Mr. Hui Ka Po, Alex*	許家保先生*	Not applicable	不適用
<b>Independent non-executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Wong Chi Wai	黃弛維先生		A/B
Dr. Sun Kwai Yu, Vivian	孫季如博士		A/B
Mr. Cheng Kwok Kin, Paul	鄭國乾先生		A/B
Mr. Cheung Wang Ip	張宏業先生		A/B
A	Attending briefings/seminars/conference/forums.	A	出席簡介會／研討會／會議／論壇。
B	Reading/studying training or other materials.	B	閱覽／研究培訓或其他資料。
*	Mr. Hui Ka Po, Alex had resigned as an executive Director with effective from 8 July 2019.	*	許家保先生已辭任執行董事，自二零一九年七月八日起生效。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (continued)

#### Directors' and Officers' Liability Insurance

The Company has arranged appropriate insurance coverage on directors' and officers' liabilities in respect of any legal actions taken against the Directors and senior management of the Company arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

### BOARD COMMITTEES

The Board has established the following Board committees, all chaired by independent non-executive Directors, with clearly defined terms of reference, which are on no less exacting terms than those set out in the CG Code of the Listing Rules:

- Remuneration Committee (the "Remuneration Committee");
- Nomination Committee; and
- Audit Committee (the "Audit Committee")

The roles and responsibilities of each Board committee is set out by the Board with clearly defined written terms of reference and this document is available on the websites of the Stock Exchange and the Company.

Pursuant to the written terms of reference, each Board committee has authority to engage outside consultants or experts as it considers necessary to discharge the committee's responsibilities. Minutes of all Board committees meetings are circulated to all Board members. To further reinforce independence and effectiveness, all Audit Committee members being appointed are independent non-executive Directors, and the Remuneration Committee and Nomination Committee have been structured with a majority of independent non-executive Directors being the Board committees' members. During the Year and up to the date of this annual report, each Board Committee's members include:

		Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會
Mr. Cheng Chor Kit 鄭楚傑先生	Executive Director 執行董事	Member 成員	Member 成員	-
Mr. Fung Wah Cheong, Vincent 馮華昌先生	Executive Director 執行董事	Member 成員	Member 成員	-
Mr. Wong Chi Wai 黃馳維先生	Independent non-executive Director 獨立非執行董事	Member 成員	Chairman 主席	Member 成員
Dr. Sun Kwai Yu, Vivian 孫季如博士	Independent non-executive Director 獨立非執行董事	Member 成員	Member 成員	Chairperson 主席
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	Independent non-executive Director 獨立非執行董事	Chairman 主席	Member 成員	Member 成員
Mr. Cheung Wang Ip 張宏業先生	Independent non-executive Director 獨立非執行董事	Member 成員	Member 成員	Member 成員

### 董事會 (續)

#### 董事及高級職員之責任保險

本公司已就董事及高級職員因公司運作而產生之任何法律訴訟而對董事及本公司高級管理人員之責任作出適當投保安排。所投保險均會每年審閱。

### 董事委員會

董事會已成立以下由獨立非執行董事出任主席的董事委員會，並具備明確界定職權範圍，其內容不遜於上市規則之企管守則所載之條款：

- 薪酬委員會 (「薪酬委員會」)；
- 提名委員會；及
- 審核委員會 (「審核委員會」)

董事會轄下各委員會的角色及職責均由董事會以書面明確界定其職權範圍，此文件可於聯交所網站及本公司網站查閱。

根據書面職權範圍，為履行委員會之責任，董事會轄下各委員會有權在其認為需要時委聘外部顧問或專家。所有董事會轄下之委員會會議記錄均送呈各董事會成員傳閱。為進一步加強獨立性及有效性，所有獲委任之審核委員會成員均為獨立非執行董事，而薪酬委員會及提名委員會之成員均以獨立非執行董事為主。於本年度內及直至本年報日期，董事會轄下各委員會的成員包括：



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES *(continued)*

#### Remuneration Committee

The remuneration packages offered by the Company should be able to attract and motivate the Directors and senior management of the Company for their sufficient quality, whilst at the same time taking into account the shareholders' interests as well. The main roles and responsibilities of the Remuneration Committee is aimed to assist the Board to develop and administer fair and transparent procedures for setting policy on the remuneration of Directors and senior management of the Company, and to ensure no individual Director or any of his/her associates can determine his/her own remuneration.

The Remuneration Committee reviews and determines, with delegated responsibility, the remuneration packages include but not limited to basic salaries, deferred compensation, stock options and any benefits in kind, pension rights, incentive payments and any other compensation payments, of individual executive Directors 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 Remuneration Committee also independently reviews and approves the compensation and related arrangements for executive Directors and senior management of the Company in respect of any loss or termination of office or appointment.

The Remuneration Committee held one meeting during the Year to review and approve the Directors' remuneration packages. Meeting attendance records of the Remuneration Committee are set out on page 76 of this annual report.

Information relating to remuneration of each Director for the Year is set out in Note 10 to the financial statements.

### 董事委員會 (續)

#### 薪酬委員會

本公司所提供的薪酬待遇用作吸引及激勵具備足夠質素的董事及本公司高級管理人員，與此同時亦需考慮股東之利益。薪酬委員會之主要角色及職責旨在協助董事會制訂及執行公正且具透明度之程序，以制定董事及本公司高級管理人員之薪酬政策，來確保並無個別董事或其任何聯繫人可自行釐定其本身之薪酬。

薪酬委員會獲授權參照董事會訂立之企業方針與目標、職責及集團與市場內同類職位的實際情況，審閱並釐定本公司個別執行董事與高級管理人員之薪酬待遇，包括但不限於基本薪金、遞延補償、購股權及任何實物福利、退休金權利、獎金及任何其他補償金。薪酬委員會亦會獨立地審閱及批准執行董事及本公司高級管理人員因喪失或被終止職務或任命而獲得之賠償及相關安排。

於本年度內，薪酬委員會舉行一次會議以審核及批准董事之薪酬待遇。薪酬委員會之會議出席記錄載於本年報第76頁。

於本年度內，每名董事之薪酬詳情載於財務報表附註10。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES *(continued)*

#### Nomination Committee

The primary responsibility of the Nomination Committee, followed the Nomination Policy and Diversity Policy as mentioned above, reviews the composition of the Board from time to time and gives advice to the Board on the candidates, conditions, selection standards and procedures of the proposed appointment of Directors and senior management of the Company.

The Nomination Committee is also responsible for recommending to the Board all new appointments of Directors and senior management of the Company identify by referral or intermediary agencies. The Nomination Committee considers the past performance and qualification of the candidates for Directors and senior management of the Company, reviews general market conditions and the Bye-Laws in selecting and recommending candidates for directorship and management.

The Nomination Committee held one meeting during the Year to review and discuss the composition of the Board, assess the independence of the independent non-executive Directors and to make recommendations to the Board on the re-election of Directors. Meeting attendance records of the Nomination Committee are set out on page 76 of this annual report.

### 董事委員會 *(續)*

#### 提名委員會

提名委員會之主要職責包括，根據上文所述之提名政策及多元化政策，不時檢討董事會之組成及就擬任董事和本公司高級管理人員之人選、條件、遴選標準及程序向董事會提出建議。

提名委員會亦負責向董事會推薦透過轉介或中介機構物色之所有新委任董事及本公司高級管理人員。提名委員會考慮董事及本公司高級管理人員候任人過往表現及資格，審閱整體市場情況及公司細則，選擇及推薦董事及高級管理人員候任人。

於本年度內，提名委員會舉行了一次會議以檢討及討論董事會組成、評核獨立非執行董事之獨立性及就董事重選事宜向董事會提出推薦建議。提名委員會之會議出席記錄載於本年報第76頁。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES *(continued)*

#### Audit Committee

The main roles and responsibilities of the Audit Committee are to assist the Board in (1) maintaining an effective risk management and a system of internal control and compliance with the Company's obligations (including external financial reporting obligations) under the Listing Rules as modified from time to time and applicable laws and regulations is in place; (2) overseeing the integrity of the financial statements of the Company; and (3), on behalf of the Board, (i) selecting the Company's external auditor and approving their remuneration, (ii) assessing the independence and qualifications of the external auditors, and (iii) the overseeing the performance of the Company's internal audit function.

During the Year, the Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and financial reporting matters including the review of the audited financial statements for the year ended 31 March 2019 as well as the interim report for the six months ended 30 September 2019. The Audit Committee also reviewed the Group's financial controls, risk management and internal control systems, discussed internal control matters, conducted discussions with the external auditor on financial reporting, compliance, the effectiveness of the audit process, and reported all relevant matters to the Board during the year ended 31 March 2020. In addition, the Audit Committee has met with the external auditor of the Company and reviewed the financial results of the Group for the year ended 31 March 2020, including the accounting principles and practices adopted by the Group.

The Audit Committee held four meetings during the Year. Meeting attendance records of the Audit Committee are set out on page 76 of this annual report.

### 董事委員會 *(續)*

#### 審核委員會

審核委員會之主要角色及職責為協助董事會(1)維持風險管理及內部監控系統行之有效，並確保本公司遵守上市規則(經不時修訂)及適用法律及規例所規定之責任(包括對外公佈財務報告之責任)；(2)監控本公司財務報表之完整性；及(3)須代表董事會負責(i) 挑選本公司之外聘核數師並釐定其酬金；(ii) 評估外聘核數師之獨立性及資格；及(iii) 監察本公司內部審核職能之表現。

於本年度內，審核委員會已與管理層審閱本集團採納之會計原則及常規及財務報告事項，包括審閱截至二零一九年三月三十一日止年度之經審核財務報表及截至二零一九年九月三十日止六個月之中期報告。審核委員會亦審閱本集團之財務監控、風險管理及內部監控制度、討論內部監控事項、就財務申報、合規、核數程序之有效性而與外聘核數師進行討論，並於截至二零二零年三月三十一日止年度內向董事會匯報所有有關事宜。此外，審核委員會已與本公司之外聘核數師會晤及審閱本集團截至二零二零年三月三十一日止年度之財務業績，包括本集團採納之會計原則及常規。

於本年度內，審核委員會舉行四次會議。審核委員會之會議出席記錄載於本年報第76頁內。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES *(continued)*

#### Corporate Governance Function

The Company has not deliberately established a corporate governance committee and the Board delegated its responsibilities to the Audit Committee with clearly defined written terms of reference, for performing the corporate governance functions:

1. to develop and review the policies and practices of the Company on corporate governance and make recommendations to the Board;
2. to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
3. to review and monitor the policies and practices of the Company on compliance with legal and regulatory;
4. to develop, review and monitor the code of conduct and compliance manual applicable to the Directors and employees of the Group; and
5. to review the compliance by the Company with the CG Code and the disclosure requirements for the CG Report.

### ACCOUNTABILITY AND AUDIT

#### Directors' and External Auditor's Financial Reporting Responsibility

The management has timely and frequently provided a balanced and understandable assessment of the Company's performance to the Board. The Board has an ultimate responsibility for preparing the financial statements which give a true and fair view of the Group's state of affairs and the results together with cash flows situation for the Year. In preparing the financial statements, the generally accepted accounting standards in Hong Kong have been adopted; appropriate accounting policies have been used and applied consistently; and reasonable and prudent judgments and estimates have been made.

### 董事委員會 *(續)*

#### 企業管治職能

本公司並無特定設立企業管治委員會而董事會將其責任授予審核委員會，並以書面明確界定職權範圍，以執行企業管治職能：

1. 制定及審閱本公司之企業管治之政策和實務，並向董事會提出推薦建議；
2. 審閱及監察董事及本公司高級管理人員之培訓及持續專業發展；
3. 審閱及監察本公司遵守法律和監管之政策和實務；
4. 制定、審閱和監察適用於董事及本集團僱員之操守準則及合規手冊；及
5. 審閱本公司遵守企管守則及企業管治報告之披露要求。

### 問責及審核

#### 董事及外聘核數師之財務申報責任

管理層適時及經常就本公司之表現向董事會提供公正及易於理解之評估。董事會有最終責任去編製財務報表，並真實及公平地反映本集團於本年度之事務狀況及業績和現金流量狀況。於編製財務報表時，香港公認會計準則已予採納；適當之會計政策已予使用並貫徹應用；而合理及審慎之判斷及評估已予作出。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (continued)

#### Directors' and External Auditor's Financial Reporting Responsibility (continued)

Other than the discussion in respect of the financial conditions, liquidity and financial resources on the chapter of "Management Discussion and Analysis", the Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements of the Group.

The Independent Auditor's Report on pages 77 to 85 of this annual report has set out the reporting responsibilities of the external auditor of the Company.

#### Auditor's Remuneration

The auditor's remuneration and the fee for non-audit services for the Year are as below:

Nature of services	服務性質
Audit services	核數服務
Non-audit services	非核數服務

### 問責及審核 (續)

#### 董事及外聘核數師之財務申報責任 (續)

除「管理層討論及分析」章節所載有關財務狀況、流動資金及財務資源之討論外，董事會並不知悉任何重大不明朗事件或情況可能會導致對本公司持續經營能力產生重大疑問。因此，董事會在編製本集團之財務報表時繼續採納持續經營基準。

本年報第77至85頁之獨立核數師報告乃載有本公司之外聘核數師之申報責任。

#### 核數師酬金

本年度之核數師酬金及非核數服務費如下：

2019/2020 二零一九／ 二零二零年 HK\$'000 千港元	2018/2019 二零一八／ 二零一九年 HK\$'000 千港元
3,600	3,100
401	2,095
<b>4,001</b>	<b>5,195</b>

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the effectiveness of the Group's risk management, internal control systems as well as financial control. The risk management mechanism can provide reasonable but not absolute assurance against material misstatement or loss, and is designed to manage rather than to eliminate risk of failure to achieve business objectives.

The Group has adopted a three-tier risk management approach to identify, access and manage different types of risks. As the first line of defence, operational management of the Group are responsible for identifying, assessing and monitoring risk associated with each business activities or transaction. The management of the Group, as the second line of defence, defines rules sets and models, provides technical support, develops new system and oversees project management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, an internal control advisor assists the Audit Committee to review the first and second lines of defence.

The Group is committed to set up and maintain a sound and effective internal control system which is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in the operational system and achievement of the Group's objectives.

An internal control advisor was appointed by the Company as an outsourced internal audit function to assist the Group to conduct annual review on the internal controls system according to the internal audit plan agreed by the management of the Group and Audit Committee. The internal control advisor reported the internal audit findings and recommendations to both the management of the Group and Audit Committee. The management of the Group agreed on the internal audit findings and adopted the recommendations accordingly.

### 風險評估及內部監控

董事會確認其有責任監管本集團之風險管理機制、內部監控制度及財務監控的有效性。風險管理提供合理（而非絕對）保證，以防出現重大誤報或損失，並管理而非消除未能達致業務目標之風險。

本集團採用三層風險管理方法來識別、獲取及管理不同類型的風險。作為第一道防線，本集團營運管理層負責識別、評估及監察與每項業務活動或交易相關的風險。本集團管理層作為第二道防線，為規則集及模型定義、提供技術支援、開發新系統及監管項目管理。第二道防線確保風險在可接受範圍內，確保第一道防線有效。作為最後一道防線，內部監控顧問協助審核委員會審查第一道及第二道防線。

本集團致力於建立及維持完善及有效之內部監控制度，該制度旨在提供合理（而非絕對）保證，以防出現重大誤報或損失，並管理而非消除營運制度失誤之風險，以及達致本集團目標。

本公司已委聘一名內部監控顧問作為外聘內部審核職能，協助本集團按照集團管理層與審核委員會協定之內部審核計劃對內部監控制度進行年度審核。內部監控顧問向本集團管理層及審核委員會匯報內部審核結果及建議。本集團管理層同意內部審核結果並採納相關建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

Based on the risk management mechanism and internal audit review activities, the management of the Group had provided a confirmation to the Board that the Group had maintained an effective risk management mechanism and internal control systems during the Year.

### INSIDE INFORMATION

Kin Yat, as a listed corporation, must, as soon as reasonably practicable after any inside information has come to its knowledge, disclose the inside information to the public, unless the information falls with any of the “Safe Harbours” as provided in SFO. Every Director must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company. In addition, as included in our staff handbook, a strict prohibition to all Directors and relevant employees on the unauthorised disclosure or use of confidential and inside information as well as deal in the securities of the Company when they are in possession of undisclosed inside information.

To fulfil the disclosure obligation, during the Year, the Company has disclosed inside information to the market as a whole by way of the electronic publication system operated by the Stock Exchange and other means in accordance with the Listing Rules so that all participants of the market have equal and simultaneous access to the same information.

### 風險評估及內部監控 (續)

根據風險管理機制及內部審核評估工作，本集團管理層已經向董事會確認，本集團於本年度期間一直維持有效之風險管理機制及內部監控制度。

### 內幕消息

作為上市法團，建溢必須在知悉任何內幕消息後，在合理地切實可行的情況下，盡快向公眾披露該等內幕消息，除非該等消息屬於證券及期貨條例所規定的任何「安全港」。每位董事必須不時採取一切合理措施，確保存在適當的保障措施，以防止違反有關本公司的披露規定。再者，正如我們的員工手冊所載，嚴格禁止所有董事及相關員工未經授權披露或使用機密及內幕消息，以及在掌握未披露的內幕消息時買賣本公司的證券。

為履行資訊披露責任，年內，本公司已根據上市規則的規定，通過聯交所電子公告系統及其他方式向整個市場披露內幕消息，使市場所有參與者均可平等地同時獲取相同資訊。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMPANY SECRETARY

Mr. Chan Ho Man (“Mr. Chan”) has been appointed as the company secretary of the Company since 1996 and is responsible for overseeing all the company secretarial matters of the Group. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants and an associate member of the HKICPA.

Mr. Chan confirmed that he has taken no less than 15 hours of relevant professional training during the Year.

### SHAREHOLDERS’ RIGHTS AND INVESTOR RELATIONS

#### Shareholders’ Rights

#### 1. *Rights to convene Special General Meeting*

Pursuant to the Bye-Laws, any one or more registered shareholders holding at the date of deposit of the requisition not less than 10% of the paid up capital of the Company carrying the right of voting at the general meetings of the Company shall at all times have the right, by a written requisition, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The written requisition must state the purpose of the meeting, signed by the requisitionist(s) and be delivered to the Board or the company secretary of the Company at the Company’s principal place of business at 7/F., Galaxy Factory Building, 25–27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionist(s).

If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves or any of them represented more than one half of the total voting rights of all of them, may convene a meeting in accordance with the provisions of Section 74(3) of the Companies Act of Bermuda.

### 公司秘書

陳浩文先生(「陳先生」)自一九九六年以來一直擔任本公司之公司秘書，負責監管本集團全部公司秘書之事宜。陳先生為英國特許公認會計師公會資深會員及香港會計師公會會員。

於本年度內，陳先生已確認彼已進行不少於15小時之相關專業培訓。

### 股東權利及投資者關係

#### 股東權利

#### 1. *召開股東特別大會之權利*

根據公司細則，任何於遞交呈請日期持有本公司繳足股本(附帶權利可於本公司股東大會上投票)不少於10%之一名或多名登記之股東有權於任何時候透過書面呈請要求董事會召開股東特別大會，以處理有關呈請內所指任何業務，而有關會議須於遞交有關呈請後兩個月內予以舉行。

經呈請人簽署之書面呈請必須註明會議之目的，並遞交至本公司之主要營業地點(地址為香港九龍新蒲崗六合街25–27號嘉時工廠大廈7樓)，本公司董事會或公司秘書收，而呈請可由多份類似格式之文件組成，而各自均須經一名或多名呈請人簽署。

倘於有關遞交後二十一日內，董事會未能召開有關會議，則呈請人或擁有佔彼等全部投票權總額超過一半之其中任何人士可自行根據百慕達公司法第74(3)條之條文召開會議。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

#### Shareholders' Rights *(continued)*

#### 2. **Procedures for putting forward proposals at shareholders' meetings**

Any one or more registered shareholders, at the date of submission of written requisition, represents either (a) not less than 5% of the total voting rights of all shareholders; or (b) not less than one hundred shareholders, entitled to submit a written requisition for putting forward proposals at the general meeting.

The written requisition duly signed by the registered shareholders, must state the purpose of the written requisition, together with a statement of not more than one thousand words with respect to the matter referred to in the proposed resolution must be deposited at the principal place of business in Hong Kong, not less than six weeks before the general meeting in case of a requisition requiring notice of a resolution; or not less than one week in case of other requisition.

#### 3. **Procedures for directing shareholders' enquiries to the Board**

Shareholders may at any time send their enquiries to the Board in writing through the company secretary of the Company whose contact details are as follows:

7/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong

Fax: (852)-2351-1867

Email: webmaster@kinyat.com.hk

### 股東權利及投資者關係 *(續)*

#### 股東權利 *(續)*

#### 2. 於股東大會上提呈建議之程序

任何一名或多名登記之股東於遞交書面呈請日期，代表相當於(a)全體股東總投票權不少於5%；或(b)不少於一百名股東，有權遞交書面呈請以於股東大會上提呈建議。

經登記之股東正式簽署之書面呈請(必須註明書面呈請之目的)，連同一份不超過一千字，內容有關建議決議案所指事宜之陳述書須送達香港主要營業地點，倘呈請要求發出決議案通知，則須於股東大會前不少於六週送達；而倘屬任何其他情況，則須於股東大會前不少於一週送達。

#### 3. 股東向董事會提出查詢之程序

股東可隨時以書面方式透過本公司之公司秘書向董事會提出查詢，公司秘書之聯絡詳情如下：

香港九龍新蒲崗六合街25-27號  
嘉時工廠大廈7樓

傳真：(852)-2351-1867

電郵：webmaster@kinyat.com.hk

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

#### Investor Relations

##### 1. Shareholders' communication

The Board recognises the importance of maintaining clear, timely and effective communications with shareholders. Annual and interim reports are published to provide shareholders with comprehensive information of the Company's operational and financial performances. The Company practices timely dissemination of information and makes sure its website ([www.kinyat.com.hk](http://www.kinyat.com.hk)) contains the most current information, including annual reports, interim reports, announcements, monthly returns and press releases, and is updated in a timely manner to ensure transparency.

The Board endeavour to maintain an ongoing and transparent communications with all shareholders and, in particular, use general meeting as a platform for shareholders to state and exchange views with the Board directly and encourage their participation. The Directors are available to answer questions from shareholders throughout an annual general meeting. External auditor is also available at an annual general meeting to address shareholders' queries in accordance to the requirements of applicable Listing Rules.

The annual general meeting for the year of 2019 of the Company (the "2019 AGM") was held on 28 August 2019 and all the members of the Board together with the external auditor presented in the 2019 AGM. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders on all resolutions at general meetings must be taken by poll. The poll results in respect of the resolutions proposed at the 2019 AGM were published on the websites of the Stock Exchange and the Company on 28 August 2019.

### 股東權利及投資者關係 *(續)*

#### 投資者關係

##### 1. 與股東之溝通

董事會深明與股東保持清晰、適時和有效溝通之重要性。本公司會刊發年度及中期報告以向股東提供有關本公司經營及財務表現之全面資料。本公司之慣例為適時發佈資料及確保其網站 ([www.kinyat.com.hk](http://www.kinyat.com.hk)) 載有目前最新之資料，包括年報、中期報告、公佈、月報表及新聞稿，並適時更新以確保其透明度。

董事會致力不斷維持並鼓勵彼等參與全體股東之間具透明度之溝通，特別是透過股東大會此平台與股東溝通以表達及直接與董事會交換意見。董事將於整個股東週年大會期間回答股東之提問。外聘核數師亦會於股東週年大會上根據適用上市規則之規定解答股東疑問。

本公司二零一九年股東週年大會（「二零一九年股東週年大會」）已於二零一九年八月二十八日舉行，且董事會全體成員連同外聘核數師均出席二零一九年股東週年大會。根據上市規則第13.39(4)條，於股東大會上所有決議案必須經股東以投票方式進行表決。有關於二零一九年股東週年大會上提呈之決議案之投票結果已於二零一九年八月二十八日刊載於聯交所及本公司網站。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

#### Investor Relations *(continued)*

##### 1. **Shareholders' communication** *(continued)*

The annual general meeting for the year of 2020 of the Company (the "2020 AGM") will be held on Friday, 21 August 2020, for details of the information on the 2020 AGM, please refer to this annual report and its accompanying Explanatory Statement.

The Board continues to maintain regular dialogue with financial analysts and institutional investors as appropriate to keep them informed the Group's strategies, operations, management and plans. In order to strengthen the bi-directional communications between the Company, shareholders and investors, an email contact ([webmaster@kinyat.com.hk](mailto:webmaster@kinyat.com.hk)) responded by senior management of the Company are available to shareholders and investors.

##### 2. **Sufficient and timely information**

The Board recognises the significance of providing information to shareholders to enable each shareholder to make an informed assessment for the purposes of voting on each of the matter put before shareholders at the general meeting. Copies of the annual report, financial statements and related documents are despatched to shareholders in accordance with the statutory requirements.

##### 3. **Significant constitutional documents**

There was no change in the Company's constitutional document for the Year.

### 股東權利及投資者關係 *(續)*

#### 投資者關係 *(續)*

##### 1. **與股東之溝通** *(續)*

本公司二零二零年股東週年大會（「二零二零年股東週年大會」）將於二零二零年八月二十一日（星期五）舉行，有關二零二零年股東週年大會之詳細資料，請參閱本年報及其隨附之說明函件。

董事會會繼續維持與金融分析師及機構投資者（如適用）定期進行對話，以使彼等了解本集團之策略、營運、管理及計劃。為加強本公司與股東及投資者之間的雙向溝通，股東及投資者可透過電郵（[webmaster@kinyat.com.hk](mailto:webmaster@kinyat.com.hk)）與我們聯絡，並會由本公司高級管理人員作出回覆。

##### 2. **充裕及適時之信息**

董事會認同向股東提供信息之重要性，以令各股東就於股東大會上提出之各項事宜之投票作出知情評估。年報、財務報表及相關文件均按法定規定寄發予股東。

##### 3. **主要憲章文件**

於本年度內，本公司憲章文件並無變動。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

#### Investor Relations *(continued)*

#### 4. Dividend Policy

Sharing the fruit of our effort and providing a stable and sustainable return to our shareholders is our goal. The Company has adopted a Dividend Policy (the "Dividend Policy") which is a guideline on distribution of dividends to shareholders of the Company.

In considering the payment of dividends, there shall be a balance between maintaining sufficient capital for expanding the Group's business as well as rewarding the shareholders of the Company. The Board shall also take into account, among other things, when considering the declaration and payments of dividends:

- the actual and expected financial performance of the Group;
- the capital and debt level of the Group;
- the general market conditions;
- any working capital and capital expenditure requirement;
- any future development plans of the Group;
- retained earnings and distributable reserves of the Company and each of the members of the Group;
- the liquidity position of the Group;
- any restrictions on dividend payouts imposed by any of the Group's lenders;
- the statutory and regulatory restrictions which the Group is subject to from time to time; and
- any other relevant factors that the Board may deem appropriate.

Under our Dividend Policy, the recommendation of the payment of any dividend is subject to the absolute discretion of the Board as well as any restrictions under the law's requirements of Bermuda and Hong Kong, the Listing Rules and the Bye-Laws of the Company. The declaration of final dividend will be subject to the approval of the shareholders.

The Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend. In addition, any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Bye-Laws of the Company.

### 股東權利及投資者關係 *(續)*

#### 投資者關係 *(續)*

#### 4. 股息政策

分享我們努力的成果，為股東提供穩定和可持續的回報乃我們的目標。本公司已採納股息政策（「股息政策」）作為分派股息予本公司股東之指引。

考慮派付股息時，應在維持充足資金供本集團拓展業務以及回報本公司股東之間取得平衡。董事會考慮宣派及派付股息時亦須考慮（其中包括）以下事項：

- 本集團之實際及預期財務表現；
- 本集團之資金及債務水平；
- 一般市場狀況；
- 任何營運資金及資本開支需求；
- 本集團之未來發展計劃；
- 本公司以及本集團各成員公司之保留盈利及可分派儲備；
- 本集團之流動資金狀況；
- 本集團貸款人施加之分派股息限制；
- 本集團不時須遵守之法定及監管限制；及
- 董事會可能認為合適之任何其他相關因素。

根據我們的股息政策，董事會擁有絕對酌情權來建議派付任何股息，並須遵守百慕達及香港法例規定、上市規則及本公司之公司細則中任何限制。宣派末期股息須由股東批准。

股息政策概不構成本公司就其未來將派付股息作出法律約束力之承諾。此外，任何未領取之股息應被沒收及應根據本公司之公司細則歸屬本公司。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

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

Pursuant to Rule 13.51(B)(1) of the Listing Rules, there is no changes in information of the Directors subsequent to the date of the 2019/2020 interim report of the Company.

### 根據上市規則第13.51(B)(1)條披露董事資料

根據上市規則第13.51(B)(1)條，於本公司二零一九／二零二零年中期報告日期後，董事之資料並無變更。

### THE ATTENDANCE RECORD OF EACH MEMBER OF THE BOARD IN 2019/2020

The number of Annual General Meeting, Board and its Committees meetings attended by each Director for the Year.

### 二零一九／二零二零年董事會各成員出席會議記錄

於本年度內，每位董事所出席之股東週年大會、董事會及董事委員會會議次數。

Name of Director	董事姓名	Annual General Meeting	Special General Meeting**	Full board	Remuneration Committee	Nomination Committee	Audit Committee
		股東週年大會	股東特別大會**	全體董事會	薪酬委員會	提名委員會	審核委員會
<b>Executive Directors</b>		<b>執行董事</b>					
Mr. Cheng Chor Kit	鄭楚傑先生	1/1	1/1	4/4	1/1	1/1	N/A 不適用
Mr. Fung Wah Cheong, Vincent	馮華昌先生	1/1	1/1	4/4	1/1	1/1	N/A 不適用
Mr. Liu Tat Luen	廖達鸞先生	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Cheng Tsz To	鄭子濤先生	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Cheng Tsz Hang	鄭子衡先生	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Hui Ka Po, Alex*	許家保先生*	N/A 不適用	N/A 不適用	0/1	N/A 不適用	N/A 不適用	N/A 不適用
<b>Independent non-executive Directors</b>		<b>獨立非執行董事</b>					
Mr. Wong Chi Wai	黃馳維先生	1/1	1/1	4/4	1/1	1/1	1/1
Dr. Sun Kwai Yu, Vivian	孫季如博士	1/1	1/1	4/4	1/1	1/1	1/1
Mr. Cheng Kwok Kin, Paul	鄭國乾先生	1/1	1/1	4/4	1/1	1/1	1/1
Mr. Cheung Wang Ip	張宏業先生	1/1	1/1	4/4	1/1	1/1	1/1

\* Mr. Hui Ka Po, Alex had resigned as an executive director with effective from 8 July 2019. 許家保先生已辭任執行董事，自二零一九年七月八日起生效。

\*\* The Special General Meeting of the Company held on 30 March 2020. 本公司股東特別大會於二零二零年三月三十日舉行。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



**To the Shareholders of Kin Yat Holdings Limited**  
(incorporated in Bermuda with limited liability)

### OPINION

#### What we have audited

The consolidated financial statements of Kin Yat Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 86 to 243, which comprise:

- the consolidated statement of financial position as at 31 March 2020;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 羅兵咸永道

致建溢集團有限公司股東  
(於百慕達註冊成立之有限公司)

### 意見

#### 我們已審計的內容

建溢集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第86至243頁的綜合財務報表，包括：

- 於二零二零年三月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合收益表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

#### 我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二零年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Fair value estimation of freehold land and buildings and investment properties
- Provision for inventories

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

### 關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 永久業權土地及樓宇以及投資物業的公平值估計
- 存貨撥備

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<b>Fair value estimation of freehold land and buildings and investment properties</b> 永久業權土地及樓宇以及投資物業的公平值估計	
<p>Refer to Notes 4.1(a), 15 and 16 to the consolidated financial statements. 請參閱綜合財務報表附註4.1(a)、15及16。</p> <p>As at 31 March 2020, the Group had freehold land and buildings of HK\$330,485,000 included in property, plant and equipment, and investment properties of HK\$57,975,000. The revaluation deficit and fair value loss recognised during the year amounted to HK\$4,864,000 and HK\$229,000, respectively.</p> <p>於二零二零年三月三十一日，貴集團持有永久業權土地及樓宇330,485,000港元（包括於物業、廠房及設備）及投資物業57,975,000港元，年內分別確認重估虧拙及公平值虧損4,864,000港元及229,000港元。</p> <p>Management engaged an external valuer to determine the year-end fair value of the freehold land and buildings, and investment properties based on market comparable method or direct replacement cost method. The valuations are dependent on certain key assumptions that require significant management judgement, including estimated useful life, unit rates, replacement cost, and capitalisation rate.</p> <p>管理層委聘一名外部估值師根據市場比較法或直接重置成本法釐定永久業權土地及樓宇以及投資物業於年末的公平值。估值取決於需要重大管理層判斷的若干關鍵假設，包括估計可使用年期、單價、重置成本及資本化率。</p> <p>We focused on this area due to the significance of the balance and significant management judgement and estimates involved in the fair value estimation of freehold land and buildings and investment properties.</p> <p>我們專注於此範疇乃由於結餘重大及永久業權土地及樓宇以及投資物業的公平值估計涉及重大管理層判斷和估計。</p>	<p>Our procedures in relation to management's valuation of freehold land and buildings and investment properties included:</p> <p>我們就管理層對永久業權土地及樓宇以及投資物業的估值執行的程序包括：</p> <ul style="list-style-type: none"> <li>• Evaluation of the external property valuers' competence, capabilities and objectivity; 評估外聘物業估值師的資歷、能力和客觀性；</li> <li>• Involving our in-house valuation experts to assess the methodologies used in valuation by referencing to market practices; 連同本所內部的估值專家參考市場慣例以評估估值所採用的方法；</li> <li>• Involving our in-house valuation experts to assess the appropriateness of the key assumptions of estimated useful life, unit rates, replacement costs, and capitalisation rate by referencing to market data; and 連同本所內部的估值專家參考市場數據評估估計可使用年期、單價、重置成本及資本化率的關鍵假設的恰當性；及</li> <li>• Assessing the appropriateness of the disclosures in the financial statements. 評估財務報表披露事項的恰當性。</li> </ul> <p>We found the assessment were supported by the available evidence. We found the disclosures to be appropriate.</p> <p>我們發現評估已獲所得憑證的支持。我們發現披露事項屬恰當。</p>



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項 (續)

<b>Key Audit Matter</b> 關鍵審計事項	<b>How our audit addressed the Key Audit Matter</b> 我們的審計如何處理關鍵審計事項
<b>Provision for inventories</b> 存貨撥備	
<p>Refer to Notes 4.1(b) and 22 to the consolidated financial statements. 請參閱綜合財務報表附註4.1(b)及22。</p> <p>At 31 March 2020, the Group held inventories of HK\$319,943,000 and the provision for obsolete or slow moving inventories was HK\$21,363,000. Inventories are stated at the lower of cost and net realisable value in the consolidated financial statements. Management assesses the provision for obsolete or slow moving inventories at each period end based on their consideration of obsolescence and the net realisable value of inventories. The determination of estimated selling price less cost to sell requires the use of significant judgement and estimates, including consideration of condition of products, latest selling price, expectation of future sales orders, market trends and customer demands. 於二零二零年三月三十一日，貴集團持有的存貨為319,943,000港元，陳舊或滯銷存貨撥備為21,363,000港元。存貨按成本及可變現淨值兩者的較低者於綜合財務報表列賬。管理層基於對存貨陳舊程度及其可變現淨值的考慮，於各期期末對陳舊或滯銷存貨的撥備進行評估。確定預計售價減銷售成本需要使用重大判斷和估計，包括對產品狀況、最近期售價、未來銷售訂單的預期、市場趨勢及客戶需求的考慮。</p> <p>We focused on this area due to the significance of the balance and, significant management judgement and estimates involved in determining the provision for obsolete or slow moving inventories. 我們專注於此範疇乃由於結餘重大及確定陳舊或滯銷存貨撥備時涉及重大管理層判斷和估計。</p>	<p>Our key procedures in relation to management's assessment of the provision for obsolete or slow moving inventories included: 我們就管理層對陳舊或滯銷存貨撥備所作評估執行的關鍵程序包括：</p> <ul style="list-style-type: none"> <li>• Understanding and validating key control procedures over the aging schedule and the estimation of inventory provision; 瞭解並核實對賬齡時間表和存貨撥備估計的關鍵控制程序；</li> <li>• Testing, on a sample basis, the net realisable value of selected inventory items, by comparing the carrying amount of the inventory items against their selling price subsequent to the year end; 採用抽樣方式比較所選存貨的賬面值與其於年末後的售價，對所選存貨的可變現淨值進行測試；</li> <li>• Attending the inventory count to observe the inventory condition; 參與存貨盤點以觀察存貨狀況；</li> </ul>

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審計事項 (續)

<b>Key Audit Matter</b> 關鍵審計事項	<b>How our audit addressed the Key Audit Matter</b> 我們的審計如何處理關鍵審計事項
<b>Provision for inventories</b> 存貨撥備	<ul style="list-style-type: none"> <li>• Testing, on a sample basis, the accuracy of the ageing profile of individual inventory items by checking to the underlying procurement correspondence and invoices; and                              採用抽樣方式檢查相關採購資料和發票來測試個別存貨項目賬齡的準確性；及</li> <li>• Assessing the reasonableness of inventory provision by comparing against historical sales or usage pattern.                              通過與歷史銷售或使用模式進行比較，評估存貨撥備的合理性。</li> </ul> <p>We found that management's assessment of the provision for obsolete or slow moving inventories was supported by the available audit evidence.                              我們發現管理層對陳舊或滯銷存貨撥備的評估已獲所得的審計證據支持。</p>

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Environmental, Social and Governance Report, which is expected to be made available to us after that date.

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

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

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

When we read the Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and take appropriate action considering our legal rights and obligations.

### RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### 其他信息

貴公司董事須對其他信息負責。其他信息包括我們於本核數師報告日期前取得的年報(但不包括綜合財務報表及我們的核數師報告)以及我們預期於該日期後取得的環境、社會及管治報告內的所有信息。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們審閱環境、社會及管治報告時，倘我們認為該報告存在重大錯誤陳述，我們須告知董事有關事宜，以及經考慮我們的法律權利及責任後採取適當行動。

### 董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督貴集團的財務報告過程。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可能由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

### 核數師就審計綜合財務報表承擔的責任 *(續)*

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ms. Chung Kit Yi, Kitty.

**PricewaterhouseCoopers**  
Certified Public Accountants  
Hong Kong, 29 June 2020

### 核數師就審計綜合財務報表承擔的責任 (續)

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

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

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

出具本獨立核數師報告的審計項目合夥人是鍾潔儀女士。

**羅兵咸永道會計師事務所**  
執業會計師  
香港，二零二零年六月二十九日

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

For the year ended 31 March 2020

截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
<b>Revenue</b>	收益	5	<b>3,114,221</b>	4,139,886
Cost of sales	銷售成本	8	<b>(2,780,880)</b>	(3,850,010)
Gross profit	毛利		<b>333,341</b>	289,876
Other income and gains, net	其他收入及收益，淨額	6	<b>101,647</b>	76,412
Selling and distribution expenses	銷售及分銷開支	8	<b>(46,791)</b>	(66,619)
Administrative expenses	行政開支	8	<b>(169,759)</b>	(148,418)
Impairment losses on financial assets	金融資產之減值虧損		<b>(3,283)</b>	(3,299)
Finance costs, net	財務費用，淨額	7	<b>(17,742)</b>	(12,729)
Share of losses of associates	應佔聯營公司之虧損	21	<b>(955)</b>	(827)
<b>Profit before income tax</b>	除所得稅前溢利		<b>196,458</b>	134,396
Income tax expense	所得稅開支	11	<b>(22,821)</b>	(19,178)
<b>Profit for the year from continuing operations</b>	持續經營業務之年內溢利		<b>173,637</b>	115,218
<b>Discontinued operation</b>	已終止經營業務			
Loss for the year from discontinued operation	已終止經營業務之年內虧損		<b>(8,272)</b>	(4,807)
<b>Profit for the year</b>	年內溢利		<b>165,365</b>	110,411
<b>Profit/(loss) attributable to:</b>	以下各項應佔溢利／(虧損)：			
Equity holders of the Company	本公司權益持有人		<b>170,049</b>	112,384
Non-controlling interests	非控股權益		<b>(4,684)</b>	(1,973)
			<b>165,365</b>	110,411
<b>Profit/(loss) attributable to the equity holders of the Company arisen from:</b>	本公司權益持有人應佔溢利／(虧損)產生自：			
Continuing operations	持續經營業務		<b>175,343</b>	115,598
Discontinued operation	已終止經營業務		<b>(5,294)</b>	(3,214)
			<b>170,049</b>	112,384

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合收益表應連同隨附附註一併閱讀。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 March 2020  
截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
<b>Profit for the year</b>	年內溢利		<b>165,365</b>	110,411
<b>Other comprehensive loss arising from continuing operations:</b> <i>Item that may be reclassified to the income statement:</i>	來自持續經營業務之其他全面虧損： 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>(88,942)</b>	(76,878)
			<b>(88,942)</b>	(76,878)
<i>Other comprehensive (loss)/income not to be reclassified to the income statement in subsequent periods:</i>	於其後期間不會重新分類至收益表之其他全面(虧損)/收益：			
(Deficit)/surplus on revaluation of land and buildings	土地及樓宇重估(虧拙)/盈餘		<b>(4,864)</b>	68,930
Deferred tax credited/(debited) to asset revaluation reserve	於資產重估儲備計入/(扣除)之遞延稅項	30	<b>3,576</b>	(13,977)
			<b>(1,288)</b>	54,953
<b>Other comprehensive loss arising from discontinued operation:</b> <i>Item that may be reclassified to the income statement:</i>	來自已終止經營業務之其他全面虧損： 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	27	<b>(262)</b>	(18)
<b>Other comprehensive loss for the year, net of tax</b>	年內其他全面虧損，扣除稅項		<b>(90,492)</b>	(21,943)
<b>Total comprehensive income for the year</b>	年內全面收益總額		<b>74,873</b>	88,468



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 March 2020

截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
<b>Total comprehensive income/(loss) for the year attributable to:</b>	以下各項應佔年內全面收益／(虧損)總額：			
Equity holders of the Company	本公司權益持有人		<b>79,462</b>	90,519
Non-controlling interests	非控股權益		<b>(4,589)</b>	(2,051)
			<b>74,873</b>	88,468
<b>Total comprehensive income/(loss) for the year attributable to equity holders of the Company arisen from:</b>	本公司權益持有人應佔年內全面收益／(虧損)總額產生自：			
Continuing operations	持續經營業務		<b>84,923</b>	93,745
Discontinued operation	已終止經營業務		<b>(5,461)</b>	(3,226)
			<b>79,462</b>	90,519
<b>Earnings/(losses) per share attributable to equity holders of the Company</b>	本公司權益持有人應佔每股盈利／(虧損)			
Basic	基本			
Continuing operations	持續經營業務		<b>HK39.95 cents 港仙</b>	HK26.34 cents 港仙
Discontinued operation	已終止經營業務		<b>HK(1.21) cents 港仙</b>	HK(0.73) cents 港仙
Total – included discontinued operation	總計—包括已終止經營業務	13	<b>HK38.74 cents 港仙</b>	HK25.61 cents 港仙
Diluted	攤薄			
Continuing operations	持續經營業務		<b>HK39.95 cents 港仙</b>	HK26.32 cents 港仙
Discontinued operation	已終止經營業務		<b>HK(1.21) cents 港仙</b>	HK(0.73) cents 港仙
Total – included discontinued operation	總計—包括已終止經營業務	13	<b>HK38.74 cents 港仙</b>	HK25.59 cents 港仙

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應連同隨附附註一併閱讀。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2020

於二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 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	15	989,154	1,123,724
Investment properties	投資物業	16	57,975	65,070
Prepaid land lease payments	預付土地租金	17	–	23,437
Right-of-use assets	使用權資產	17	26,243	–
Properties under development	發展中物業	19	42,534	44,847
Intangible assets	無形資產	18	7,873	35,779
Investments in associates	於聯營公司之投資	21	4,854	12,065
Financial assets at fair value through profit or loss	透過損益按公平值列賬 之金融資產	25	12,336	–
Prepayments and deposits	預付款項及按金	24	163,964	210,642
Deferred tax assets	遞延稅項資產	30	20,886	25,920
Total non-current assets	非流動資產總值		1,325,819	1,541,484
<b>Current assets</b>	<b>流動資產</b>			
Properties under development	發展中物業	19	269,847	485,863
Completed properties held for sale	持作出售之竣工物業	20	154,464	–
Inventories	存貨	22	298,580	615,365
Accounts and bills receivable	應收賬款及票據	23	221,017	312,149
Contract assets	合約資產	5(d)	–	22,983
Prepayments and deposits	預付款項及按金	24	190,221	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	25	8,533	14,140
Tax recoverable	可收回稅項		2,480	791
Time deposits	定期存款	26	14,641	13,754
Restricted bank deposits	受限制銀行存款	26	11,925	5,017
Cash and cash equivalents	現金及現金等同物	26	244,681	222,153
Assets classified as held for sale	分類為出售資產	27	1,416,389	1,847,987
			132,153	–
Total current assets	流動資產總值		1,548,542	1,847,987
<b>Total assets</b>	<b>總資產</b>		<b>2,874,361</b>	<b>3,389,471</b>
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to equity holders of the Company	本公司權益持有人應佔 權益			
Share capital	股本	31	43,896	43,896
Reserves	儲備	33	1,182,024	1,161,616
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>1,225,920</b>	<b>1,205,512</b>
			<b>162</b>	<b>4,414</b>
<b>Total equity</b>	<b>權益總額</b>		<b>1,226,082</b>	<b>1,209,926</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2020

於二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<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	28	83,371	82,090
Bank borrowings	銀行借貸	29	263,566	–
Lease liabilities	租賃負債	17	2,150	–
Deferred tax liabilities	遞延稅項負債	30	33,718	57,285
Total non-current liabilities	非流動負債總額		382,805	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	28	624,131	1,000,597
Contract liabilities	合約負債	5(d)	68,092	166,181
Bank borrowings	銀行借貸	29	413,243	810,106
Lease liabilities	租賃負債	17	1,850	–
Tax payable	應付稅項		62,562	63,286
Liabilities directly associated with assets classified as held for sale	與分類為持作出售資產 直接相關之負債	27	1,169,878	2,040,170
Total current liabilities	流動負債總額		1,265,474	2,040,170
<b>Total liabilities</b>	<b>總負債</b>		1,648,279	2,179,545
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		2,874,361	3,389,471

The above consolidation statement of financial position should be read in conjunction with the accompanying notes.

These consolidated financial statements on pages 86 to 243 have been approved for issue by the Board of Directors on 29 June 2020 and were signed on its behalf.

**Cheng Chor Kit**

鄭楚傑

Director

董事

**Fung Wah Cheong, Vincent**

馮華昌

Director

董事

上述綜合財務狀況表應連同隨附附註一併閱讀。

第86至243頁之該等綜合財務報表已由董事會於二零二零年六月二十九日批准發行並由下列董事代表簽署。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2020  
截至二零二零年三月三十一日止年度

		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	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	繳入盈餘	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
At 31 March 2019	43,896	156,015	3,927	218,369	(20,694)	14	6,150	(8,940)	806,775	1,161,616	4,414	1,209,926
Effect on adoption of HKFRS 16 (Note 2.3)	-	-	-	(74,149)	-	-	-	-	15,095	(59,054)	-	(59,054)
At 1 April 2019	43,896	156,015	3,927	144,220	(20,694)	14	6,150	(8,940)	821,870	1,102,562	4,414	1,150,872
Revaluation deficit, net (Note 15)	-	-	-	(4,864)	-	-	-	-	-	(4,864)	-	(4,864)
Deferred tax credited to asset revaluation reserve	-	-	-	704	-	-	-	-	-	704	-	704
Exchange translation on translation of foreign operations	-	-	-	-	(89,299)	-	-	-	-	(89,299)	95	(89,204)
Deferred tax credited to asset revaluation reserve upon disposal of property, plant and equipment	-	-	-	2,263	-	-	-	-	-	2,263	-	2,263
Deferred tax credited to asset revaluation reserve upon disposal of a subsidiary	-	-	-	609	-	-	-	-	-	609	-	609
Profit for the year	-	-	-	-	-	-	-	-	170,049	170,049	(4,684)	165,365
Total comprehensive income/(loss) for the year	-	-	-	(1,288)	(89,299)	-	-	-	170,049	79,462	(4,589)	74,873
Capital injection by non-controlling interest to a subsidiary	-	-	-	-	-	-	-	-	-	-	349	349
Release of asset revaluation surplus upon disposal of property, plant and equipment	-	-	-	(4,691)	-	-	-	-	4,691	-	-	-
Release of asset revaluation surplus upon disposal of a subsidiary	-	-	-	(2,644)	-	-	-	-	2,644	-	-	-
Lapse of share option (Note 32)	-	-	(2,159)	-	-	-	-	-	2,159	-	-	-
Disposal of subsidiaries	-	-	-	-	-	-	-	-	-	-	(12)	(12)
At 31 March 2020	43,896	156,015	1,768	135,597	(109,993)	14	6,150	(8,940)	1,001,413	1,182,024	162	1,226,082
At 31 March 2018	43,846	154,672	3,209	163,416	56,124	14	6,150	(8,940)	738,287	1,112,932	1,266	1,158,044
Revaluation surplus, net (Note 15)	-	-	-	68,930	-	-	-	-	-	68,930	-	68,930
Deferred tax debited to asset revaluation reserve	-	-	-	(13,977)	-	-	-	-	-	(13,977)	-	(13,977)
Exchange translation on translation of foreign operations	-	-	-	-	(76,818)	-	-	-	-	(76,818)	(78)	(76,896)
Profit for the year	-	-	-	-	-	-	-	-	112,384	112,384	(1,973)	110,411
Total comprehensive income/(loss) for the year	-	-	-	54,953	(76,818)	-	-	-	112,384	90,519	(2,051)	88,468
Final 2018 dividend paid (Note 12)	-	-	-	-	-	-	-	-	(30,728)	(30,728)	-	(30,728)
Interim 2019 dividend paid (Note 12)	-	-	-	-	-	-	-	-	(13,168)	(13,168)	-	(13,168)
Issue of shares (Note 31)	50	1,343	(262)	-	-	-	-	-	-	1,081	289	1,420
Non-controlling interest arose from acquisition	-	-	-	-	-	-	-	-	-	-	4,910	4,910
Equity-settled share option expense (Note 9(a))	-	-	980	-	-	-	-	-	-	980	-	980
At 31 March 2019	43,896	156,015	3,927	218,369	(20,694)	14	6,150	(8,940)	806,775	1,161,616	4,414	1,209,926

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2020

截至二零二零年三月三十一日止年度

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
<b>Cash flows from operating activities</b>	<b>經營活動之現金流量</b>		
Profit before tax	除稅前溢利	196,458	134,396
Adjustments for:	就以下各項作出調整：		
Interest expenses	利息開支	7 18,945	14,135
Bank interest income	銀行利息收入	7 (1,203)	(1,406)
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	6 4,956	(6,720)
Fair value loss/(gain) on investment properties	投資物業之公平值之虧損/(收益)	6 229	(5,383)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8 114,167	101,850
Depreciation of right-of-use assets	使用權資產折舊	8 3,771	-
Amortisation of prepaid land lease payments	預付土地租金攤銷	8 -	650
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損/(收益)淨額	6 622	(1,438)
Provision for impairment of financial assets (Write-back)/provision for impairment of inventories, net	金融資產減值撥備 存貨減值(回撥)/撥備淨額	8 3,283 (12,725)	3,299 3,034
Equity-settled share option expense	以權益結算之購股權開支	-	980
Gain on disposal of an associate	出售一間聯營公司收益	6 (1,013)	-
Gain on disposal of a subsidiary	出售一間附屬公司收益	6 (31,416)	-
Gain on disposal of a property	出售一項物業之收益	6 (16,842)	-
Share of losses of investments in associates	應佔於聯營公司投資之虧損	955	827
Deferred government subsidies income	遞延政府補助收入	(16,021)	(32,262)
Write-off/(Write back of impairment) of property, plant and equipment	物業、廠房及設備撇銷/(減值撥回)	5,624	(7,189)
		<b>269,790</b>	<b>204,773</b>
Decrease in completed properties held for sale	持作出售之竣工物業減少	69,832	-
Increase in properties under development	發展中物業增加	(65,670)	(127,165)
Decrease/(increase) in inventories	存貨減少/(增加)	312,565	(156,362)
Decrease/(increase) in accounts and bills receivable	應收賬款及票據減少/(增加)	58,039	(72,045)
Increase in prepayments and deposits (Decrease)/increase in accounts and bills payable, other payables and provision	預付款項及按金增加 應付賬款及票據、其他應付款項及撥備(減少)/增加	(1,007) (298,778)	(4,796) 109,538
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	(99,343)	27,068
Increase in restricted bank deposits	受限制銀行存款增加	(6,730)	-
Decrease in financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產減少	3,936	23,886
Cash generated from continuing operations	持續經營業務所產生現金	242,634	4,897
Interest received	已收利息	1,203	1,406
Interest paid	已付利息	(27,793)	(23,895)
Hong Kong profits tax paid	已付香港利得稅	(11,251)	(5,856)
Overseas income taxes paid	已付海外所得稅	(7,787)	(5,896)
Net cash (used in)/generated from operating activities from discontinued operation	已終止經營業務之經營活動(所用)/產生之現金淨額	27 (2,826)	1,107
Net cash inflow/(outflow) from operating activities	經營活動之現金流入/(流出)淨額	<b>194,180</b>	<b>(28,237)</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2020  
截至二零二零年三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司，扣除所得現金	-	(36,791)
Purchase of property, plant and equipment	購置物業、廠房及設備	(115,663)	(316,196)
Increase in short-term bank deposits	短期銀行存款增加	(868)	(2,109)
Investment in financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產投資	(15,621)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		
		3,154	10,639
Proceeds from disposal of a property	出售一項物業之所得款項	17,290	-
Net cash inflow as a result of disposal of a subsidiary	出售一間附屬公司之現金流入淨額	39,448	-
Proceeds from disposal of investment property	出售投資物業所得款項	3,609	-
Net cash used in investing activities from discontinued operation	已終止經營業務之投資活動所用之現金淨額	(1,952)	(1,762)
Net cash outflow from investing activities	投資活動之現金流出淨額	(70,603)	(346,219)
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Proceeds from issues of shares upon exercise of share options	行使購股權而發行股份產生之所得款項	-	1,131
Dividends paid	已付股息	-	(43,896)
Proceeds from bank borrowings	銀行借貸產生之所得款項	488,582	648,597
Proceeds from other financing	其他融資產生之所得款項	34,267	162,342
Repayment of other financing	償還其他融資	(571)	-
Repayment of lease liabilities	償還租賃負債	(3,268)	-
Repayment of bank borrowings	償還銀行借款	(616,495)	(366,178)
Capital injection to discontinued operation	向已終止經營業務注資	(5,324)	-
Net cash generated from financing activities from discontinued operation	已終止經營業務之融資活動產生之現金淨額	5,324	-
Net cash (outflow)/inflow from financing activities	融資活動之現金(流出)/流入淨額	(97,485)	401,996
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等同物之增加淨額</b>	<b>26,092</b>	<b>27,540</b>
Cash and cash equivalents at the beginning of year	年初之現金及現金等同物	222,153	199,855
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等同物之影響	(2,969)	(5,242)
Cash and cash equivalents at the end of year	年末之現金及現金等同物	245,276	222,153
<b>Analysis of balances of cash and cash equivalents</b>	<b>現金及現金等同物結餘分析</b>		
Cash and cash equivalents	現金及現金等同物	244,681	222,153
Cash and cash equivalents included in assets classified as held for sale	包括於分類為持作出售資產之現金及現金等同物	595	-
		<b>245,276</b>	<b>222,153</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 1 GENERAL INFORMATION

Kin Yat Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the design, manufacture and sale of electrical and electronic products, motors, glass technology and application and real estate development.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is 7/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong.

The ordinary shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The Company is a subsidiary of Resplendent Global Limited, a company incorporated in the British Virgin Islands. The directors of the Company consider Padora Global Inc., a company also incorporated in the British Virgin Islands, to be the ultimate holding company of the Company.

Comparative amounts in certain notes have been reclassified to conform with the current year’s presentation.

These financial statements are presented in Hong Kong dollars (“HKD”), unless otherwise stated.

### 1 一般資料

建溢集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事設計、製造及銷售電器及電子產品、電機、玻璃技術及應用以及房地產發展。

本公司為一家於百慕達註冊成立之有限公司。其註冊辦事處地址為香港九龍新蒲崗六合街25至27號嘉時工廠大廈7樓。

本公司普通股於香港聯合交易所有限公司主板上市。

本公司為Resplendent Global Limited之附屬公司，該公司於英屬處女群島註冊成立。本公司董事認為Padora Global Inc.(亦為於英屬處女群島註冊成立之公司)為本公司之最終控股公司。

若干附註之比較金額已經重新分類，以符合本年度之呈列。

除另有所指外，該等財務報表以港元(「港元」)呈列。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

#### 2.1 Restatements due to discontinued operation

The presentation of comparative information in respect of the consolidated income statement, the consolidated statement of comprehensive income and the consolidated statement of cash flows for the year ended 31 March 2019 has been restated in order to disclose the discontinued operation separately from continuing operations.

As the restatements do not affect the consolidated statement of financial position, it is not necessary to disclose comparative information as at 1 April 2018.

### 2 主要會計政策概要

本附註提供編製該等綜合財務報表時所採納的主要會計政策清單。除另有說明外，該等政策於所有呈報年度貫徹一致應用。財務報表為本集團（由本公司及其附屬公司組成）編製。

#### 2.1 就已終止經營業務重新呈列

截至二零一九年三月三十一日止年度之綜合收益表、綜合全面收益表及綜合現金流量表的比較資料呈列經已重述，以便將已終止經營業務與持續經營業務分開披露。

由於重新呈列不影響綜合財務狀況表，因此無需披露於二零一八年四月一日的比較資料。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.2 Basis of preparation

##### (a) Compliance with HKFRS and HKCO

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) and disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

##### (b) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets, certain classes of property, plant and equipment and investment properties, which are measured at fair value.

### 2 主要會計政策概要 (續)

#### 2.2 編製基準

##### (a) 遵守香港財務報告準則及香港公司條例

本集團綜合財務報表乃按照香港財務報告準則(「香港財務報告準則」)及香港法例第622章公司條例之披露規定編製。

##### (b) 歷史成本法

綜合財務報表乃按照歷史成本法編製，惟若干以公平值計量之金融資產、若干種類之物業、廠房及設備以及投資物業除外。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.2 Basis of preparation (continued)

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

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 April 2019:

Annual Improvements Project (Amendments)	Annual Improvements 2015-2017 Cycle
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation
HKFRS 16	Leases
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatments

The Group had to change its accounting policies as a result of adopting HKFRS 16 as disclosed in Note 2.3. This is disclosed as below. The other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

## 2 主要會計政策概要 (續)

### 2.2 編製基準 (續)

#### (c) 本集團採納之新訂及經修訂準則

本集團已於二零一九年四月一日開始的年度報告期間首次應用下列準則及修訂本：

年度改進項目 (修訂本)	二零一五年至二零一七年期之年度改進
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結清
香港會計準則第28號 (修訂本)	於聯營公司及合營企業之長期權益
香港財務報告準則第9號 (修訂本)	具有負補償的提前付款特徵
香港財務報告準則第16號	租賃
香港 (國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定因素

誠如附註2.3所披露，本集團因採納香港財務報告準則第16號而須更改其會計政策。有關資料於下文披露。上文所列其他修訂本對過往期間確認之金額並無影響及預期對現時或往後期間並無重大影響。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.2 Basis of preparation (continued)

##### (d) New standards and amendments to HKFRS in issue but not yet effective

Certain new accounting standards and amendments have been published that are not mandatory for 31 March 2020 reporting periods and have not been early adopted by the Group.

		<b>Effective for accounting periods beginning on or after 於以下日期或之後 開始之會計期間生效</b>
HKAS 1 and HKAS 8 (Amendments) 香港會計準則第1號及第8號 (修訂本)	<i>Amendments to Definition of Material</i> 對重要性的定義的修訂	1 April 2020 二零二零年四月一日
HKFRS 3 (Amendments) 香港財務報告準則第3號(修訂本)	<i>Definition of Business</i> 業務的定義	1 April 2020 二零二零年四月一日
HKAS 39, HKFRS 7 and HKFRS 9 (Amendments) 香港會計準則第39號、香港 財務報告準則第7號及香港 財務報告準則第9號(修訂本)	<i>Hedge accounting</i> 對沖會計	1 April 2020 二零二零年四月一日
Conceptual Framework for Financial Reporting 2018 二零一八年財務報告概念框架	<i>Revised Conceptual Framework for Financial Reporting</i> 經修訂財務報告概念框架	1 April 2020 二零二零年四月一日
HKFRS 16 (Amendments) 香港財務報告準則第16號(修訂本)	<i>Covid-19-Related Rent Concessions</i> 2019新型冠狀病毒病 相關租金優惠	1 June 2020 二零二零年六月一日
HKFRS 17 香港財務報告準則第17號	<i>Insurance Contracts</i> 保險合同	1 April 2021 二零二一年四月一日
HKAS 28 (Amendments) and HKFRS 10 香港會計準則第28號(修訂本) 及香港財務報告準則第10號	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> 投資者與其聯營公司及合營企 業之間的資產出售或出資	To be determined 待定

The Group will apply the above new standards and amendments to standards when they become effective. The directors of the Company assess that the adoption of the new standards and amendments to standards is not expected to have any significant impact on the results and the financial position of the Group.

本集團將於上述新準則及準則之修訂生效時應用有關準則及修訂。按本公司董事之評估，預期採納新準則及準則之修訂不會對本集團之業績及財務狀況造成任何顯著影響。

### 2 主要會計政策概要 (續)

#### 2.2 編製基準 (續)

(d) 已頒佈但尚未生效之香港財務報告準則之新準則及修訂本於二零二零年三月三十一日報告期間已頒佈但未強制生效且本集團並無提早採納之若干新訂會計準則及修訂本。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.3 Changes in accounting policy

This note explains the impact of the adoption of HKFRS 16 Leases on the Group's financial statements.

As indicated in above, the Group has adopted HKFRS 16 from 1 April 2019 using the modified retrospective approach without restating comparatives for the 2019 reporting period, as permitted under the specific transition 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.

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. 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 2.2%.

## 2 主要會計政策概要 (續)

### 2.3 會計政策變動

本附註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。

誠如上文所述，本集團自二零一九年四月一日起已按準則之特定過渡條文所允許採納經修訂追溯法採納香港財務報告準則第16號而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。

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2.2%。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.3 Changes in accounting policy (continued)

#### (i) Practical expedients applied

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

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
- accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases;
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- using 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 Interpretation 4 “Determining whether an Arrangement contains a Lease”.

## 2 主要會計政策概要 (續)

### 2.3 會計政策變動 (續)

#### (i) 所應用實際權宜方式

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應用單一貼現率；
- 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號及詮釋第4號「釐定安排是否包含租賃」所作的評估。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3 Changes in accounting policy (continued)

##### (ii) Measurement of lease liabilities

Operating lease commitments disclosed as at 31 March 2019
Less: Discounted using the lessee's incremental borrowing rate at the date of initial application
Less: Short-term leases recognised on a straight-line basis as expense
Lease liability recognised as at 1 April 2019
Of which are:
Current lease liabilities
Non-current lease liabilities

##### (iii) Measurement of right-of-use assets

All the right-of-use assets were measured on a modified retrospective basis as if the new rules had always been applied.

Until 31 March 2019, the Group applied cost model to account for prepaid land lease payments in the PRC, and revaluation model to account for the leasehold land in Hong Kong classified as property, plant and equipment.

With effect from 1 April 2019, prepaid land lease payments and leasehold land previously presented as separate items on the consolidated statement of financial position are reclassified as right-of-use assets as single class of asset, of which the Group has elected to measure at cost. As a result, the leasehold land which was previously stated at revalued amount was restated at cost less accumulated depreciation on the adoption date. Revaluation reserve amounted to HK\$74,149,000 and the associated deferred tax liabilities amounted to HK\$14,652,000 were reversed accordingly.

### 2 主要會計政策概要 (續)

#### 2.3 會計政策變動 (續)

##### (ii) 租賃負債之計量

	2019 二零一九年 HK\$'000 千港元
於二零一九年三月三十一日披露之經營租賃承擔	1,204
減：採用於初步應用日期的承租人增量借款利率貼現	(32)
減：以直線法確認為開支的短期租賃	(217)
於二零一九年四月一日確認的租賃負債	955
其中：	
流動租賃負債	516
非流動租賃負債	439
	955

##### (iii) 使用權資產之計量

所有使用權資產按經修訂追溯法計量，猶如已一直應用新規則。

直至二零一九年三月三十一日，本集團應用成本模式入賬處理於中國的預付土地租金，以及應用重估模式入賬處理分類為物業、廠房及設備的香港租賃土地。

自二零一九年四月一日起，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租賃土地已重新分類為使用權資產作為單一類別的資產，而本集團已選擇使用成本計量。因此，先前按重估金額呈列的租賃土地按成本減於採納日期的累計折舊重列。重估儲備74,149,000港元及相關遞延稅項負債14,652,000港元已因此撥回。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.3 Changes in accounting policy (continued)

##### (iv) Adjustments recognised in the consolidated statement of financial position on 1 April 2019

The following table shows the adjustments for change in accounting policy recognised for each individual line item. Line items that were not affected by the changes have not been included.

		31 March 2019 as previously reported 於 二零一九年三月 三十一日如前呈報 HK\$'000 千港元	Effect of the adoption of HKFRS 16 採納香港財 務報告準則 第16號之影響 HK\$'000 千港元	1 April 2019 於 二零一九年 四月一日 HK\$'000 千港元
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	物業、廠房及設備	1,123,724	(76,490)	1,047,234
Right-of-use assets	使用權資產	-	27,176	27,176
Prepaid land lease payments	預付土地租金	23,437	(23,437)	-
<b>LIABILITIES</b>				
<b>Current liabilities</b>				
Lease liabilities	租賃負債	-	516	516
<b>Non-current liabilities</b>				
Lease liabilities	租賃負債	-	439	439
Deferred tax liabilities	遞延稅項負債	57,285	(14,652)	42,633
<b>EQUITY</b>				
Retained profits	保留溢利	806,775	15,095	821,870
Asset revaluation reserve	資產重估儲備	218,369	(74,149)	144,220

##### (v) Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

### 2 主要會計政策概要 (續)

#### 2.3 會計政策變動 (續)

##### (iv) 於二零一九年四月一日的綜合財務狀況表確認之調整

下表列示就各項目確認會計政策變動之調整。不受變動影響之項目不在其列。

##### (v) 出租人會計

本集團無須因採納香港財務報告準則第16號而對根據經營租賃作為出租人持有之資產的會計處理作出任何調整。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Principles of consolidation and equity accounting

#### (a) Subsidiaries

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

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

## 2 主要會計政策概要 (續)

### 2.4 綜合原則及權益會計處理

#### (a) 附屬公司

附屬公司指本集團對其具有控制權之所有實體(包括結構性實體)。當本集團因參與該實體而承擔可變回報之風險或享有可變回報之權益，並有能力透過其主導該實體業務之權力影響此等回報時，本集團即控制該實體。附屬公司乃於控制權轉移至本集團當日起悉數綜合入賬，並於控制權終止當日起不再綜合入賬。

集團內公司間交易、結餘及集團內公司間交易未變現收益均會抵銷。未變現虧損亦會抵銷，惟該交易有證據顯示已轉讓資產出現減值則除外。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納有關政策一致。

附屬公司業績及權益中的非控股權益分別於綜合收益表、綜合全面收益表、綜合權益變動表及綜合財務狀況表中單獨呈列。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Principles of consolidation and equity accounting (continued)

#### (b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (c) below), after initially being recognised at cost.

#### (c) Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

## 2 主要會計政策概要 (續)

### 2.4 綜合原則及權益會計處理 (續)

#### (b) 聯營公司

聯營公司指本集團對其有重大影響力而無控制權或共同控制權的所有實體，通常情況乃本集團持有20%至50%表決權。於聯營公司的投資乃初步按成本確認後，使用權益會計法（見下文(c)）入賬。

#### (c) 權益會計法

根據權益會計法，投資初步按成本確認，隨後予以調整以確認本集團在被投資方損益中所佔收購後溢利或虧損及於被投資方其他全面收益中所佔其他全面收益變動。已收或應收聯營公司股息乃確認為投資賬面值的減少。

當本集團分佔以權益法入賬投資的虧損等於或超過其佔實體的權益（包括任何其他無抵押長期應收款項）時，本集團不再確認進一步虧損，除非本集團代表其他實體承擔義務或支付款項。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Principles of consolidation and equity accounting (continued)

#### (c) Equity accounting (continued)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.15(d).

### 2.5 Separate financial statements

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

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

## 2 主要會計政策概要 (續)

### 2.4 綜合原則及權益會計處理 (續)

#### (c) 權益會計法 (續)

本集團及其聯營公司間交易所產生未變現收益的對銷，只限於本集團於該等實體的應佔權益。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。以權益法入賬的被投資方的會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

以權益法入賬的投資的賬面值根據附註2.15(d)所述政策進行減值測試。

### 2.5 獨立財務報表

於附屬公司的投資按成本值扣除減值列賬。成本包括直接應佔投資成本。附屬公司的業績乃由本公司按已收股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收益總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）的賬面值，則須於自該投資收取股息時，對該等附屬公司的投資進行減值測試。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (“CODM”), comprising the Board of Directors of the Company.

#### 2.7 Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in HKD which is the Company’s functional and presentation currency.

##### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

### 2 主要會計政策概要 (續)

#### 2.6 分部報告

經營分部按照向由本公司董事局成員組成的首席經營決策者（「首席經營決策者」）提供的內部報告貫徹一致的方式報告。

#### 2.7 外幣換算

##### (a) 功能及列報貨幣

本集團內各實體之財務報表中之項目均按有關實體營運所在之主要經濟區之貨幣（「功能貨幣」）計算。綜合財務報表乃以港元列值，港元為本公司之功能及呈報貨幣。

##### (b) 交易及結餘

外幣交易均按交易或估值（倘若項目經重新計量）當日的匯率換算為功能貨幣。結算有關交易及因按年末匯率換算以外幣列值的貨幣資產及負債所產生的外匯收益及虧損通常於損益內確認。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.7 Foreign currency translation (continued)

#### (b) Transactions and balances (continued)

Foreign exchange gains or losses that related to borrowings and cash and cash equivalents are presented in the consolidated statement of profit or loss. All other foreign exchange gains or losses are presented in the consolidated income statement.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss.

## 2 主要會計政策概要 (續)

### 2.7 外幣換算 (續)

#### (b) 交易及結餘 (續)

有關借貸以及現金及現金等同物之外匯收益或虧損於綜合損益表內呈列。所有其他外匯收益或虧損於綜合收益表呈列。

按公平值計量並以外幣計值之非貨幣項目使用釐定公平值當日之匯率換算。按公平值列賬之資產及負債的匯兌差額呈報為公平值損益之一部分。例如，非貨幣資產及負債（例如所持有透過損益按公平值列賬之股權）之匯兌差額於損益中確認為公平值收益或虧損之一部份。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.7 Foreign currency translation (continued)

#### (c) Group companies

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

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

## 2 主要會計政策概要 (續)

### 2.7 外幣換算 (續)

#### (c) 集團旗下公司

功能貨幣與呈報貨幣不同之海外業務(均非超高通脹地區之貨幣)之業績及財務狀況按以下方式換算為呈報貨幣：

- 各資產負債表所呈列之資產及負債按其結算日之收市匯率換算；
- 各收益表及全面收益表之收入及支出按平均匯率換算(除非此數值並非該等交易日期適用匯率累計影響之合理約數，否則收入及支出將於交易日期換算)；及
- 所有匯兌差額於其他全面收益內確認。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.7 Foreign currency translation (continued)

#### (c) Group companies (continued)

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

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

#### (d) Disposal of foreign operation and partial disposal

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

## 2 主要會計政策概要 (續)

### 2.7 外幣換算 (續)

#### (c) 集團旗下公司 (續)

於編製綜合賬目時，換算海外實體任何投資淨額及指定為該等投資之對沖項目之借貸及其他金融工具產生的匯兌差額均於其他全面收益確認。當出售海外業務或償還構成該投資淨額部分之任何貸款，相關的匯兌差額於損益重新歸類為出售的部分收益或虧損。

因收購海外實體而產生之商譽及公平值調整，均視作為該海外實體之資產及負債處理，並於結算日的匯率折算。

#### (d) 出售海外業務及部分出售

在出售海外業務（即出售本集團於海外業務之全部權益或出售涉及失去包含海外業務的附屬公司之控制權或出售涉及失去包含海外業務的一家聯營公司之重大影響力）時，所有於本公司擁有人應佔該業務於權益內累計的匯兌差額重新分類至損益。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.7 Foreign currency translation (continued)

##### (d) Disposal of foreign operation and partial disposal (continued)

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

#### 2.8 Property, plant and equipment

Freehold land and buildings are recognised at fair value based on annual valuations by external independent valuers, less subsequent depreciation for buildings. A revaluation deficit/surplus is debited/credited to asset revaluation reserves in shareholders' equity.

All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### 2 主要會計政策概要 (續)

#### 2.7 外幣換算 (續)

##### (d) 出售海外業務及部分出售 (續)

倘此乃部分出售並不導致本集團喪失對包含海外業務的附屬公司的控制權，該累計匯兌差額之應佔比例乃重新歸屬於非控股權益及不會於損益確認。就所有其他之部分出售（即本集團於聯營公司擁有權減少，但不會導致本集團喪失重大影響或共同控制權），該累計匯兌差額之應佔比例則須重新分類至損益。

#### 2.8 物業、廠房及設備

永久業權土地及樓宇根據外部獨立估值師進行的年度估值按公平值減樓宇其後的折舊予以確認。重估虧拙／盈餘於股東權益內的資產重估儲備扣除／計入。

所有其他物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購該些項目直接應佔之開支。

後續成本計入某資產之賬面金額或確認為單獨資產（倘適合），該等項目有關之未來經濟利益很大可能流入本集團時，項目之成本才可被計量。任何部份的賬面值按單獨資產進行會計處理將於被取代時終止確認。所有其他維修及維護成本於產生之報告期間在損益表中扣除。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.8 Property, plant and equipment (continued)

Changes in the carrying amounts arising on revaluation of buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first recognised in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss. Each year, the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from the property, plant and equipment revaluation surplus to retained earnings.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Freehold land	Not depreciated
Buildings in Hong Kong	Over the shorter of lease terms and 4%
Buildings outside Hong Kong	Over the shorter of lease term and 3.3%
Moulds, tools, and plant and machinery	10% - 20%
Furniture, equipment and motor vehicles	10% - 25%

### 2 主要會計政策概要 (續)

#### 2.8 物業、廠房及設備 (續)

重估樓宇產生之賬面值變動經扣除稅項後於其他全面收益確認，並於股東權益之儲備中累計。倘增加部分導致回撥先前於損益確認的減少數額，則該增加部分首先於損益確認。倘減少數額導致回撥同一資產先前的增加部分，則首先於其他全面收益中確認，惟以該資產應佔的剩餘盈餘為限；所有其他減少數額自損益扣除。按計入損益的資產重估賬面值計算的折舊與按資產原始成本計算的折舊之間的差額（經扣除稅項），每年會由物業、廠房及設備重估盈餘重新分類至保留盈利。

折舊乃採用直線法計算以分配成本或重估金額，扣除預計使用年期之剩餘價值（或倘租賃裝修及若干租賃廠房及設備，則以較短租期計算），如下：

永久業權土地	不予折舊
於香港以內地區之樓宇	按租約年期及4%之較短者
於香港以外地區之樓宇	按租約年期及3.3%之較短者
模具、工具以及廠房及機器	10%至20%
傢俬、設備及汽車	10%至25%



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.8 Property, plant and equipment *(continued)*

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

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is Group's policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

Construction in progress represents property, plant and equipment under construction or pending installation and is stated at cost less impairment losses, if any. No provision for depreciation is made on assets under construction in progress until such time as the relevant assets are completed and available for their intended use. On completion, the relevant assets are transferred to property, plant and equipment at fair value or cost less accumulated impairment losses.

### 2 主要會計政策概要 (續)

#### 2.8 物業、廠房及設備 (續)

資產之剩餘價值及使用年期於各報告期末均作審閱及調整(倘適合)。

倘資產之賬面金額比其預期可收回金額大時，資產之賬面金額即時撇銷至其可收回金額。

出售之收益及虧損乃透過比較所得款項與賬面值釐定，並計入損益內。倘重估資產被出售，本集團政策為就該等資產將計入其他儲備之任何款項轉撥至保留盈利。

在建工程指正在建設或有待安裝之物業、廠房及設備，並按成本減減值虧損(如有)列賬。建設中之資產不計提折舊撥備，直至有關資產完工並可供擬定用途之時。完工時，有關資產按公平值或成本減累計減值虧損轉入物業、廠房及設備。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.9 Investment properties

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at carrying values, representing cost less depreciation and impairment provision. Changes in fair values are presented in profit or loss as part of other gains.

### 2.10 Prepaid land lease payments

Prior to the adoption of HKFRS 16, the up-front prepayments made for land use rights are accounted for as operating leases. They are recognised in the consolidated income statement on a straight-line basis over the periods of the lease or the land use rights, or when there is impairment, the impairment is recognised in the consolidated income statement. Upon the adoption of HKFRS 16, prepaid land lease payments are accounted for as right-of-use assets as described in Note 2.29.

## 2 主要會計政策概要 (續)

### 2.9 投資物業

投資物業(主要包括租賃土地及樓宇)乃持作賺取長期租金或資本升值或兩者皆是,而非由本集團佔用。投資物業亦包括正在建造或發展供日後用作投資物業之物業。投資物業初步按成本計量,包括相關交易成本及借貸成本(倘適用)。於首次確認後,投資物業按結餘結轉,即成本減折舊及減值撥備。公平值變動於損益內呈列為其他收益的一部分。

### 2.10 預付土地租金

於採納香港財務報告準則第16號之前,土地使用權之前期預付款項入賬列作經營租賃。其於租期或土地使用權期間以直線法於綜合收益表中確認,或當出現減值時,則於綜合收益表中確認減值。於採納香港財務報告準則第16號後,誠如附註2.29所述,預付土地租金入賬列作使用權資產。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.11 Properties under development and completed properties held for sale

Properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and anticipated cost to completion, or by management estimates based on prevailing market conditions.

Development cost of property comprises mainly construction costs, cost of land use rights, borrowing costs, and professional fees incurred during the development period.

Properties under development and completed properties held for sale are classified as current assets unless those will not be realised in one normal operating cycle.

#### 2.12 Intangible assets

##### (a) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

### 2 主要會計政策概要 (續)

#### 2.11 發展中物業及持作出售之竣工物業

發展中物業按成本與可變現淨值之較低者列賬。可變現淨值於考慮最終預計可變現價格，減去適用可變銷售開支及預期竣工成本後釐定，或由管理層根據當前市況作出估計。

物業發展成本主要包括建築成本、土地使用權成本、借貸成本及發展期內產生之專業費用。

發展中物業及持作出售之竣工物業分類為流動資產，惟不會於一個正常營運週期內變現者則不在此限。

#### 2.12 無形資產

##### (a) 商譽

收購附屬公司的商譽列入無形資產。商譽不予攤銷，惟每年進行減值測試，或當有事件出現或情況變動顯示可能出現減值時進行更頻密減值測試，並按成本減去累計減值虧損列示。出售一間實體的收益及虧損包括有關所售實體商譽的賬面金額。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.12 Intangible assets (continued)

#### (a) Goodwill (continued)

Goodwill is allocated to cash-generating units (“CGU”) for the purpose of impairment testing. The allocation is made to those CGU or groups of CGU that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (Note 5).

#### (b) Technology

Technology acquired in a business combination are recognised at fair value at the acquisition date. The technology has a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate its cost over their estimated useful life of 10 years.

#### (c) Contract order back log

Contract order back log acquired in a business combination are recognised at fair value at the acquisition date. The contract order back log has a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate its cost over their estimated useful life of 1 year.

## 2 主要會計政策概要 (續)

### 2.12 無形資產 (續)

#### (a) 商譽 (續)

商譽會被分配至現金產生單位(「現金產生單位」)以進行減值測試。有關分配乃對預期將從商譽產生的業務合併中獲益的現金產生單位或現金產生單位組別作出。現金產生單位或現金產生單位組別乃就內部管理目的而於監察商譽的最低層次(即經營分部(附註5))確認。

#### (b) 技術

於業務合併取得的技術於收購日期按公平值確認。該技術的可使用年期有限，並按成本減累計攤銷結轉。攤銷乃使用直線法將其成本於預計可使用年期10年內攤分計算。

#### (c) 積壓合約訂單

於業務合併取得的積壓合約訂單於收購日期按公平值確認。積壓合約訂單的可使用年期有限，並按成本減累計攤銷結轉。攤銷乃使用直線法將其成本於預計可使用年期1年內攤分計算。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.13 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

#### 2.14 Non-current assets (or disposal groups) held for sale and discontinued operation

Non-current assets (or disposal groups) 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 lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

### 2 主要會計政策概要 (續)

#### 2.13 非金融資產減值

商譽及未有確定使用年限的無形資產毋需攤銷，並每年進行減值測試，或倘若事件或情況有變反映可能已出現減值，則更頻繁地進行測試。其他資產則於事件或變動使賬面金額可能未能收回時進行減值測試。減值虧損按資產之賬面值超出可收回金額之差額確認為減值虧損。可收回金額以資產的公平值扣除出售成本及使用價值兩者之較高者為準。為評估減值，資產將按獨立可識辨現金流入（其大部份獨立於來自其他資產或資產組合的現金流入）（現金產生單位）的最低層次組合。

#### 2.14 持作出售之非流動資產（或出售集團）及已終止經營業務

倘非流動資產（或出售集團）的賬面值將主要透過一項銷售交易而非持續使用而收回，且有關銷售被認為是極有可能發生，則分類為持作出售。其乃按賬面值與公平值減銷售成本兩者中的較低者計量，惟本規則明確豁免的遞延稅項資產、僱員福利產生的資產、金融資產及按公平值列賬的投資物業以及保險合同項下之合約權利除外。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.14 Non-current assets (or disposal groups) held for sale and discontinued operation (continued)

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the consolidated statement of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the consolidated statement of financial position.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operation are presented separately in the consolidated income statement and consolidated statement of other comprehensive income.

## 2 主要會計政策概要 (續)

### 2.14 持作出售之非流動資產(或出售集團)及已終止經營業務(續)

減值虧損按資產(或出售集團)初步或其後撇減至公平值減銷售成本確認。收益按公平值減資產(或出售集團)的銷售成本的其後增加確認，惟不超過先前確認的任何累計減值虧損。於非流動資產(或出售集團)的銷售日期以前尚未確認的收益或虧損會於終止確認日期時確認。

非流動資產(包括屬出售集團部份者)於分類為持作出售時不予折舊或攤銷。分類為持作出售的出售集團的負債應佔利息及其他開支將繼續確認。

分類為持作出售的非流動資產，以及分類為持作出售的出售集團資產於綜合財務狀況表內與其他資產分開呈列。分類為持作出售的出售集團負債於綜合財務狀況表內與其他負債分開呈列。

已終止經營業務指實體已出售或分類為持作出售之組成部分，而該部分相當於獨立主要業務或經營地區、單一協調計劃之一部分以出售該項業務或經營地區、或僅為轉售而收購之附屬公司。已終止經營業務之業績於綜合收益表及綜合全面收益表分開呈列。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.15 Investment and other financial assets

#### (a) Classification

The Group classifies its financial assets in the follow measurement categories:

- those to be measured subsequently at fair value through profit or loss (“FVPL”); and
- those to be measured at amortised cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded in profit or loss. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (“FVOCI”).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

## 2 主要會計政策概要 (續)

### 2.15 投資及其他金融資產

#### (a) 分類

本集團將其金融資產分類為下列計量類別：

- 其後透過損益按公平值列賬（「透過損益按公平值列賬」）計量；及
- 將按攤銷成本計量。

分類視乎實體管理金融資產的業務模式及現金流量的合約條款而定。

就以公平值計量的資產而言，其收益及虧損於損益列賬。對於並非持作買賣的權益工具投資，則取決於本集團是否於初始確認時不可撤銷地選擇將股權投資透過其他全面收益按公平值列賬（「透過其他全面收益按公平值列賬」）計量。

僅當管理該等資產的業務模式有變，本集團方會重新分類債務投資。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.15 Investment and other financial assets (continued)

#### (b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets, including accounts receivable factored without recourse, are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### (c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

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

## 2 主要會計政策概要 (續)

### 2.15 投資及其他金融資產 (續)

#### (b) 確認及終止確認

所有常規買賣的金融資產均於交易日(即本集團承諾購買或出售該資產當日)確認。當收取金融資產(包括無追溯權之應收賬款保理)現金流量的權利屆滿或金融資產已轉讓,而本集團已將金融資產擁有權的絕大部分風險及回報轉出時,即終止確認金融資產。

#### (c) 計量

本集團按金融資產的公平值作初步確認,倘若並非透過損益按公平值列賬之金融資產,則加上於購入該金融資產時直接歸屬產生的交易成本。透過損益按公平值列賬之金融資產的交易成本於損益內支銷。

釐定現金流量是否純粹為支付本金及利息時,對附帶嵌入式衍生工具的金融資產進行整體考慮。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.15 Investment and other financial assets (continued)

##### (c) Measurement (continued)

###### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other gains/(losses), net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

### 2 主要會計政策概要 (續)

#### 2.15 投資及其他金融資產 (續)

##### (c) 計量 (續)

###### *債務工具*

債務工具的後續計量取決於本集團管理資產的業務模式及資產現金流量的特徵。本集團將債務工具分類為：

- 攤銷成本：就持作收取合約現金流量的資產而言，倘若該等現金流量純粹為支付本金及利息，則按攤銷成本計量。來自該等金融資產的利息收入使用實際利率法計入融資收入。取消確認所產生的任何收益或虧損直接於損益內連同匯兌收益及虧損在「其他收益／(虧損)，淨額」呈列。減值虧損於綜合收益表內作為單獨項目呈列。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.15 Investment and other financial assets (continued)

#### (c) Measurement (continued)

##### Debt instruments (continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

## 2 主要會計政策概要 (續)

### 2.15 投資及其他金融資產 (續)

#### (c) 計量 (續)

##### 債務工具 (續)

- 透過其他全面收益按公平值列賬：對於持作收取合約現金流量及出售金融資產的資產，倘該等資產現金流量僅為支付本金及利息，則透過其他全面收益按公平值列賬計量。賬面值的變動乃計入其他全面收益，惟於損益確認的減值收益或虧損、利息收入及匯兌收益及虧損除外。在金融資產終止確認時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於其他收益／（虧損）確認。該等金融資產的利息收入乃按實際利率法計入財務收入。匯兌收益及虧損於其他收益／（虧損）呈列，且減值開支於損益表中作為單獨項目呈列。
- 透過損益按公平值列賬：不符合攤銷成本或透過其他全面收益按公平值列賬標準的資產乃透過損益按公平值列賬計量。其後透過損益按公平值列賬之債務投資之收益或虧損在產生期間於損益中確認及於其他收益／（虧損）呈列淨額。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.15 Investment and other financial assets (continued)

##### (c) Measurement (continued)

###### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

##### (d) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For accounts receivable, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1 for further details.

### 2 主要會計政策概要 (續)

#### 2.15 投資及其他金融資產 (續)

##### (c) 計量 (續)

###### 權益工具

本集團其後按公平值計量所有股權投資。倘若本集團管理層選擇於其他全面收益呈列股權投資的公平值收益及虧損，則公平值收益及虧損不會於有關投資終止確認後重新分類至損益。當本集團確立收款權利時，該等投資的股息將繼續於損益內確認。

透過損益按公平值列賬之金融資產的公平值變動於損益表內在其他收益／(虧損) 確認(如適用)。透過其他全面收益按公平值列賬計量之股權投資的減值虧損(及減值虧損回撥) 不會獨立於其他公平值變動列報。

##### (d) 減值

本集團按持續經營基準評估按攤銷成本及透過其他全面收益按公平值列賬之債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險有否顯著增加。

就應收賬款而言，本集團應用香港財務報告準則第9號允許的簡化方式，其規定自首次確認應收款項起確認預期全期虧損，進一步詳情見附註3.1。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.16 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future event and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

### 2.17 Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are determined on the first-in, first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## 2 主要會計政策概要 (續)

### 2.16 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在綜合財務狀況表內報告其淨額。該有法定可執行權力不可以取決於未來事情及必須於日常業務及於本公司或交易對手無力償債或破產時執行。

### 2.17 存貨

原材料、在製品及製成品以成本及可變現淨值之較低者列值。成本包括直接材料、直接勞工及適當比例之可變及固定開銷支出，而後者按一般營運能力基準分配。成本乃按先進先出之基準釐定。購買存貨成本於扣除回扣及折扣後釐定。可變現淨值按一般業務過程中估計售價減估計完成成本及尚需銷售的估計成本計算。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.18 Accounts receivable

Accounts receivable are amounts due from customers for goods sold or services performed in the ordinary course of business. Accounts receivable are generally due for settlement within 60-90 days and therefore are all classified as current.

Accounts receivable are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the accounts receivable with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 2.15 and Note 3.1 for a description of the Group's impairment policies.

### 2.19 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

## 2 主要會計政策概要 (續)

### 2.18 應收賬款

應收賬款指就於一般業務過程中出售商品或提供服務而應收客戶之款項。應收賬款通常須於60至90天內結清，故均分類為流動。

應收賬款初步按無條件代價金額確認，除非其包含重大融資部份，此情況下則按公平值確認。本集團持有應收賬款的目的是收取合約現金流量，因此其後使用實際利率法按攤銷成本計量。有關本集團減值政策之詳情，請參閱附註2.15及附註3.1。

### 2.19 現金及現金等同物

就呈列現金流量表而言，現金及現金等同物包括手頭現金、金融機構的活期存款、可隨時轉換為已知數額現金且價值變動風險較少之其他短期高流通性且原到期日為三個月或以內的投資以及銀行透支。銀行透支與綜合財務狀況表內流動負債中列為借貸。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.20 Share capital and shares held for employee share scheme

Ordinary shares are classified as equity (Note 31).

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 2.21 Accounts and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Accounts and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### 2.22 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

## 2 主要會計政策概要 (續)

### 2.20 股本及就僱員股份計劃持有的股份

普通股分類為權益(附註31)。

發行新股或購股權直接相關之新增成本，於權益中列作所得款項之扣減(扣除稅項)。

### 2.21 應付賬款及其他應付款項

該等金額指於財政年度結束前提供予本集團之商品及服務之未償還負債。該等金額為無抵押及通常在確認60日內支付。應付賬款及其他應付款項列示為流動負債，除非付款並非於報告日期起計12個月內到期。有關款項以初始公平值確認，其後採用實際利息法按攤銷成本計量。

### 2.22 借貸

借貸初步按公平值扣除所產生交易成本後確認。借貸其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額的差額於借貸期間以實際利率法在損益中確認。設立貸款融資支付的費用，於可能提取若干或所有融資時確認為貸款的交易成本。於此情況下，該費用會遞延至提取融資為止。倘若並無證據顯示可能提取若干或所有融資，則該費用會撥充資本，列作流動資金服務的預付款項，並於其融資相關期間攤銷。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.22 Borrowings (continued)

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### 2.23 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

## 2 主要會計政策概要 (續)

### 2.22 借貸 (續)

當合約中規定的責任解除、取消或屆滿時，借貸自資產負債表中剔除。已消除或轉讓予另一方的金融負債的賬面值與已付代價（包括已轉讓的非現金資產或所承擔的負債）之間的差額，在損益中確認為其他收入或財務費用。

借貸歸類為流動負債，惟本集團擁有無條件權利將償還負債的日期遞延至報告期間後最少12個月者則除外。

### 2.23 借貸成本

收購、建設或生產合資格資產直接應佔的一般及特定借貸成本，於完成建設及將資產達致擬定用途所需時間期限內撥充資本。合資格資產為需要較長時間達到擬定用途成銷售狀況之資產。

就有待用於合資格資產開支的特定借貸作出暫時投資賺取的投資收入，自合資格撥充資本的借貸成本中扣除。

其他借貸成本在其產生期間支銷。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.24 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## 2 主要會計政策概要 (續)

### 2.24 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅率按即期應課稅收入支付的稅項，而有關所得稅率經暫時差異及未使用稅務虧損所致的遞延稅項資產及負債變動調整。

#### (a) 即期所得稅

即期所得稅支出根據本公司的子公司及聯營公司營運及產生應課稅收入的國家於各報告期末已頒佈或實質上頒佈的稅務法例計算。管理層就適用稅務法例有待詮釋的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.24 Current and deferred income tax (continued)

##### (b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

### 2 主要會計政策概要 (續)

#### 2.24 即期及遞延所得稅 (續)

##### (b) 遞延所得稅

遞延所得稅採用負債法就資產及負債之稅基與其於綜合財務報表之賬面值兩者間之暫時性差異全額撥備。然而，倘遞延稅項負債產自於初始確認商譽，則不予確認。倘遞延所得稅乃源自業務合併以外之交易中初步確認資產或負債，而在交易時並不影響會計或應課稅損益，則不作入賬。遞延所得稅按於報告期末已頒佈或實質頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債償還時應用之稅率（及稅法）釐定。

有關按公平值計量的投資物業之遞延稅負債假設該物業將可透過出售全數收回而釐定。

遞延所得稅資產僅於未來有應課稅金額可供動用以抵銷暫時性差異及虧損時確認。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.24 Current and deferred income tax (continued)

#### (b) Deferred income tax (continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2 主要會計政策概要 (續)

### 2.24 即期及遞延所得稅 (續)

#### (b) 遞延所得稅 (續)

倘本公司有能力控制回撥暫時差額之時間及該等差額很可能不會於可見將來回撥，則不會就外匯營運投資之賬面值及稅基之間之暫時差額確認遞延稅項負債及資產。

即期及遞延稅項於損益內確認，惟其與於其他全面收益或直接於權益確認的項目相關除外。於此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

#### (c) 抵銷

當有法定可執行權利可將即期稅項資產與即期稅項負債互相抵銷，而遞延所得稅資產與負債與某一應課稅實體或不同應課稅實體由同一徵稅機關所徵收之所得稅有關，且有意按淨額基準結算餘額時，即可將遞延所得稅資產與負債互相抵銷。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.25 Employee benefits

#### (a) Pension obligations

Employees of the Group in Hong Kong are required to participate in a defined contribution scheme as defined in mandatory provident fund scheme ("MPF Scheme"). The assets of the MPF Scheme are held separately from those of the Group under independently administered funds. Contributions to the schemes by the employers and employees are calculated as a percentage of employees' basic salaries. Under the MPF Scheme, each of the company (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employees are subject to a cap of HK\$1,500 and thereafter contributions are voluntary. The Group has no further obligations for the actual payment of post-retirement benefits beyond the contributions.

Employees of the Group in the PRC are required to participate in defined contribution retirement schemes administered and operated by municipal governments. The Group's subsidiaries in the PRC contribute funds to the retirement scheme to fund the retirement benefits of the employees which are calculated on certain percentage of the average employee salary as agreed by the municipal government. Such retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees. The Group has no further obligations for the actual payment of post-retirement benefits beyond the contributions.

## 2 主要會計政策概要 (續)

### 2.25 僱員福利

#### (a) 退休金責任

本集團於香港的僱員須參與強制性公積金計劃(「強積金計劃」)所界定的定額供款計劃。強積金計劃的資產乃根據獨立管理的基金與本集團的資產分開持有。僱主及僱員對該計劃作出的供款乃按僱員基本薪金的百分比作出。根據強積金計劃，本公司(僱主)及其僱員每月按強制性公積金法規所界定的僱員收益的5%向該計劃作出供款。各僱主及僱員的每月供款上限為1,500港元，而其後的供款屬自願性質。本集團對供款以外的退休後福利實際款項並無進一步責任。

本集團於中國的僱員須參與由市政府管理及營運的定額供款退休計劃。本集團的中國附屬公司向退休計劃供款，以撥支僱員的退休福利，其乃按市政府同意的平均僱員薪金的若干百分比計算。該等退休計劃負責整個應付予退休僱員的退休後福利責任。本集團對供款以外的退休後福利實際款項並無進一步責任。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.25 Employee benefits (continued)

#### (b) Employee leaves entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the date of statement of financial position. Employee entitlements to sick and maternity leave are not recognised until the time of leave.

#### (c) Share-based compensation

Share-based compensation benefits are provided to employees via the share option scheme. Information relating to these schemes is set out in Note 32.

#### *Employee options*

The fair value of options granted under the share option scheme is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (eg the entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (eg profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (eg the requirement for employees to save or holdings shares for a specific period of time).

## 2 主要會計政策概要 (續)

### 2.25 僱員福利 (續)

#### (b) 僱員假期權利

僱員享有的年假乃於其提供予僱員時確認。已就因僱員提供的服務直至財務狀況表日期產生的年假的估計負債計提撥備。僱員享有病假及產假的權利於請假時方予以確認。

#### (c) 以股份為基礎的補償

以股份為基礎的補償福利乃透過購股權計劃向僱員提供。與該等計劃有關的資料載列於附註32。

#### *僱員購股權*

根據購股權計劃授出的購股權的公平值確認為僱員福利開支，並於權益作出相應增加。將支銷的總金額乃參考所授出購股權的公平值而釐定：

- 包括任何市場表現情況 (例如實體股價)；
- 不包括任何有關服務及非市場表現的歸屬條件 (例如盈利能力、銷售增長目標及於一段特定期間內保留一名實體僱員)的影響；及
- 包括任何非歸屬條件 (例如規定僱員保留或持股一段特定時間)的影響。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.25 Employee benefits (continued)

**(c) Share-based compensation (continued)**

*Employee options (continued)*

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

**(d) Termination benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when the Group is demonstrably committed to either: (a) terminate the employment of an employee or group of employees before the normal retirement date; or (b) provide termination benefits as a result of an offer made in order to encourage voluntary redundancy.

### 2 主要會計政策概要 (續)

#### 2.25 僱員福利 (續)

**(c) 以股份為基礎的補償 (續)**

*僱員購股權 (續)*

總開支須於達致所有指定歸屬條件之歸屬期間內確認。於各報告期末，實體根據非市場歸屬及服務條件修訂其對預期歸屬的購股權數目所作估計，並於損益確認該修訂對原估計的影響(如有)，同時對權益作出相應調整。

**(d) 終止服務福利**

終止服務福利於僱員在正常退休日期前被本集團終止僱用，或當僱員接受自願遣散以換取此等福利時支付。本集團於明確承諾：(a) 於正常退休日期前終止聘用僱員或一組僱員；或(b) 作出鼓勵自願裁員的要約提供終止福利時，則確認終止福利。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.26 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## 2 主要會計政策概要 (續)

### 2.26 撥備

撥備乃於本集團因過去事件而有現時法律或推定責任，而其在清償責任時有可能令資源流出，且金額能夠可靠地估計時，方予以確認。概不就未來經營虧損確認撥備。

倘有多項類似責任，清償需要的資源流出的可能性乃透過考慮整個責任類別釐定。即便在同一責任類別內任何一個項目相關資源的流出可能性可能屬於輕微，亦須確認撥備。

撥備乃按預期需要清償責任的開支，使用反映對金額時間值及責任的特定風險的現時市場評估的除稅前利率得出的現值計量。隨著時間流逝增加的撥備乃確認為利息開支。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.27 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods sold or services performed, stated net of discounts, returns and value-added taxes. The Group recognises revenue when the specific criteria have been met for each of the Group's activities, as described below.

Revenue is recognised when or as the control of goods or services is transferred to a customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods and services may be transferred over time or at a point in time. Control of the goods and services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

### 2 主要會計政策概要 (續)

#### 2.27 收益確認

收益按已收或應收代價的公平值計量，即已售貨品或已提供服務的應收款項，扣除折扣、退回及增值稅列賬。本集團於本集團各項業務活動符合指定條件時確認收益，見下文所述。

收益於貨品的控制權或服務轉移至客戶時確認。視乎合約條款及適用於該合約的法律，貨品的控制權或服務可隨時間或在某個時間點轉移。倘本集團在履約過程中達到下列條件，貨品的控制權或服務屬隨時間轉移：

- 提供所有利益而客戶亦同步收取及使用；
- 創造或提升於本集團履約時由客戶所控制的資產；或
- 並無創造對本集團而言有其他用途的資產，而本集團有強制執行權收取至今完成之履約付款。

倘若貨品的控制權及服務屬隨時間轉移，則收益於合約期內參考履約責任的完成進度確認。否則，收益於客戶獲得貨品控制權及服務的某個時間點確認。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.27 Revenue recognition (continued)

When determining the transaction price to be allocated from different performance obligations, the Group first determines the service fees that the Group entitles in the contract period and adjusts the transaction price for variable considerations and significant financing component, if any. The Group includes in the transaction price some of all of an amount of variable considerations only to the extent that it is highly probable that a significant reversal in amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

When either party to a contract has performed, the Group presents the contract in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

A contract asset is the Group's right to consideration in exchange for goods and services that the Group has transferred to a customer. A receivable is recorded when the Group has an unconditional right to a consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

## 2 主要會計政策概要 (續)

### 2.27 收益確認 (續)

釐定從不同履約責任將予分配的交易價格時，本集團首先釐定其於合約期內有權獲得的服務費，並就可變代價及重大融資部分(如有)調整交易價格。本集團於交易價格中計入可變代價的部分或所有款額，惟僅限於與可變代價有關之不確定因素其後得以解除，而已確認的累計收益很可能不會大幅回撥。

當合約的任何一方已履約，本集團視乎實體的履約與客戶付款之間的關係，將合約於財務狀況表列為合約資產或合約負債。

合約資產為本集團已向客戶轉移貨品及服務而換取代價的權利。應收款項於本集團擁有無條件收取代價的權利時入賬。倘若代價僅須待時間流逝而到期支付，則收取代價的權利屬無條件。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.27 Revenue recognition (continued)

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the Group presents the contract liability when the payment is made or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

The following is a description of the accounting policy for the principal revenue streams of the Group.

#### Sales of goods

Sales are recognised when control of the goods has transferred, being when the goods are delivered to the customers, the customers have full discretion over the goods and there is no unfilled obligation that could affect the customers' acceptance of the goods. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to customers, and either customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

## 2 主要會計政策概要 (續)

### 2.27 收益確認 (續)

倘若於本集團向客戶轉讓貨品或服務前，客戶支付代價或本集團有無條件權利收取代價，則本集團於作出付款或應收款項入賬時（以較早者為準）呈列合約負債。合約負債是本集團已向客戶收取代價（或到期代價款項）而須向客戶轉讓貨品或服務的責任。

以下為本集團主要收益流的會計政策描述。

#### 銷售貨品

銷售於貨品的控制權已轉讓時確認，即貨品已交付予客戶、客戶對貨品擁有絕對酌情權以及概無影響客戶接納貨品的未履行責任的時間點。當產品已經送遞至特定地點、報廢及虧損的風險已轉移給客戶，而且客戶已根據銷售合約接納產品、接納條文已失效或本集團有客觀證據證明接納的所有條件已達成，則屬發生交付。

應收款項於貨品交付時確認，原因是此為代價成為無條件的時間點，僅須待時間流逝而到期支付。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.27 Revenue recognition (continued)

#### Sales of goods (continued)

Sales of goods are recognised when the risk and rewards of the goods have been transferred to the customer, which is usually at the date when a group entity has delivered products to the customer, the customer has accepted the products, and there is no unfulfilled obligations that could affect the customer's acceptance of the products. Accumulated experience is used to estimate and provide for sales return at the time of sale.

If the services rendered or products delivered by the Group exceed the payments made by the counter parties, a contract asset is recognised. If the payments exceed the services rendered or products delivered, a contract liability is recognised.

#### Sales of properties

For property sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the buyer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

## 2 主要會計政策概要 (續)

### 2.27 收益確認 (續)

#### 銷售貨品 (續)

當貨品的風險及回報轉移至客戶 (通常是集團實體已將產品交付予客戶之日期)、客戶已接受產品，以及並無影響客戶接受產品之未履行責任時，即確認產品銷售。根據過往經驗估計在銷售時的銷售退貨及計提撥備。

倘若本集團提供的服務或交付的產品超出對手方作出的付款，則確認合約資產。倘若付款超出所提供的服務或交付的產品，則確認合約負債。

#### 銷售物業

就物業之控制權於某個時間點轉移之物業銷售合約而言，於買方取得竣工物業之實質佔有權或法定業權以及本集團現時有權收取付款並很可能收回代價時確認收益。

於釐定交易價格時，倘融資部份重大，本集團將根據融資部份調整承諾代價。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.27 Revenue recognition (continued)

#### Glass installation

For provision of construction services, the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced, thus the Group satisfies a performance obligation and recognises revenue over time, by reference to completion of the specific transaction assessed on the basis of the actual costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

### 2.28 Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

## 2 主要會計政策概要 (續)

### 2.27 收益確認 (續)

#### 安裝玻璃

就提供建築服務而言，本集團的履約創造或提升一項在資產被創造或提升時由客戶所控制的資產或在製品，因此本集團隨時間完成履約責任並確認收益，當中參考指定交易的完成進度，此乃基於各項合約直至報告期末產生的實際成本佔預期總成本的百分比而評估。

### 2.28 利息收入

利息收入使用實際利率法確認。當應收款項減值時，本集團會將賬面值削減至其可收回金額，即按該工具的原始實際利率貼現的估計未來現金流量，已減值貸款的利息收入使用原始實際利率確認，並繼續解除貼現作為利息收入。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.29 Leases

As explained in Note 2.3 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change in Note 2.3.

Until 31 March 2019, leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

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.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

## 2 主要會計政策概要 (續)

### 2.29 租賃

誠如上文附註2.3所述，本集團已變更本集團作為承租人之租賃的會計政策。新政策於下文載述，變動之影響載於附註2.3。

直至二零一九年三月三十一日之前，凡所有權絕大部分風險及回報並非轉讓至本集團（作為承租人）的租賃，均列作經營租賃。經營租賃的付款（扣除已收出租人的任何優惠）以直線法於租期內自損益扣除。

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。

租賃產生的資產及負債初步按現值基準計量。租賃負債包括固定付款（包括實質固定付款）減任何應收租賃優惠之現值。

租賃付款採用租賃隱含的利率予以貼現。倘無法輕易釐定該利率（本集團之租賃一般屬於此情況），則使用承租人的增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押和條件借入獲得價值與使用權資產相近的資產所需資金所必須支付的利率。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.29 Leases (continued)

To determine the incremental borrowing rate, the Group, where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and makes adjustments specific to the lease.

Lease payments are allocated between principal 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.

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; and
- any initial direct cost.

Subsequent to initial recognition, right-of-use assets are stated at historical cost less depreciation. They are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

### 2 主要會計政策概要 (續)

#### 2.29 租賃 (續)

為釐定增量借款利率，本集團在可行情況下使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動，並進行特定於租賃的調整。

租賃付款乃攤分至負債及財務成本。財務成本於租期內在損益扣除，以計算出各期間負債結餘的固定週期利率。

使用權資產按成本計量，包括以下各項：

- 最初計量租賃負債之金額；
- 於開始日期或之前作出之任何租賃付款，扣除已收之任何租賃優惠；及
- 任何初始直接成本。

於初步確認後，使用權資產按歷史成本減折舊呈列。使用權資產一般於資產可使用年期或租期（以較短者為準）以直線法折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期内折舊。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.29 Leases (continued)

Payments associated with short-term leases of properties, equipment and vehicles and all leases of low-value assets 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.

### 2.30 Government grants

Grants from the government are recognised at their fair values when there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised within “Other income and gains, net” in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate. Government grant related to property, plant and equipment are recognised as deferred income and is recognised in the consolidated income statement on a systematic basis over the expected useful lives the related assets.

## 2 主要會計政策概要 (續)

### 2.29 租賃 (續)

物業、設備及汽車的短期租賃及低價值資產的所有租賃的相關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。

### 2.30 政府補貼

政府補貼於有合理保證本集團將收到補貼，且能符合補貼的所有條件時按公平值確認。

有關成本之政府補貼將被遞延，於彼等擬定補償成本所需配對期間於綜合收益表確認為「其他收入及收益，淨額」。與物業、廠房及設備相關之政府補助確認為遞延收入並按系統基準根據相關資產的預期使用年期於綜合收益表確認。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Company under policies approved by the Board of Directors of the Company.

#### (a) Market risk

##### (i) Foreign exchange risk

The Group mainly operates in the PRC and Hong Kong.

The functional currency of the Hong Kong reporting entities is HKD and the transactions are mostly denominated in HKD and United States dollar ("USD"). For transactions or balances denominated in USD are reasonably stable with the HKD under the Linked Exchange Rate System, the directors are of the opinion that the Company does not have significant foreign exchange risk, the exposure to fluctuation in exchange rates will only arise from the translation to the presentation currency of the Group. Accordingly, no sensitivity analysis is performed.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團的業務承受著多種財務風險：市場風險（包括外匯風險、利息風險及價格風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團的財務表現的潛在不利影響。風險管理乃由本公司的高級管理層根據本公司董事會批准的政策進行。

#### (a) 市場風險

##### (i) 外匯風險

本集團主要於中國及香港經營業務。

香港呈報實體的功能貨幣為港幣，而交易大部分以港幣及美元（「美元」）計值。就以美元計值之交易或結餘而言，在聯繫匯率制度下美元兌港幣維持於合理穩定水平，董事認為本公司並無重大外匯風險，匯率波動風險將僅於換算本集團呈列貨幣時產生。因此，並無作出敏感度分析。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

###### (i) Foreign exchange risk (continued)

The functional currency of the PRC reporting entities is Renminbi ("RMB") and the transactions are mostly denominated in RMB and HKD, the conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange control promulgated by the PRC government.

The Group is exposed to foreign exchange risk primarily through financing, capital expenditure and expenses transactions that are denominated in a currency other than RMB, which is the functional currency of the major subsidiaries of the Group. The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group is presently not using any forward exchange contract to hedge against foreign exchange risk as management considers its exposure is not significant.

At 31 March 2020, if HKD had strengthened/weakened by 5% (2019: 5%) against RMB with all other variables held constant, profit for the year would have been approximately HK\$21,591,000 higher/lower (2019: HK\$24,423,000 higher/lower).

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (i) 外匯風險 (續)

中國呈報實體的功能貨幣為人民幣(「人民幣」)，而交易大部分以人民幣及港幣計值，人民幣兌換為外幣須遵守中國政府頒佈的外匯管理規章制度。

本集團面臨的外匯風險主要為以本集團主要附屬公司功能貨幣(人民幣)以外的貨幣計值之融資、資本開支及費用交易。本集團監察外匯收款及付款水平，藉以管理外幣交易的風險。本集團確保所面臨的外匯風險淨額不時維持於可接受水平。由於管理層認為該外匯風險並非重大，本集團現時並無使用任何遠期外匯合約對沖外匯風險。

於二零二零年三月三十一日，倘港幣兌人民幣升值／貶值5% (二零一九年：5%)，在所有其他變量不變的情況下，年內溢利將增加／減少約21,591,000港元(二零一九年：增加／減少24,423,000港元)。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

###### (ii) Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The Group's borrowings and receivables are carried at amortised cost.

The Group monitors closely its interest rate exposure by maintaining an appropriate floating rate borrowings and considers hedging significant interest rate exposure should the need arise. The position is regularly monitored and evaluated by reference of anticipated changes in market interest rate.

At 31 March 2020, if interest rates on bank and other borrowings had been 50 basis points (2019: 50 basis points) higher/lower with all other variables held constant, profit for the year would have been approximately HK\$3,717,000 lower/higher (2019: HK\$4,051,000 lower/higher) mainly as a result of higher/lower interest expense on floating rate borrowings.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (ii) 利率風險

本集團之主要利率風險源自以可變利率計息之長期借款，該等借款使本集團面臨現金流量利率風險。本集團之借款及應收款項乃以攤銷成本列賬。

本集團透過維持適當比例之浮息借款密切監控其利率風險，並認為會於需要時對沖重大利率風險，並參考市場利率的預期變動定期監控及評估有關狀況。

於二零二零年三月三十一日，倘若銀行及其他借款利率調高／調低50個基點（二零一九年：50個基點），在所有其他可變數額不變的情況下，年度溢利將會減少／增加約3,717,000港元（二零一九年：減少／增加4,051,000港元），主要由於浮息借款利息開支有所增加／減少。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (a) Market risk (continued)

###### (iii) Price risk

The Group's exposure to price risk arises from investments held by the Group and classified in the consolidated statement of financial position as fair value through profit or loss (Note 25).

Profit for the period would increase/decrease by approximately HK\$853,000 (2019: HK\$1,414,000) as a result of 10% gains/losses on equity securities classified as at fair value through profit or loss.

##### (b) Credit risk

###### (i) Risk management

Credit risk arises if a customer or other counterparty fails to meet its contractual obligations. The credit risk of the Group mainly arises from trade and other receivables and deposits with banks and financial institutions.

The Group has policies that limit the amount of credit exposure to any financial institutions. Substantially all the deposits in banks are held in reputable financial institutions located in Hong Kong and the PRC, which management believes are of high credit quality and management does not expect any losses arising from non-performance by these counterparties.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (iii) 價格風險

本集團承受其持有投資所產生之價格風險，並於綜合財務狀況表分類為透過損益按公平值列賬(附註25)。

期內溢利將增加／減少約853,000港元(二零一九年：1,414,000港元)，乃由於分類為透過損益按公平值列賬之股權證券收益／虧損10%。

##### (b) 信貸風險

###### (i) 風險管理

倘客戶或其他交易對手方無法履行其合同義務，則產生信貸風險。本集團之信貸風險主要來自應收賬款及其他應收款項及銀行及金融機構之存款。

本集團制定政策限制來自任何金融機構之信貸風險。本集團大部份銀行存款乃存入香港及中國信譽卓著之金融機構，管理層認為有關金融機構之信貸質量良好，預期不會由於該等交易對手方不履約行為而產生任何虧損。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk (continued)

###### (i) Risk management (continued)

The Group also has policies in place to ensure that sales of products are made to customers with an appropriate credit history. Sales to large or long-established customers with good repayment history comprise a significant proportion of the total sales. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances.

The Group has concentration of credit risk as the top five trade debtors accounted for approximately 34% of its total trade debts balance as at 31 March 2020 (2019: 78%). In view of this, the management of the Group regularly assesses by monitoring the individual profile of its accounts receivables. The Group also uses non-recourse accounts receivable factoring arrangement with bank to cover the credit risk. In this regard, management of the Group considers that the credit concentration risk has been significantly mitigated.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

###### (i) 風險管理 (續)

本集團亦設有政策以確保向具備合適信貸記錄之客戶銷售產品。向具備良好還款記錄之大型或長期客戶銷售佔銷售總額之重要部分。本集團過往收回應收賬款及其他應收款項之經驗並無超出入賬撥備。

本集團信貸風險集中，原因為於二零二零年三月三十一日之五大貿易應收賬款佔其貿易應收賬款總結餘約34%（二零一九年：78%）。有見於此，本集團管理層透過監控其應收賬款之個別組合情況定期評估。本集團亦使用與銀行的無追溯權應收賬款保理安排以控制信貸風險。就此而言，本集團管理層認為信貸集中風險已大大降低。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk (continued)

###### (ii) Impairment of financial assets

###### Accounts receivable

The accounts receivable of the Group are subject to the expected credit loss model. The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all accounts receivable.

To measure expected credit losses, the Group categorises its accounts receivable based on the nature of customer accounts and shared credit risk characteristics.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 March 2020 or 31 March 2019 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors, after considering the expected market conditions and economic impact of the unprecedented COVID-19 on the countries in which our major customers operate, affecting the ability of the customers to settle the receivables.

The Group also uses trade receivables factoring facilities to manage the credit risk of its trade debtors. As at 31 March 2020, trade receivables of approximately HK\$55,898,000 (2019: HK\$162,147,000) was subject to non-recourse factoring arrangements and therefore derecognised. No trade receivables was subject to recourse factoring arrangement in 2020 and 2019.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

###### (ii) 金融資產減值

###### 應收賬款

本集團之應收賬款須應用預期信貸虧損模式。本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，就所有應收賬款使用全期預期虧損撥備。

為計量預期信貸虧損，本集團根據客戶賬目及共同信貸風險特徵分類應收賬款。

預期虧損率乃分別基於二零二零年三月三十一日或二零一九年三月三十一日前12個月期間之銷售付款資料及期內經歷之相關過往信貸虧損。經考慮到預期市況及前所未見的2019新型冠狀病毒病對我們主要客戶之營運國家的經濟影響，過往虧損率已作調整以反映影響客戶償付應收款項能力之宏觀經濟因素目前及前瞻性資料。

本集團亦使用應收賬款保理融資以管理應收賬款之信貸風險。於二零二零年三月三十一日，應收賬款約55,898,000港元（二零一九年：162,147,000港元）已訂立無追溯權保理安排，因此已取消確認。於二零二零年及二零一九年概無貿易應收賬款訂立有追溯權保理安排。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk (continued)

##### (ii) Impairment of financial assets (continued)

Accounts receivable (continued)

On that basis, the loss allowance as at 31 March 2020 and 31 March 2019 was determined as follows for accounts receivable after factoring:

		1-30 days past due 逾期1至 30日	31-60 days past due 逾期31至 60日	61-90 days past due 逾期61至 90日	Over 90 days past due 逾期90日 以上	Total	
	Current 即期 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>At 31 March 2020</b>	於二零二零年 三月三十一日						
<b>Assets</b>	資產						
Gross carrying amount	總賬面值	149,092	34,241	28,604	8,466	228,426	
Loss allowance	虧損撥備	(1,567)	(1,277)	(1,273)	(2,074)	(7,409)	
		<b>147,525</b>	<b>32,964</b>	<b>27,331</b>	<b>7,248</b>	<b>221,017</b>	
Expected loss rate	預期虧損率	1.1%	3.7%	4.5%	14.4%	25.9%	3.2%
<b>At 1 April 2019</b>	於二零一九年 四月一日						
<b>Assets</b>	資產						
Gross carrying amount	總賬面值	179,622	92,990	26,799	7,885	316,300	
Loss allowance	虧損撥備	(359)	(465)	(268)	(789)	(4,151)	
		<b>179,263</b>	<b>92,525</b>	<b>26,531</b>	<b>7,096</b>	<b>312,149</b>	
Expected loss rate	預期虧損率	0.2%	0.5%	1.0%	10.0%	25.2%	1.3%

Impairment losses on accounts receivable are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

應收賬款(續)

根據該基準，於二零二零年三月三十一日及二零一九年三月三十一日之經保理後應收賬款虧損撥備釐定如下：

應收賬款之減值虧損於經營溢利內呈列為減值虧損淨額。其後收回過往已撇銷之款項計入同一項目對銷。

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險(續)

##### (ii) 金融資產減值(續)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (b) Credit risk (continued)

###### (iii) Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables. Management consider low credit risk for other financial assets at amortised cost and did not provide loss allowance for other financial assets at amortised cost based on the historical settlement pattern of these other financial assets and the forward looking recoverability analysis of the counterparties.

While cash and cash equivalents, time deposits and restricted bank balance are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

##### (c) Liquidity risk

Prudent liquidity risk management, after considering the expected market conditions and the outbreak of COVID-19, implies maintaining sufficient cash and the availability of funding through an adequate amount of banking facilities. The Group aims to maintain flexibility in funding by keeping credit lines available at all time.

Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

###### (iii) 按攤銷成本計量之其他金融資產

按攤銷成本計量之其他金融資產包括其他應收款項。管理層認為，根據此等其他金融資產之過往結算情況，以及對手方之前瞻可收回性分析，按攤銷成本計量之其他金融資產之信貸風險甚低，並無就按攤銷成本計量之其他金融資產計提虧損撥備。

雖然現金及現金等同物、定期存款及受限制銀行結餘亦須應用香港財務報告準則第9號之減值規定，惟已識別之減值虧損並不重大。

##### (c) 流動資金風險

經考慮到預期市況及2019新型冠狀病毒病爆發，審慎的流動資金風險管理意味維持充足之現金，透過充足額度之銀行融資取得備用資金。本集團旨在透過長期維持可用信貸額度以確保資金靈活性。

管理層依據預期現金流量，監控本集團流動資金儲備的滾存預測。本集團之政策為定期監控當前及預期流動資金需求及其遵守貸款契約情況，從而確保本集團維持充足現金儲備以及獲主要財務機構承諾提供足夠資金，以應付其短期及長期之流動資金需求。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (c) Liquidity risk (continued)

Hong Kong Interpretation 5 requires a term loan that contains a clause that gives the lender the unconditional right to call the loan at any time shall be classified in total by the borrower as current in the statement of financial position. This is irrespective of whether a default event has occurred and notwithstanding any other terms and maturity stated in the loan agreement. As at 31 March 2020, borrowings of approximately HK\$65,000,000 (2019: HK\$235,500,000) was classified as current liabilities due to this requirement.

At the reporting date, the Group held cash and cash equivalents of approximately HK\$244,681,000 (2019: HK\$222,153,000) (Note 26) and accounts and bills receivable of approximately HK\$221,017,000 (2019: HK\$312,149,000) (Note 23) that are expected to generate cash inflows for managing liquidity risk. In addition, the Group held financial assets at fair value through profit or loss of approximately HK\$8,533,000 (2019: HK\$14,140,000) (Note 25), which could be realised to provide a further source of cash if needed.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

香港詮釋第5號規定，倘若定期貸款包含一項條款，賦予貸款人無條件權利可於任何時間催還貸款，則借款人須於財務狀況表內將該貸款之總額歸類為即期，而不論有否發生違約事件，以及貸款協議所載之其他條款及到期日。於二零二零年三月三十一日，約65,000,000港元(二零一九年：235,500,000港元)之借款因應此項規定而分類為流動負債。

於報告日期，本集團持有現金及現金等同物約244,681,000港元(二零一九年：222,153,000港元)(附註26)及應收賬款及票據約221,017,000港元(二零一九年：312,149,000港元)(附註23)，預期可產生現金流入以管理流動資金風險。此外，本集團持有透過損益按公平值列賬之金融資產約8,533,000港元(二零一九年：14,140,000港元)(附註25)，可於有需要時變現以提供額外現金。

下表載列本集團財務負債根據於報告期末至合約到期日之餘下期間按有關到期組別之分析。下表披露之金額為合約未折現現金流量。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (c) Liquidity risk (continued)

		On demand or within one year 按要求或一年內 HK\$'000 千港元	One to two years 一年至兩年 HK\$'000 千港元	Two to five years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>2020</b>	<b>二零二零年</b>				
Accounts and bills payable	應付賬款及票據	360,027	-	-	360,027
Financial liabilities included in other payables, accrued liabilities	計入其他應付款項及 應計負債之 金融負債	129,786	-	-	129,786
Bank borrowings	銀行借貸	428,186	190,480	95,253	713,919
Lease liabilities	租賃負債	1,988	1,194	1,061	4,243
		<b>919,987</b>	<b>191,674</b>	<b>96,314</b>	<b>1,207,975</b>
<b>2019</b>	<b>二零一九年</b>				
Accounts and bills payable	應付賬款及票據	740,050	-	-	740,050
Financial liabilities included in other payables, accrued liabilities	計入其他應付款項及 應計負債之 金融負債	89,321	-	-	89,321
Bank borrowings	銀行借貸	840,080	-	-	840,080
		<b>1,669,451</b>	<b>-</b>	<b>-</b>	<b>1,669,451</b>

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.1 Financial risk factors (continued)

##### (c) Liquidity risk (continued)

The following table summarises the maturity analysis of bank borrowings subject to repayment on demand based on agreed scheduled repayments set out in the loan agreements. The amount includes interest payments computed using contractual rates. Taking into account the Group's net assets, the directors do not consider that it is probable that the bank will exercise its discretion to immediate repayment. The directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

下表概述須按要求償還之銀行借貸的到期分析，乃根據貸款協議所載之協定還款期編製。該金額包括以合約利率計算之利息付款。經考慮到本集團的資產淨值，董事認為銀行行使其酌情權要求立即還款的機會不大。董事相信，該等借貸將依照貸款協議所載的預定還款日期償還。

#### Maturity Analysis - bank borrowings subject to repayment on demand clause based on their original scheduled repayments

到期分析 - 附有按要求償還條款之銀行借貸，根據原定還款期編製

		Within one year 一年內 HK\$'000 千港元	One to two years 一年至兩年 HK\$'000 千港元	Two to five years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
2020	二零二零年	28,643	29,786	42,180	100,609	92,500
2019	二零一九年	327,615	105,790	157,276	590,681	551,426

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic condition. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, obtain bank borrowings, or issue new shares.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total bank borrowings divided by total equity.

Total debt	債務總額
Total equity	總權益
Gearing ratio	資本負債比率

The gearing ratio decreased from 67% to 55% following the adoption of HKFRS 16 Leases. Total equity decreased following the recognition of right-of-use assets and lease liabilities on 1 April 2019. See Note 2.3 for further information.

### 3 財務風險管理 (續)

#### 3.2 資本管理

本集團之資本管理目標旨在保障本集團之持續經營能力，為股東提供回報，同時維持最佳的資本結構以減低資本成本。

本集團管理資本結構，並根據經濟狀況的變動作出調整。為維持或調整資本結構，本集團或會調整已付股東之股息金額、獲取銀行借款或發行新股。

本集團利用資本負債比率監控資本。該比率以銀行借貸總額除以總權益計算。

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
676,809	810,106
1,226,082	1,209,926
55%	67%

於採納香港財務報告準則第16號租賃後，資產負債比率由67%減至55%。於二零一九年四月一日確認使用權資產及租賃負債後，總權益有所減少。進一步資料見附註2.3。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 March 2020 and 2019 by level of inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3 財務風險管理 (續)

#### 3.3 公平值估計

下表按計量公平值所用估值法輸入數據的層級對本集團於二零二零年及二零一九年三月三十一日之按公平值入賬的金融工具進行分析。該等輸入數據在公平值層級中分為三層，層級如下：

- 就相同資產或負債於活躍市場之報價(未經調整)(第一層)；
- 就資產或負債可直接(即按價格)或間接(即從價格所得)觀察所得之輸入數據(惟納入第一級內之報價除外)(第二層)；及
- 資產或負債並非依據可觀察市場數據之輸入數據(即不可觀察輸入數據)(第三層)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.3 Fair value estimation (continued)

The following table presents the Group's financial assets that are at fair value at 31 March 2020 and 2019.

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 March 2020</b>	於二零二零年三月三十一日				
<b>Assets</b>	資產				
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	8,533	-	12,336	20,869
		<b>8,533</b>	<b>-</b>	<b>12,336</b>	<b>20,869</b>
At 31 March 2019	於二零一九年三月三十一日				
Assets	資產				
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	14,140	-	-	14,140
		<b>14,140</b>	<b>-</b>	<b>-</b>	<b>14,140</b>

There were no transfers between Level 1, 2 and 3 and no other changes in valuation techniques during the year.

### 3 財務風險管理 (續)

#### 3.3 公平值估計 (續)

下表呈列於二零二零年及二零一九年三月三十一日本集團以公平值計量之金融資產。

年內，第一層、第二層與第三層之間並無轉移，估值方法亦無其他變動。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.3 Fair value estimation (continued)

##### Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, price services or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

##### Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

##### Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for key management insurance.

The fair value of insurance policy investments that is not traded in an active market is determined based on the higher of cash surrender value and fair value determined by discounted cash flow model. The significant unobservable inputs that determine the fair value is cash surrender value, which is contractually agreed upon entering into the insurance contract.

### 3 財務風險管理 (續)

#### 3.3 公平值估計 (續)

##### 第一層之金融工具

在活躍市場買賣之金融工具之公平值根據財務狀況表日期之市場報價計算。當可容易及定期從證券交易所、經銷商、經紀、業內人士、報價服務或者監管代理取得報價，而有關報價代表按公平交易基準進行之實際與常規市場交易時，該市場被視為活躍市場。

##### 第二層之金融工具

並非於活躍市場買賣之金融工具的公平值(例如場外衍生工具)利用估值技術釐定，此等估值技術盡量利用可觀察市場數據，盡量減少依賴實體特定估計。如工具公平值所需的全部重大輸入數據為可觀察，該工具列入第二層。

##### 第三層之金融工具

如一項或多項重大輸入數據並非根據可觀察市場數據，則該工具列入第三層。主要管理層保險屬於此情況。

並非於活躍市場買賣之保單投資的公平值乃根據退保現金價值與貼現現金流量模式所釐定的公平值之間的較高者釐定。釐定公平值的重大的不可觀察輸入數據為退保現金價值，其於訂立保險合同時協定。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(continued)

#### 3.3 Fair value estimation (continued)

##### Financial instruments in level 3 (continued)

The following table presents the changes in level 3 instruments for the years ended 31 March 2020 and 2019.

At 1 April	於四月一日
Additions	添置
Fair value loss recognised to profit or loss	於損益確認之公平值虧損
At 31 March	於三月三十一日

### 3 財務風險管理 (續)

#### 3.3 公平值估計 (續)

##### 第三層之金融工具 (續)

下表呈列第三層工具於截至二零二零年及二零一九年三月三十一日止年度之變動。

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
-	-
15,499	-
(3,163)	-
12,336	-

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 4 重大會計估計及判斷

估計及判斷會被持續評估，並按過往經驗及其他因素(包括於有關情況下相信為合理之未來事件之預測)而作出。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### (a) Fair value of freehold land and buildings and investment properties

The Group carries its freehold land and buildings, and investment properties at fair value with changes in the fair value recognised in the consolidated statement of comprehensive income and consolidated income statement, respectively. It obtains independent valuations at least annually. At the end of each reporting period, the management updates their assessment of the fair value of each property, taking into account the most recent independent valuations. Refer to Note 15 and Note 16 for the assumptions, valuation techniques and fair value measurement.

##### (b) Provision for inventories

The Group's management reviews the inventory aging analysis periodically, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sales. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes allowance for obsolete and slow-moving items through management's estimation of the net realisable value for such obsolete and slow-moving items based primarily on the latest invoice prices and current market conditions, including the consideration of potential impacts on the subsequent sales orders and demand of its products resulting from the COVID-19 outbreak.

### 4 重大會計估計及判斷 *(續)*

#### 4.1 重大會計估計及假設

本集團就日後事項作出估計和假設。由於其為會計估計，故甚少與有關實際結果相符。有相當風險會引致須於下個財政年度對資產及負債的賬面值作重大調整的估計及假設討論如下。

##### (a) 永久業權土地及樓宇以及投資物業之公平值

本集團分別於綜合全面收益表及綜合收益表按公平值確認永久業權土地及樓宇以及投資物業及公平值變動。本集團至少每年取得獨立估值。於各報告期末，管理層更新彼等對各物業公平值之評估，當中計及最近期的獨立估值。有關假設、估值技術及公平值計量，請查閱附註15及附註16。

##### (b) 存貨撥備

本集團之管理層定期審閱存貨之賬齡分析，並為確認為不再適合銷售之過時及滯銷存貨項目作出撥備。於各報告期末，本集團按每項產品作出存貨檢討，並透過管理層主要根據最近發票價格及現時市況（包括考慮到2019新型冠狀病毒病爆發導致對產品期後銷售訂單及需求的潛在影響）對該等過時及滯銷項目之可變現淨值估計，為過時及滯銷項目作出撥備。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### 4.1 Critical accounting estimates and assumptions *(continued)*

##### (c) Useful lives of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

### 4 重大會計估計及判斷 *(續)*

#### 4.1 重大會計估計及假設 *(續)*

##### (c) 物業、廠房及設備可使用年期

本集團就其物業、廠房及設備釐定估計可使用年期及相關折舊費用。估計乃基於類似性質及功能之物業、廠房及設備之實際可使用年期之過往經驗。其可能會因為技術創新及競爭對手因應嚴峻行業週期而採取之行動而出現重大變動。管理層將於可使用年期少於先前估計的年期時提高折舊費用，或會將技術上過時或已報廢或出售之非策略性資產撇銷或撇減。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### 4.1 Critical accounting estimates and assumptions *(continued)*

**(d) Impairment of property, plant and equipment, right-of-use assets, intangible assets and investments accounted for using equity method**

Assets that have an indefinite useful life are tested annually for impairment; or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on the higher of value-in-use calculations or fair value less costs of disposal. These calculations require the use of judgements and estimates. Management judgement is required in the area of asset impairment, including the consideration of the expected market conditions, in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations.

### 4 重大會計估計及判斷 *(續)*

#### 4.1 重大會計估計及假設 *(續)*

**(d) 物業、廠房及設備、使用權資產、無形資產及以權益法入賬的投資的減值**

具無限使用年期之資產每年進行減值測試，或倘發生事項或情況變動表明須作出減值則須更頻繁進行減值測試。其他資產於發生事項或情況變動而顯示賬面值未必可收回時進行減值測試。可收回金額乃根據使用價值計量與公平值減出售成本兩者之較高者釐定。此等計算需使用判斷及估計。在管理層評估以下各項時需對資產減值方面作出判斷，包括預期市況：(i) 是否已發生可能顯示相關資產價值未必可收回之事件；(ii) 資產之賬面值能否以可收回金額（即公平值減出售成本及按資產於業務內持續使用為基準估計之未來現金流量之淨現值之較高者）支持；及(iii) 編製現金流量預測時將採用之適當主要假設，包括該等現金流量預測是否使用適當比率貼現。更改管理層就用以評估減值而選取之假設（包括現金流量預測之貼現率或增長率假設）可大幅影響減值測試所用之淨現值，因而影響本集團之財務狀況及經營業績。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### 4.1 Critical accounting estimates and assumptions *(continued)*

##### (e) Provision for impairment of financial assets

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period, including the consideration of the global health issues. For details of advise impacts on the demand of its product due to the key assumptions used and the impact of changes to these assumptions see Note 3.3.

##### (f) Provision for properties under development and completed properties held for sales

The Group assesses the carrying amounts of properties under development and completed properties held for sale according to their net realisable values based on the realisability of these properties and consideration of the potential impact on selling price resulting from the COVID-19 outbreak. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion. Net realisable value for completed properties held for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses. Based on management's best estimates, there was no impairment for properties under development and completed properties held for sale.

### 4 重大會計估計及判斷 *(續)*

#### 4.1 重大會計估計及假設 *(續)*

##### (e) 金融資產減值撥備

並非於活躍市場交易之金融工具之公平值採用估值技術釐定。本集團行使判斷以選擇各種方法以及主要根據於報告期末存在之市場狀況(包括考慮到全球衛生問題)作出假設。有關所用之主要假設以及該等假設變動之詳細影響，請參閱附註3.3。

##### (f) 發展中物業及持作出售之竣工物業撥備

本集團根據發展中物業及持作出售之竣工物業之可變現淨值(基於該等物業之可變現性及考慮到2019新型冠狀病毒病的爆發對產品價格的潛在影響)評估其賬面值。發展中物業之可變現淨值乃參考管理層根據現行市況估計之售價，減去適用之可變銷售開支及預期竣工成本而釐定。持作出售之竣工物業之可變現淨值乃參考管理層根據現行市況估計之售價，減去適用之可變銷售開支而釐定。根據管理層的最佳估計，發展中物業及持作出售之竣工物業並無減值。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### 4.1 Critical accounting estimates and assumptions *(continued)*

##### (g) Impairment of goodwill

The Group tests annually whether goodwill have suffered any impairment, in accordance with the accounting policy stated in Note 2.12. The recoverable amounts of cash-generating units have been determined based on the higher of value-in-use calculations or fair value less costs of disposal. These calculations require the use of judgements and estimates. Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations.

### 4 重大會計估計及判斷 *(續)*

#### 4.1 重大會計估計及假設 *(續)*

##### (g) 商譽減值

本集團根據附註2.12所述之會計政策每年測試商譽有否出現減值。現金產生單位之可收回金額乃根據使用價值計算或公平值減出售成本之較高者釐定。此等計算需要使用判斷及估計，尤其是在管理層評估以下各項時需對資產減值方面作出判斷：(i) 是否已發生可能顯示相關資產價值未必可收回之事件；(ii) 資產之賬面值能否以可收回金額（即公平值減出售成本及按資產於業務內持續使用為基準估計之未來現金流量之淨現值之較高者）支持；及(iii) 編製現金流量預測時將採用之適當主要假設，包括該等現金流量預測是否使用適當比率貼現。更改管理層就用以評估減值而選取之假設（包括現金流量預測之貼現率或增長率假設）可大幅影響減值測試所用之淨現值，因而影響本集團之財務狀況及經營業績。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### 4.1 Critical accounting estimates and assumptions *(continued)*

##### (h) Current and deferred income tax

The Group is subject to taxes in Hong Kong and the PRC. Significant judgement is required in determining the provision for various kinds of taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the consolidated income statement in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognized when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimates, such difference will impact the recognition of deferred tax assets and income tax in the period in which such estimates are changed.

### 4 重大會計估計及判斷 *(續)*

#### 4.1 重大會計估計及假設 *(續)*

##### (h) 當期及遞延所得稅

本集團需要在香港及中國繳納稅項。在釐定各種稅項撥備時，需要作出重大判斷。有許多未能確定最終稅款之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。如此等事件之最終稅務後果與最初記錄金額不同，此等差額將影響作出此等釐定期間之綜合收益表。

當管理層認為可動用暫時差額或稅務虧損以抵銷未來應課稅溢利時，將確認若干暫時差額相關遞延所得稅項資產及稅務虧損。倘預期與原定估計不同，有關差額將影響估計出現變動期內的遞延所得稅項資產及稅項的確認。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION

Chief operating decision maker (“CODM”) has been identified as the Board of Directors of the Company (the “Directors”). CODM reviews the Group’s internal reports in order to assess performance, allocate resources and determine the operating segments.

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 AI robotics, IoT and smart home products, electronic entertainment products and other related products;
- (b) the motors segment consists of the development, design, manufacture and sale of electric motor drives and related products and encoder film;
- (c) the real estate development segment; and
- (d) 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.

The operation of glass technology and application segment (“Disposal Group”) was discontinued during year ended 31 March 2020 and its assets and liabilities were classified as held for sale as at balance sheet date. Information about the discontinued operation is provided in Note 27. The comparative figures in the consolidated income statement and consolidated statement of comprehensive income have been restated to present the results of Disposal Group as discontinued operation.

### 5 分類資料

本公司董事（「董事」）會被認定為主要營運決策者（「主要營運決策者」）。主要營運決策者審閱本集團之內部報告以評估表現、分配資源及釐定業務分類。

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機械人、物聯網及智能家居產品、電子娛樂產品及其他相關產品；
- (b) 電機分類，包括開發、設計、製造及銷售電機驅動器及相關產品，以及編碼器菲林片；
- (c) 房地產發展分類；及
- (d) 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。

玻璃技術及應用分類（「出售集團」）已於截至二零二零年三月三十一日止年度終止營運，其資產及負債於結算日分類為持作出售。有關已終止經營業務的資料已於附註27提供。綜合收益表及綜合全面收益表的比較數字已重列，以呈列出售集團的業績為已終止經營業務。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

The information about electrical and electronic products segment, motor segment and the real estate development segment (collectively the “Remaining Group”) are presented as continuing operations in the consolidated financial statements.

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 consolidated financial statements.

Group financing (including finance costs and finance income) 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.

Segment assets exclude unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated liabilities as these liabilities are managed on a group basis.

### 5 分類資料 (續)

有關電器及電子產品分類、電機分類及房地產發展分類(統稱為「餘下集團」)的資料於綜合收益表中呈列為持續經營業務。

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量方法，在若干方面如下表所解釋，與綜合財務報表中之經營溢利或虧損之計量方法有所不同。

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

分類單位間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。

由於未分配資產乃按集團基準管理，因此分類資產不包括該等資產。

由於未分配負債乃按集團基準管理，因此分類負債不包括該等負債。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (a) Operating segments

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31 March 2020 and 2019.

31 March 2020

		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務			
		Electrical and electronic products 電器及電子產品	Motors 電機	Real estate development 房地產發展	Others 其他	Eliminations 對銷	Sub-total 小計	Glass technology and application 玻璃技術及應用	Eliminations 對銷	Consolidated 綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分類收益									
Revenue from external customers	來自外界客戶的 收益									
Timing of revenue recognition	確認收益時間									
- At a point of time	- 在某個時間點	2,202,402	836,745	75,074	-	-	3,114,221	44,033	-	3,158,254
- Over time	- 隨時間	-	-	-	-	-	-	9,798	-	9,798
		2,202,402	836,745	75,074	-	-	3,114,221	53,831	-	3,168,052
Inter-segment sales	分類單位間銷售	31,283	4,023	-	-	(35,306)	-	1,802	(1,802)	-
Total	總計	2,233,685	840,768	75,074	-	(35,306)	3,114,221	55,633	(1,802)	3,168,052
Other income/ (expenses) and gains/(losses), net	其他收入/ (開支)及收益/ (虧損), 淨額	36,081	38,840	(42)	1,040	-	75,919	1,090	-	77,009
Segment results	分類業績	162,172	45,410	(1,574)	(3,022)	-	202,986	(8,800)	-	194,186
Unallocated gain, net	未分配收益, 淨額						25,728			25,728
Unallocated expenses	未分配開支						(13,559)			(13,559)
Finance costs, net	財務費用, 淨額						(17,742)			(17,742)
Share of losses from investment in associates	應佔於聯營公司 投資之虧損						(955)			(955)
Profit before income tax	除所得稅前 溢利						196,458			187,658
Income tax (expense)/credit	所得稅 (開支)/抵免						(22,821)	528		(22,293)
Profit for the year	年度溢利						173,637			165,365

### 5 分類資料 (續)

#### (a) 業務分類

下表呈列本集團於截至二零二零年及二零一九年三月三十一日止年度，業務分類之收益、業績及若干資產、負債及支出資料。

二零二零年三月三十一日

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (a) Operating segments (continued)

31 March 2020 (continued)

### 5 分類資料 (續)

#### (a) 業務分類 (續)

二零二零年三月三十一日 (續)

		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務			
		Electrical and electronic products 電器及 電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Glass technology and application 玻璃技術 及應用 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分類資產	1,594,513	1,056,239	600,366	46,485	(922,062)	2,375,541	132,153	-	2,507,694
Unallocated assets	未分配資產						366,667			366,667
Total assets	總資產						2,742,208			2,874,361
Segment liabilities	分類負債	313,635	416,848	679,142	264,869	(922,062)	752,432	95,596	-	848,028
Unallocated liabilities	未分配負債						800,251			800,251
Total liabilities	總負債						1,552,683			1,648,279
Other segment information:	其他分類資料:									
Capital expenditure	資本支出	33,758	121,117	12	-	-	154,887	2,033	-	156,920
Depreciation and amortisation	折舊及攤銷	54,537	61,404	139	1,429	-	117,509	5,917	-	123,426
Unallocated amounts	未分配款項						429			429
							117,938			123,855
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、廠房及 設備之虧損/ (收益), 淨額	652	(30)	-	-	-	622	(36)	-	586
Gain on disposal of a property	出售一項物業之 收益	(16,842)	-	-	-	-	(16,842)	-	-	(16,842)
Write-off items of property, plant and equipment	撇銷物業、廠房及 設備項目	5,624	-	-	-	-	5,624	1,597	-	7,221
Deficit/(surplus) on revaluation of land and buildings recognised directly in equity	直接於權益確認之 土地及樓宇之 重估虧損/(盈餘)	2,937	878	-	(731)	-	3,084	-	-	3,084
Unallocated amounts	未分配款項						1,780			1,780
							4,864			4,864
Fair value loss on investment properties	投資物業之公平值 虧損	-	-	229	-	-	229	-	-	229



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (a) Operating segments (continued)

31 March 2019

	Continuing operations 持續經營業務					Discontinued operation 已終止經營業務			Consolidated 綜合
	Electrical and electronic products 電器及電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元 (Restated) (經重列)	Elimination 對銷 HK\$'000 千港元 (Restated) (經重列)	Sub-total 小計 HK\$'000 千港元 (Restated) (經重列)	Glass technology and application 玻璃技術及應用 HK\$'000 千港元 (Restated) (經重列)	Eliminations 對銷 HK\$'000 千港元 (Restated) (經重列)	
Segment revenue Revenue from external customers Timing of revenue recognition - At a point of time - Over time	分類收益 來自外界客戶的收益 確認收益時間 - 在某個時間點 - 隨時間	3,166,417 -	972,817 -	- -	652 -	- -	4,139,886 36,337	45,655 -	4,185,541 36,337
Inter-segment sales	分類單位間銷售	3,166,417 46,471	972,817 7,491	- -	652 -	- (53,962)	4,139,886 -	81,992 825	4,221,878 -
Total	總計	3,212,888	980,308	-	652	(53,962)	4,139,886	82,817	4,221,878
Other income and gains, net	其他收入及收益，淨額	14,312	41,809	6,310	7,209	-	69,640	1,473	71,113
Segment results	分類業績	93,035	56,793	(402)	4,199	-	153,625	(5,225)	148,400
Unallocated gains, net	未分配收益，淨額						6,772		6,772
Unallocated expenses	未分配開支						(12,445)		(12,445)
Finance costs, net	財務費用，淨額						(12,729)		(12,729)
Share of loss from investment in associates	應佔於聯營公司投資之虧損						(827)		(827)
Profit before income tax	除所得稅前溢利						134,396		129,171
Income tax (expense)/credit	所得稅(開支)/抵免						(19,178)	418	(18,760)
Profit for the year	年度溢利						115,218		110,411

### 5 分類資料(續)

#### (a) 業務分類(續)

二零一九年三月三十一日

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (a) Operating segments (continued)

31 March 2019 (continued)

### 5 分類資料 (續)

#### (a) 業務分類 (續)

二零一九年三月三十一日 (續)

		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務			
		Electrical and electronic products 電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元 (Restated) (經重列)	Elimination 對銷 HK\$'000 千港元 (Restated) (經重列)	Sub-total 小計 HK\$'000 千港元 (Restated) (經重列)	Glass technology and application 玻璃技術及應用 HK\$'000 千港元 (Restated) (經重列)	Eliminations 對銷 HK\$'000 千港元 (Restated) (經重列)	Consolidated 綜合 HK\$'000 千港元 (Restated) (經重列)
Segment assets	分類資產	2,014,725	1,146,035	590,609	52,961	(921,014)	2,883,316	130,896	(1,378)	3,012,834
Unallocated assets	未分配資產						376,637			376,637
Total assets	總資產						3,259,953			3,389,471
Segment liabilities	分類負債	682,729	489,415	663,131	279,389	(921,014)	1,193,650	90,846	(1,378)	1,283,118
Unallocated liabilities	未分配負債						896,427			896,427
Total liabilities	總負債						2,090,077			2,179,545
Other segment information:	其他分類資料:									
Capital expenditure	資本支出	129,395	169,160	408	68	-	299,031	1,762	-	300,793
Depreciation and amortisation	折舊及攤銷	52,244	47,049	230	1,272	-	100,795	4,872	-	105,667
Unallocated amounts	未分配款項						1,705			1,705
							102,500			107,372
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益，淨額	(1,343)	(95)	-	-	-	(1,438)	-	-	(1,438)
Surplus on revaluation of land and buildings recognised directly in equity	直接於權益確認之土地及樓宇之重估盈餘	(41,487)	(14,725)	-	(7,158)	-	(63,370)	-	-	(63,370)
Unallocated amounts	未分配款項						(5,560)			(5,560)
							(68,930)			(68,930)
Fair value loss/(gain) on investment properties	投資物業之公平值虧損/(收益)	638	-	(6,021)	-	-	(5,383)	-	-	(5,383)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (b) Geographical information

	United States of America 美國		Europe 歐洲		Asia 亞洲		Others 其他		Consolidated 綜合	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元 (Restated) (經重列)	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元 (Restated) (經重列)
<b>Segment revenue:</b>	<b>分類收益:</b>									
Revenue from external customers	來自外界客戶的收益									
- Continuing operations	1,602,165	1,715,470	505,274	949,124	1,005,390	1,283,157	1,392	192,135	3,114,221	4,139,886
- Discontinued operation	-	-	-	-	53,831	81,992	-	-	53,831	81,992

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。

	Hong Kong 香港		Mainland China 中國內地		Malaysia 馬來西亞		Consolidated 綜合	
	2020	2019	2020	2019	2020	2019	2020	2019
	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元
<b>Other segment information:</b>	<b>其他分類資料:</b>							
Non-current assets	非流動資產							
- Remaining Group	8,775	109,114	1,250,721	1,378,076	33,101	28,374	1,292,597	1,515,564
- Disposal Group	-	-	57,199	-	-	-	57,199	-

The non-current assets for the above segment information consist of property, plant and equipment, investment properties, right-of-use assets, prepaid land lease payments which were reclassified as right-of-use assets under HKFRS 16 on 1 April 2019, investment in associates, properties under development, intangible assets and prepayments and deposits, but exclude deferred tax assets and financial assets at fair value through profit or loss.

上述分類資料之非流動資產包括物業、廠房及設備、投資物業、使用權資產、預付土地租金(於二零一九年四月一日根據香港財務報告準則第16號重新分類為使用權資產)、於聯營公司之投資、發展中物業、無形資產以及預付款項及按金，但不包括遞延稅項資產及透過損益按公平值列賬之金融資產。

#### (c) Information about major customers

Revenue of HK\$1,704,319,000 (2019: HK\$2,667,326,000) was derived from sales of electrical and electronic products to a major customer, which accounted for 55% (2019: 64%) of the Group's total revenue.

#### (c) 有關主要客戶之資料

收益1,704,319,000港元(二零一九年: 2,667,326,000港元)乃源自向一名主要客戶銷售電器及電子產品，該客戶佔本集團收益總額55%(二零一九年: 64%)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (d) Assets and liabilities related to contract with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

#### Continuing operations:

Contract liabilities related to sales of goods (Note i)

Contract liabilities related to sales of properties (Note ii)

#### 持續經營業務：

有關銷售貨品之合約負債(附註i)

有關銷售物業之合約負債(附註ii)

#### Discontinued operation:

Contract liabilities related to glass production and installation

#### 已終止經營業務：

有關玻璃生產及安裝之合約負債

Total contract liabilities

合約負債總額

#### Discontinued operation:

Contract assets related to glass production and installation

Loss allowance

#### 已終止經營業務：

有關玻璃生產及安裝之合約資產

虧損撥備

Total contract assets

合約資產總值

Notes:

(i) These consist of advanced payments received from customers for goods that have not yet been transferred to the customers.

(ii) These consist of advanced payments received from customers resulting from the properties sales.

### 5 分類資料(續)

#### (d) 有關客戶合約之資產及負債

本集團已確認以下有關客戶合約之資產及負債：

	2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
	<b>33,652</b>	92,618
	<b>34,440</b>	72,296
	<b>68,092</b>	164,914
	<b>924</b>	1,267
	<b>69,016</b>	166,181
	<b>26,598</b>	23,305
	<b>(965)</b>	(322)
	<b>25,633</b>	22,983

附註：

(i) 此包括就尚未轉移至客戶之貨品向客戶預先收取之付款。

(ii) 此包括來自銷售物業向客戶預收之付款。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 5 SEGMENT INFORMATION (continued)

#### (e) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised for the year ended 31 March 2020 and 2019 relates to carried-forward contract liabilities:

Contract liabilities related to sales of goods and properties	有關銷售貨品及物業之合約負債
– Continuing operations	– 持續經營業務
– Discontinued operation	– 已終止經營業務

### 5 分類資料 (續)

#### (e) 就合約負債已確認之收益

下表顯示截至二零二零年及二零一九年三月三十一日止年度就結轉合約負債確認之收益款額：

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
<b>158,374</b>	69,855
<b>1,267</b>	–

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 6 OTHER INCOME AND GAINS, NET

### 6 其他收入及收益，淨額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Restated) (經重列)
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	<b>(4,956)</b>	6,720
Fair value (loss)/gain on investment properties, net (Note 16)	投資物業之公平值(虧損)/收益，淨額(附註16)	<b>(229)</b>	5,383
(Loss)/gain on disposal of property, plant and equipment, net	出售物業、廠房及設備項目之(虧損)/收益，淨額	<b>(622)</b>	1,438
Gain on disposal of a property (Note 34(b))	出售一項物業之收益(附註34(b))	<b>16,842</b>	-
Gain on disposal of equity interest in an associate (Note 21)	出售一間聯營公司股權之收益(附註21)	<b>1,013</b>	-
Gain on disposal of a subsidiary (Note 34(b))	出售一間附屬公司之收益(附註34(b))	<b>31,416</b>	-
Gross rental income	租金收入總額	<b>928</b>	3,778
Sales of scrap materials	出售廢料	<b>6,024</b>	3,037
Subsidy income (Note)	補貼收入(附註)	<b>47,268</b>	45,545
Write-back of impairment in property, plant and equipment	物業、廠房及設備之減值回撥	-	7,189
Others	其他	<b>3,963</b>	3,322
		<b>101,647</b>	76,412

*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 year ended 31 March 2020, subsidy income amounting to HK\$47,268,000 (2019: HK\$45,545,000) are recognised in profit or loss, including the recognition of deferred government subsidy income of HK\$36,595,000 (2019: HK\$33,112,000).

*附註：*

本公司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。於截至二零二零年三月三十一日止年度，補貼收入合共47,268,000港元(二零一九年：45,545,000港元)已於損益內確認，包括確認遞延政府補貼收入36,595,000港元(二零一九年：33,112,000港元)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 7 FINANCE COSTS, NET

Interest expense on bank loans	銀行貸款之利息開支
Interest expense on lease liabilities (Note 17(b))	租賃負債之利息開支 (附註17(b))
Bank interest income	銀行利息收入

During the year ended 31 March 2020, interest of HK\$10,003,000 (2019: HK\$9,760,000) 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's borrowings during the year of 3.6% (2019: 3.7%).

### 7 財務費用，淨額

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
<b>18,585</b>	14,135
<b>360</b>	–
<b>(1,203)</b>	(1,406)
<b>17,742</b>	12,729

於截至二零二零年三月三十一日止年度，利息10,003,000港元（二零一九年：9,760,000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年內借款之加權平均利率，即3.6%（二零一九年：3.7%）。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 8 PROFIT BEFORE TAX

The Group's profit before tax is arrived at after (crediting)/charging:

### 8 除稅前溢利

本集團之除稅前溢利已(計入)/扣除下列各項：

		2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
Cost of inventories sold	已售存貨成本	2,051,161	2,919,209
Cost of properties sold	已售物業成本	69,832	-
Amortisation of prepaid land lease payments	預付土地租金攤銷	-	650
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊 (附註15)	114,167	101,850
Depreciation of right-of-use assets (Note 17)	使用權資產折舊 (附註17)	3,771	-
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)	130	281
Employee benefit expenses (Note 9)	僱員福利開支(附註9)	546,614	735,056
Legal and professional fee	法律及專業費用	6,889	8,942
Short-term lease expenses	短期租賃開支	1,135	-
Operating lease payments in respect of land and buildings	土地及樓宇經營租金開支	-	7,268
(Write-back of impairment)/impairment of inventories (Note 22)	存貨(減值回撥)/減值 (附註22)	(12,725)	3,034
Write-off of property, plant and equipment	撇銷物業、廠房及設備	5,624	-



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 9 EMPLOYEE BENEFIT EXPENSES

#### (a) Employee benefit expenses (including Directors' emoluments)

Wages, salaries and other employee welfares	工資、薪金及其他僱員福利
Retirement benefits costs	退休福利成本
Equity-settled share option expense (Note 32)	以權益結算之購股權開支 (附註32)

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include five (2019: five) directors whose emoluments are reflected in the analysis shown in Note 10.

(c) During the year, no emoluments have been paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office (2019: Nil).

### 9 僱員福利開支

#### (a) 僱員福利開支 (包括董事薪酬)

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
544,739	731,962
1,875	2,114
-	980
<b>546,614</b>	<b>735,056</b>

#### (b) 五位最高薪酬人士

本年度本集團五位最高薪酬人士當中包括五名(二零一九年:五名)董事,有關彼等之酬金於附註10列載之分析反映。

(c) 於年內,本集團並無向董事支付任何酬金作為將加入本集團或加入本集團時的獎勵或作為離職補償(二零一九年:無)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

#### (a) Directors' and chief executive's emoluments

The remuneration of every director and chief executive for the year ended 31 March 2020 and 2019 is set out below:

### 10 董事利益及權益(依據《香港公司條例》(第622章)第383條《公司(披露董事利益資料)規則》(第622G章)及香港上市規則披露要求)

#### (a) 董事及主要行政人員酬金

截至二零二零年及二零一九年三月三十一日止年度，各董事及主要行政人員的薪酬載列如下：

	Fee	Salary	Discretionary bonus	Equity-settled share option expense	Pension scheme contributions	Total
	袍金	薪金	酌情花紅	股本結算購股權開支	退休金計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<b>2020</b>						
<b>Executive directors and the chief executive</b>						
Cheng Chor Kit (Note i)	-	6,000	-	-	-	6,000
Fung Wah Cheong, Vincent	-	3,600	-	-	18	3,618
Liu Tat Luen	-	1,692	-	-	18	1,710
Cheng Tsz To	-	1,800	-	-	18	1,818
Cheng Tsz Hang	-	2,160	-	-	18	2,178
Hui Ka Po, Alex (Note ii)	-	973	-	-	6	979
<b>Independent non-executive directors</b>						
Wong Chi Wai	300	-	-	-	-	300
Sun Kwai Yu, Vivian	300	-	-	-	-	300
Cheng Kwok Kin, Paul	300	-	-	-	-	300
Cheung Wang Ip	300	-	-	-	-	300
	<b>1,200</b>	<b>16,225</b>	<b>-</b>	<b>-</b>	<b>78</b>	<b>17,503</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

#### (a) Directors' and chief executive's emoluments (continued)

2019 Executive directors and the chief executive	二零一九年 執行董事及 最高行政人員
Cheng Chor Kit (Note i)	鄭楚傑(附註i)
Fung Wah Cheong, Vincent	馮華昌
Liu Tat Luen	廖達鸞
Cheng Tsz To	鄭子濤
Cheng Tsz Hang	鄭子衡
Hui Ka Po, Alex (Note ii)	許家保(附註ii)
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>
Wong Chi Wai	黃弛維
Sun Kwai Yu, Vivian	孫季如
Cheng Kwok Kin, Paul	鄭國乾
Cheung Wang Ip	張宏業

Fee	Salary	Discretionary bonus	Equity-settled share option expense	Pension scheme contributions	Total
袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	股本結算 購股權開支 HK\$'000 千港元	退休金 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
-	4,500	-	-	-	4,500
-	2,700	-	-	18	2,718
-	1,269	-	-	18	1,287
-	1,350	-	-	18	1,368
-	1,620	-	-	18	1,638
-	2,610	-	117	18	2,745
300	-	-	82	-	382
300	-	-	82	-	382
300	-	-	82	-	382
300	-	-	82	-	382
1,200	14,049	-	445	90	15,784

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2019: Nil).

#### Notes:

- Mr. Cheng Chor Kit, a director of the Company, is also the chief executive of the Company.
- Mr. Hui Ka Po, Alex, had resigned as an executive director with effective from 8 July 2019.

### 10 董事利益及權益(依據《香港公司條例》(第622章)第383條《公司(披露董事利益資料)規則》(第622G章)及香港上市規則披露要求)(續)

#### (a) 董事及主要行政人員酬金(續)

於年內，並無董事或最高行政人員放棄或同意放棄任何酬金之安排(二零一九年：無)。

#### 附註：

- 本公司董事鄭楚傑先生亦為本公司行政總裁。
- 許家保先生已辭任執行董事，自二零一九年七月八日起生效。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

#### (b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year ended 31 March 2020 (2019: Nil).

#### (c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 March 2020 (2019: Nil).

#### (d) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2020, the Company did not pay consideration to any third parties for making available directors' services (2019: Nil).

#### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 March 2020, there is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2019: Nil).

### 10 董事利益及權益(依據《香港公司條例》(第622章)第383條《公司(披露董事利益資料)規則》(第622G章)及香港上市規則披露要求)(續)

#### (b) 董事退休福利

截至二零二零年三月三十一日止年度內，概無董事收到或將收到任何退休福利(二零一九年：零)。

#### (c) 董事辭退福利

截至二零二零年三月三十一日止年度內，概無董事收到或將收到任何辭退福利(二零一九年：零)。

#### (d) 就獲提供董事服務而給予第三方代價

截至二零二零年三月三十一日止年度，本公司概無就獲提供董事服務支付代價予任何第三方(二零一九年：零)。

#### (e) 關於向董事、受董事控制的法人團體及與董事有關連實體作出的貸款及類似貸款，以及惠及該等董事的其他交易的資料

截至二零二零年三月三十一日止年度，本公司概無向董事、或受董事控制的法人團體及與董事有關連實體作出貸款及類似貸款，以及惠及該等人士的其他交易安排(二零一九年：零)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

#### (f) Directors' material interests in transactions, arrangements or contracts

Apart from those disclosed in Note 15 and Note 34, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 10 董事利益及權益(依據《香港公司條例》(第622章)第383條《公司(披露董事利益資料)規則》(第622G章)及香港上市規則披露要求)(續)

#### (f) 董事在交易、安排或合約中的重大權益

除附註15及附註34所披露者外，於本年年末或年內任何時間，概無與本集團業務有關連之重要交易、安排或合約，是以本公司為一方，同時本公司董事直接或間接地存在重大利害關係。

### 11 INCOME TAX

### 11 所得稅

		2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
Current – Hong Kong	本年度－香港		
Charge for the year	年內支出	8,599	12,142
Adjustment for current tax of prior years	過往年度即期稅項調整	3,412	2,180
Current – Elsewhere	本年度－其他地區		
Charge for the year	年內支出	6,987	2,591
Adjustment for current tax of prior years	過往年度即期稅項調整	(8)	(8,118)
Deferred tax (Note 30)	遞延稅項(附註30)	3,831	10,383
Total tax charge for the year	年內稅項支出總額	<b>22,821</b>	19,178

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 11 INCOME TAX (continued)

A reconciliation of the tax charge applicable to profit before tax at the statutory rates for the locations in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the weighted average tax rate of 16.7% (2019: 15.7%) is as follows:

		2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
Profit before tax	除稅前溢利	<b>196,458</b>	134,396
Tax at the statutory tax rates	按法定稅率計算之稅項	<b>32,713</b>	21,137
Adjustments in respect of current tax of previous periods	有關過往期間即期稅項之調整	<b>3,404</b>	(5,938)
Income not subject to tax	毋須課稅之收入	<b>(10,825)</b>	(2,844)
Expenses not deductible for tax	不可扣稅之開支	<b>3,068</b>	3,874
Tax losses from previous periods utilised	已動用過往期間之稅項虧損	<b>(2,084)</b>	(952)
Tax losses not recognised	未確認之稅項虧損	<b>2,071</b>	10,679
Effect of different taxation rates under preferential tax treatment	稅務優惠下不同稅率的影響	<b>(5,526)</b>	(6,778)
Tax charge	稅項支出	<b>22,821</b>	19,178

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the countries in which the Group operates. The tax rate applicable to the subsidiaries in the PRC is 25% (2019: 25%), except for certain subsidiaries of the Group in the PRC that were approved as High and New Technology Enterprise during the year, and accordingly, they were subject to a reduced preferential corporate income tax ("CIT") rate of 15% for a 3-year period from 2017 to 2020 according to the applicable CIT Law.

### 11 所得稅 (續)

按本公司及其大多數附屬公司所在地之法定稅率計算之適用於除稅前溢利之稅項開支與按加權平均稅率16.7% (二零一九年: 15.7%) 計算之稅項開支對賬如下:

		2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
Profit before tax	除稅前溢利	<b>196,458</b>	134,396
Tax at the statutory tax rates	按法定稅率計算之稅項	<b>32,713</b>	21,137
Adjustments in respect of current tax of previous periods	有關過往期間即期稅項之調整	<b>3,404</b>	(5,938)
Income not subject to tax	毋須課稅之收入	<b>(10,825)</b>	(2,844)
Expenses not deductible for tax	不可扣稅之開支	<b>3,068</b>	3,874
Tax losses from previous periods utilised	已動用過往期間之稅項虧損	<b>(2,084)</b>	(952)
Tax losses not recognised	未確認之稅項虧損	<b>2,071</b>	10,679
Effect of different taxation rates under preferential tax treatment	稅務優惠下不同稅率的影響	<b>(5,526)</b>	(6,778)
Tax charge	稅項支出	<b>22,821</b>	19,178

香港利得稅乃就年內於香港所產生之估計應課稅溢利按16.5% (二零一九年: 16.5%) 之稅率計提撥備, 惟本集團一間附屬公司除外, 該公司為二零一八/二零一九課稅年度起生效之兩級利得稅率制度下之合資格實體。該附屬公司之首2,000,000港元應課稅溢利按8.25%稅率繳稅, 而其餘應課稅溢利則按16.5%稅率繳稅。

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。年內, 中國之附屬公司之適用稅率為25% (二零一九年: 25%), 惟獲批准作為高新技術企業之本集團若干中國附屬公司則除外, 因此, 根據適用企業所得稅(「企業所得稅」)法, 其於二零一七年至二零二零年三年期間按15%之較低優惠企業所得稅稅率繳付稅項。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 12 DIVIDENDS

**Dividends paid during the year**  
No final dividend in respect of the financial year ended 31 March 2019 paid during the year (2019: Final dividend in respect of the financial year ended 31 March 2018 – HK7.0 cents per ordinary share)

No interim dividend paid during the year (2019: HK3.0 cents per ordinary share)

**年內已付股息**  
於本年度並無就截至二零一九年三月三十一日止財政年度派付末期股息(二零一九年：截至二零一八年三月三十一日止財政年度之末期股息－每股普通股7.0港仙)  
於本年度並無派付中期股息(二零一九年：每股普通股3.0港仙)

The Board has resolved not to declare any final dividend for the year ended 31 March 2020 (2019: Nil).

### 12 股息

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
-	30,728
-	13,168
-	43,896

董事會議決不會宣派截至二零二零年三月三十一日止年度之末期股息(二零一九年：無)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 13 EARNINGS PER SHARE

A reconciliation of the earnings used in calculating earnings per share is as follows:

Profit attributable to the ordinary equity holders of the Company used in calculating basic and diluted earnings per share:	用以計算每股基本及攤薄盈利之本公司普通權益持有人應佔溢利：
From continuing operations	來自持續經營業務
From discontinued operation	來自已終止經營業務

Basic earnings per share is calculated by dividing:

- profit for the year attributable to equity holders of the Company of HK\$170,049,000 (2019: HK\$112,384,000),
- by the weighted average number of ordinary shares of 438,960,000 (2019: 438,831,233) in issue during the year.

Earnings from continuing operations per share	持續經營業務之每股盈利
Losses from discontinued operation per share	已終止經營業務之每股虧損
Total basic earnings per share attributable to the equity holders of the Company	本公司權益持有人應佔每股基本盈利總額

### 13 每股盈利

用以計算每股盈利之盈利對賬如下：

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元 (Restated) (經重列)
175,343	115,598
(5,294)	(3,214)
<b>170,049</b>	<b>112,384</b>

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年度溢利 170,049,000 港元 (二零一九年：112,384,000 港元)，
- 除以年內已發行普通股加權平均數 438,960,000 股 (二零一九年：438,831,233 股)。

2020 二零二零年 HK Cents 港仙	2019 二零一九年 HK Cents 港仙 (Restated) (經重列)
39.95	26.34
(1.21)	(0.73)
<b>38.74</b>	<b>25.61</b>



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 13 EARNINGS PER SHARE (continued)

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

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

### 13 每股盈利(續)

每股攤薄盈利調整用以釐定每股基本盈利之數字以計及：

- 與潛在攤薄普通股相關的利息及其他融資成本的除所得稅後影響，及
- 假設所有潛在攤薄普通股獲轉換的情況下發行在外的額外普通股加權平均數。

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：

		2020 二零二零年	2019 二零一九年
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	<b>438,960,000</b>	438,831,233
Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all options outstanding during the year	假設於年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	-	369,565
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	<b>438,960,000</b>	439,200,798

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 13 EARNINGS PER SHARE (continued)

### 13 每股盈利(續)

		2020 二零二零年 HK cents 港仙	2019 二零一九年 HK cents 港仙
Diluted earnings from continuing operations per share	持續經營業務之每股攤薄盈利	39.95	26.32
Diluted losses from discontinued operation per share	已終止經營業務之每股攤薄虧損	(1.21)	(0.73)
<b>Total diluted earnings per share attributable to the equity holders of the Company</b>	<b>本公司權益持有人應佔每股攤薄盈利總額</b>	<b>38.74</b>	<b>25.59</b>
Earnings from continuing operations per share	持續經營業務之每股盈利		
– Basic earnings per share	– 每股基本盈利	39.95	26.34
– Diluted earnings per share	– 每股攤薄盈利	39.95	26.32
Losses from discontinued operation per share	已終止經營業務之每股虧損		
– Basic losses per share	– 每股基本虧損	(1.21)	(0.73)
– Diluted losses per share	– 每股攤薄虧損	(1.21)	(0.73)

#### Diluted earnings/(losses) per share

The diluted earnings/(losses) from continuing operations and discontinued operation per share is equal to the basic earnings/(losses) per share for the year ended 31 March 2020 as the outstanding share options did not have dilutive effect because the exercise price per share option was higher than the average share price of the Company during the year.

#### 每股攤薄盈利/(虧損)

截至二零二零年三月三十一日止年度之持續經營業務及已終止經營業務之每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同，原因為每份購股權之行使價高於本公司於年內之平均股價，因此未行使購股權並無攤薄效果。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 14 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 March 2020:

### 14 附屬公司

下表載列於二零二零年三月三十一日之主要附屬公司：

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Ownership interest held by the Group	Principal activities
公司名稱	註冊成立／成立地點及 法人實體類型	已發行股本詳情	本集團持有之 所有權權益	主要業務
<b>Directly held</b>				
<b>直接持有</b>				
Kin Yat Holdings (BVI) Limited 建溢集團(英屬處女群島) 有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary share US\$1 普通股1美元	100%	Investment holding 投資控股
<b>Indirectly held</b>				
<b>間接持有</b>				
Guizhou Kin Yat Property Company Limited 貴州建溢房地產有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB130,000,000 普通股人民幣 130,000,000元	100%	Property development 房地產開發
貴州蒙蘇里花園房地產有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB200,000,000 普通股人民幣 200,000,000元	100%	Property development 房地產開發
Guizhou Standard Electric Motor Company Limited 貴州標準電機有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares HK\$110,000,000 普通股110,000,000港元	100%	Manufacture and trading of motors 製造及買賣電機
Kin Yat (Guizhou) Robot Company Limited 建溢(貴州)機器人有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB100,000,000 普通股人民幣 100,000,000元	100%	Manufacture and trading of electronic products 製造及買賣電子產品
Kin Yat (Hong Kong) Corporation Limited 建溢(香港)實業有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$10,000 普通股10,000港元	100%	Trading of electrical products 買賣電器產品

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 14 SUBSIDIARIES (continued)

### 14 附屬公司 (續)

Name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法人實體類型	Particulars of issued share capital 已發行股本詳情	Ownership interest held by the Group 本集團持有之 所有權權益	Principal activities 主要業務
<b>Indirectly held (continued)</b> 間接持有 (續)				
Kin Yat Industrial Company Limited 建溢實業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$3,200,000 普通股3,200,000港元	100%	Trading of toys, electronic products, and sourcing of materials 買賣玩具、電子產品及 材料採購
Newway Electrical Industries (Hong Kong) Limited 新法電器實業(香港)有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$10,000 普通股10,000港元	100%	Trading of electrical household appliances 買賣家電
Penta Blesses Enterprises Limited 五福企業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$1,000,000 普通股1,000,000港元	100%	Investment and property holding 投資及持有物業
Shaoguan Turbo Electronic Technology Company Limited 韶關德寶電子科技有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares US\$8,000,000 普通股8,000,000美元	100%	Manufacture and trading of toys and electrical appliances 製造及買賣玩具及電器
Shenzhen Kin Yat Power Electronic Company Limited 深圳建溢寶電子有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares US\$5,000,000 普通股5,000,000美元	100%	Manufacture and trading of toys and electronic products 製造及買賣玩具及電子 產品
Shixing Standard Motor Company Limited 始興縣標準微型馬達有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares US\$23,000,000 普通股23,000,000美元	100%	Property holding, manufacture and trading of motors 持有物業、製造及買賣 電機

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 14 SUBSIDIARIES (continued)

### 14 附屬公司 (續)

Name	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法人實體類型	Particulars of issued share capital 已發行股本詳情	Ownership interest held by the Group 本集團持有之 所有權權益	Principal activities 主要業務
<b>Indirectly held (continued)</b> 間接持有 (續)				
Smart Electric Motor Company Limited 精密電機有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary share HK\$1 普通股1港元	100%	Trading of motors and materials 買賣電機及物料
Smart Electric Motor Singapore Pte. Limited	Singapore, limited liability company 新加坡，有限公司	Ordinary shares SG\$100 普通股100新加坡元	100%	Trading of motors 買賣電機
Standard Encoder (Malaysia) Sdn Bhd	Malaysia, limited liability company 馬來西亞，有限公司	Ordinary shares RM500,000 普通股500,000馬幣	100%	Manufacture and trading of encoder film 製造及買賣編碼器菲林
Standard Land (Malaysia) Sdn Bhd	Malaysia, limited liability company 馬來西亞，有限公司	Ordinary shares RM500,000 普通股500,000馬幣	100%	Property holding 持有物業
Standard Motor Company Limited 標準微型摩打有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$40,000,000 普通股40,000,000港元	100%	Trading of motors and sourcing of materials 買賣電機及採購物料
Standard Motor Japan Company Limited	Japan, limited liability company 日本，有限公司	Ordinary shares JPY10,000,000 普通股10,000,000日圓	100%	Trading of motors 買賣電機
World Talent Enterprise Limited 環智企業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$1,000,000 普通股1,000,000港元	100%	Trading of toys 買賣玩具
創建節能玻璃(貴州)有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares RMB30,000,000 普通股人民幣 30,000,000元	64%	Sale and downstream processing of glass 銷售和下游加工玻璃

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 14 SUBSIDIARIES (continued)

### 14 附屬公司 (續)

Name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法人實體類型	Particulars of issued share capital 已發行股本詳情	Ownership interest held by the Group 本集團持有之 所有權權益	Principal activities 主要業務
<b>Indirectly held (continued)</b> 間接持有 (續)				
貴州創建智能幕牆工程 有限公司	The PRC, limited liability company 中國·有限公司	Ordinary shares RMB50,000,000 普通股人民幣 50,000,000元	64%	Design, manufacture and installation of curtain wall systems 設計、生產及安裝 幕牆系統
韶關市環智實業有限公司	The PRC, limited liability company 中國·有限公司	Ordinary shares RMB26,500,000 普通股人民幣 26,500,000元	100%	Manufacture and trading of toys 製造及買賣玩具

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 15 PROPERTY, PLANT AND EQUIPMENT

### 15 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Freehold land and buildings 永久業權 土地及樓宇 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Moulds, tools, and plant and machinery 模具、工具及廠房與機器 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備及汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 March 2020</b>	二零二零年三月三十一日						
<b>Cost or valuation:</b>	<b>成本值或估值：</b>						
At 31 March 2019	於二零一九年三月三十一日	415,577	27,046	97,590	1,110,990	426,637	2,077,840
Effect on adoption of HKFRS 16 (Note 2.3)	採納香港財務報告準則 第16號之影響(附註2.3)	(76,490)	-	-	-	-	(76,490)
At 1 April 2019	於二零一九年四月一日	339,087	27,046	97,590	1,110,990	426,637	2,001,350
Additions	添置	-	-	4,390	133,152	19,378	156,920
Disposals	出售						
- Continuing operations	- 持續經營業務	(2,460)	-	-	(4,616)	(1,109)	(8,185)
- Discontinued operation	- 已終止經營業務	-	-	-	(56)	-	(56)
Transfer to assets classified as held for sale (Note 27)	轉撥至分類為持作出售資產 (附註27)	-	-	(752)	(34,045)	(6,906)	(41,703)
Write-off	撇銷						
- Continuing operations	- 持續經營業務	-	-	-	(10,875)	(28)	(10,903)
- Discontinued operation	- 已終止經營業務	-	-	-	(1,178)	(700)	(1,878)
Transfers	轉撥	-	-	(3,614)	1,609	2,005	-
Disposal of a subsidiary (Note 34(b))	出售一間附屬公司 (附註34(b))	(4,910)	-	-	-	(1,442)	(6,352)
Deficit/surplus on revaluation	重估虧拙/盈餘	(5,040)	176	-	-	-	(4,864)
Write-back on revaluation	重估時回撥	(13,382)	(176)	-	-	-	(13,558)
Exchange realignment	匯兌調整	(8,719)	(1,137)	(3,009)	(55,896)	(13,960)	(82,721)
At 31 March 2020	於二零二零年三月三十一日	304,576	25,909	94,605	1,139,085	423,875	1,988,050
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>						
At 1 April 2019	於二零一九年四月一日	-	-	-	656,792	297,324	954,116
Provided during the year	年內撥備						
- Continuing operations	- 持續經營業務	13,382	176	-	74,879	25,730	114,167
- Discontinued operation	- 已終止經營業務	-	-	-	2,483	1,324	3,807
Disposals	出售						
- Continuing operations	- 持續經營業務	-	-	-	(3,319)	(1,090)	(4,409)
- Discontinued operation	- 已終止經營業務	-	-	-	(11)	-	(11)
Transfer to assets classified as held for sale (Note 27)	轉撥至分類為持作出售資產 (附註27)	-	-	-	(8,314)	(1,986)	(10,300)
Disposal of a subsidiary (Note 34(b))	出售一間附屬公司 (附註34(b))	-	-	-	-	(338)	(338)
Write-off	撇銷						
- Continuing operations	- 持續經營業務	-	-	-	(5,265)	(14)	(5,279)
- Discontinued operation	- 已終止經營業務	-	-	-	(195)	(86)	(281)
Write-back on revaluation	重估時回撥	(13,382)	(176)	-	-	-	(13,558)
Exchange realignment	匯兌調整	-	-	-	(30,900)	(8,118)	(39,018)
At 31 March 2020	於二零二零年三月三十一日	-	-	-	686,150	312,746	998,896
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 March 2020	於二零二零年三月三十一日	304,576	25,909	94,605	452,935	111,129	989,154

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 15 PROPERTY, PLANT AND EQUIPMENT (continued)

### 15 物業、廠房及設備 (續)

	Medium term leasehold land and buildings 中期租賃 土地及樓宇 HK\$'000 千港元	Freehold land and buildings 永久業權 土地及樓宇 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Moulds, tools, and plant and machinery 模具、工具 及廠房與機器 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 March 2020</b>	<b>二零二零年三月三十一日</b>					
An analysis of cost or valuation:	成本值或估值之分析：					
At cost	-	-	94,605	1,139,085	423,875	1,657,565
At 2020 valuation	304,576	25,909	-	-	-	330,485
	<b>304,576</b>	<b>25,909</b>	<b>94,605</b>	<b>1,139,085</b>	<b>423,875</b>	<b>1,988,050</b>
<b>31 March 2019</b>	<b>二零一九年三月三十一日</b>					
<b>Cost or valuation:</b>	<b>成本值或估值：</b>					
At 1 April 2018	370,074	25,216	52,378	917,165	414,094	1,778,927
Additions	-	-	50,507	227,348	22,938	300,793
Disposals	-	-	-	(17,880)	(646)	(18,526)
- Continuing operations	-	-	-	(17,880)	(646)	(18,526)
Acquisition of a subsidiary	-	-	147	31,143	7,050	38,340
Write-off	-	-	-	-	(4,204)	(4,204)
Transfers	-	-	(1,496)	838	658	-
Surplus on revaluation	68,754	176	-	-	-	68,930
Write-back on revaluation	(14,650)	(176)	-	-	-	(14,826)
Exchange realignment	(8,601)	1,830	(3,946)	(47,624)	(13,253)	(71,594)
At 31 March 2019	415,577	27,046	97,590	1,110,990	426,637	2,077,840
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>					
At 1 April 2018	-	-	-	629,926	282,333	912,259
Provided during the year	年內撥備					
- Continuing operations	14,650	176	-	61,554	25,470	101,850
- Discontinued operation	-	-	-	2,375	690	3,065
Disposals	出售					
- Continuing operations	-	-	-	(8,745)	(580)	(9,325)
Write-off	-	-	-	-	(3,300)	(3,300)
Write-back on revaluation	(14,650)	(176)	-	-	-	(14,826)
Exchange realignment	-	-	-	(28,318)	(7,289)	(35,607)
At 31 March 2019	-	-	-	656,792	297,324	954,116
<b>Net book value:</b>	<b>賬面淨值：</b>					
At 31 March 2019	415,577	27,046	97,590	454,198	129,313	1,123,724
<b>An analysis of cost or valuation:</b>	<b>成本值或估值之分析：</b>					
At cost	-	-	97,590	1,110,990	426,637	1,635,217
At 2019 valuation	415,577	27,046	-	-	-	442,623
	<b>415,577</b>	<b>27,046</b>	<b>97,590</b>	<b>1,110,990</b>	<b>426,637</b>	<b>2,077,840</b>



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

Depreciation of approximately HK\$102,626,000 (2019: HK\$87,189,000) is included in cost of sales; HK\$11,541,000 (2019: HK\$14,661,000) is included in administrative expenses in the consolidated income statement. Depreciation amounted to HK\$1,790,000 (2019: HK\$1,433,000) and HK\$2,017,000 (2019: HK\$1,632,000) are recognised in cost of sales and administrative expense in discontinued operation, respectively.

At 31 March 2020, the Group's building in Hong Kong, buildings in Mainland China and freehold land and buildings in Malaysia were revalued based on valuation performed by Asset Appraisal Limited, independent professionally qualified valuers, at HK\$2,460,000 (2019: HK\$2,630,000), RMB271,500,000 (2019: RMB280,050,000) (equivalent to HK\$302,116,000 (2019: HK\$328,577,000)) and Malaysian Ringgit ("RM") 14,020,000 (2019: RM14,020,000) (equivalent to HK\$25,909,000 (2019: HK\$27,046,000)), respectively.

Revaluation deficits of HK\$4,864,000 resulting from the above revaluation were debited (2019: surpluses of HK\$68,930,000 were credited) to the asset revaluation reserve.

Each year, the Group appoints an external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management discusses with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

There has been no change from the valuation techniques used in prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

During the year ended 31 March 2020, a property located in Hong Kong was sold to Century Grand International Limited, a company wholly owned by Mr. Cheng Chor Kit, Chairman and Chief Executive Officer of the Group. Further details are included in Note 34(b).

### 15 物業、廠房及設備 (續)

折舊約102,626,000港元(二零一九年: 87,189,000港元)已計入銷售成本; 11,541,000港元(二零一九年: 14,661,000港元)已計入綜合收益表之行政開支。折舊1,790,000港元(二零一九年: 1,433,000港元)及2,017,000港元(二零一九年: 1,632,000港元)已分別確認為已終止經營業務之銷售成本及行政開支。

於二零二零年三月三十一日, 本集團於香港之樓宇、於中國內地之樓宇及於馬來西亞之永久業權土地及樓宇乃根據獨立專業合資格估值師中誠達資產評值顧問有限公司所進行之估值而重估, 估值分別為2,460,000港元(二零一九年: 2,630,000港元)、人民幣271,500,000元(二零一九年: 人民幣280,050,000元)(相等於302,116,000港元(二零一九年: 328,577,000港元))及14,020,000馬幣(「馬幣」)(二零一九年: 14,020,000馬幣)(相等於25,909,000港元(二零一九年: 27,046,000港元))。

上述重估產生之重估虧拙4,864,000港元已於資產重估儲備扣除(二零一九年: 計入盈餘68,930,000港元)。

每年, 本集團委聘外聘估值師負責對本集團之物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業標準。當為財務申報進行估值時, 管理層會與估值師討論估值假設及估值結果。

過往年度所用估值技術並無變動。於估計物業之公平值時, 有關物業之最高及最佳用途為其現時用途。

截至二零二零年三月三十一日止年度, 一項位於香港之物業已售予恒光國際有限公司(一間由本集團主席兼行政總裁鄭楚傑先生全資擁有之公司)。進一步詳情載於附註34(b)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

#### Fair value hierarchy

The fair values of the Group's land and buildings at 31 March 2020 and 2019 are estimated by using significant unobservable inputs and the fair value measurement is categorised within Level 3.

During the year ended 31 March 2020 and 2019 there were no transfers of fair value measurements between Level 1, Level 2 and Level 3.

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

### 15 物業、廠房及設備 (續)

#### 公平值架構

於二零二零年及二零一九年三月三十一日，本集團之土地及樓宇之公平值乃採用重大不可觀察輸入數據估計及公平值計量分類於第三層下。

於截至二零二零年及二零一九年三月三十一日止年度，概無任何公平值計量在第一層、第二層與第三層之間轉移。

已分類於公平值架構第三層內之公平值計量之對賬：

		Medium term leasehold land in Hong Kong	Buildings in Hong Kong (Industrial)	Buildings in Mainland China (Industrial)	Buildings in Malaysia (Industrial)	Total
		於香港之中期租賃土地	於香港之樓宇 (工業)	於中國內地之樓宇 (工業)	於馬來西亞之樓宇 (工業)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 March 2019	於二零一九年三月三十一日	76,490	10,510	328,577	27,046	442,623
Effect on adoption of HKFRS 16 (Note 2.3)	採納香港財務報告準則第16號之影響(附註2.3)	(76,490)	-	-	-	(76,490)
At 1 April 2019	於二零一九年四月一日	-	10,510	328,577	27,046	366,133
Depreciation	折舊	-	(420)	(12,962)	(176)	(13,558)
Disposal	出售	-	(2,460)	-	-	(2,460)
Disposal of a subsidiary	出售一間附屬公司	-	(4,910)	-	-	(4,910)
(Deficit)/surplus on revaluation	重估(虧拙)/盈餘	-	(260)	(4,780)	176	(4,864)
Exchange realignment	匯兌調整	-	-	(8,719)	(1,137)	(9,856)
At 31 March 2020	於二零二零年三月三十一日	-	2,460	302,116	25,909	330,485
At 1 April 2018	於二零一八年四月一日	67,570	11,130	291,375	25,215	395,290
Depreciation	折舊	(2,703)	(445)	(11,502)	(176)	(14,826)
Surplus/(deficit) on revaluation	重估盈餘/(虧拙)	11,623	(175)	57,306	176	68,930
Exchange realignment	匯兌調整	-	-	(8,602)	1,831	(6,771)
At 31 March 2019	於二零一九年三月三十一日	76,490	10,510	328,577	27,046	442,623

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

#### Fair value hierarchy *(continued)*

Below is a summary of the valuation techniques used and the key inputs to the valuation of properties:

Class of properties 物業類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均)	
			2020 二零二零年 HK\$ 港元	2019 二零一九年 HK\$ 港元
Hong Kong 香港 - Leasehold land - 租賃土地 - Level 3 - 第三層	Market comparable method 市場比較法	Gross unit rate per square foot 每平方呎總單位價格	N/A 不適用	4,392 to 4,511 4,392至4,511
Hong Kong 香港 - Buildings - 樓宇 - Industrial - 工業 - Level 3 - 第三層	Market comparable method 市場比較法	Gross unit rate per square foot 每平方呎總單位價格	551 to 601 551至601	611 to 612 611至612
Mainland China 中國內地 - Buildings - 樓宇 - Industrial - 工業 - Level 3 - 第三層	Direct replacement cost method 直接重置成本法	Gross unit rate per square foot 每平方呎總單位價格	61 to 134 61至134	67 to 145 67至145
Malaysia 馬來西亞 - Buildings - 樓宇 - Industrial - 工業 - Level 3 - 第三層	Direct replacement cost method 直接重置成本法	Gross unit rate per square foot 每平方呎總單位價格	467	488

### 15 物業、廠房及設備 (續)

#### 公平值架構 (續)

物業估值所用之估值方法及主要輸入數據概要如下：

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

#### Fair value hierarchy *(continued)*

As at 31 March 2020, the buildings in Mainland China included certain buildings with a net book value of approximately HK\$102,276,000 (2019: HK\$108,308,000) for which the Group was still in the process of obtaining the building ownership certificates.

As at 31 March 2020, had the Group's buildings stated at valuation been carried at cost less accumulated depreciation, they would have been included in the financial statements at approximately HK\$82,164,000 (2019: HK\$173,004,000).

### 16 INVESTMENT PROPERTIES

### 15 物業、廠房及設備 *(續)*

#### 公平值架構 *(續)*

於二零二零年三月三十一日，於中國內地之樓宇包括若干賬面淨值約102,276,000港元（二零一九年：108,308,000港元）之樓宇，本集團仍在進行取得其房屋所有權證之程序。

於二零二零年三月三十一日，倘本集團之樓宇以成本減累積折舊計算賬面值，列入財務報表中有關土地及樓宇之賬面值約為82,164,000港元（二零一九年：173,004,000港元）。

### 16 投資物業

		2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
Carrying amount at the beginning of year	年初賬面值	65,070	63,061
(Loss)/gain from fair value adjustment (Note 6)	來自公平值調整之 (虧損)/收益(附註6)	(229)	5,383
Disposal (Note)	出售(附註)	(3,609)	-
Exchange realignment	匯兌調整	(3,257)	(3,374)
Carrying amount at the end of year	年末賬面值	<b>57,975</b>	65,070

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 16 INVESTMENT PROPERTIES (continued)

Note:

The balance included the commercial building in The Royale Cambridge Residences, residential units and car park, and a commercial leasehold land in Guizhou Province.

During the year ended 31 March 2020, the residential buildings located in the PRC was sold to an independent third party at a consideration of RMB3,160,000 (equivalent to HK\$3,609,000) and there is no gain or loss on this disposal.

The Group's investment properties were revalued on 31 March 2020 based on valuations performed by Assets Appraisal Limited, independent professionally qualified valuers, at RMB52,100,000 (2019: RMB55,460,000) (equivalent to HK\$57,975,000 (2019: HK\$65,070,000)).

Each year, the Group appoints an external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management discusses with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

There has been no change from the valuation techniques used in prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

#### Fair value hierarchy

The fair values of the Group's investment properties at 31 March 2020 and 2019 are estimated by using significant unobservable inputs and the fair value measurement is categorised within Level 3. During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2019: Nil).

### 16 投資物業(續)

附註：

結餘包括貴州省的劍橋皇家之商業樓宇、住宅單位及停車場，以及商業租賃土地。

於截至二零二零年三月三十一日止年度，位於中國之住宅樓宇已售予一名獨立第三方，代價為人民幣3,160,000元（相等於3,609,000港元），此項出售並無產生收益或虧損。

於二零二零年三月三十一日，本集團之投資物業根據獨立專業合資格估值師行中誠達資產評估顧問有限公司進行之估值重估為人民幣52,100,000元（二零一九年：人民幣55,460,000元）（相等於57,975,000港元（二零一九年：65,070,000港元））。

每年，本集團委聘外聘估值師負責對本集團之物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業標準。當為財務申報進行估值時，管理層會與估值師討論估值假設及估值結果。

於過往年度採用之估值方法並無變動。於估計物業之公平值時，有關物業之最高及最佳用途為其現時用途。

#### 公平值架構

於二零二零年及二零一九年三月三十一日，本集團投資物業的公平值乃使用重大不可觀察輸入數據估計及公平值計量歸類至第三層。於本年度，概無任何公平值計量在第一層與第二層之間轉移，亦無轉入或轉出第三層（二零一九年：無）。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 16 INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

### 16 投資物業 (續)

#### 公平值架構 (續)

歸類至公平值架構第三層之公平值計量對賬如下：

		<b>Buildings in Mainland China (Residential)</b>	<b>Land in Mainland China (Commercial)</b>	<b>Building in Mainland China (Commercial)</b>	<b>Total</b>
		位於中國內地 之樓宇 (住宅)	位於中國內地 之土地 (商業)	位於中國內地 之樓宇 (商業)	總計
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元	千港元	千港元
<b>Carrying amount:</b>	<b>賬面值：</b>				
At 1 April 2019	於二零一九年四月一日	3,708	50,215	11,147	65,070
Gain/(loss) from fair value adjustment	公平值調整產生之 收益／(虧損)	-	228	(457)	(229)
Disposal	出售	(3,609)	-	-	(3,609)
Exchange realignment	匯兌調整	(99)	(2,594)	(564)	(3,257)
At 31 March 2020	於二零二零年 三月三十一日	-	47,849	10,126	57,975
At 1 April 2018	於二零一八年四月一日	4,564	46,995	11,502	63,061
(Loss)/gain from fair value adjustment	公平值調整產生之 (虧損)／收益	(638)	5,781	240	5,383
Exchange realignment	匯兌調整	(218)	(2,561)	(595)	(3,374)
At 31 March 2019	於二零一九年 三月三十一日	3,708	50,215	11,147	65,070

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 16 INVESTMENT PROPERTIES (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

### 16 投資物業 (續)

投資物業估值所用之估值方法及主要輸入數據概述如下：

Class of properties 物業類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均)	
			2020 二零二零年 HK\$ 港元	2019 二零一九年 HK\$ 港元
Residential properties in Mainland China 於中國內地之住宅物業	Market comparable method 市場比較法	Gross unit rate per square foot# 每平方呎總單位價格#	-	951
Leasehold land in Mainland China 於中國內地之租賃土地	Market comparable method 市場比較法	Gross unit rate per square foot# 每平方呎總單位價格#	24	26
Commercial properties in Mainland China 於中國內地之商業物業	Income method 收入法	Gross unit rate per square foot# 每平方呎總單位價格#	469	518

# The higher the gross unit rate per square foot, the higher the fair value.

# 每平方呎總單位價格愈高，公平值愈高。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 17 LEASES

#### (a) Right-of-use assets

<b>At 1 April 2019</b>	於二零一九年四月一日
Inception of lease contracts	租約開始
Depreciation (Note (iv))	折舊 (附註(iv))
Disposal (Note 34(b))	出售 (附註34(b))
Disposal of a subsidiary (Note 34(b))	出售一間附屬公司 (附註34(b))
Exchange realignment	匯兌調整
<b>At 31 March 2020</b>	於二零二零年三月三十一日

Notes:

- (i) The Group obtains the land use rights through lease contracts with local governments in the PRC with 50 years term. The balance is classified as right-of-use assets upon the adoption of HKFRS 16.
- (ii) The Group's interest in leasehold land is on medium term lease of 50 years and located in Hong Kong.
- (iii) The Group obtains right to control the use of office and other properties for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease terms ranging from 1 to 3 years.
- The Group's lease expenses are primarily for short-term leases (Note 8).
- (iv) During the year ended 31 March 2020, depreciation of right-of-use assets has been charged in "administrative expenses".

### 17 租賃

#### (a) 使用權資產

Prepaid land lease payments (Note(i)) 預付土地租金 (附註(i)) HK\$'000 千港元	Leasehold land (Note(ii)) 租賃土地 (附註(ii)) HK\$'000 千港元	Office and other properties (Note (iii)) 辦公室及其他物業 (附註(iii)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
23,437	2,788	951	27,176
-	-	6,040	6,040
(631)	(99)	(3,041)	(3,771)
-	(448)	-	(448)
-	(2,031)	-	(2,031)
(637)	-	(86)	(723)
<b>22,169</b>	<b>210</b>	<b>3,864</b>	<b>26,243</b>

附註：

- (i) 本集團透過與中國地方政府訂立為期50年的租約取得土地使用權。結餘於採納香港財務報告準則第16號後分類為使用權資產。
- (ii) 本集團之租賃土地權益按為期50年之中期租賃持有以及位於香港。
- (iii) 本集團透過租賃安排取得於一段時間內控制辦公室及其他物業用途的權利。租賃安排乃逐項進行磋商，包含各種不同條款及條件，包括租賃付款及介乎1至3年之租期。
- 本集團之租賃開支主要來自短期租賃(附註8)。
- (iv) 截至二零二零年三月三十一日止年度，使用權資產折舊已於「行政開支」中扣除。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 17 LEASES (continued)

#### (b) Lease liabilities

##### At 1 April 2019

Inception of lease contracts
Interest expenses on lease liabilities (Note 7)
Payment for lease liabilities (including interest)
Exchange alignment

##### At 31 March 2020

Amount due for settlement within 12 months
Amount due for settlement after 12 months

The maturity analysis of lease liabilities is disclosed in Note 3.1(c).

#### (c) Short-term leases

As at 31 March 2020, the total future lease payments for short-term leases amounted to HK\$695,000 (Note 38(b)).

### 17 租賃(續)

#### (b) 租賃負債

HK\$'000  
千港元

於二零一九年四月一日	955
租約開始	6,040
租賃負債之利息開支(附註7)	360
支付租賃負債(包括利息)	(3,268)
匯兌調整	(87)

於二零二零年三月三十一日 4,000

於12個月內到期結算之款項	<b>1,850</b>
於12個月後到期結算之款項	<b>2,150</b>

**2020**  
二零二零年  
**HK\$'000**  
千港元

**4,000**

租賃負債之到期分析於附註3.1(c)披露。

#### (c) 短期租賃

於二零二零年三月三十一日，短期租賃之未來租賃付款總額為695,000港元(附註38(b))。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 18 INTANGIBLE ASSETS

### 18 無形資產

		Goodwill 商譽 HK\$'000 千港元	Technology 技術 HK\$'000 千港元	Contracts 合約 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日				
Cost	成本	18,586	18,100	900	37,586
Accumulated amortisation	累計攤銷	-	(1,207)	(600)	(1,807)
Net book value	賬面淨值	18,586	16,893	300	35,779
Opening net book amount	年初賬面淨值	18,586	16,893	300	35,779
Transfer to assets classified as held for sale (Note 27)	轉撥至分類為持作出售資產 (附註27)	(10,713)	(15,083)	-	(25,796)
Amortisation	攤銷				
- Discontinued operation	- 已終止經營業務	-	(1,810)	(300)	(2,110)
Closing net book amount	年末賬面淨值	7,873	-	-	7,873
At 31 March 2020	於二零二零年三月三十一日				
Cost	成本	7,873	-	-	7,873
Accumulated amortisation	累計攤銷	-	-	-	-
Net book value	賬面淨值	7,873	-	-	7,873
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及 二零一八年四月一日				
Cost	成本	7,872	-	-	7,872
Accumulated amortisation	累計攤銷	-	-	-	-
Net book value	賬面淨值	7,872	-	-	7,872
Opening net book amount	年初賬面淨值	7,872	-	-	7,872
Acquisition of a subsidiary (Note)	收購一間附屬公司(附註)	10,713	18,100	900	29,713
Amortisation	攤銷				
- Discontinued operation	- 已終止經營業務	-	(1,207)	(600)	(1,807)
Exchange alignment	匯兌調整	1	-	-	1
Closing net book amount	年末賬面淨值	18,586	16,893	300	35,779
At 31 March 2019	於二零一九年三月三十一日				
Cost	成本	18,586	18,100	900	37,586
Accumulated amortisation	累計攤銷	-	(1,207)	(600)	(1,807)
Net book value	賬面淨值	18,586	16,893	300	35,779

Amortisation of intangible assets is included in administrative expenses of discontinued operation.

無形資產攤銷已計入已終止經營業務之行政開支內。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 18 INTANGIBLE ASSETS (continued)

Note:

On 3 April 2018, Kin Yat Enterprises (BVI) Limited (“Kin Yat Enterprises”), a wholly-owned subsidiary of the Group, entered into a sales and purchase agreement with a third party to acquire 13% equity interest in Progress Power-Saving Glass Technology Co., Limited (“Progress Power-Saving”) together with shareholder’s loan amounting to HK\$1,386,000 provided by the seller to Progress Power-Saving at a total cash consideration of HK\$7,647,000.

On 25 July 2018, Kin Yat Enterprises entered into a sales and purchase agreement with Silurian Resources Limited, which is wholly owned by Mr. Cheng Chor Kit, the chairman of the Board of Director and chief executive officer of the Company. Pursuant to the agreement, Kin Yat Enterprises will further acquire 51% equity interest in Progress Power-Saving together with shareholder’s loan amounting to HK\$16,820,000 provided by Mr. Cheng Chor Kit to Progress Power-Saving at a total cash consideration of HK\$30,000,000.

The acquisition was completed on 14 August 2018. Upon the completion, the Group holds 64% equity interest of Progress Power-Saving, of which its wholly owned subsidiaries are principally engaged in the sales and downstream processing of glass.

### 18 無形資產 (續)

附註：

於二零一八年四月三日，本集團之全資附屬公司Kin Yat Enterprises (BVI) Limited (「Kin Yat Enterprises」) 與第三方訂立買賣協議，以收購創建節能玻璃科技有限公司 (「創建節能」) 之13%股權連同賣方向創建節能提供之股東貸款1,386,000港元，總現金代價為7,647,000港元。

於二零一八年七月二十五日，Kin Yat Enterprises與志留紀資源有限公司 (其由本公司董事會主席兼行政總裁鄭楚傑先生全資擁有) 訂立買賣協議。根據該協議，Kin Yat Enterprises將進一步收購創建節能之51%股權連同鄭楚傑先生向創建節能提供之股東貸款16,820,000港元，總現金代價為30,000,000港元。

收購事項已於二零一八年八月十四日完成。於完成後，本集團持有創建節能64%股權，該公司之全資附屬公司主要從事銷售和下游加工玻璃。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 18 INTANGIBLE ASSETS (continued)

Note: (continued)

The fair values of the identifiable assets and liabilities of Progress Power-Saving as the acquisition date were as follows:

#### Consideration:

Cash

#### Recognised amounts of identifiable assets acquired and liabilities assumed

Cash and cash equivalents  
Property, plant and equipment  
Inventories  
Accounts and other receivables  
Intangible assets  
Accounts and other payables  
Deferred tax liability

#### Total identifiable net assets

Non-controlling interests  
Amounts due to shareholders assigned to Kin Yat Enterprises  
Goodwill

The goodwill of HK\$10,713,000 arising from the acquisition is attributable to the synergies from combining the operations of the Group and Progress Power-Saving. None of the goodwill recognised is expected to be deductible for income tax purpose.

### 18 無形資產 (續)

附註(續)：

創建節能於收購日期的可識別資產及負債的公平值如下：

HK\$'000  
千港元

#### 代價：

現金

37,647

#### 可識別之已收購資產及已承擔負債之已確認金額

現金及現金等同物 856  
物業、廠房及設備 38,340  
存貨 14,885  
應收賬款及其他應收款項 33,897  
無形資產 19,000  
應付賬款及其他應付款項 (88,590)  
遞延稅項負債 (4,750)

#### 總計可識別資產淨值

13,638

非控股權益 (4,910)  
轉讓予Kin Yat Enterprises之應付股東款項 18,206  
商譽 10,713

37,647

收購所產生之商譽10,713,000港元乃來自合併本集團及創建節能之營運所產生之協同效應。預期概無已確認商譽可就所得稅作出扣減。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 18 INTANGIBLE ASSETS (continued)

#### Impairment test for goodwill

Management review the business performance based on type of business as follows:

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

At 31 March

於三月三十一日

During the year ended 31 March 2020, the management of the Group determined that there was no impairment of the CGU to which the goodwill has been allocated. The recoverable amount of goodwill is determined using a value in use calculation with cash flow projections based on financial budgets covering a five-year period approved by senior management. The key assumption for the cash flow projections is the budget gross margin which is the average gross margin achieved in the years before the budgeted year and the discount rates applied to the cash flow projections for electrical and electronic products and motors segments were 14% and 14% (2019: electrical and electronic products, motors, and glass technology and application segments were 14%, 14% and 17%) respectively. The financial budgets are prepared reflecting actual and prior year performance and development expectations.

### 18 無形資產 (續)

#### 商譽減值測試

管理層根據以下業務類型審閱業務表現：

2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
3,223	3,223
4,650	4,650
–	10,713
<b>7,873</b>	<b>18,586</b>

於截至二零二零年三月三十一日止年度，本集團管理層釐定，獲分配商譽之現金產生單位並無減值。商譽之可收回金額按照使用價值計算釐定，而使用價值則使用高級管理層批准之涵蓋五年期之財政預算之現金流量預測計算。現金流量預測之主要假設為預算毛利率，其為於預算年度前數年內所達致之平均毛利率，就電器及電子產品以及電機分類之現金流預測採用之貼現率分別為14%及14% (二零一九年：電器及電子產品、電機以及玻璃技術及應用分類：14%、14%及17%)。財政預算之編製旨在反映實際及上年度的業績及發展預期。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 19 PROPERTIES UNDER DEVELOPMENT

Movements in the properties under development are as follows:
At beginning of the year
Addition
Transferred to completed properties held for sale (Note 20)
Exchange alignment
At end of the year (Note)
Current portion
Non-current portion

Note:

Properties under development comprise:

### 19 發展中物業

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
發展中物業之變動如下：		
於年初	530,710	294,963
添置	32,373	256,113
轉撥至持作出售之竣工物業(附註20)	(228,385)	-
匯兌調整	(22,317)	(20,366)
於年末(附註) 即期部分	312,381 (269,847)	530,710 (485,863)
非即期部分	42,534	44,847

附註：

發展中物業包括：

Construction costs and capitalised expenditures	建築成本及資本化支出
Interests capitalised	利息資本化
Land use rights	土地使用權

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
建築成本及資本化支出	168,124	331,532
利息資本化	21,591	30,961
土地使用權	122,666	168,217
	312,381	530,710

### 20 COMPLETED PROPERTIES HELD FOR SALE

At 31 March 2019
Transferred from properties under development (Note 19)
Properties sold
Exchange realignment

At 31 March 2020

The completed properties held for sale are located in the PRC. The cost of properties sold recognised as expense and included in "Cost of sales" amounted to approximately HK\$69,832,000.

### 20 持作出售之竣工物業

	HK\$'000 千港元
於二零一九年三月三十一日	-
轉撥自發展中物業(附註19)	228,385
已售物業	(69,832)
匯兌調整	(4,089)
於二零二零年三月三十一日	154,464

持作出售之竣工物業位於中國。已售物業成本約69,832,000港元確認為開支並計入「銷售成本」。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 21 INVESTMENTS IN ASSOCIATES

### 21 於聯營公司之投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Movements in the investment in associates are as follows:	於聯營公司之投資變動如下：		
At beginning of the year	於年初	12,065	6,183
Addition (Note i)	添置 (附註i)	-	7,189
Disposal (Note ii)	出售 (附註ii)	(5,806)	-
Share of post-tax losses	應佔除稅後虧損	(955)	(827)
Exchange alignment	匯兌調整	(450)	(480)
At end of the year	於年末	<b>4,854</b>	12,065

Name of entity 實體名稱	Place of business/ country of establishment 營業地點/ 成立國家	% of effective interest 實際權益百分比		Nature of the relationship 關係性質	Measurement method 計量方法	Carrying amount 賬面值	
		2020 二零二零年	2019 二零一九年			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
貴州法拉第磁電有限公司	The PRC 中國	33.33%	33.33%	Associate 聯營	Equity 權益法	4,854	5,419
貴州法拉第鍍膜靶材有限公司	The PRC 中國	-	46.7%	Associate 聯營	Equity 權益法	-	6,646

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 21 INVESTMENTS IN ASSOCIATES

(continued)

Notes:

- (i) During the year ended 31 March 2019, the Group has directly acquired 19.9% of the equity interest in 貴州法拉第鍍膜靶材有限公司 (“鍍膜靶材”) at a consideration of RMB5,970,000 (equivalent to HK\$7,189,000) settled by fixed asset injection. The remaining interest of 鍍膜靶材 is held by another associates, 貴州法拉第磁電有限公司, as a result, the Group effectively held 46.7% of 鍍膜靶材.
- (ii) On 18 March 2020, the Group entered into sales and purchase agreement with a third party, pursuant to which the independent third party agreed to purchase, and the Group agreed to sell 19.9% of equity interests in 鍍膜靶材 at cash consideration of RMB5,970,000 (approximately HK\$6,819,000).

The transaction was completed on 24 March 2020 resulting in a gain on disposal of approximately HK\$1,013,000.

### 21 於聯營公司之投資 (續)

附註：

- (i) 截至二零一九年三月三十一日止年度，本集團已直接收購貴州法拉第鍍膜靶材有限公司（「鍍膜靶材」）之19.9%股權，代價為人民幣5,970,000元（相等於7,189,000港元），以注入固定資產方式支付。鍍膜靶材的餘下權益由另一間聯營公司貴州法拉第磁電有限公司持有，因此，本集團實際持有鍍膜靶材之46.7%。
- (ii) 於二零二零年三月十八日，本集團與一名第三方訂立買賣協議，據此，該名獨立第三方同意收購，而本集團同意出售鍍膜靶材之19.9%股權，現金代價為人民幣5,970,000元（約6,819,000港元）。

該等交易已於二零二零年三月二十四日完成，產生出售收益約1,013,000港元。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 22 INVENTORIES

Raw materials	原料
Work in progress	在製品
Finished goods	製成品
Less: Provision for impairment	減：減值撥備

The cost of inventories recognised as expense and included in "Cost of inventories sold" amounted to approximately HK\$2,051,161,000 (2019: HK\$2,919,209,000). Write back of provision amounted to HK\$12,725,000 (2019: Provision HK\$3,034,000) was included in the "Cost of sales" in the consolidated income statement during the year ended 31 March 2020. Cost of inventories amounted to appropriately HK\$31,466,000 (2019: HK\$52,351,000) is recognised as expense and included in "Cost of sales" in discontinued operation.

### 22 存貨

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>211,393</b>	442,778
<b>22,780</b>	47,342
<b>85,770</b>	159,333
<b>319,943</b>	649,453
<b>(21,363)</b>	(34,088)
<b>298,580</b>	615,365

確認為開支及計入「已售存貨成本」之存貨成本約為2,051,161,000港元(二零一九年：2,919,209,000港元)。撥備回撥12,725,000港元(二零一九年：撥備3,034,000港元)已於截至二零二零年三月三十一日止年度計入綜合收益表的「銷售成本」。存貨成本約31,466,000港元(二零一九年：52,351,000港元)確認為開支並計入已終止經營業務之「銷售成本」。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 23 ACCOUNTS AND BILLS RECEIVABLE

Accounts and bills receivable  
Loss allowance

應收賬款及票據  
虧損撥備

The Group's trading terms with its customers are mainly on credit, except for new customers, where cash on sale or payment in advance is normally required. The credit period is generally for a period of one to two months, extending up to three months for certain well-established customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has imposed tightened control to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its accounts and bills receivable balances. Accounts and bills receivable are non-interest-bearing.

The Group also uses trade receivables factoring facilities to manage the credit risk of its trade debtors. As at 31 March 2020, trade receivables of approximately HK\$55,898,000 (2019: HK\$162,147,000) was subject to non-recourse factoring arrangements and therefore derecognised. No trade receivables was subject to recourse factoring arrangement in 2020 and 2019.

### 23 應收賬款及票據

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>228,426</b>	316,300
<b>(7,409)</b>	(4,151)
<b>221,017</b>	312,149

本集團與客戶之貿易條款大部分以信貸形式進行，惟新客戶一般需以現金或預付形式買賣除外。信貸期一般為一至兩個月，若干信貸狀況良好之客戶之信貸期則可延長至三個月。每名客戶均有信貸上限。本集團對未收回應收款項保持嚴格控制並已加強控制以將信貸風險降至最低。高級管理人員會定期檢討逾期結餘。本集團並無就其應收賬款及票據結餘持有任何抵押品或其他信貸提升。應收賬款及票據並不計息。

本集團使用貿易應收賬款保理融資管理貿易賬款的信貸風險。於二零二零年三月三十一日，貿易應收賬款約55,898,000港元（二零一九年：162,147,000港元）已訂立無追溯權保理安排，因此已取消確認。於二零二零年及二零一九年概無貿易應收賬款訂立有追溯權保理安排。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 23 ACCOUNTS AND BILLS RECEIVABLE *(continued)*

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

At 31 March 2020, the Group had certain concentrations of credit risk that may arise from the exposure to the five largest customers and the largest customer which accounted for approximately 34% (2019: 42%) and 12% (2019: 19%) of the Group's total accounts receivable, respectively.

### 23 應收賬款及票據 (續)

於報告期末，應收賬款及票據之賬齡分析(按發票日期)如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>123,280</b>	166,541
<b>44,656</b>	51,263
<b>31,974</b>	59,536
<b>28,516</b>	38,960
<b>228,426</b>	316,300
<b>(7,409)</b>	(4,151)
<b>221,017</b>	312,149

於二零二零年三月三十一日，本集團可能因對五大客戶及最大客戶的風險敞口而產生若干集中信貸風險，分別佔本集團應收款項總額之約34% (二零一九年：42%) 及12% (二零一九年：19%)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 23 ACCOUNTS AND BILLS RECEIVABLE *(continued)*

The movements in provision for impairment of accounts and bills receivable are as follows:

At beginning of the year	於年初	
Provision for impairment recognised during the year	於年內確認之減值撥備	
Transfer to assets classified as held for sale	轉撥至分類為持作出售資產	
At end of the year	於年末	

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all accounts and bills receivable. Note 3.1(b) provides for details about the calculation of the allowance.

The carrying amount of accounts and bills receivable approximate their fair values.

#### Denominated in

HKD	港元
USD	美元
RMB	人民幣
Others	其他

### 23 應收賬款及票據 (續)

應收賬款及票據之減值撥備變動如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
4,151	852
4,564	3,299
(1,306)	-
<b>7,409</b>	<b>4,151</b>

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，就所有應收賬款及票據使用全期預期虧損撥備。附註3.1(b)載有關於計算撥備之詳細資料。

應收賬款及票據之賬面值與其公平值相若。

#### 以下列貨幣計值

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
23,443	58,817
125,763	196,541
71,674	56,684
137	107
<b>221,017</b>	<b>312,149</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 24 PREPAYMENTS AND DEPOSITS

Prepayment for property, plant and equipment	物業、廠房及設備預付款項
Prepaid construction costs (Note)	預付建築成本(附註)
VAT recoverables	可收回增值稅
Deposits and other receivables	按金及其他應收款項
Tax reserve certificates	儲稅券
Other prepayments	其他預付款項

Less: Current portion 減：即期部分

Non-current portion 非即期部分

Note:

As at 31 March 2020, such prepaid construction costs include prepaid construction cost of approximately HK\$45,623,000 (2019: HK\$6,693,000) to a main contractor for the properties development project in Dushan Country, Guizhou Province, the PRC. The properties, upon completion, are for selling purpose and are expected to be completed within its operating cycle, therefore, it is classified as current assets.

#### Denominated in

HKD	港元
RMB	人民幣
Others	其他

### 24 預付款項及按金

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
144,875	195,667
107,850	21,165
45,006	52,603
42,222	58,645
–	25,408
14,232	12,926
<b>354,185</b>	<b>366,414</b>
<b>(190,221)</b>	<b>(155,772)</b>
<b>163,964</b>	<b>210,642</b>

附註：

於二零二零年三月三十一日，有關預付建築成本包括就位於中國貴州省獨山縣之物業發展項目支付予一名主承包商約45,623,000港元(二零一九年：6,693,000港元)之預付建築成本。該等物業於竣工後作銷售用途，並預期於經營週期內竣工，因此，其被分類為流動資產。

#### 以下列貨幣計值

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
185,856	245,001
167,233	120,136
1,096	1,277
<b>354,185</b>	<b>366,414</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 25 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 25 透過損益按公平值列賬之金融資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Listed equity investment, at market value	上市股本投資，按市值	88	-
Listed debt investment, at market value	上市債務投資，按市值	-	3,936
Unlisted equity investment, at fair value	非上市股本投資，按公平值	8,445	10,204
Key management insurance, at fair value	主要管理層保險，按公平值	12,336	-
		<b>20,869</b>	14,140
Less: Current portion	減：即期部分	<b>(8,533)</b>	(14,140)
Non-current portion	非即期部分	<b>12,336</b>	-

The above investments at 31 March 2020 and 2019 were classified as held for trading and were, upon initial recognition, classified by the Group as financial assets at fair value through profit or loss.

An insurance plan relating to the chairman of the Company was included in financial assets at fair value through profit or loss as at 31 March 2020. The total insured sum as at 31 March 2020 was US\$3,500,000 (equivalent to HK\$27,300,000). If the Group withdrew from the insurance policies, the account value, net of surrender charges, would be refunded to the Group. The insurance plan was classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely for payments of principal and interest.

於二零二零年及二零一九年三月三十一日之上述投資列為持作買賣，並於首次確認時由本集團分類為透過損益按公平值列賬之金融資產。

於二零二零年三月三十一日，一項與本公司主席有關之保險計劃已包括於透過損益按公平值列賬之金融資產內。於二零二零年三月三十一日，總投保額為3,500,000美元（相等於27,300,000港元）。倘本集團退保，本集團可獲退還賬戶價值（扣除退保費用）。由於其合約現金流量並非僅用於支付本金及利息，故保險計劃分類為透過損益按公平值列賬之金融資產。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 26 CASH AND CASH EQUIVALENTS, TIME DEPOSITS AND RESTRICTED BANK DEPOSITS

Time deposits – original maturity of more than three months	定期存款－原到期日超過三個月
Restricted bank deposits (Note)	受限制銀行存款(附註)
Cash and cash equivalents	現金及現金等同物

#### Denominated in

HKD	港元
RMB	人民幣
USD	美元
Others	其他

#### Note:

Included in restricted bank deposits as at 31 March 2020 are RMB4,947,000 (equivalent to approximately HK\$5,505,000) pledged to bank for trade financing; and RMB5,770,000 (equivalent to approximately HK\$6,420,000) were related to certain bank accounts frozen by local courts in the PRC in relation to two legal actions lodged by certain contractors against the Group.

During the year, two construction contractors took legal actions against two subsidiaries of the Group. For the first case, the contractor is making a legal claim for the overdue contract cost of RMB3,825,000 (equivalent to approximately HK\$4,416,000), which the Group has been fully provided for. For the other case, the contractor is making a legal claim of RMB7,960,000 (equivalent to approximately HK\$8,858,000), of which the Group is negotiating with the contractor for an out-of-court settlement. Based on the advice of legal counsel, the possibility of an economic benefit outflow is remote, the directors consider the outcome is uncertain and cannot be reasonably estimated at this stage.

Restricted bank deposits as at 31 March 2019 were RMB4,276,000 (equivalent to approximately HK\$5,017,000) which can only be applied in the designated property development projects prior to the completion of construction.

### 26 現金及現金等同物、定期存款及受限制銀行存款

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
14,641	13,754
11,925	5,017
244,681	222,153
<b>271,247</b>	<b>240,924</b>

#### 以下列貨幣計值

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
124,670	62,923
54,817	45,511
75,331	111,618
16,429	20,872
<b>271,247</b>	<b>240,924</b>

#### 附註：

於二零二零年三月三十一日之受限制銀行存款包括為貿易融資而抵押予銀行之人民幣4,947,000元(相等於約5,505,000港元)；以及人民幣5,770,000元(相等於約6,420,000港元)涉及中國地方法院凍結之若干銀行戶口，其與個別承建商向本集團提出的兩宗法律行動有關。

於本年度，兩名承建商向本集團兩間附屬公司採取法律行動。就第一宗案件而言，承建商作出法律申索追討逾期合約成本人民幣3,825,000元(相等於約4,416,000港元)，而本集團已就此全數計提撥備。就另一宗案件而言，承建商作出法律申索追討人民幣7,960,000元(相等於約8,858,000港元)，本集團現正就此與承建商進行磋商以達成庭外和解。根據法律顧問的意見，經濟利益流出的可能性極低，而董事認為，其結果乃不確定及於現階段未能合理估計。

於二零一九年三月三十一日之受限制銀行存款人民幣4,276,000元(相等於約5,017,000港元)僅可於建築竣工前用於指定物業發展項目。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 26 CASH AND CASH EQUIVALENTS, TIME DEPOSITS AND RESTRICTED BANK DEPOSITS (continued)

As at 31 March 2020, the cash and cash equivalents, time deposits and restricted bank deposits of the Group denominated in RMB amounted to HK\$54,817,000 (2019: HK\$45,511,000). RMB is not freely convertible into other currencies; however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between four months and one year (2019: between four months and one year) depending on the immediate cash requirements of the Group and earn interest at the respective time deposit rates.

### 27 DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATION

During the year ended 31 March 2020, the Group entered into negotiation with a third party to dispose of the entire equity interest of 創建節能玻璃(韶關)有限公司 and 創建節能玻璃(貴州)有限公司 and its subsidiaries (collectively as the "Disposal Group"). The Disposal Group is the core operating subsidiaries of the glass technology and application segment. Negotiation process has already begun before the year-end and management considered the transaction is highly probable to be completed. As a result, the Disposal Group is classified as discontinued operation in accordance with HKFRS 5 and the comparative information relating to the discontinued operation has been re-presented on a consistent basis accordingly. The transaction was subsequently completed (Note 40).

Assets and liabilities of the Disposal Group were classified as "Assets classified as held for sale" and "Liabilities directly associated with assets classified as held for sale", respectively as at 31 March 2020.

### 26 現金及現金等同物、定期存款及受限制銀行存款(續)

於二零二零年三月三十一日，本集團以人民幣計值之現金及現金等同物、定期存款及受限制銀行存款為54,817,000港元(二零一九年：45,511,000港元)。人民幣不可自由兌換為其他貨幣；然而，根據《中華人民共和國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准經認可銀行將人民幣兌換為其他貨幣以進行外匯業務。

銀行現金按每日浮動銀行存款利率賺取利息。本集團按即時現金需要，作出介乎四個月至一年(二零一九年：介乎四個月至一年)期間之定期存款，並按各定期存款利率賺取利息。

### 27 分類為持作出售之出售集團及已終止經營業務

截至二零二零年三月三十一日止年度，本集團與一名第三方進行磋商，以出售創建節能玻璃(韶關)有限公司及創建節能玻璃(貴州)有限公司及其附屬公司(統稱為「出售集團」)之全部股權。出售集團為玻璃技術及應用分類之核心營運附屬公司。磋商程序已於年結前開始，而管理層認為有關交易很大機會完成。因此，根據香港財務報告準則第5號，出售集團分類為已終止經營業務，而有關已終止經營業務之比較資料已按一致基準重新呈列。有關交易其後已完成(附註40)。

於二零二零年三月三十一日，出售集團之資產及負債已分別分類為「分類為持作出售資產」及「與分類為持作出售資產直接相關之負債」。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 27 DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATION

(continued)

The financial performance and cash flow information of the Disposal Group for the year ended 31 March 2020 and the period from 14 August 2018 (date of acquisition) to 31 March 2019:

### 27 分類為持作出售之出售集團及已終止經營業務(續)

出售集團於截至二零二零年三月三十一日止年度及二零一八年八月十四日(收購日期)起至二零一九年三月三十一日止期間之財務表現及現金流量資料:

		2020 二零二零年 HK\$'000 千港元	Period from 14 August 2018 to 31 March 2019 二零一八年 八月十四日起至 二零一九年 三月三十一日 止期間 HK\$'000 千港元
<b>Revenue</b>	收益	<b>55,633</b>	82,817
Cost of sales	銷售成本	<b>(44,808)</b>	(69,964)
Gross profit	毛利	<b>10,825</b>	12,853
Other income and gains, net	其他收入及收益，淨額	<b>1,090</b>	1,473
Selling and distribution expenses	銷售及分銷開支	<b>(2,212)</b>	(3,370)
Administrative expenses	行政開支	<b>(17,162)</b>	(15,859)
Impairment loss on contract assets and financial assets	合約資產及金融資產之減值虧損	<b>(1,341)</b>	(322)
<b>Loss before income tax</b>	除所得稅前虧損	<b>(8,800)</b>	(5,225)
Income tax credit	所得稅抵免	<b>528</b>	418
<b>Loss from discontinued operation</b>	已終止經營業務之虧損	<b>(8,272)</b>	(4,807)
Exchange translation reserve on translation of foreign operations	換算海外業務產生之匯兌儲備	<b>(262)</b>	(18)
<b>Other comprehensive loss from discontinued operation</b>	來自己終止經營業務之其他全面虧損	<b>(8,534)</b>	(4,825)
Cash (used in)/generated from operating activities	經營活動(所用)/產生之現金	<b>(2,826)</b>	1,107
Cash used in investing activities	投資活動所用現金	<b>(1,952)</b>	(1,762)
Cash generated from financing activities	融資活動產生之現金	<b>5,324</b>	-
Exchange realignment	匯兌調整	<b>(14)</b>	17
<b>Net increase/(decrease) in cash and cash equivalents</b>	現金及現金等同物之增加/(減少)淨額	<b>532</b>	(638)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 27 DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATION

(continued)

The following assets and liabilities were reclassified as held for sale in relation to the discontinued operation as at 31 March 2020:

### 27 分類為持作出售之出售集團及已終止經營業務(續)

以下資產及負債與已終止經營業務有關而於二零二零年三月三十一日重新分類為持作出售：

		2020 二零二零年 HK\$'000 千港元
<b>Assets classified as held for sale</b>	<b>分類為持作出售資產</b>	
Property, plant and equipment (Note 15)	物業、廠房及設備(附註15)	31,403
Intangible assets (Note 18)	無形資產(附註18)	25,796
Inventories	存貨	7,498
Contract assets	合約資產	25,633
Accounts receivable	應收賬款	25,764
Prepayments and deposits	預付款項及按金	15,464
Cash and cash equivalents	現金及現金等同物	595
<b>Total assets of disposal group held for sale</b>	<b>持作出售之出售集團資產總值</b>	<b>132,153</b>
<b>Liabilities directly associated with assets classified as held for sale</b>	<b>與分類為持作出售資產直接相關之負債</b>	
Accounts payable and other payables	應付賬款及其他應付款項	90,901
Contract liabilities	合約負債	924
Deferred tax liabilities	遞延稅項負債	3,771
<b>Total liabilities of disposal group held for sale</b>	<b>持作出售之出售集團負債總額</b>	<b>95,596</b>

In accordance with HKFRS 5, the assets classified as held for sale are measured at lower of their carrying amount immediately prior to being classified as held for sale and fair value less costs to sell. At the date of initial classification as held for sale, the carrying amount of the assets and liabilities relating to the Disposal Group were lower than the fair value less cost to sell as at that date. Accordingly, no loss was recognised due to remeasurement at the initial classification.

根據香港財務報告準則第5號，分類為持作出售資產按緊接分類為持作出售前之賬面值與公平值減出售成本兩者之較低者計量。於初始分類為持作出售之日，與出售集團有關之資產及負債之賬面值低於該日之公平值減出售成本。因此，於初始分類時並無因重新計量而確認虧損。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 28 ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS

### 28 應付賬款及票據、其他應付款項及撥備

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts and bills payable (Note i)	應付賬款及票據 (附註i)	360,027	740,050
Accrued expenses	應計開支	9,797	17,568
Other payables	其他應付款項	52,639	50,201
Payable for construction work	建築工程之應付款項	67,350	21,552
Financial liabilities	金融負債	489,813	829,371
Accrued employee benefit expenses	應計僱員福利開支	109,339	129,300
VAT and other tax payable	增值稅及其他應付稅項	25,985	20,716
Deferred income (Note ii)	遞延收入 (附註ii)	82,365	103,300
Total trade and other payables	應付賬款及其他應付款項總額	707,502	1,082,687
Less: Non-current portion of deferred income (Note ii)	減：遞延收入之非即期部份 (附註ii)	(50,545)	(82,090)
Less: Non-current other payables	減：其他非即期應付款項	(32,826)	-
Current portion	即期部份	624,131	1,000,597

#### Denominated in

#### 以下列貨幣計值

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HKD	港元	279,209	604,340
RMB	人民幣	420,902	464,698
Others	其他	7,391	13,649
		707,502	1,082,687

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 28 ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS (continued)

Notes:

- (i) 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.

The carrying amounts of accounts and other payables are considered to be the same as their fair values, due to their short term nature.

At 31 March 2020, the aging analysis of the accounts and bills payable based on invoice date are 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

- (ii) 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 company located in Dushan County, Guizhou Province, 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 year ended 31 March 2020, subsidies of HK\$36,595,000 (2019: HK\$33,112,000) had been recognised and included in subsidy income of "Other income and gains, net" in the consolidated income statement.

The movements in deferred income are as follows:

At beginning of the year	於年初
Additions	添置
Grant recognised during the year	於年內確認之補貼
Exchange realignment	匯兌調整
At end of the year	於年末

### 28 應付賬款及票據、其他應付款項及撥備(續)

附註：

- (i) 應付賬款及票據以及其他應付款項不計息，通常於兩個月的信貸期內償付，最多可延遲至三個月。

由於應付賬款及其他應付款項具有短期性質，因此其賬面值被視為等同於其公平值。

於二零二零年三月三十一日，應付賬款及票據根據發票日期之賬齡分析如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
129,286	268,120
39,807	112,284
46,050	147,826
144,884	211,820
<b>360,027</b>	<b>740,050</b>

- (ii) 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國貴州省獨山縣之製造業公司的已收政府補助。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。於截至二零二零年三月三十一日止年度，已確認補貼款項36,595,000港元(二零一九年：33,112,000港元)並計入綜合收益表的「其他收入及收益，淨額」中的補貼收入。

遞延收入之變動如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
103,300	137,755
20,575	5,004
(36,595)	(33,112)
(4,915)	(6,347)
<b>82,365</b>	<b>103,300</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 29 BANK BORROWINGS

<i>Unsecured</i>	無抵押
Current portion	即期部分
Non-current portion	非即期部分

Bank borrowings mature until year 2023, and bear average interest at 3.6% (2019: 3.7%) per annum.

At 31 March 2020, based on the contractual repayment terms, the Group's bank borrowings maturity analysis would be as follows:

Within 1 year or on demand	於一年內或按要求
Between 1 and 2 years	超過一年但不超過兩年
Between 2 and 5 years	超過兩年但不超過五年

### 29 銀行借貸

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>413,243</b>	810,106
<b>263,566</b>	–
<b>676,809</b>	810,106

銀行借貸於二零二三年到期，並按平均年利率3.6% (二零一九年：3.7%) 計息。

於二零二零年三月三十一日，按合約還款期計算，本集團之銀行借貸到期分析如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>413,243</b>	688,106
<b>177,634</b>	102,000
<b>85,932</b>	20,000
<b>676,809</b>	810,106

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 29 BANK BORROWINGS (continued)

The following table summarises the maturity analysis of the bank borrowings which are subject to repayment on demand clause based on their original scheduled repayment dates:

Within 1 year	於一年內
Between 1 and 2 years	超過一年但不超過兩年
Between 2 and 5 years	超過兩年但不超過五年

The Group's banking facilities are secured by the corporate guarantees given by the Company and certain subsidiaries of the Company. The carrying amounts of the Group's bank borrowings approximate their fair values. Except for a bank borrowing of RMB80,000,000 (2019: RMB80,000,000), equivalent to HK\$89,021,000 (2019: HK\$93,863,000), all other bank borrowings are denominated in HKD.

As at 31 March 2020, the Group has uncommitted undrawn bank facilities amounting to HK\$27,757,000 (2019: HK\$56,377,000).

### 29 銀行借貸 (續)

下表概述附有按要求償還條款之銀行借貸的到期分析，乃根據原定還款日期編製：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
27,500	315,926
27,500	98,500
37,500	137,000
<b>92,500</b>	<b>551,426</b>

本集團之銀行融資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：人民幣80,000,000元)(相等於89,021,000港元(二零一九年：93,863,000港元))外，所有其他銀行借貸均以港元計值。

於二零二零年三月三十一日，本集團之未提取非承諾銀行融資為27,757,000港元(二零一九年：56,377,000港元)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 30 DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

#### Gross deferred tax liabilities

		Depreciation allowance in excess of related depreciation 折舊撥備 超出有關 折舊的金額 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	36,031	1,471	37,502
Deferred tax debited to equity during the year	年內於權益扣除之遞延稅項	13,977	-	13,977
Deferred tax debited to the income statement during the year (Note 11)	年內於收益表扣除之遞延稅項 (附註11)	-	4,139	4,139
Exchange realignment	匯兌調整	1,667	-	1,667
At 31 March 2019	於二零一九年三月三十一日	51,675	5,610	57,285
Effect of adoption of HKFRS 16 (Note 2.3)	採納香港財務報告準則第16號之影響 (附註2.3)	(14,652)	-	(14,652)
At 1 April 2019	於二零一九年四月一日	37,023	5,610	42,633
Deferred tax credited to equity during the year	年內計入權益之遞延稅項	(3,576)	-	(3,576)
Deferred tax debited/(credited) to the income statement during the year (Note 11)	年內於收益表扣除/(計入)之遞延稅項 (附註11)			
- Continuing operations	- 持續經營業務	-	7	7
- Discontinued operation	- 已終止經營業務	-	(528)	(528)
Transfer to liabilities directly associated with assets classified as held for sale (Note 27)	轉撥至與分類為持作出售資產直接相關之負債 (附註27)	-	(3,771)	(3,771)
Exchange realignment	匯兌調整	(1,047)	-	(1,047)
At 31 March 2020	於二零二零年三月三十一日	32,400	1,318	33,718

### 30 遞延稅項

遞延稅項負債及資產於年內之變動如下：

#### 遞延稅項負債總額

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 30 DEFERRED TAX (continued)

#### Gross deferred tax assets

### 30 遞延稅項 (續)

#### 遞延稅項資產總額

		Lease liabilities 租賃負債 HK\$'000 千港元	Deferred subsidy income 遞延補貼收入 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	33,536	159	33,695
Deferred tax (debited)/credited to the income statement during the year (Note 11)	年內於收益表(扣除)/ 計入之遞延稅項 (附註11)	-	(6,756)	512	(6,244)
Exchange realignment	匯兌調整	-	(1,547)	16	(1,531)
At 31 March 2019	於二零一九年三月三十一日	-	25,233	687	25,920
Deferred tax credited/(debited) to the income statement during the year (Note 11)	年內於收益表計入/ (扣除)之遞延稅項 (附註11)	32	(3,748)	(108)	(3,824)
Exchange realignment	匯兌調整	(1)	(1,205)	(4)	(1,210)
At 31 March 2020	於二零二零年三月三十一日	31	20,280	575	20,886



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 30 DEFERRED TAX *(continued)*

The Group has tax losses arising in Hong Kong of HK\$21,516,000 (2019: HK\$19,959,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has tax losses arising in Mainland China of HK\$118,136,000 (2019: HK\$154,754,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated since 1 January 2008.

At 31 March 2020, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences on undistributed profit of the subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$630,465,000 (2019: HK\$491,372,000) at 31 March 2020.

### 30 遞延稅項 (續)

本集團於香港產生之稅項虧損 21,516,000 港元 (二零一九年：19,959,000 港元)，可無限期用於抵銷產生虧損之公司之未來應課稅溢利。

本集團亦於中國內地產生稅項虧損 118,136,000 港元 (二零一九年：154,754,000 港元)，將於一至五年到期用於抵銷未來應課稅溢利。

遞延稅項資產並未就該等虧損作出確認，因該等虧損產生自己有一段時間處於虧損狀況之附屬公司，且應課稅溢利將不大可能用於抵銷稅項虧損。

根據中國企業所得稅法，於中國內地成立之外商投資企業向外國投資者宣派股息，須按 10% 徵收預扣稅。此規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國內地與外國投資者之司法權區有簽訂相關稅務協議，則可運用較低之預扣稅率。就本集團而言，適用稅率為 5%。因此本集團有責任對中國內地成立之該等附屬公司就自二零零八年一月一日起產生之盈利所分派之股息繳付預扣稅。

於二零二零年三月三十一日，並無就本集團於中國內地成立之附屬公司須繳納預扣稅之未匯出盈利之應課預扣稅確認遞延稅項。董事認為，該等附屬公司在可預見未來不太可能分派有關盈利。於二零二零年三月三十一日，有關尚未確認遞延稅項負債之中國內地附屬公司未分派溢利之暫時差額總額合共約為 630,465,000 港元 (二零一九年：491,372,000 港元)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 31 SHARE CAPITAL

### 31 股本

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Authorised:	法定：		
1,000,000,000 ordinary shares of HK\$0.10 each	1,000,000,000股每股 面值0.10港元之普通股	<b>100,000</b>	100,000
Issued and fully paid:	已發行及繳足：		
438,960,000 (2019: 438,960,000) ordinary shares of HK\$0.10 each	438,960,000股(二零一九年： 438,960,000股)每股 面值0.10港元之普通股	<b>43,896</b>	43,896

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要如下：

		Number of shares in issue 已發行 股份數目	Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	438,460,000	43,846	154,672	198,518
Share options exercised (Note)	獲行使購股權 (附註)	500,000	50	1,343	1,393
At 31 March 2019, 1 April 2019 and 31 March 2020	於二零一九年三月三十一日、 二零一九年四月一日及 二零二零年三月三十一日	<b>438,960,000</b>	<b>43,896</b>	<b>156,015</b>	<b>199,911</b>

Note:

During the year ended 31 March 2019, the subscription rights attaching to 500,000 share options were exercised at the subscription prices of HK\$2.262 per share (Note 32), resulting in the issue of 500,000 shares for a total cash consideration, before expenses, of HK\$1,131,000. An amount of HK\$262,000 was transferred from the share-based payment reserve to share premium upon the exercise of the share options. As at the exercise day, the market price approximated to HK\$2.50 per share.

附註：

於截至二零一九年三月三十一日止年度內，500,000份購股權附帶之認購權按認購價每股2.262港元獲行使(附註32)，導致發行500,000股股份，總現金代價為1,131,000港元(未計開支前)。為數262,000港元於行使購股權後由以股份為基礎的付款儲備轉撥至股份溢價。於行使日期，市價約為每股2.50港元。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES

During the year ended 31 March 2013, the Company terminated the share option scheme adopted by the Company on 20 August 2002 (the “Old Share Option Scheme”) and adopted a new share option scheme (the “New Share Option Scheme”) pursuant to a resolution passed in the annual general meeting dated 20 August 2012 which became effective on the same date. The New Share Option Scheme will remain in force for ten years commencing from the effective date, after which period no further options will be granted but the provisions of the New Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme.

#### The Old Share Option Scheme

The Company operated the Old Share Option 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 Old Share Option Scheme included 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 Old Share Option Scheme became effective on 20 August 2002 and, unless otherwise cancelled or amended, would remain in force for 10 years from that date.

### 32 購股權計劃

於截至二零一三年三月三十一日止年度內，本公司已終止本公司於二零零二年八月二十日採納之購股權計劃（「舊購股權計劃」），並根據日期為二零一二年八月二十日之股東週年大會上通過之決議案採納一項新購股權計劃（「新購股權計劃」），新購股權計劃於該日生效。新購股權計劃將自生效日期起計十年內維持有效，於該期間後將不會授出進一步購股權，惟新購股權計劃之條文應仍具十足效力，以便在新購股權計劃終止前授出或可能根據新購股權計劃之條文另行規定授出之任何購股權可繼續行使。

#### 舊購股權計劃

本公司實行舊購股權計劃旨在為合資格參與者對本集團成就所作貢獻提供獎勵及回饋。舊購股權計劃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。舊購股權計劃於二零零二年八月二十日生效，除非另行取消或修訂，否則由當日起計十年內維持有效。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES (continued)

#### The Old Share Option Scheme (continued)

The maximum number of unexercised share options currently permitted to be granted under the Old Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Old Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

### 32 購股權計劃(續)

#### 舊購股權計劃(續)

根據舊購股權計劃現時准予授出之未行使購股權最高數目(於行使後)相當於本公司任何時間已發行股份之10%。於任何十二個月期間，根據舊購股權計劃各合資格參與者之購股權可予發行股份最高數目限於本公司任何時間已發行股份之1%。任何進一步授出超出此限額之購股權須於股東大會上獲股東批准。

向本公司董事、主要行政人員或主要股東或彼等任何聯繫人授出購股權，須事先獲獨立非執行董事批准。此外，於任何十二個月期間，向一位本公司主要股東或獨立非執行董事或彼等任何聯繫人授出超出本公司任何時間已發行股份0.1%或超出總值5,000,000港元(根據授出日期本公司股份價格計算)之任何購股權，須事先於股東大會上獲股東批准。

承授人可於由授出購股權建議日期起計二十八日內藉支付名義代價合共1港元接納購股權授出建議。授出購股權之行使期由董事決定，於指定歸屬期後開始，並於不遲於購股權建議日期起計十年之日期終止。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES (continued)

#### The Old Share Option Scheme (continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Upon termination of the Old Share Option Scheme, no further options will be granted thereunder; however, the rules of the Old Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of options granted prior to its termination or otherwise as may be required in accordance with the rules of the Old Share Option Scheme. As at 31 March 2020, there were 1,250,000 options (2019: 3,250,000 options) granted but not yet exercised under the Old Share Option Scheme.

#### The New Share Option Scheme

The Company operates the New Share Option 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 New Share Option 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 New Share Option Scheme became effective on 20 August 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 32 購股權計劃 (續)

#### 舊購股權計劃 (續)

購股權之行使價由董事決定，但不得低於以下之最高者：(i) 本公司股份於購股權建議日期在聯交所之收市價；(ii) 緊接建議日期前五個交易日本公司股份在聯交所之平均收市價；及(iii) 本公司股份之面值。

購股權並不賦予持有人分享股息或於股東大會上投票之權利。

終止舊購股權計劃後，概無進一步購股權將據此授出；然而，舊購股權計劃之規則將仍具十足效力及作用，以便在舊購股權計劃終止前授出或可能根據舊購股權計劃之規則另行規定授出之任何購股權可繼續行使。於二零二零年三月三十一日，1,250,000份購股權（二零一九年：3,250,000份購股權）已根據舊購股權計劃授出但尚未行使。

#### 新購股權計劃

本公司實行新購股權計劃旨在為合資格參與者對本集團成就所作貢獻提供獎勵及回饋。新購股權計劃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。新購股權計劃於二零一二年八月二十日生效，除非另行取消或修訂，否則由當日起計十年內維持有效。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES (continued)

#### The New Share Option Scheme (continued)

The maximum number of unexercised share options currently permitted to be granted under the New Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the New Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at 31 March 2020, there were 1,100,000 options (2019: 3,100,000 options) granted but not yet exercised under the New Share Option Scheme.

### 32 購股權計劃 (續)

#### 新購股權計劃 (續)

根據新購股權計劃現時准予授出之未行使購股權最高數目(於行使後)相當於本公司任何時間已發行股份之10%。於任何十二個月期間，根據新購股權計劃各合資格參與者之購股權可予發行股份最高數目限於本公司任何時間已發行股份之1%。任何進一步授出超出此限額之購股權須於股東大會上獲股東批准。

向本公司董事、主要行政人員或主要股東或彼等任何聯繫人授出購股權，須事先獲獨立非執行董事批准。此外，於任何十二個月期間，向一位本公司主要股東或獨立非執行董事或彼等任何聯繫人授出超出本公司任何時間已發行股份0.1%或超出總值5,000,000港元(根據授出日期本公司股份價格計算)之任何購股權，須事先於股東大會上獲股東批准。

承授人可於由授出購股權建議日期起計二十八日內藉支付名義代價合共1港元接納購股權授出建議。授出購股權之行使期由董事決定，於指定歸屬期後開始，並於不遲於購股權建議日期起計十年之日期終止。

購股權之行使價由董事決定，但不得低於以下最高者：(i) 本公司股份於購股權建議日期在聯交所之收市價；(ii) 緊接建議日期前五個交易日本公司股份在聯交所之平均收市價；及(iii) 本公司股份之面值。

購股權並不賦予持有人分享股息或於股東大會上投票之權利。

於二零二零年三月三十一日，新購股權計劃項下有1,100,000份已授出但尚未行使之購股權(二零一九年：3,100,000份購股權)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES (continued)

The following share options were outstanding under the Old Share Option Scheme and New Share Option Scheme (the “Schemes”) during the year:

2020

### 32 購股權計劃 (續)

根據舊購股權計劃及新購股權計劃 (「該等計劃」) 於年內仍未行使之購股權如下：

二零二零年

Date of share options granted 授出購股權日期	Vesting period 歸屬期		At 1 April 2019 於 二零一九年 四月一日	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	At 31 March 2020 於 二零二零年 三月三十一日	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Price of the Company's shares immediately before the grant date 本公司股份於緊接授出日期前之股價 HK\$ 港元
	from 由	to 至								
<b>Directors</b> 董事										
Liu Tat Luen 廖達寬	04-01-2010	04-01-2010 03-01-2013	2,000,000	-	-	(2,000,000)	-	04-01-2013 - 03-01-2020	2.102	2.060
Hui Ka Po, Alex 許家保 (附註 4)	10-03-2016	10-03-2016 16-02-2019	1,000,000	-	-	(1,000,000)	-	17-02-2019 - 09-03-2026	1.160	1.160
Wong Chi Wai 黃詠維	29-03-2011	(Note 4) (附註 4)	300,000	-	-	-	300,000	29-03-2011 - 28-03-2021	2.792	2.770
	07-07-2017	(Note 4) (附註 4)	400,000	-	-	-	400,000	07-07-2017 - 06-07-2027	2.262	2.220
	07-07-2017	07-07-2017 12-09-2017	100,000	-	-	-	100,000	13-09-2017 - 06-07-2027	2.262	2.220
	09-07-2018	09-07-2018 12-09-2018	100,000	-	-	-	100,000	13-09-2018 - 08-07-2028	2.470	2.470
Sun Kwai Yu, Vivian 孫季如	29-03-2011	(Note 4) (附註 4)	300,000	-	-	-	300,000	29-03-2011 - 28-03-2021	2.792	2.770
	09-07-2018	09-07-2018 12-09-2018	100,000	-	-	-	100,000	13-09-2018 - 08-07-2028	2.470	2.470
Cheng Kwok Kin, Paul 鄭國乾	07-07-2017	(Note 4) (附註 4)	100,000	-	-	-	100,000	07-07-2017 - 06-07-2027	2.262	2.220
	09-07-2018	(Note 4) (附註 4)	100,000	-	-	-	100,000	09-07-2018 - 08-07-2028	2.470	2.470
Cheung Wang Ip 張宏業	09-07-2018	09-07-2018 20-07-2018	100,000	-	-	-	100,000	21-07-2018 - 08-07-2028	2.470	2.470
<b>Other employees</b> 其他僱員										
In aggregate 合計	29-03-2011	(Note 4) (附註 4)	650,000	-	-	-	650,000	29-03-2011 - 28-03-2021	2.792	2.770
	09-07-2018	(Note 4) (附註 4)	100,000	-	-	-	100,000	09-07-2018 - 08-07-2028	2.470	2.470
	09-07-2018	(Note 4) (附註 4)	400,000	-	-	(400,000)	-	09-07-2018 - 08-07-2028	2.470	2.470
	09-07-2018	09-07-2019 08-07-2019	300,000	-	-	(300,000)	-	09-07-2019 - 08-07-2028	2.470	2.470
	09-07-2018	09-07-2020 08-07-2020	300,000	-	-	(300,000)	-	09-07-2020 - 08-07-2028	2.470	2.470
			6,350,000	-	-	(4,000,000)	2,350,000			

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES (continued)

The following share options were outstanding under the Old Share Option Scheme and New Share Option Scheme (the "Schemes") during the year: (continued)

2019

Date of share options granted 授出購股權日期	Vesting period 歸屬期	from 由	to 至	At 1 April 2018 於 二零一八年 四月一日		Granted during the year 於年內授出	Exercised during the year 於年內行使	At 31 March 2019 於 二零一九年 三月三十一日		Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Price of the Company's shares immediately before the grant date 本公司股份於緊接授出日期前之股價 HK\$ 港元
<b>Directors</b> <b>董事</b>												
Liu Tat Luen 廖達寬	04/01/2010	04/01/2010	03/01/2013	2,000,000	-	-	-	2,000,000	04/01/2013 - 03/01/2020	2.102	2.060	
Hui Ka Po, Alex 許家保 (附註)	10/03/2016	10/03/2016	16/02/2019	1,000,000	-	-	-	1,000,000	17/02/2019 - 09/03/2026	1.160	1.160	
Wong Chi Wai 黃馳維	29/03/2011	(Note 4) (附註)		300,000	-	-	-	300,000	29/03/2011 - 28/03/2021	2.792	2.770	
	07/07/2017	(Note 4) (附註)		400,000	-	-	-	400,000	07/07/2017 - 06/07/2027	2.262	2.220	
	07/07/2017	07/07/2017	12/09/2017	100,000	-	-	-	100,000	13/09/2017 - 06/07/2027	2.262	2.220	
	09/07/2018	09/07/2018	12/09/2018	-	100,000	-	-	100,000	13/09/2018 - 08/07/2028	2.470	2.470	
Sun Kwai Yu, Vivian 孫季如	29/03/2011	(Note 4) (附註)		300,000	-	-	-	300,000	29/03/2011 - 28/03/2021	2.792	2.770	
	09/07/2018	09/07/2018	12/09/2018	-	100,000	-	-	100,000	13/09/2018 - 08/07/2028	2.470	2.470	
Cheng Kwok Kin, Paul 鄭國乾	07/07/2017	(Note 4) (附註)		100,000	-	-	-	100,000	07/07/2017 - 06/07/2027	2.262	2.220	
	09/07/2018	(Note 4) (附註)		-	100,000	-	-	100,000	09/07/2018 - 08/07/2028	2.470	2.470	
Cheung Wang Ip 張宏業	09/07/2018	09/07/2018	20/07/2018	-	100,000	-	-	100,000	21/07/2018 - 08/07/2028	2.470	2.470	
<b>Other employees</b> <b>其他僱員</b>												
In aggregate 合計	29/03/2011	(Note 4) (附註)		650,000	-	-	-	650,000	29/03/2011 - 28/03/2021	2.792	2.770	
	07/07/2017	(Note 4) (附註)		400,000	-	(400,000)	(Note 4) (附註)	-	07/07/2017 - 06/07/2027	2.262	2.220	
	07/07/2017	07/07/2017	30/11/2017	100,000	-	(100,000)	(Note 4) (附註)	-	01/12/2017 - 06/07/2027	2.262	2.220	
	09/07/2018	(Note 4) (附註)		-	100,000	-	-	100,000	09/07/2018 - 08/07/2028	2.470	2.470	
	09/07/2018	(Note 4) (附註)		-	400,000	-	-	400,000	09/07/2018 - 08/07/2028	2.470	2.470	
	09/07/2018	09/07/2019	08/07/2019	-	300,000	-	-	300,000	09/07/2019 - 08/07/2028	2.470	2.470	
	09/07/2018	09/07/2020	08/07/2020	-	300,000	-	-	300,000	09/07/2020 - 08/07/2028	2.470	2.470	
				5,350,000	1,500,000	(500,000)	-	6,350,000				

Notes:

- Mr. Hui Ka Po, Alex had resigned as an executive director with effective from 8 July 2019.
- Vested upon granted.
- During the year ended 31 March 2019, 1 eligible employee has exercised 500,000 share options, the weighted average closing price of shares immediately before the date of his exercise was HK\$2.50.

附註：

- 許家保先生已辭任執行董事，自二零一九年七月八日起生效。
- 於授出時歸屬。
- 截至二零一九年三月三十一日止年度，1名合資格僱員已行使500,000份購股權，於緊接行使日期前股份之加權平均收市價為2.50港元。



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 32 SHARE OPTION SCHEMES (continued)

During the year ended 31 March 2020, share options amounted to HK\$2,159,000 are lapsed (2019: Nil) and no share option expenses were recognised during the year (2019: HK\$980,000).

The following share options were outstanding under the Schemes during the year:

		2020 二零二零年		2019 二零一九年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目
At the beginning of year	於年初	2.191	6,350,000	2.120	5,350,000
Granted during the year	年內授出	-	-	2.470	1,500,000
Exercised during the year	年內行使	-	-	2.262	(500,000)
Lapsed during the year	年內失效	1.800	(4,000,000)	-	-
At the end of year	於年末	2.588	2,350,000	2.191	6,350,000

As at 31 March 2020, the Company had 2,350,000 (2019: 6,350,000) share options outstanding under the Schemes. Should they be fully exercised, the Company will receive HK\$6,082,000 (2019: HK\$13,916,000) (before issue expenses). The exercise in full of these share options would, under the present capital structure of the Company, result in the issue of 2,350,000 (2019: 6,350,000) additional ordinary shares of the Company and additional share capital of HK\$235,000 (2019: HK\$635,000) and share premium of approximately HK\$5,847,000 (2019: HK\$13,281,000) (before issue expenses).

### 32 購股權計劃(續)

截至二零二零年三月三十一日止年度，2,159,000港元之購股權已失效(二零一九年：無)及年內並無確認購股權開支(二零一九年：980,000港元)。

年內，該等計劃項下尚未行使的購股權如下：

於二零二零年三月三十一日，本公司於該等計劃項下擁有2,350,000份(二零一九年：6,350,000份)尚未行使之購股權。倘該等購股權獲悉數行使，本公司將收到6,082,000港元(二零一九年：13,916,000港元)(未扣除發行開支)。根據本公司之現時資本架構，悉數行使該等購股權將導致額外發行2,350,000股(二零一九年：6,350,000股)本公司之普通股及額外新增股本235,000港元(二零一九年：635,000港元)以及股份溢價約5,847,000港元(二零一九年：13,281,000港元)(未扣除發行開支)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 33 RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

The contributed surplus of the Group represents the difference between the nominal value of the shares of the aggregate share capital of the subsidiaries acquired pursuant to the Group reorganisation on 7 April 1998 and the nominal value of the Company's shares issued in exchange therefor.

Other reserve represents the excess of the consideration over the share of net assets acquired from non-controlling interests.

### 34 RELATED PARTY TRANSACTIONS AND BALANCES

#### (a) Key management compensation

Key management includes executive directors of the Group. The compensation of key management personnel of the Group is shown below:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Equity-settled share option expense	以權益結算之購股權開支
Pension scheme contributions	退休金計劃供款
Total compensation paid to key management personnel	已付主要管理人員薪酬總額

Note:

Further details of the directors' and the chief executive's emoluments are included in Note 10 to the financial statements.

### 33 儲備

本集團於本年度及過往年度之儲備款額及其變動詳情已於財務報表之綜合權益變動表內呈列。

本集團之繳入盈餘指根據於一九九八年四月七日進行之集團重組所收購附屬公司總股本之股份面值及本公司就該項交易而發行股份面值之差額。

其他儲備指代價超出應佔向非控股權益所收購資產淨值之部分。

### 34 有關聯人士交易及結餘

#### (a) 主要管理人員薪酬

主要管理人員包括本集團執行董事。本集團主要管理人員之薪酬如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	16,225	14,049
Equity-settled share option expense	-	117
Pension scheme contributions	78	90
Total compensation paid to key management personnel	16,303	14,256

附註：

董事及最高行政人員薪酬之進一步詳情已載於財務報表附註10。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 34 RELATED PARTY TRANSACTIONS AND BALANCES *(continued)*

#### (b) Significant transactions with related parties

On 21 January 2020, the Group entered into a memorandum agreement with Century Grand International Limited, a company wholly owned by Mr. Cheng Chor Kit, chairman of the Group, to dispose of a property in Hong Kong for a cash consideration amounted to HK\$19,750,000.

On the same day, the Group also entered into a sale and purchase agreement with Mr. Cheng to dispose of the entire interest in Unicon Investments Limited, an indirect wholly owned subsidiary of the Company, which is principally engaged in property investment, for a cash consideration amounted to HK\$39,500,000.

The transactions were completed on 31 March 2020, resulted in a gain on disposal of approximately HK\$16,842,000 and HK\$31,416,000, respectively.

### 34 有關聯人士交易及結餘 (續)

#### (b) 與有關聯人士之主要交易

於二零二零年一月二十一日，本集團與本集團主席鄭楚傑先生全資擁有的公司恒光國際有限公司訂立備忘錄協議，以出售一項位於香港的物業，現金代價為19,750,000港元。

於同日，本集團亦與鄭先生訂立買賣協議，以出售本公司之間接全資附屬公司裕康投資有限公司（主要從事物業投資）之全部股權，現金代價為39,500,000港元。

該等交易已於二零二零年三月三十一日完成，分別產生出售收益約16,842,000港元及31,416,000港元。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 34 RELATED PARTY TRANSACTIONS AND BALANCES (continued)

#### (b) Significant transactions with related parties (continued)

The following table summarises the consideration and the amounts of the identifiable assets and liabilities disposed of:

		Disposal of a property 出售一項物業 HK\$'000 千港元	Disposal of a subsidiary 出售一間 附屬公司 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cash consideration	現金代價	19,750	39,500	59,250
Less: Assets and liabilities disposed of:	減：出售之資產及負債：			
- Property, plant and equipment (Note 15)	- 物業、廠房及設備 (附註15)	2,460	6,014	8,474
- Right-of-use assets (Note 17)	- 使用權資產(附註17)	448	2,031	2,479
- Cash and cash equivalents	- 現金及現金等同物	-	52	52
- Other net liabilities	- 其他負債淨額	-	(13)	(13)
Net asset value	資產淨值	2,908	8,084	10,992
Gain on disposal (Note 6)	出售收益(附註6)	16,842	31,416	48,258

An analysis of the cash flows in respect of the disposal of a subsidiary is as follows:

下表概述代價及所出售的可識別資產及負債的金額：

有關出售一間附屬公司的現金流量分析如下：

		2020 二零二零年 HK\$'000 千港元
Cash consideration received	所收取之現金代價	39,500
Less: Cash and cash equivalents included in the disposal of a subsidiary	減：計入出售一間附屬公司的現金及現金等同物	(52)
Net inflow of cash and cash equivalents included in the cash flows from investing activities	計入投資活動之現金流量之現金及現金等同物流入淨額	39,448

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 34 RELATED PARTY TRANSACTIONS AND BALANCES *(continued)*

#### (c) Year-end balance

Amount due to non-controlling interests of a subsidiary  
應付一間附屬公司非控股權益之款項

Note:

The balance represented amount due from non-controlling shareholders of a subsidiary with no interest charged.

### 34 有關聯人士交易及結餘(續)

#### (c) 年終結餘

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
-	10,560

附註：

結餘代表應收一間附屬公司之非控股股東之款項，其為不計息。

### 35 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Proceeds from disposal of property, plant and equipment

In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

Net book amount: Property, plant and equipment (Note 15)	賬面淨值： 物業、廠房及設備 (附註15)
(Loss)/gain on disposal of property, plant and equipment (Note 6)	出售物業、廠房及設備之(虧損)/收益 (附註6)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項

### 35 綜合現金流量表附註

#### (a) 出售物業、廠房及設備所得款項

於綜合現金流量表內，出售物業、廠房及設備所得款項包括：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
3,776	9,201
(622)	1,438
<b>3,154</b>	<b>10,639</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 35 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

#### (b) Net debt reconciliation

This section sets out an analysis of net debt and the movement in net debt for each of the periods presented:

Cash and cash equivalents (Note 26)	現金及現金等同物 (附註26)
Liquid investment (Note 25)	流動性投資(附註25)
Bank borrowings (Note 29)	銀行借貸(附註29)
Other financing	其他融資
Lease liabilities (Note 17)	租賃負債(附註17)
<b>Net debts</b>	<b>淨債務</b>
Cash and liquid investments	現金及流動性投資
Gross debt – floating interest rate	債務總額 – 浮息利率
Gross debt – fixed interest rate	債務總額 – 固定利率
Lease liabilities	租賃負債
<b>Net debts</b>	<b>淨債務</b>

Note:

Liquid investments comprise current investments that are traded in an active market, being the Group's financial assets held at fair value through profit or loss.

### 35 綜合現金流量表附註(續)

#### (b) 淨債務對賬

本節載列各期間內所列示的淨債務的分析和變動：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>244,681</b>	222,153
<b>8,533</b>	14,140
<b>(676,809)</b>	(810,106)
<b>(32,826)</b>	-
<b>(4,000)</b>	-
<b>(460,421)</b>	(573,813)
<b>253,214</b>	236,293
<b>(676,809)</b>	(810,106)
<b>(32,826)</b>	-
<b>(4,000)</b>	-
<b>(460,421)</b>	(573,813)

附註：

流動性投資包括於活躍市場買賣之流動投資，即本集團持有透過損益按公平值列賬之金融資產。

	Cash and cash equivalents 現金及 現金等同物 HK\$'000 千港元	Liquid investment 流動性投資 HK\$'000 千港元	Bank borrowings 銀行借貸 HK\$'000 千港元	Other financing 其他融資 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net debt as at 31 March 2019	222,153	14,140	(810,106)	-	-	(573,813)
Impact on impact of HKFRS 16	-	-	-	-	(955)	(955)
Net cash movement	26,092	(3,936)	127,913	(33,696)	3,268	119,641
Exchange realignment	(2,969)	-	5,384	870	87	3,372
Transfer to assets held for sale	(595)	-	-	-	-	(595)
Other non-cash movements	-	(1,671)	-	-	(6,400)	(8,071)
Net debt as at 31 March 2020	244,681	8,533	(676,809)	(32,826)	(4,000)	(460,421)

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 36 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

<b>Financial assets</b>	<b>金融資產</b>
Accounts and bills receivable	應收賬款及票據
Deposits and other receivables	按金及其他應收款項
Cash deposits	現金存款
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產
<b>Financial liabilities</b>	<b>金融負債</b>
Financial liabilities at amortised cost:	按攤銷成本計量的金融負債：
Accounts and bills payable	應付賬款及票據
Financial liabilities included in other payables, accrued liabilities	計入其他應付款項及應計負債之金融負債
Bank borrowings	銀行借貸
Lease liabilities	租賃負債

Note:

The fair values of the financial assets at amortised cost approximate their carrying amounts.

### 36 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

2020 二零二零年		2019 二零一九年	
Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through profit or loss	Financial assets at amortised cost
透過損益按公平值列賬之金融資產	按攤銷成本計量的金融資產	透過損益按公平值列賬之金融資產	按攤銷成本計量的金融資產
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
-	221,017	-	312,149
-	42,222	-	58,645
-	271,247	-	240,924
20,869	-	14,140	-
<b>20,869</b>	<b>534,486</b>	14,140	611,718
-	360,027	-	740,050
-	129,786	-	89,321
-	676,809	-	810,106
-	4,000	-	-
-	<b>1,170,622</b>	-	<b>1,639,477</b>

附註：

按攤銷成本計量的金融資產的公平值與其賬面值相若。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 37 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

#### Statement of financial position of the Company

### 37 本公司之財務狀況表及儲備變動

#### 本公司之財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司之權益	954,147	1,105,328
Financial assets at fair value through profit and loss	透過損益按公平值列賬之金融資產	12,336	-
		<b>966,483</b>	<b>1,105,328</b>
<b>Current assets</b>	<b>流動資產</b>		
Prepayments	預付款項	2	-
Cash and cash equivalents	現金及現金等同物	92,333	5,416
Tax recoverable	可收回稅項	678	-
Total current assets	流動資產總額	<b>93,013</b>	<b>5,416</b>
<b>Total assets</b>	<b>總資產</b>	<b>1,059,496</b>	<b>1,110,744</b>
<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 (Note)	儲備(附註)	618,909	630,475
<b>Total equity</b>	<b>權益總額</b>	<b>662,805</b>	<b>674,371</b>
<b>LIABILITIES</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Accrued liabilities and other payables	應計負債及其他應付款項	5,491	6,070
Bank borrowings	銀行借貸	192,634	429,750
Tax payable	應付稅項	-	553
Total current liabilities	流動負債總額	<b>198,125</b>	<b>436,373</b>
<b>Non-current liability</b>	<b>非流動負債</b>		
Bank borrowings	銀行借貸	198,566	-
<b>Total liabilities</b>	<b>總負債</b>	<b>396,691</b>	<b>436,373</b>
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>1,059,496</b>	<b>1,110,744</b>



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 37 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(continued)

Note:

A summary of the Company's reserves is as follows:

### 37 本公司之財務狀況表及儲備變動(續)

附註：

本公司之儲備概要如下：

		Share premium account	Share-based payment reserve 以股份為基礎的 付款儲備	Capital redemption reserve 股本贖回 儲備	Contributed surplus	Retained profits	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日 及二零一八年四月一日	154,672	3,209	14	104,750	406,454	669,099
Profit for the year	年度溢利	-	-	-	-	3,211	3,211
Issue of shares (Note 31)	發行股份(附註31)	1,343	(262)	-	-	-	1,081
Final 2018 dividend paid (Note 12)	已付二零一八年末期股息 (附註12)	-	-	-	-	(30,728)	(30,728)
Interim 2019 dividend paid (Note 12)	已付二零一九年中期股息 (附註12)	-	-	-	-	(13,168)	(13,168)
Equity-settled share option expense (Note 32)	以權益結算之購股權開支 (附註32)	-	980	-	-	-	980
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日 及二零一九年四月一日	<b>156,015</b>	<b>3,927</b>	<b>14</b>	<b>104,750</b>	<b>365,769</b>	<b>630,475</b>
Loss for the year	年度虧損	-	-	-	-	(11,566)	(11,566)
Lapse of share option	購股權失效	-	(2,159)	-	-	2,159	-
At 31 March 2020	於二零二零年三月三十一日	<b>156,015</b>	<b>1,768</b>	<b>14</b>	<b>104,750</b>	<b>356,362</b>	<b>618,909</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 37 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(continued)

The contributed surplus of the Company represents the excess of the then combined net assets of the subsidiaries acquired pursuant to the same reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

Under the Companies Act 1981 of Bermuda, the Company's contributed surplus is available for cash distribution and/or distribution in specie under certain circumstances prescribed by section 54 thereof.

### 38 OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (Note 16) under operating lease arrangements, with leases negotiated for terms of one year.

At 31 March 2020, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)

### 37 本公司之財務狀況表及儲備變動(續)

本公司之繳入盈餘指根據同一重組所收購之附屬公司當時之合併資產淨值超出本公司就該項交易而發行股份面值之差額。

根據百慕達一九八一年公司法，其第54條訂明本公司可在若干情況下以繳入盈餘作現金分派及／或實物分派。

### 38 經營租約安排

#### (a) 作為出租人

本集團根據經營租約安排出租其投資物業(附註16)，租約經磋商而釐定之租期為一年。

於二零二零年三月三十一日，本集團根據於下列期間到期之與承租人之不可撤銷經營租約所應收之未來最低租金總額如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
118	77
-	7
<b>118</b>	<b>84</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 38 OPERATING LEASE ARRANGEMENTS *(continued)*

#### (b) As lessee

The Group leases certain of its office properties and warehouses under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to two years.

At 31 March 2020, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)

From 1 April 2019, the Group has recognised right-of-use assets for these leases, except for short-term lease commitments as disclosed above.

### 38 經營租約安排 (續)

#### (b) 作為承租人

本集團根據經營租約安排租用其若干辦公室物業及倉庫。物業租約經磋商而釐定之租期介乎一至兩年。

於二零二零年三月三十一日，本集團根據於下列期間到期之不可撤銷經營租約所應付之未來最低租金總額如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
695	755
-	449
<b>695</b>	<b>1,204</b>

自二零一九年四月一日起，除上文所披露之短期租賃承擔外，本集團已就該等租賃確認使用權資產。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

### 39 COMMITMENTS

Capital expenditure contracted for at the end of the year 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

### 39 承擔

於年末已訂約但尚未產生之資本支出如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
108,391	175,122
<b>420,970</b>	<b>475,602</b>

### 40 SUBSEQUENT EVENTS

#### (a) Leased a property from a related party

Upon the completion of disposal of a subsidiary mentioned in Note 34(b), the Group has subsequently entered into a lease agreement with Unicon Investments Limited to lease back the property for a term of three years for an annual lease rental of HK\$1,498,000.

#### (b) Disposal of glass technology and application operation

As disclosed in Note 2.1 and Note 27, on 20 April 2020, the Group entered into a sale and purchase agreement with a third party, to dispose of its entire equity interest in the Disposal Group, at a consideration of RMB34,500,000 (equivalent to approximately HK\$38,390,000), resulted in a gain of approximately HK\$2,101,000.

The transaction was subsequently completed.

### 40 報告期後事項

#### (a) 向一名有關連人士租用一項物業

於附註34(b)所述之出售一間附屬公司完成後，本集團其後與裕康投資有限公司訂立租賃協議，以每年租金1,498,000港元租回物業，租期為三年。

#### (b) 出售玻璃技術及應用業務

誠如附註2.1及附註27所披露，於二零二零年四月二十日，本集團與一名第三方訂立買賣協議，以出售其於出售集團之全部股權，代價為人民幣34,500,000元（相等於約38,390,000港元），並產生收益約2,101,000港元。

交易其後已完成。

# FINANCIAL SUMMARY

## 財務概要

		Year ended 31 March 截至三月三十一日止年度				
RESULTS	業績	2020 二零二零年 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	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
REVENUE	收益	3,114,221	4,221,878	3,034,274	2,472,193	2,317,504
PROFIT/(LOSS) BEFORE INCOME TAX	除所得稅前溢利/ (虧損)	196,458	129,171	182,325	245,289	(31,574)
Income tax expense	所得稅開支	(22,821)	(18,760)	(32,619)	(49,048)	(40,103)
PROFIT/(LOSS) FOR THE YEAR	年內溢利/(虧損)	165,365	110,411	149,706	196,241	(71,677)
ATTRIBUTABLE TO:	以下各項應佔:					
Equity holders of the Company	本公司權益持有人	170,049	112,384	149,821	196,375	(69,843)
Non-controlling interests	非控股權益	(4,684)	(1,973)	(115)	(134)	(1,834)
		165,365	110,411	149,706	196,241	(71,677)
		As at 31 March 於三月三十一日				
ASSETS AND LIABILITIES	資產及負債	2020 二零二零年 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	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產	1,325,819	1,541,484	1,240,511	927,839	863,650
CURRENT ASSETS	流動資產	1,548,542	1,847,987	1,623,224	1,225,984	977,103
TOTAL ASSETS	總資產	2,874,361	3,389,471	2,863,735	2,153,823	1,840,753
CURRENT LIABILITIES	流動負債	(1,265,474)	(2,040,170)	(1,264,231)	(1,011,419)	(796,136)
NON-CURRENT LIABILITIES	非流動負債	(382,805)	(139,375)	(441,460)	(236,093)	(187,241)
TOTAL LIABILITIES	總負債	(1,648,279)	(2,179,545)	(1,705,691)	(1,247,512)	(983,377)
NET ASSETS	資產淨值	1,226,082	1,209,926	1,158,044	906,311	857,376

Note:

On 21 April 2020, the Group announced the disposal of its entire interest in all the PRC subsidiaries engaging in glass technology and application business. The business is classified as discontinued operation and comparative figures for the year ended 31 March 2019 in the consolidated income statement in page 86 were restated accordingly. Effect of the restatement is not presented in this financial summary.

附註:

於二零二零年四月二十一日，本集團宣布出售其於從事玻璃技術及應用業務的所有中國附屬公司的全部權益。該業務已分類為已終止經營業務，因此載於第86頁的綜合收益表中截至二零一九年三月三十一日止年度的比較數字已經重列。重列的影響並無於本財務概要中列示。

