

SIN STAR

中國華星

中國華星集團有限公司
China Sinostar Group Company Limited

(Incorporated in Bermuda with limited liability)
Stock Code: 485



2020

Annual Report 年報

OUR MISSION

We have highlighted the mission of “invest for a better life”, integrated the success of the culture of our management team into current operations, and adhered to the “customer-first, all wins, harmony-oriented, environmental friendly, result driven” philosophy, thus promoting sustainable corporate development. This is proved that we proactively responded to stakeholders’ concerns and, in particular, persisted with repaying investors’ trust with increasing returns and looking for good opportunities. We will expand our business to other sectors that would have good opportunities. We ensure a steady supply of quality products and considerate services to our customers, kept our promise to employees and paid heed to their concerns, created a home-alike working environment and a broad development platform, and proactively engaged in social welfare in return for the support and understanding of all walks of life.

集團使命

我們肩負「創造美好生活」之使命，將我們管理團隊在企業文化方面取得的成就融入到當前經營的業務中，並堅持「客戶至上、謀求共贏、和平共處、推動環保、以結果為導向」之理念，從而推動企業的可持續發展。這一理念表明我們積極回應利益相關者所關注之問題，尤其是我們將不斷增加回報，尋求良機，從而不負投資者之重托。我們日後會將業務擴展至具備良好發展機遇的其他分部。我們保證會供應優質產品，為客戶提供貼心服務，踐行向員工許下的承諾並關注員工所需，為其創造居家式辦公環境並為其提供廣闊的發展平台，同時積極參與社會福利事業，從而取得社會各界的支持和理解。



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Wang Jing (Chairman)
Wang Xing Qiao (Chief Executive Officer)
Zhao Shuang

Independent Non-Executive Directors

Su Bo (appointed with effect from 7 May 2020)
Tang Shengzhi (appointed with effect from 3 February 2020)
Zeng Guanwei (appointed with effect from 30 April 2019)
Wang Ping (resigned with effect from 7 May 2020)
Song Wenke (resigned with effect from 3 February 2020)
Cheng Tai Kwan Sunny (resigned with effect from 30 April 2019)

COMPANY SECRETARY

Lam Wai Kei

AUDITOR

Mazars CPA Limited
(appointed with effect from 18 May 2020)
ZHONGHUI ANDA CPA Limited
(resigned with effect from 15 May 2020)

AUDIT COMMITTEE

Su Bo (Chairman) (appointed with effect from 7 May 2020)
Tang Shengzhi (appointed with effect from 3 February 2020)
Zeng Guanwei (appointed with effect from 30 April 2019)
Wang Ping (Chairman) (resigned with effect from 7 May 2020)
Song Wenke (resigned with effect from 3 February 2020)
Cheng Tai Kwan Sunny (resigned with effect from 30 April 2019)

REMUNERATION COMMITTEE

Tang Shengzhi (Chairman)
(appointed with effect from 3 February 2020)
Su Bo (appointed with effect from 7 May 2020)
Zeng Guanwei (appointed with effect from 30 April 2019)
Song Wenke (Chairman)
(resigned with effect from 3 February 2020)
Wang Ping (resigned with effect from 7 May 2020)
Cheng Tai Kwun Sunny
(resigned with effect from 30 April 2019)

董事局

執行董事

王晶(主席)
王星喬(行政總裁)
趙爽

獨立非執行董事

蘇波(於二零二零年五月七日獲委任)
唐生智(於二零二零年二月三日獲委任)
曾冠維(於二零一九年四月三十日獲委任)
王平(於二零二零年五月七日辭任)
宋文科(於二零二零年二月三日辭任)
鄭大鈞(於二零一九年四月三十日辭任)

公司秘書

林偉基

核數師

中審眾環(香港)會計師事務所有限公司
(於二零二零年五月十八日獲委任)
中匯安達會計師事務所有限公司
(於二零二零年五月十五日辭任)

審核委員會

蘇波(主席)(於二零二零年五月七日獲委任)
唐生智(於二零二零年二月三日獲委任)
曾冠維(於二零一九年四月三十日獲委任)
王平(主席)(於二零二零年五月七日辭任)
宋文科(於二零二零年二月三日辭任)
鄭大鈞(於二零一九年四月三十日辭任)

薪酬委員會

唐生智(主席)
(於二零二零年二月三日獲委任)
蘇波(於二零二零年五月七日獲委任)
曾冠維(於二零一九年四月三十日獲委任)
宋文科(主席)
(於二零二零年二月三日辭任)
王平(於二零二零年五月七日辭任)
鄭大鈞
(於二零一九年四月三十日辭任)

CORPORATE INFORMATION 公司資料

NOMINATION COMMITTEE

Wang Jing (Chairman)
Tang Shengzhi (appointed with effect from 3 February 2020)
Zeng Guanwei (appointed with effect from 30 April 2019)
Song Wenke (resigned with effect from 3 February 2020)
Cheng Tai Kwan Sunny
(resigned with effect from 30 April 2019)

PRINCIPAL BANKER

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

SOLICITOR

Loeb & Loeb LLP

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG AND CONTACT INFORMATION

Suites 2602-2603, 26/F., Tower 1, The Harbourfront,
18 Tak Fung Street, Hungghom, Kowloon, Hong Kong
Tel: (852) 2286 0728
Fax: (852) 2286 0727
Website: www.00485.hk
Email: office@00485.hk

提名委員會

王晶(主席)
唐生智(於二零二零年二月三日獲委任)
曾冠維(於二零一九年四月三十日獲委任)
宋文科(於二零二零年二月三日辭任)
鄭大鈞
(於二零一九年四月三十日辭任)

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

律師

樂博律師事務所有限公司法律責任合夥

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

股份過戶登記總處

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

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

香港主要營業地點及聯繫資料

香港九龍紅磡德豐街18號
海濱廣場一座26樓2602-2603室
電話：(852) 2286 0728
傳真：(852) 2286 0727
網址：www.00485.hk
電子郵件：office@00485.hk

CHAIRMAN'S STATEMENT

主席報告書

On behalf of the board (the "Board") of directors (the "Directors") of China Sinostar Group Company Limited (the "Company") and all of its subsidiaries (together with the Company, the "Group"), I am pleased to present the Group's annual report for the year ended 31 March 2020 to the shareholders of the Company (the "Shareholders").

It has been the Group's business strategy to diversify its business models into different business sectors and to strengthen and expand its revenue streams. The Group is committed to generating sustainable returns to its Shareholders and enhance the Shareholders' value. The management of the Group formulates various business strategies to cope with the development of the Group. Also, we monitor the markets closely and take immediate and appropriate actions when needed.

During the year ended 31 March 2020, the entire business environment has been drastically changed, the trade war and tariffs between the United States of America (the "USA") and the People's Republic of China (the "PRC"), the frequent geopolitical conflicts, the gradual increase in financial risks towards the global market and the foreign currency fluctuations created instability to the global economy. Even worst, the outbreak of coronavirus in late 2019 further deteriorated the operating environment and disrupted every aspect of economic activities around the world. The prolonged lockdown of business operations further devastated the global economy. In face of the ever changing and complicated business environment, the Group continued to adhere to its business strategy and directions and made various efforts to overcome the difficulties resulted from the downturn in the design and sale of electronic products business and properties development market during the reporting year.

本人謹代表中國華星集團有限公司(「本公司」，連同其全部附屬公司統稱「本集團」)董事(「董事」)局(「董事局」)，欣然向本公司股東(「股東」)呈列本集團截至二零二零年三月三十一日止年度之年報。

本集團的業務策略為將其業務模式分散到不同的業務領域，加強並擴大其收益來源。本集團致力於為股東創造可持續回報及提升股東價值。本集團管理層制定各項業務策略以應對本集團的發展。同時，我們密切監察市場，於需要時立即採取適當措施。

於截至二零二零年三月三十一日止年度，整體業務環境發生劇變，美利堅合眾國(「美國」)與中華人民共和國(「中國」)之間的貿易戰及關稅、地緣政治衝突頻發、全球市場金融風險漸增以及外匯波動均使得全球經濟處於不穩定狀態。雪上加霜的是，二零一九年年末爆發冠狀病毒，致使營運環境進一步惡化，全球範圍內經濟活動中斷。業務營運封鎖延長進一步對全球經濟造成破壞性打擊。面對複雜多變的營商環境，於報告年度，本集團繼續堅持其業務策略及方向，努力克服電子產品設計及銷售業務以及物業開發市場低迷所帶來的困難。

CHAIRMAN'S STATEMENT 主席報告書

Having considered the gloomy prospect of the design and sale of electronic products business and the increasing uncertainties in terms of tariffs, protectionist measures initiated by the USA and the trade war between the USA and the PRC, as well as the consumers favours and market trends, the Group disposed of its design and sale of electronic products business during the year ended 31 March 2020 and ceased to engage in the business of design and sale of electronic products and securities trading since January 2020. The Board believes that such decision enables the Group to relocate its resources and reorganise its asset portfolio.

On the other hand, the Group actively seized potential business opportunities in the properties development business during the year ended 31 March 2020. The Group continued to boost its properties development projects and expand its quality land reserves so as to strengthen the overall business as well as financial performance of the Group during the reporting year.

Looking forward, the financial year of 2021 will be another challenging year to the Group. The Group will maintain the same prudent approach it has pursued on our business over the past years. We will continue to focus on our core business as well as seize business opportunities when they emerge so as to generate better results to the Shareholders.

Lastly, I would like to thank my fellow Directors, senior management and all our employees for their contribution and support during the year ended 31 March 2020. I would also like to thank all our Shareholders, suppliers, business partners and customers, whose supports have contributed to our success in the past year.

By the order of the Board
Wang Jing
Chairman
Hong Kong, 24 July 2020

考慮到電子產品設計及銷售業務前景黯淡，關稅、美國發起的保護主義措施及中美貿易戰以及消費者喜好及市場趨勢不確定性日益增加，本集團於截至二零二零年三月三十一日止年度出售其電子產品設計及銷售業務，自二零二零年一月起不再從事電子產品設計及銷售以及證券買賣業務。董事局相信，該決策有助於本集團重新分配其資源及重組其資產組合。

另一方面，本集團於截至二零二零年三月三十一日止年度積極把握物業開發業務的潛在商機。於報告年度，本集團繼續增強其物業開發項目，開拓優質土地儲備，從而強化本集團的整體業務及財務表現。

展望未來，對本集團而言，二零二一財政年度將是又一個充滿挑戰的年度。本集團將一如既往地堅持過去數年在業務上採取的謹慎態度，繼續專注於我們的核心業務，並在業務機遇出現時抓住機會爭取為股東創造更好的業績。

最後，本人謹此感謝各位董事同仁、高級管理層人員以及全體員工於截至二零二零年三月三十一日止年度內的貢獻及支持。本人亦藉此機會向全體股東、供應商、業務夥伴及客戶過去一年對本集團營運成功所作出的貢獻表示由衷謝意。

承董事局命
主席
王晶
香港，二零二零年七月二十四日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

DISPOSAL OF HARVEST WAY HOLDINGS LIMITED

On 31 October 2019, the Company entered into a sale and purchase agreement with Fairy King Prawn Holdings Limited, a company ultimately owned as to 70% by Mr. Lau Sak Hong, as to 15% by Ms. Lau Jun Jun and as to 15% by Mr. Lau Yat Sun, Kevin, both are family members of Mr. Lau Sak Hong, all of whom are directors of certain subsidiaries of the Company, thus a connected person of the Company, pursuant to which the Company has conditionally agreed to sell and Fairy King Prawn Holdings Limited has conditionally agreed to purchase the entire equity interest in Harvest Way Holdings Limited, being a direct wholly-owned subsidiary of the Company, (the "Disposal Company") at a cash consideration of HK\$7,500,000 (the "Disposal"), details of which were disclosed in the announcements of the Company dated 31 October 2019, 4 November 2019, 9 December 2019, 17 December 2019, 7 January 2020 and 13 January 2020 and the circular of the Company dated 17 December 2019. The Disposal was completed on 13 January 2020.

The Disposal Company and its subsidiaries (the "Disposal Group") was engaged in the business of design and sale of electronic products and securities trading. The disposal agreement was entered into after having considered the ever-changing technological landscape and the subsequent shifts in the consumption of audio and video content that presented challenges for the audio and video equipment manufacturing industry over the past years. Many products in this industry may become obsolete as a result of the technological innovations and introduction of a variety of digital products. In addition, the Disposal Group's products are mainly sold through major mass merchandisers and warehouse clubs. The growth of ecommerce shopping steadily eats into the share of brick-and-mortar stores which in turn creates a negative impact on Disposal Group's business performance. The business of design and sale of electronic products did not contribute significant profit to the Group and is expected to present pressure on the Group's overall profitability in the near future.

出售豐威控股有限公司

於二零一九年十月三十一日，本公司與靚蝦王控股有限公司(該公司分別由劉錫康先生、劉津津小姐及劉日申先生(均為劉錫康先生的家庭成員)擁有70%、15%及15%權益，彼等均為本公司若干附屬公司之董事，因而為本公司的關連人士)訂立買賣協議，據此，本公司有條件地同意出售，而靚蝦王控股有限公司有條件地同意購買本公司之直接全資附屬公司豐威控股有限公司(「出售公司」)的全部股權，現金代價為7,500,000港元(「出售事項」)，有關詳情披露於本公司日期為二零一九年十月三十一日、二零一九年十一月四日、二零一九年十二月九日、二零一九年十二月十七日、二零二零年一月七日及二零二零年一月十三日之公告及本公司日期為二零一九年十二月十七日之通函內。出售事項已於二零二零年一月十三日完成。

出售公司及其附屬公司(「出售集團」)從事電子產品設計及銷售以及證券買賣業務。出售協議乃經考慮不斷變化的技術環境後訂立，而過往年度音頻及視頻內容消費的後續變化為音頻及視頻設備製造行業帶來挑戰。由於技術革新及各類數碼產品的引進，該行業的許多產品可能變得過時。此外，出售集團的產品主要透過大型購物中心及倉儲式商店出售。電子商務購物增長逐步侵佔實體店的份額，從而對出售集團的業務表現造成負面影響。電子產品設計及銷售業務並未為本集團帶來重大利潤，且預期將於不久的將來為本集團的整體盈利能力造成壓力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In addition, the liquidation of Toys“R”Us, Inc., one of the major clients of the Group during the year ended 31 March 2018, resulted in negative impact on the Group’s financial performance for the years ended 31 March 2019 and 2020. Further, protectionist measures initiated by the USA and the trade war between the USA and the PRC resulted in negative impact on the Disposal Group’s exports to the USA.

In view of the volatility in the market of design, manufacturing and sale of consumer electronic audio and video equipment, karaoke equipment and accessories, the Disposal represented a good opportunity for the Group to realise its investment in the Disposal Group and reorganise its assets portfolio.

The Group ceased to engage in the business of design and sale of electronic products and securities trading after the Disposal. The business of design and sale of electronic products and securities trading of the Disposal Group were presented as discontinued operations in the consolidated financial statements in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations”. For the year ended 31 March 2020, the Group recorded a loss from discontinued operations of approximately HK\$4,533,000, net of gain on disposal of the Disposal Group of approximately HK\$7,349,000, as compared to the loss of approximately HK\$13,308,000 for the year ended 31 March 2019.

The management discussion and analysis together with the annual results will focus on the remaining business segments within the Group after the Disposal, classified here as continuing operations. The continuing operations comprise of properties development, properties investment, properties management and hydroelectric power business.

BUSINESS REVIEW

To align with the Group’s business strategies and directions, the Group has reallocated its resources and reorganised its asset portfolio to enlarge its business scale in properties development and related services sectors in the past year. For the year ended 31 March 2020, most of the Group’s revenue were derived from properties development and properties management business, with a small proportion of revenue derived from properties investment and hydroelectric power business.

此外，截至二零一八年三月三十一日止年度，本集團主要客戶之一Toys“R”Us, Inc.的清盤對本集團截至二零一九年及二零二零年三月三十一日止年度的財務表現造成負面影響。此外，美國發起的保護主義措施以及中美貿易戰對出售集團向美國的出口造成負面影響。

鑒於消費電子影音設備、卡拉OK設備及配件的設計、製造及銷售市場的波動，出售事項為本集團變現其於出售集團之投資及重組其資產組合的良機。

完成出售事項後，本集團不再從事電子產品設計及銷售以及證券買賣業務。出售集團的電子產品設計及銷售以及證券買賣業務根據香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」於綜合財務報表中呈列為已終止經營業務。截至二零二零年三月三十一日止年度，扣除出售出售集團所得收益約7,349,000港元，本集團錄得來自已終止經營業務之虧損約4,533,000港元，而截至二零一九年三月三十一日止年度虧損約13,308,000港元。

管理層討論與分析連同年度業績將集中於本集團於出售事項後的餘下業務分部，該餘下業務分類為持續經營業務。持續經營業務包括物業開發、物業投資、物業管理及水電業務。

業務回顧

為配合本集團的業務策略及發展方向，本集團已於去年重新分配其資源及重組其資產組合，以擴大其於物業開發及相關服務分部的業務範圍。截至二零二零年三月三十一日止年度，本集團大部分收益來自物業開發及物業管理業務，少部分收益來自物業投資及水電業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Given the unexpected outbreak of coronavirus in late 2019, the overall economy, social atmosphere and major industries in the world experienced a panic economic downturn. It had inevitably caused delays to some extent in the Group's construction works and daily business operations. Furthermore, the consumer sentiment was also dampened and deteriorated the entire business performance of the Group for the year ended 31 March 2020.

For the year ended 31 March 2020, the Group recorded a revenue of approximately HK\$71,177,000, representing a decrease of 58% as compared to the revenue of approximately HK\$168,783,000 for the year ended 31 March 2019. Administrative expenses increased from approximately HK\$24,278,000 for the year ended 31 March 2019 to approximately HK\$41,499,000 for the year ended 31 March 2020, which was mainly due to concession granted and the increasing legal and professional costs. For the year ended 31 March 2020, the Group recorded finance costs of approximately HK\$3,077,000, representing an increase of 25% as compared to the that of approximately HK\$2,466,000 for the year ended 31 March 2019. For the year ended 31 March 2020, the Group recorded a loss from discontinued operations of approximately HK\$4,533,000, net of gain on disposal of the Disposal Group of approximately HK\$7,349,000, as compared to the loss from discontinued operations of approximately HK\$13,308,000 for the year ended 31 March 2019.

As a result, the Group recorded a loss at the amount of approximately HK\$29,227,000 for the year ended 31 March 2020, representing an increase of 149% as compared to the loss of approximately HK\$11,724,000 for the year ended 31 March 2019.

Properties Development

Leveraging on the experience and connection of the management and following the business directions of the Company, the Group further expanded its business scale in the properties development sector during the year ended 31 March 2020. During the year ended 31 March 2020, the Group owned three properties development projects in the PRC, namely Xiguan Project, Bagua Town Project I and Bagua Town Project II. For the year ended 31 March 2020, revenue from properties development were derived from the sale of remaining completed properties of Xiguan Project.

由於二零一九年年末突然爆發冠狀病毒疫情，全球整體經濟、社交氛圍及主要行業陷入經濟下行的恐慌，在一定程度上不可避免地造成本集團建設工程及日常業務運營延期。此外，消費意欲亦受抑制，導致截至二零二零年三月三十一日止年度本集團整體業務表現惡化。

截至二零二零年三月三十一日止年度，本集團錄得收益約71,177,000港元，較截至二零一九年三月三十一日止年度的收益約168,783,000港元減少58%。行政開支由截至二零一九年三月三十一日止年度的約24,278,000港元增至截至二零二零年三月三十一日止年度的約41,499,000港元，乃主要由於已授出特許權以及法律及專業成本不斷增加。截至二零二零年三月三十一日止年度，本集團錄得財務成本約3,077,000港元，較截至二零一九年三月三十一日止年度的約2,466,000港元增加25%。截至二零二零年三月三十一日止年度，扣除出售出售集團所得收益約7,349,000港元，本集團錄得來自已終止經營業務之虧損約4,533,000港元，而截至二零一九年三月三十一日止年度來自已終止經營業務之虧損約為13,308,000港元。

因此，截至二零二零年三月三十一日止年度，本集團錄得虧損金額約29,227,000港元，較截至二零一九年三月三十一日止年度的虧損約11,724,000港元增加149%。

物業開發

憑藉管理層的經驗及人脈，緊跟本公司的業務方向，本集團於截至二零二零年三月三十一日止年度進一步拓展其物業開發分部的業務範圍。截至二零二零年三月三十一日止年度，本集團於中國擁有三項物業開發項目，即西關項目、八卦城項目一及八卦城項目二。截至二零二零年三月三十一日止年度，來自物業開發的收益源自銷售西關項目餘下已竣工物業。

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Xiguan Project

The parcel of land located at Xiguan Village, Huanren County, Benxi, Liaoning Province, the PRC, with a floor area of 46,242.6 sq.m. and a construction area of 80,462 sq.m. Xiguan Project contained 19 buildings that created 775 residential and 30 commercial units and 121 parking units. The construction work of Xiguan Project was completed during the year ended 31 March 2019.

For the year ended 31 March 2020, the Group sold approximately 15% of the gross floor area and achieved total contracted sales of approximately HK\$65,873,000, while approximately 39% of the gross floor area was sold and total of contracted sales of approximately HK\$157,429,000 was recorded for the year ended 31 March 2019.

Bagua Town Project I

On 10 April 2019, the Group completed the acquisition of the entire equity interest of Benxi Zhongfu Shiye Company Limited* (本溪中富實業有限公司), a company incorporated in the PRC. The Group, through the acquisition, indirectly acquires the land use right of a parcel of land located at Bagua Town, Huanren County, Benxi, Liaoning Province, the PRC, with a floor area of approximately 5,023 sq.m. and construction area of approximately 7,500 sq.m. for other commercial use.

Bagua Town Project II

Further on 29 September 2019, the Group completed another acquisition of the entire equity interest of Benxi Zhongfu Property Development Company Limited *(本溪中富房地產開發有限公司). The Company, through the acquisition, indirectly acquires the land use right of a parcel of land located at Bagua Town, Huanren County, Benxi, Liaoning Province, the PRC, with a floor area of approximately 9,188.2 sq.m. and construction area of approximately 14,700 sq.m. for other commercial use.

西關項目

土地位於中國遼寧省本溪市桓仁縣西關村，佔地面積為46,242.6平方米及建築面積為80,462平方米。西關項目包括19棟樓宇，建造775個住宅單位以及30個商業單位及121個車庫。西關項目建設工程於截至二零一九年三月三十一日止年度內竣工。

本集團截至二零二零年三月三十一日止年度出售總佔地面積的約15%，並取得總合約銷售額約65,873,000港元，而截至二零一九年三月三十一日止年度錄得出售總佔地面積的約39%，並取得總合約銷售額約157,429,000港元。

八卦城項目一

於二零一九年四月十日，本集團完成收購本溪中富實業有限公司（一家於中國註冊成立的公司）全部股權。本集團透過收購此項目，間接收購中國遼寧省本溪市桓仁縣八卦城一幅土地的土地使用權，佔地面積約為5,023平方米及建築面積約為7,500平方米，用於其他商業用途。

八卦城項目二

此外，於二零一九年九月二十九日，本集團完成另一項收購本溪中富房地產開發有限公司的全部股權。本集團透過收購此項目，間接收購中國遼寧省本溪市桓仁縣八卦城一幅土地的土地使用權，佔地面積約為9,188.2平方米及建築面積約為14,700平方米，用於其他商業用途。

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MANAGEMENT DISCUSSION AND ANALYSIS

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The Bagua Town Project I and Bagua Town Project II are at the preliminary stage of preparation ahead of construction. Bagua Town Project I and Bagua Town Project II are important parts of the only restoration and reconstruction project of the Taiji Bagua Town in the PRC, with strong ethnic characteristics and historical significance, located in the Central Community of Huanren Manchu Autonomous County, Liaoning Province, the PRC. The two projects are a combination of work, life, education and tourism, located near the government square of Huanren Manchu Autonomous County, Liaoning Province, the PRC. The two projects are planned to include pedestrian streets, office buildings, retail stores, shopping malls, tourism and historical and cultural facilities. The Bagua Town Project I and Bagua Town Project II are expected to generate continuous growth and enhance future business performance of the Group.

As a result, a segment profit of approximately HK\$2,284,000 was recorded for the year ended 31 March 2020 while a segment profit of approximately HK\$28,066,000 was recorded for the year ended 31 March 2019.

Following the national strategies and the PRC government general policy of “houses are built to be inhabited, not for speculation”, the Board is optimistic towards the properties development market in the PRC and believes that more favorable policies, long-term management and control mechanism will be implemented to stabilise the market. The Board will proactively align and respond to the adjustment and calling of such policies and capture the potential opportunities in the properties development market in order to enhance Shareholder’s value.

Properties Investment

Revenue generated from properties investment was mainly derived from the leasing of several parcels of land located in Benxi City, Liaoning Province, the PRC for commercial use. For the year ended 31 March 2020, the revenue was approximately HK\$1,072,000, representing a decrease of 16% as compared to approximately HK\$1,276,000 for the year ended 31 March 2019. A segment loss of approximately HK\$1,656,000 and approximately HK\$1,185,000 for each of the year ended 31 March 2020 and 2019 was recorded, respectively.

八卦城項目一及八卦城項目二現處於施工前準備的初步階段。八卦城項目一和八卦城項目二位於中國遼寧省桓仁滿族自治縣中心社區，為中國全國唯一的太極八卦城恢復改造項目的重要組成部分，具有極強的民族特色和歷史意義。兩個項目位於中國遼寧省桓仁滿族自治縣政府廣場旁，是集合工作、生活、教育及旅遊的綜合體。兩個項目規劃包括步行街、辦公樓、零售店、商場、旅遊及歷史文化配套設施。八卦城項目一及八卦城項目二預計將為本集團帶來增長及提升本集團未來業務表現。

因此，截至二零二零年三月三十一日止年度錄得分類溢利約2,284,000港元，而截至二零一九年三月三十一日止年度錄得分類溢利約28,066,000港元。

在國家戰略及中國政府「房住不炒」總方針的指導下，董事局對中國物業開發市場持樂觀態度，相信政府將會實施更為優惠政策、長期管理及管控機制以穩定市場。董事局將積極跟進及響應該等政策的調整及要求，並抓住物業開發市場的潛在機遇，從而提升股東價值。

物業投資

物業投資產生之收益主要來自出租位於中國遼寧省本溪市的多幅土地，用於商業用途。截至二零二零年三月三十一日止年度，收益約為1,072,000港元，較截至二零一九年三月三十一日止年度的約1,276,000港元減少16%。截至二零二零年及二零一九年三月三十一日止年度分別錄得分類虧損約1,656,000港元及約1,185,000港元。

* for identification purposes only

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Properties Management

To complement the properties development business, the Group started to engage in properties management business and delivered comprehensive property management services for residential and commercial properties of Xiguan Project during the year ended 31 March 2020. The Group is committed to delivering the highest service standard and providing user-oriented services to its customers. At the initial stage, the Group focused on the building up a professional properties management team by providing integrated training in properties management sectors to its front line and back office staff, acquiring and improving its properties management system and services.

For the year ended 31 March 2020, the Group recorded a revenue and segment loss of approximately HK\$316,000 and approximately HK\$140,000, respectively, while nil revenue and segment results were recorded for the year ended 31 March 2019.

Hydroelectric Power Business

The Group has started to engage in the business of clean and renewable energy since the financial year of 2016.

Revenue were generated from the operation and management of two hydroelectric power stations located in the northern PRC which are connected to the national power grid and mainly for industrial use. There were various lockdown measures to contain the spread of coronavirus since late 2019. Hence, the revenue and profit generated from the hydroelectric power business declined significantly during the year ended 31 March 2020.

The revenue and segment profit for the year ended 31 March 2020 were approximately HK\$3,916,000 and approximately HK\$399,000, respectively, whereas the revenue and segment profit for the year ended 31 March 2019 were approximately HK\$6,216,000 and approximately HK\$1,855,000, respectively.

Nevertheless, sustainable development in clean and renewable energy is the global trend. The Group believes that continued investments in renewable energy business will benefit the Group in the long run and generated sustainable revenue towards to the Group.

物業管理

為補充物業開發業務，截至二零二零年三月三十一日止年度，本集團開始從事物業管理業務，並為西關項目的住宅及商業物業提供全面物業管理服務。本集團致力於向客戶提供最高服務水準及提供用戶為本服務。於初步階段，本集團致力於建立一個專業的物業管理團隊，為一線及後勤員工提供綜合物業管理培訓，獲取及改善物業管理系統及服務。

截至二零二零年三月三十一日止年度，本集團分別錄得收益及分類虧損約316,000港元及約140,000港元，而截至二零一九年三月三十一日止年度則並未錄得收益及分類業績。

水電業務

自二零一六財政年度起，本集團開始從事清潔及可再生能源業務。

收益產生自中國北部兩家水電站的營運管理，該等水電站連接國家電網且主要作工業用途。自二零一九年年末起，為控制冠狀病毒的傳播，國內實施多項封鎖措施。因此，於截至二零二零年三月三十一日止年度內，水電業務產生之收益及溢利顯著減少。

截至二零二零年三月三十一日止年度之收益及分類溢利分別為約3,916,000港元及約399,000港元，而截至二零一九年三月三十一日止年度之收益及分類溢利分別為約6,216,000港元及約1,855,000港元。

然而，清潔及可再生能源的可持續發展乃全球趨勢。本集團相信對可再生資源業務的持續投資將令本集團長期受益並可為本集團帶來可持續收益。

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PROSPECT

The outbreak and spread of coronavirus hit the global economy severely. In addition to the health concerns, the overall supply chains, travel industry, retails, as well as the financial market also suffered greatly from the spread of coronavirus. Despite the outside factors and challenges that put the Group in a more severe situation for coming year, the Group will continue to maintain its prudent investment and business strategies and will adhere to its strategy to diversify its business models into different business sectors and to strengthen and expand its revenue streams and generate better results and prospect for the Group.

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 31 March 2020, bank balances and cash denominated mainly in Hong Kong dollars and Renminbi amounted to approximately HK\$13,808,000 as compared to approximately HK\$75,480,000 as at 31 March 2019.

As at 31 March 2020, gearing ratio was 0.11 (31 March 2019: 0.06). The increase in the Group's gearing ratio was resulted from the increase in borrowing level of the Group during the year ended 31 March 2020. The Group will continue to monitor and manage its financial structure and their potential risks in the course of development.

As at 31 March 2020, the current ratio was 7.39 (31 March 2019: 2.54). The current ratio of the Group was maintained at a healthy level.

Financing and Capital Structure

The Group finances its operations by a combination of equity and borrowings. As at 31 March 2020, the Group had borrowings of approximately HK\$20,742,000 (31 March 2019: HK\$23,226,000) and bond payable of approximately HK\$11,500,000 (31 March 2019: HK\$1,000,000), which were for the Group's refinancing and general corporate purpose. As at 31 March 2020, the Group's borrowings and bond payable were interest bearing at 12% (31 March 2019: 5.45% to 12%), and 6% to 6.5% (31 March 2019: 6.5%), respectively.

展望

冠狀病毒的爆發及傳播嚴重衝擊了全球經濟。除健康問題外，整體供應鏈、旅遊行業、零售以及金融市場亦深受冠狀病毒傳播的影響。儘管外部因素及挑戰令本集團來年處境更為艱難，本集團將繼續維持審慎的投資及業務策略並堅守其業務模式多樣化策略，打造不同業務分部，增強及擴展本集團的现金流，從而為本集團帶來更好的業績及前景。

財務回顧

流動資金及財務資源

於二零二零年三月三十一日，銀行結餘及現金（主要以港元及人民幣計值）約為13,808,000港元，而於二零一九年三月三十一日約為75,480,000港元。

於二零二零年三月三十一日，資產負債比率為0.11（二零一九年三月三十一日：0.06）。本集團資產負債比率的增加乃由於本集團截至二零二零年三月三十一日止年度的借貸水平增加所致。本集團將繼續監控及管理其財務結構及發展進程中的潛在風險。

於二零二零年三月三十一日，流動比率為7.39（二零一九年三月三十一日：2.54）。本集團之流動比率維持在正常水平。

財務及資本架構

本集團以權益及借貸作為營運資本。於二零二零年三月三十一日，本集團之借貸約為20,742,000港元（二零一九年三月三十一日：23,226,000港元）以及應付債券約為11,500,000港元（二零一九年三月三十一日：1,000,000港元），用於本集團再融資及一般企業用途。於二零二零年三月三十一日，本集團之借貸及應付債券分別按12%（二零一九年三月三十一日：5.45%至12%）及6%至6.5%（二零一九年三月三十一日：6.5%）計息。

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Completion of acquisition and the issuance of consideration shares

With reference to the announcements of the Company dated 26 March 2019 and 10 April 2019 in relation to the acquisition of the entire equity interest of Benxi Zhongfu Shiye Company Limited* (本溪中富實業有限公司) for a total consideration of RMB10,000,000 (settled with RMB1,000,000 in cash and the rest through allotment and issuance of ordinary shares of the Company), the acquisition was completed on 10 April 2019 and a total of 280,000,000 ordinary shares were allotted to Ms. Chu Xuefeng, the vendor, pursuant to the acquisition agreement as part of the consideration.

Exposure to Fluctuation in Exchange Rates

For the year ended 31 March 2020, the Group's transactions were mostly denominated in USA dollars, Hong Kong dollars, Renminbi and Canadian dollars. No foreign currency hedge was made during the year ended 31 March 2020. The Group did not have significant exposure to foreign exchange fluctuation as the management monitors the related foreign currencies closely and will consider hedging for significant foreign currency exposure, if necessary.

Pledge of Assets

As at 31 March 2020, borrowings of approximately HK\$20,742,000 granted to the Group are secured by the investment properties of the Group (31 March 2019: HK\$22,177,000).

As at 31 March 2020, banking facilities with an aggregate principal amount of approximately HK\$25,928,000 granted to third parties were secured by certain items of properties for sale under development of the Group (31 March 2019: Nil).

Contingent Liabilities

As at 31 March 2020, the Group had no material contingent liabilities (31 March 2019: Nil).

完成收購事項及發行代價股份

茲提述本公司日期為二零一九年三月二十六日及二零一九年四月十日之公告，內容有關以總代價10,000,000人民幣(1,000,000人民幣以現金結算以及餘下金額透過配發及發行本公司普通股結算)收購本溪中富實業有限公司全部股權，收購事項已於二零一九年四月十日完成，合共280,000,000股普通股已根據收購協議配發予賣方褚雪峰女士，作為代價的一部分。

匯率波動風險

截至二零二零年三月三十一日止年度，本集團的交易主要以美元、港元、人民幣及加元計值。於截至二零二零年三月三十一日止年度內並無外幣對沖。本集團並無面臨重大外匯波動風險，乃由於管理層密切監控相關外幣並考慮將於有必要時對沖重大外幣風險。

資產抵押

於二零二零年三月三十一日，本集團獲授之借貸約為20,742,000港元，由本集團投資物業作擔保(二零一九年三月三十一日：22,177,000港元)。

於二零二零年三月三十一日，授予第三方共本金額約25,928,000港元之銀行融資由本集團之若干發展中待售物業項目進行擔保(二零一九年三月三十一日：無)。

或然負債

於二零二零年三月三十一日，本集團並無重大或然負債(二零一九年三月三十一日：無)。

* for identification purposes only

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

Employee

As at 31 March 2020, the Group had a total of 25 employees (31 March 2019: 60), of which 22 (31 March 2019: 46) were employed overseas. The total amount of staff costs from continuing operations of the Group for the year ended 31 March 2020 was approximately HK\$5,761,000 (2019: HK\$6,193,000).

The employees' remuneration, promotion, salary increments and discretionary bonus are assessed based on both individual's and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. In addition, the Group also provides employee benefits such as employee insurance, retirement scheme and training programmes.

MATERIAL ACQUISITION AND DISPOSAL

Save as disclosed in the paragraphs headed "Disposal of Harvest Way Holdings Limited" and "Business Review – Properties Development" in this section, the Group did not have any material acquisition or disposal during the year ended 31 March 2020.

SIGNIFICANT INVESTMENT HELD

Save as disclosed in the paragraphs headed "Business Review" and "Material Acquisition and Disposal" in this section, the Group did not have any significant investment held for the year ended 31 March 2020.

FUTURE PLANS RELATING TO MATERIAL INVESTMENT OR CAPITAL ASSET

Save as disclosed in the paragraphs headed "Business Review", "Prospect" and "Material Acquisition and Disposal" in this section, the Company will actively seek potential opportunities in different industries and business sectors. However, the Group has not executed any legally binding agreement in relation to material investment or acquisition of capital assets and did not have any plans relating to material investment or capital assets as at the date of this annual report.

僱員

於二零二零年三月三十一日，本集團共有僱員25名（二零一九年三月三十一日：60名），其中22名（二零一九年三月三十一日：46名）為海外僱員。截至二零二零年三月三十一日止年度，本集團來自持續經營業務的員工成本總額約為5,761,000港元（二零一九年：6,193,000港元）。

僱員之薪酬、升職、加薪及酌情花紅乃根據個人及本集團的表現、專業程度及工作經驗，並參考現行市場慣例及標準評估。此外，本集團亦提供員工保險、退休計劃及培訓計劃等員工福利。

重大收購及出售事項

除本節「出售豐威控股有限公司」及「業務回顧－物業開發」段落所披露外，本集團於截至二零二零年三月三十一日止年度內並無任何重大收購或出售事項。

所持之重大投資

除本章節「業務回顧」及「重大收購及出售事項」段落所披露外，本集團截至二零二零年三月三十一日止年度並無持有任何重大投資。

有關重大投資或資本資產之未來計劃

除本節「業務回顧」、「展望」及「重大收購及出售事項」段落所披露外，本公司將積極於不同行業及業務領域尋求潛在機遇。然而，於本年報日期，本集團並未就重大投資或收購資本資產簽立任何具法律約束力之協議，亦無任何有關重大投資或資本資產之計劃。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2020 (2019: Nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 March 2020, neither the Company nor its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

EVENT AFTER THE REPORTING PERIOD

Change of Directors and Members and Chairman of Board Committees

Mr. Wang Ping, an independent non-executive Director, resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the "Audit Committee") and a member of the remuneration committee (the "Remuneration Committee") of the Company with effect from 7 May 2020; and Mr. Su Bo was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 7 May 2020. For further information, please refer to the Company's announcement dated 7 May 2020.

Change of auditor

ZHONGHUI ANDA CPA Limited (which was appointed to fill the casual vacancy following resignation of Deloitte Touche Tohmatsu with effect from 1 June 2017 with reference to the announcement of the Company dated 1 June 2017) resigned as the auditor of the Group with effect from 15 May 2020 and Mazars CPA Limited was appointed as the auditor of the Group to fill the casual vacancy following the resignation of ZHONGHUI ANDA CPA Limited with effect from 18 May 2020. For further information, please refer to the Company's announcement dated 18 May 2020.

末期股息

於截至二零二零年三月三十一日止年度，董事不建議派付末期股息(二零一九年：無)。

購買、出售或贖回上市證券

於截至二零二零年三月三十一日止年度，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

報告期後事項

董事以及董事委員會成員及主席之變動

獨立非執行董事王平先生辭任獨立非執行董事、本公司審核委員會(「審核委員會」)主席及本公司薪酬委員會(「薪酬委員會」)成員，自二零二零年五月七日起生效；以及蘇波先生已獲委任為獨立非執行董事、審核委員會主席及薪酬委員會成員，自二零二零年五月七日起生效。有關進一步資料，請參閱本公司日期為二零二零年五月七日之公告。

更換核數師

中匯安達會計師事務所有限公司(茲提述本公司日期為二零一七年六月一日之公告，獲委任填補德勤•關黃陳方會計師行辭任後產生的臨時空缺，自二零一七年六月一日起生效)辭任本集團之核數師，自二零二零年五月十五日起生效，而中審眾環(香港)會計師事務所有限公司獲委任為本公司核數師以填補中匯安達會計師事務所有限公司辭任後產生的臨時空缺，自二零二零年五月十八日起生效。有關進一步資料，請參閱本公司日期為二零二零年五月十八日之公告。

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

DIRECTORS

Executive Directors

Mr. Wang Jing, aged 65, is the executive Director, the chairman of the Board and the chairman of the nomination committee of the Company (the "Nomination Committee"). He joined our Group in July 2014. He is a vice chairman of Liaoning Federation of Industry and Commerce* (遼寧省工商業聯合會), a Liaoning Province Model Worker* (遼寧省勞動模範) in 2006, and a member of People's Congress of Benxi City* (本溪市人大代表). He has founded Liaoning Shihua Group (遼寧實華集團) ("Liaoning Shihua Group") and he had been appointed as the general manager of Liaoning Shihua (Group) Property Development Limited* (遼寧實華(集團)房地產開發有限公司) ("Liaoning Shihua") since April 2007. He currently acts as the chairman of Liaoning Shihua Group. He has also been an executive member of the Property Development Industry Association of Liaoning Province* (遼寧省房地產行業協會常務理事) since March 2012. In February 2014, Mr. Wang was awarded as a Liaoning Province Excellent Builder* (遼寧省優秀建設者) by various organisations including the Liaoning United Front Work Department of the Chinese Communist Party* (中共遼寧省委統戰部). As at the date of this annual report, Mr. Wang is the sole director and beneficial owner of the equity interest in Liaoning Shihua, being the substantial shareholder of the Group. As at the date of this annual report, Mr. Wang is interested in 2,171,827,290 shares of the Company, representing approximately 51.02% of the total issued share capital of the Company. Details of his interest in the shares and underlying shares of the Company are set out in the section headed "Directors' Report". Save as aforesaid, Mr. Wang did not hold any directorship in other listed companies in the last three years. Mr. Wang Jing is the father of Mr. Wang Xing Qiao, the executive Director and chief executive officer of the Company.

董事

執行董事

王晶先生，65歲，為執行董事、董事局主席兼本公司提名委員會(「提名委員會」)主席。彼於二零一四年七月加入本集團。彼為遼寧省工商業聯合會副主席，二零零六年遼寧省勞動模範及本溪市人大代表。彼成立遼寧實華集團(「遼寧實華集團」)，並自二零零七年四月起獲委任為遼寧實華(集團)房地產開發有限公司(「遼寧實華」)總經理。彼現時擔任遼寧實華集團主席。彼亦自二零一二年三月起為遼寧省房地產行業協會常務理事。於二零一四年二月，王先生獲多個機構(包括中共遼寧省委統戰部)評為遼寧省優秀建設者。於本年報日期，王先生為遼寧實華之唯一董事及股權實益擁有人，遼寧實華乃本集團主要股東。於本年報日期，王先生於本公司2,171,827,290股股份(相當於本公司已發行股本總額的約51.02%)中擁有權益。彼於本公司股份及相關股份之權益詳情載於「董事局報告書」章節。除上述外，於過去三年，王先生並無於其他上市公司擔任任何董事職位。王晶先生為本公司執行董事兼行政總裁王星喬先生之父親。

* for identification purposes only

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Mr. Wang Xing Qiao, aged 32, is the executive Director, and the chief executive officer of the Company. He joined our Group in July 2014. Mr. Wang graduated in the University of Toronto with a bachelor's degree in commerce with high distinction in 2009. He also obtained a master of philosophy degree in finance from the Judge Business School of the University of Cambridge in 2010. He is currently the deputy general manager of Liaoning Shihua and is also the Shenyang regional general manager of Liaoning Shihua. Mr. Wang is also a director of 11 subsidiaries of the Group. As at the date of this annual report, Mr. Wang is interested in 3,275,000 shares of the Company, representing approximately 0.08% of the total issued share capital of the Company. Details of his interest in the shares and underlying shares of the Company are set out in the section headed "Directors' Report". Save as aforesaid, Mr. Wang did not hold any directorship in other listed companies in the last three years. He is the son of Mr. Wang Jing, the executive Director, the chairman of the Board and the Nomination Committee.

Mr. Zhao Shuang, aged 40, is the executive Director. He joined our Group in July 2014. He graduated from Changchun University in 2002, majored in marketing and sales. Mr. Zhao was appointed as the head of assets management of Liaoning Shihua Group in 2009 and later the general manager of Liaoning Shihua Group responsible for assets management in January 2014. Prior to joining Liaoning Shihua Group, Mr. Zhao was a project manager, an assistant to general manager and a vice general manager of Dalian Dongzhan Group Co. Ltd* (大連東展集團有限公司) from 2002 to 2009. Save as aforesaid, Mr. Zhao did not hold any directorship in other listed companies in the last three years.

王星喬先生，32歲，為本公司執行董事兼行政總裁。彼於二零一四年七月加入本集團。王先生於二零零九年畢業於多倫多大學，並獲得商業學士學位（優異）。彼亦於二零一零年獲得劍橋大學賈吉商學院金融哲學碩士學位。彼現時為遼寧實華之副總經理，亦為遼寧實華瀋陽地區總經理。王先生亦為本集團11家附屬公司董事。於本年報日期，王先生於本公司3,275,000股股份（相當於本公司已發行股本總額的約0.08%）中擁有權益。彼於本公司股份及相關股份之權益詳情載於「董事局報告書」章節。除上述外，於過去三年，王先生並無於其他上市公司擔任任何董事職位。彼為執行董事、董事局主席兼提名委員會主席王晶先生之兒子。

趙爽先生，40歲，為執行董事。彼於二零一四年七月加入本集團。彼於二零零二年畢業於長春大學，主修市場營銷學。趙先生於二零零九年獲委任為遼寧實華集團之資產管理主管，其後於二零一四年一月獲委任為遼寧實華集團之總經理，負責資產管理。於加入遼寧實華集團前，趙先生於二零零二年至二零零九年期間曾擔任大連東展集團有限公司之項目經理、總經理助理及副總經理。除上述外，於過去三年，趙先生並無於其他上市公司擔任任何董事職位。

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DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE 董事及高級管理層履歷

Independent Non-Executive Directors

Mr. Su Bo, aged 54, was appointed as the independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee on 7 May 2020. Mr. Su studied Management Engineering* (管理工程) and graduated from Northeastern University (formerly known as Northeast Institute of Technology* (東北工學院)) in the PRC in July 1988. He also obtained legal occupational qualification* (法律職業資格) in the PRC in 2004. He was certified as a public accountant* (註冊會計師), an internal auditor* (內部審計師) and a tax accountant* (註冊稅務師), as well as a public valuer* (註冊資產評估師) in the PRC. He was also qualified as a constructor* (一級建造師) in the PRC. Mr. Su has years of experience in audit and finance, taxation, asset valuation, law and construction engineering. He is currently the deputy chief accountant* (副主任會計師) in Huanren Honghui United Accounting Firm* (桓仁鴻匯聯合會計師事務所) in the PRC. Save as aforesaid, Mr. Su did not hold any directorship in other listed companies in the last three years.

Mr. Tang Shengzhi, aged 38, was appointed as the independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee on 3 February 2020. Mr. Tang studied Computer Application and Maintenance* (計算機應用與維護) and graduated from Liaoning Institute of Science and Technology (formerly known as Benxi Zhijin Higher Technical College* (本溪冶金高等專科學校)) in the PRC in July 2004. He has years of experience in corporate management and governance. Since September 2017, Mr. Tang has become the chairman and an executive director of Huanrenxuli Power Generation Co., Ltd.* (桓仁秀里發電有限公司) which is principally engaged in hydro-electric power business in the PRC. Save as aforesaid, Mr. Tang did not hold any directorship in other listed companies in the last three years.

獨立非執行董事

蘇波先生，54歲，於二零二零年五月七日獲委任為獨立非執行董事、審核委員會主席及薪酬委員會成員。蘇先生於一九八八年七月在中國東北大學(前稱東北工學院)畢業，主修管理工程。彼亦於二零零四年在中國取得法律職業資格，並於中國獲認可為註冊會計師、內部審計師、註冊稅務師及註冊資產評估師。彼於中國亦獲認可為一級建造師。蘇先生於審計及財務、稅務、資產估值、法律及建築工程方面擁有多年經驗。彼目前於中國桓仁鴻匯聯合會計師事務所擔任副主任會計師。除上述外，於過去三年，蘇先生並無於其他上市公司擔任任何董事職位。

唐生智先生，38歲，於二零二零年二月三日獲委任為獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會成員。唐先生於二零零四年七月在遼寧科技學院(前稱本溪冶金高等專科學校)畢業，修讀計算機應用與維護。彼於企業管理及管治方面擁有多年經驗。自二零一七年九月起，唐先生已成為桓仁秀里發電有限公司之主席及執行董事，該公司主要於中國從事水電業務。除上述外，於過去三年，唐先生並無於其他上市公司擔任任何董事職位。

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DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Mr. Zeng Guanwei, aged 33, was appointed as the independent non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee on 30 April 2019. Mr. Zeng received his bachelor's degree in engineering from University of Central Lancashire in the United Kingdom in June 2009 and a master of philosophy from University of Cambridge in the United Kingdom in July 2011. He has over 8 years of experience in engineering and finance. Mr. Zeng worked at Huawei Technologies (UK) Co., Ltd from July 2010 to December 2012. He then established Beijing Wolfson Technology Company Limited* (北京沃夫森科技有限責任公司) in August 2014 and has been the chief executive officer since then. Mr. Zeng has also been working at Beijing Hefu Zhongqing Investment Company Limited* (北京合富中輕投資有限公司), of which he is a shareholder, as a general manager since June 2016. Save as aforesaid, Mr. Zeng did not hold any directorship in other listed companies in the last three years. As at the date of this annual report, Mr. Zeng is interested in 5,510,000 shares of the Company, representing approximately 0.13% of the total issued share capital of the Company. Details of his interest in the shares and underlying shares of the Company are set out in the section headed "Directors' Report".

SENIOR MANAGEMENT

Mr. Wang Baoling, aged 47, joined our Group in 2018 and was appointed as the general manager of property development and investment division. Mr. Wang studied industrial and civil construction* (工業與民用建築) and graduated from Liaoning Radio And TV University* (遼寧廣播電視大學). Prior to joining the Group, Mr. Wang worked in the industry of property development and management in the PRC for years and has extensive experience in property development and management.

Mr. Hu Qiqi, aged 32, joined our Group in 2014 and was appointed as the general manager of clean and renewable energy division. Mr. Hu studied journalism and graduated from the Hebei Normal University* (河北師範大學). Prior to joining the Group, Mr. Hu worked at the research, development and operation department of the China Petrochemical Corporation.

曾冠維先生，33歲，於二零一九年四月三十日獲委任為獨立非執行董事以及審核委員會、提名委員會及薪酬委員會成員。曾先生於二零零九年六月獲得英國中央蘭開夏大學工程學學士學位及二零一一年七月獲得英國劍橋大學哲學碩士學位。彼擁有逾8年的工程及金融經驗。曾先生於二零一零年七月至二零一二年十二月任職於Huawei Technologies (UK) Co., Ltd。彼隨後於二零一四年八月成立北京沃夫森科技有限責任公司，並自此擔任行政總裁。曾先生自二零一六年六月起一直任職於北京合富中輕投資有限公司(其為股東)，擔任總經理。除上述外，於過去三年，曾先生並無於其他上市公司擔任任何董事職位。於本年報日期，曾先生於本公司5,510,000股股份(相當於本公司已發行股本總額的約0.13%)中擁有權益。彼於本公司股份及相關股份之權益詳情載於「董事局報告書」章節。

高級管理層

王寶玲先生，47歲，於二零一八年加入本集團並獲委任為物業開發及投資部總經理。王先生畢業於遼寧廣播電視大學，修讀工業與民用建築。加入本集團前，王先生於中國物業開發及管理行業從業數年，擁有豐富的物業開發及管理經驗。

胡其琦先生，32歲，於二零一四年加入本集團並獲委任為清潔及可再生能源部總經理。胡先生畢業於河北師範大學，修讀新聞學。加入本集團前，胡先生於中國石油化工集團技術研發與經營部門任職。

* for identification purposes only

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintain a high standard of corporate governance practices to safeguard the interest of its Shareholders and enhance the performance of the Group. The Directors firmly believe that the maintenance of a good, solid and sensible framework of corporate governance will ensure the Company to run its business in the best interests of its Shareholders as a whole.

The Company adopted all the code provisions in Corporate Governance Code (the “Code Provisions”) set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code on corporate governance practices and guidance. During the year ended 31 March 2020 and up to the date of this annual report, the Company has complied with the Code Provisions except the following:

Pursuant to Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Company was incorporated in Bermuda and enacted by private act, the Starlight International Holdings Limited Company Act, 1989 of Bermuda (the “1989 Act”). Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting as provided in the bye-laws of the Company (the “Bye-laws”). As the Company is bounded by the provisions of the 1989 Act, the Bye-laws cannot be amended to fully reflect the requirements of Code Provision A.4.2.

To comply with Code Provision A.4.2, all the Directors will voluntarily retire from his directorship at the annual general meetings of the Company at least once every three years, and the retired Directors, being eligible, will offer themselves for re-election at the annual general meeting.

Pursuant to Code Provision E.1.2, the chairman of the board should attend the annual general meeting. Mr. Wang Jing, the chairman of the Board, was unable to attend the annual general meeting of the Company held on 5 September 2019 (the “2019 AGM”) due to his other engagement. Mr. Wang Xing Qiao, the executive Director who took the chair of the 2019 AGM, together with other members of the Board who attended the 2019 AGM, were of sufficient caliber for answering questions at the 2019 AGM and answered questions at the 2019 AGM competently.

本公司致力維持高水平企業管治以保障股東利益和提高本集團的業績。董事堅信，維持良好、穩健及明智的企業管治架構，將確保本公司之業務營運符合其股東整體最佳利益。

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之企業管治守則之所有守則條文(「守則條文」)作為其本身企業管治常規守則及指引。除下列各項外，本公司於截至二零二零年三月三十一日止年度及直至本年報日期一直遵守守則條文之規定：

根據守則條文第A.4.2條，各董事(包括擁有特定委任年期之董事)須最少每三年輪值告退一次。本公司乃根據私人法一九八九年百慕達升岡國際有限公司法(「一九八九年法」)於百慕達註冊成立。根據一九八九年法第3(e)章，擔任執行主席或董事總經理之董事毋須根據本公司之公司細則(「公司細則」)規定於各股東週年大會上輪值告退。由於本公司受到一九八九年法之條文約束，公司細則不得作出修訂以全面反映守則條文第A.4.2條之規定。

為遵守守則條文第A.4.2條，全體董事將自願於本公司之股東週年大會上至少每三年輪值告退一次，且退任董事符合資格並願意於股東週年大會上膺選連任。

根據守則條文第E.1.2條，董事局主席應出席股東週年大會。董事局主席王晶先生因其他事務未能出席本公司於二零一九年九月五日舉行之股東週年大會(「二零一九年股東週年大會」)。主持二零一九年股東週年大會之執行董事王星喬先生以及出席二零一九年股東週年大會的其他董事局成員，均具備足夠才幹於二零一九年股東週年大會上回答提問並於二零一九年股東週年大會上稱職地回答了問題。

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Pursuant to Code Provision A.6.7, independent non-executive director and other non-executive director should attend general meeting and develop a balanced understanding of the views of shareholders. Mr. Song Wenke and Mr. Zeng Guanwei, the independent non-executive Directors, were unable to attend the 2019 AGM and special general meeting of the Company held on 7 January 2020 due to other business commitments.

In order to comply with the Code Provisions, the Company will continue to furnish all the Directors with appropriate information on all general meetings and take all reasonable measures to arrange the schedule in such a caution that may enable all the Directors to attend the general meeting as far as possible.

Save as disclosed above, in the opinion of the Directors, the Company has complied with all Code Provisions during the year ended 31 March 2020 and, where appropriate, the applicable recommended best practices of the Code Provisions.

BOARD OF DIRECTORS

Composition of the Board

The Board is responsible for leading the Group in a responsive and effective manner. Each Director has to carry out his duties in utmost good faith above and beyond any prevailing applicable laws and regulations and act in the best interests of the Shareholders. The duties of the Board include establishing the strategic direction of the Group, setting objectives and monitoring the performance of the Group.

As at the date of this annual report, the Board consists of three executive Directors and three independent non-executive Directors. More than one-third of the Board members are independent non-executive Directors which enables the Board to make decisions and judgement in an independent and professional manner, assist the management in formulating the Company's development strategies, achieving corporate goals and monitoring the Company's performance.

根據守則條文第A.6.7條，獨立非執行董事與其他非執行董事應出席股東大會並對股東的意見有公正的了解。獨立非執行董事宋文科先生及曾冠維先生由於須處理其他事務而未能出席二零一九年股東週年大會及本公司於二零二零年一月七日舉行的股東特別大會。

為遵守守則條文，本公司將繼續為全體董事提供所有股東大會的適當資料及採取一切合理措施，審慎安排時間，盡可能令全體董事出席股東大會。

除上文所披露外，董事認為，截至二零二零年三月三十一日止年度，本公司已遵守全部守則條文及（如適用）守則條文之適用建議最佳常規。

董事局

董事局之組成

董事局須以積極而有效之方式領導本集團。除遵守任何現行適用法例及規例外，每名董事須絕對真誠地履行彼之職責，並以股東最佳利益行事。董事局職責包括制定本集團策略方針、設定目標及監察本集團表現。

於本年報日期，董事局由三名執行董事及三名獨立非執行董事組成。董事局有超過三分之一的成員為獨立非執行董事，故可使董事局按獨立及專業的方式作出決定及判斷，協助管理層制定本公司發展策略，達成企業目標並監察本公司之表現。

CORPORATE GOVERNANCE REPORT 企業管治報告

Mr. Su Bo and Mr. Tang Shengzhi entered into the letters of appointment with the Company for a fixed term of three years and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the appointment. Save as aforesaid, all the Directors have entered into formal service contracts or letters of appointment with the Company, each for a fixed term of two years and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the appointment. All the Directors are subject to retirement by rotation at least once every three years in accordance to the Memorandum of Association of the Company (the "Memorandum of Association"). Also, pursuant to the Memorandum of Association, any Director being appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting and shall be eligible for re-election.

During the year ended 31 March 2020 and up to the date of this annual report, the members of the Board are as follows: –

Executive Directors

Mr. Wang Jing (Chairman)
Mr. Wang Xing Qiao (Chief Executive Officer)
Mr. Zhao Shuang

Independent Non-Executive Directors

Mr. Su Bo (appointed with effect from 7 May 2020)
Mr. Tang Shengzhi (appointed with effect from 3 February 2020)
Mr. Zeng Guanwei (appointed with effect from 30 April 2019)
Mr. Wang Ping (resigned with effect from 7 May 2020)
Mr. Song Wenke (resigned with effect from 3 February 2020)
Mr. Cheng Tai Kwan Sunny
(resigned with effect from 30 April 2019)

蘇波先生與唐生智先生均已與本公司訂立委任函，每次任期的固定期限為三年並可於當時任期屆滿後連續自動續約一年。除上述外，所有董事均已與本公司訂立正式的服務合約或委任函，每次任期的固定期限為兩年並可於當時任期屆滿後連續自動續約一年。依據本公司組織章程細則（「組織章程」），全體董事須至少每三年輪值退任一次。此外，根據組織章程，任何獲委任填補臨時空缺或加入現有董事局的董事任期僅至下一屆股東週年大會為止並有資格連任。

截至二零二零年三月三十一日止年度及直至本年報日期，董事局之成員如下：–

執行董事

王晶先生(主席)
王星喬先生(行政總裁)
趙爽先生

獨立非執行董事

蘇波先生(於二零二零年五月七日獲委任)
唐生智先生(於二零二零年二月三日獲委任)
曾冠維先生(於二零一九年四月三十日獲委任)
王平先生(於二零二零年五月七日辭任)
宋文科先生(於二零二零年二月三日辭任)
鄭大鈞先生(於二零一九年四月三十日辭任)

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board has established schedule of matters specifically reserved to the Board for its decision and those reserved for the management. The Board reviews this schedule on a periodic basis to ensure that it remains appropriate to the needs of the Company. The brief biographical details and relationship of the Directors are set out in the section headed "Directors' and Senior Management's Profile" of this annual report.

Mr. Wang Jing, the chairman of the Board and the Nomination Committee and the executive Director, is the father of Mr. Wang Xing Qiao, the chief executive officer of the Company and the executive Director. Save as disclosed herein, the Board members have no financial, business, family or other material or relevant relationship with each other.

Role of the Board

The Board decides corporate strategies, approves overall business plans and evaluates the Group's financial performance and management. Specific tasks that the Board delegates to the Group's management include the implementation of strategies approved by the Board, the monitoring of operating budgets, the implementation of internal controls procedures, and the ensuring of compliance with relevant statutory requirements and other rules and regulations.

All the Directors have full and timely access to the information of the Company as well as the advices and services of the company secretary. The Board, may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses to assist them to perform their duties.

董事局制定專門留待董事局議決及管理層處理之事務議程。董事局會定期審閱相關議程，確保其仍然切合本公司需要。董事之簡歷及關係詳情載於本年報「董事及高級管理層履歷」章節。

董事局及提名委員會主席兼執行董事王晶先生為本公司行政總裁兼執行董事王星喬先生之父親。除本年報所披露外，董事局成員之間概無財政、業務、家族、其他重大或相關關係。

董事局之職責

董事局決定企業策略、批核整體業務計劃、評估本集團之財務表現及管理。董事局授權本集團管理層進行之具體工作包括執行董事局批准之策略；監察經營預算；執行內部監控程序；以及確保本集團符合有關法定要求及其他規則和規例。

全體董事均可全面並及時獲取有關本公司的資料，以及公司秘書之意見及服務。董事局可應要求於適當情形下尋求獨立專業意見，本公司將承擔相關費用以協助彼等履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

The Board is also responsible for performing the corporate governance duties as set out below: –

1. develop and review the Company's policies and practices on corporate governance and make recommendations;
2. review and monitor the training and continuous professional development of Directors and senior management;
3. review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
5. review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report under Appendix 14 to the Listing Rules.

Chairman and Chief Executive Officer

To comply with Code Provision A.2.1, the chairman of the Board and chief executive officer of the Company were separated and held by Mr. Wang Jing and Mr. Wang Xing Qiao, respectively. The chairman of the Board is responsible for the Group's strategic planning and directions and to provide leadership of the Board while the chief executive officer takes the lead in the daily operations and business development.

Independent Non-Executive Directors

The three independent non-executive Directors, all of whom are independent of the management of the Company, are highly experienced professionals coming from diversified background. They ensure that the Board maintains high standard of financial and other mandatory reportings as well as providing adequate checks and balance to safeguard the interest of the Shareholders and the Company as a whole.

企業管治職能

董事局亦負責履行以下載列之企業管治職責：—

1. 制定及檢討本公司之企業管治政策及慣例並提出建議；
2. 檢討及監察董事及高級管理層之培訓及持續專業發展；
3. 檢討及監察本公司之政策及慣例是否符合法律及監管規定；
4. 制定、檢討及監察適用於僱員及董事之行為手冊及合規手冊(如有)；及
5. 檢討本公司是否遵守守則條文及上市規則附錄十四項下之企業管治報告之披露。

主席及行政總裁

為遵守守則條文第A.2.1條，本公司董事局主席及行政總裁乃分開並分別由王晶先生及王星喬先生擔任，董事局主席負責本集團的策略規劃及方向，並領導董事局，而行政總裁則負責領導日常營運及業務發展。

獨立非執行董事

三名獨立非執行董事(均獨立於本公司管理層)，乃來自不同背景之資深專業人士。彼等確保董事局維持高水平財務及其他強制申報，並具備充分權力制衡，以保障股東及本公司整體利益。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board confirms that the Company has received from each of the independent non-executive Directors a confirmation of independence for the year ended 31 March 2020 pursuant to Rule 3.13 of the Listing Rules.

Director's Training and Professional Development

Under Code Provision A.6.5, directors should participate in continuous professional development to develop and refresh their knowledge and skills; and to ensure that their contributions to the Board remains informed and relevant. During the year ended 31 March 2020, all the Directors confirmed that they had complied with Code Provision A.6.5 by reading materials provided by the company secretary of the Company and/or attending regular trainings on the topics relating to corporate governance and latest change and development of regulatory regime launched by professional parties.

Board Meetings and Attendance Records of Directors

Board meetings are held regularly at approximately quarterly intervals to review the financial and operating performance of the Group and held on ad hoc basis as required by the business needs. All the Directors are given an opportunity to include matters for discussion in the agenda and give opinion. Regular Board meetings and ad hoc Board meetings are attended by a majority of the Directors in person or through other electronic means of communication. In addition, all the Directors are encouraged to attend the general meetings of the Company. The company secretary of the Company records all matters considered by the Board, decisions reached and any concerns raised or dissenting views expressed by the Directors. Minutes of meetings are kept by the company secretary of the Company.

董事局確認，本公司已收到各位獨立非執行董事根據上市規則第3.13條作出之截至二零二零年三月三十一日止年度之獨立性確認書。

董事培訓及專業發展

根據守則條文第A.6.5條，董事需參加持續專業發展，以提升及更新彼等之知識及技能；以及確保其在知情情況下切合所需對董事局作出貢獻。於截至二零二零年三月三十一日止年度，全體董事確認，彼等已閱覽本公司之公司秘書提供之資料，及／或出席由專業團體所舉辦課題與企業管治及最新監管制度轉變及發展有關之定期培訓，故已遵守守則條文第A.6.5條。

董事局會議及董事出席記錄

董事局會議固定約每個季度舉行一次，以審閱本集團財務及營運表現，亦可應業務需要舉行臨時會議。全體董事可於日程中載入以供討論之事宜並給予意見。大部分董事親身或透過其他電子通訊方式出席常規董事局會議及臨時董事局會議。此外，鼓勵全體董事參加本公司的股東大會。本公司之公司秘書記錄董事局對所有事情的審議、達成的決定及董事對於任何事項之考慮或表達的反對意見。會議記錄由本公司之公司秘書保存。

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During the year ended 31 March 2020, the Board held a total of 13 Board meetings and two general meetings:

截至二零二零年三月三十一日止年度，董事局共舉行了13次董事局會議及兩次股東大會：

Name of Directors	董事姓名	Numbers of Board meetings attend/held 出席／舉行 董事局會議次數	Numbers of general meetings attended/held 出席／舉行 股東大會會議次數
Executive Directors	執行董事		
Wang Jing	王晶	13/13	0/2
Wang Xing Qiao	王星喬	13/13	2/2
Zhao Shuang	趙爽	13/13	0/2
Independent Non-executive Directors	獨立非執行董事		
Tang Shengzhi (appointed with effect from 3 February 2020)	唐生智(於二零二零年二月三日獲委任)	0/0	0/0
Zeng Guanwei (appointed with effect from 30 April 2019)	曾冠維(於二零一九年四月三十日獲委任)	11/12	0/2
Wang Ping (resigned with effect from 7 May 2020)	王平(於二零二零年五月七日辭任)	13/13	2/2
Song Wenke (resigned with effect from 3 February 2020)	宋文科(於二零二零年二月三日辭任)	1/1	0/0
Cheng Tai Kwan Sunny (resigned with effect from 30 April 2019)	鄭太鈞(於二零一九年四月三十日辭任)	13/13	0/2

DIRECTOR'S SECURITIES TRANSACTIONS

The Company adopts the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), as the code of conduct regarding directors' securities transactions. The Company has made specific enquiry of all the Directors that they have complied with the Model Code throughout the year ended 31 March 2020.

董事進行證券交易

本公司採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)，作為董事進行證券交易之操守守則。本公司已向全體董事作出具體查詢，彼等於截至二零二零年三月三十一日止年度一直遵守標準守則。

BOARD COMMITTEES

To strengthen the functions of the Board and enhance its expertise, the Company established three Board committees namely, the Audit Committee, Remuneration Committee and Nomination Committee. Each of the committees performs different functions.

董事局委員會

為加強董事局職能及提升其專業知識，本公司成立了三個董事局委員會，分別為審核委員會、薪酬委員會及提名委員會。各委員會履行不同職能。

AUDIT COMMITTEE

The Audit Committee was established with defined terms of reference in alignment with the recommendations set out in “A Guide for Effective Audit Committees” issued by the Hong Kong Institute of Certified Public Accountants and the Code Provisions. During the year ended 31 March 2020 and up to the date of this annual report, the Audit Committee comprises three independent non-executive Directors and the composition was as below: –

Mr. Su Bo (Chairman) (appointed with effect from 7 May 2020)
Mr. Tang Shengzhi (appointed with effect from 3 February 2020)
Mr. Zeng Guanwei (appointed with effect from 30 April 2019)
Mr. Wang Ping (Chairman)
(resigned with effect from 7 May 2020)
Mr. Song Wenke (resigned with effect from 3 February 2020)
Mr. Cheng Tai Kwan Sunny
(resigned with effect from 30 April 2019)

The members of the Audit Committee meet no less than twice a year with the senior management and the external auditor. The role and function of the Audit Committee include the review of the accounting principles and practices adopted by the Group and other financial reporting matters, the assurance of the completeness, accuracy and fairness of the financial statements of the Group, monitor the effectiveness of the internal control and risk management systems throughout the Group and most importantly, the review of all significant business affairs managed by the executive Directors in particular on connected transactions. The Audit Committee also provides advices and recommendations to the Board and oversees all matters relating to the external auditor, as well as monitors and safeguards the independence of external auditor. The Audit Committee reviewed the financial statements of the Group for the year ended 31 March 2020. The Audit Committee met twice during the financial year ended 31 March 2020. Works undertaken by the Audit Committee included:

審核委員會

本公司已成立審核委員會，並制定職權範圍，以遵照香港會計師公會所頒佈「有效運作審核委員會之準則」所載推薦建議以及守則條文。截至二零二零年三月三十一日止年度及直至本年報日期，審核委員會包含三名獨立非執行董事，其組成載列如下：–

蘇波先生(主席)(於二零二零年五月七日獲委任)
唐生智先生(於二零二零年二月三日獲委任)
曾冠維先生(於二零一九年四月三十日獲委任)
王平先生(主席)
(於二零二零年五月七日辭任)
宋文科先生(於二零二零年二月三日辭任)
鄭大鈞先生
(於二零一九年四月三十日辭任)

審核委員會成員每年與高級管理層及外聘核數師會面不少於兩次。審核委員會之角色及職能包括：審閱本集團所採納會計原則及慣例以及其他財務申報事宜，並確保本集團財務報表之完整性、準確性及公平性，監控本集團內部監控及風險管理制度之成效，而最重要的，乃審閱執行董事處理之一切重大事務，特別是關連交易。審核委員會亦向董事局提出意見及建議，並監督有關外聘核數師之一切事宜，以及監察及保障外聘核數師之獨立性。審核委員會審閱截至二零二零年三月三十一日止年度的財務報表。審核委員會成員於截至二零二零年三月三十一日止財政年度會面兩次。審核委員會所進行之工作包括：

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- reviewing of the financial statements for the year ended 31 March 2019 and for the six months ended 30 September 2019;
- reviewing of the auditor's fees and its re-appointment; and
- reviewing internal control and risk management system.
- 審閱截至二零一九年三月三十一日止年度及截至二零一九年九月三十日止六個月之財務報表；
- 審閱核數師酬金及其續聘事宜；及
- 檢討內部監控及風險管理制度。

REMUNERATION COMMITTEE

The Remuneration Committee was established with defined terms of reference. During the year ended 31 March 2020 and up to the date of this annual report, the Remuneration Committee comprises three independent non-executive Directors and the composition was as below:-

Mr. Tang Shengzhi (Chairman)

(appointed with effect from 3 February 2020)

Mr. Su Bo (appointed with effect from 7 May 2020)

Mr. Zeng Guanwei (appointed with effect from 30 April 2019)

Mr. Song Wenke (Chairman)

(resigned with effect from 3 February 2020)

Mr. Wang Ping

(resigned with effect from 7 May 2020)

Mr. Cheng Tai Kwun Sunny

(resigned with effect from 30 April 2019)

The primary objective of the Remuneration Committee is to make recommendations on the remuneration package and structure of the executive Directors and senior management. In designing the remuneration policy, the Company aims to attract and retain executives needed to operate the Group successfully and to motivate executives to pursue appropriate growth strategies whilst taking into account the performance of the individuals. The remuneration should reflect the performance, complexity and responsibility of the individual; and the remuneration package should include salary, bonus and share options scheme in order to provide incentives to Directors and senior management and to improve their individual performances.

薪酬委員會

本公司已成立薪酬委員會，並制定職權範圍。截至二零二零年三月三十一日止年度及直至本年報日期，薪酬委員會包含三名獨立非執行董事，其組成如下：—

唐生智先生(主席)

(於二零二零年二月三日獲委任)

蘇波先生(於二零二零年五月七日獲委任)

曾冠維先生(於二零一九年四月三十日獲委任)

宋文科先生(主席)

(於二零二零年二月三日辭任)

王平先生

(於二零二零年五月七日辭任)

鄭大鈞先生

(於二零一九年四月三十日辭任)

薪酬委員會之主要目標是對執行董事及高級管理層薪酬待遇及結構提出建議。本公司設計薪酬政策旨在吸引及留聘成功經營本集團所需行政人員，並激勵行政人員推行適當發展策略，同時考慮員工個別表現。薪酬應反映個別員工之表現、職務難度及職責；而薪酬待遇應涵蓋薪金、花紅及購股權計劃，為董事及高級管理層提供獎勵並提升彼等個人表現。

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Details of the emoluments of Directors and the five highest paid individuals are set out in note 13 to the consolidated financial statements. The members of the Remuneration Committee met twice during the financial year ended 31 March 2020. Work undertaken by the Remuneration Committee during the reporting year included: –

- reviewing of the remuneration policy (including that of the executive Directors); and
- assessing performance and reviewing the remuneration package of the Directors and senior management.

NOMINATION COMMITTEE

The Nomination Committee is responsible for making recommendations to the Board on the appointment of Directors regarding the qualification and competency of the candidates. It also considers the reappointment of Directors and succession planning for Directors so as to ensure that all nominations and appointments are fair and transparent. It takes responsibility in assessing the appropriate mix of experience, expertise, skills and diversity required for the Board and assessing the extent to which the required skills are represented on the Board. It is also responsible for reviewing and reporting to the Board in relation to Board diversity.

董事及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註13。薪酬委員會成員於截至二零二零年三月三十一日止財政年度期間會面兩次。薪酬委員會於報告年度內所進行之工作包括：–

- 審閱薪酬政策(包括執行董事之薪酬政策)；及
- 評估表現及審閱董事及高級管理層之薪酬待遇。

提名委員會

提名委員會負責就董事委任向董事局提出有關候選人資格及能力方面之建議，亦考慮董事之重新委任及董事之繼任計劃，以確保所有提名及委任均屬公平及透明。委員會亦負責評估董事局所需合適的經驗、專門知識、技能及多元化，並且評估董事局包含所需技能的程度。委員會亦負責檢討董事局多元化，並向董事局匯報。

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Board Diversity Policy

In addition, the Company formulated and adopted a Board diversity policy in 2013, aiming at setting out the approach on diversity of the Board. The Board recognises the importance of having a diverse Board in enhancing the effectiveness and corporate governance of the Board. In determining the composition of the Board, the Company considers the diversity of the Board from a number of aspects including but not limited to skills, industry knowledge and experience, education background, age, gender, ethnicity and length of service. The Nomination Committee monitors the implementation of the Board Diversity Policy and reviews from time to time and recommends any revisions to the Board when necessary. During the year ended 31 March 2020 and up to the date of this annual report, the Nomination Committee comprises of one executive Director and two independent non-executive Directors and the composition was as below:

Mr. Wang Jing (Chairman)
Mr. Tang Shengzhi (appointed with effect from 3 February 2020)
Mr. Zeng Guanwei (appointed with effect from 30 April 2019)
Mr. Song Wenke (resigned with effect from 3 February 2020)
Mr. Cheng Tai Kwan Sunny
(resigned with effect from 30 April 2019)

The members of the Nomination Committee met three times during the year ended 31 March 2020. Work undertaken by the Nomination Committee during the reporting year included: –

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board;
- making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

董事局多元化政策

此外，本公司於二零一三年制訂及採納董事局多元化政策，旨在制定使董事局多元化之方法。董事局認可一個多元化的董事局對於提升董事局的效能和企業管治的重要性。在釐定董事局之組成時，本公司從多個方面(包括但不限於技能、行業知識及經驗、教育背景、年齡、性別、民族及服務年限)考慮董事局多元化。提名委員會監督董事局多元化政策的實施情況並不時審閱該政策以及於需要時向董事局提出調整建議。截至二零二零年三月三十一日止年度及直至本年報日期，提名委員會包含一名執行董事及兩名獨立非執行董事，其組成如下：

王晶先生(主席)
唐生智先生(於二零二零年二月三日獲委任)
曾冠維先生(於二零一九年四月三十日獲委任)
宋文科先生(於二零二零年二月三日辭任)
鄭大鈞先生
(於二零一九年四月三十日辭任)

提名委員會成員於截至二零二零年三月三十一日止年度舉行了三次會議。提名委員會於報告年度內所進行之工作包括：–

- 檢討董事局之架構、人數及組成(包括技能、知識及經驗)；
- 就董事局之任何建議變動提出建議以補充本公司之公司策略；

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- assessing the independence of independent non-executive Directors;
 - reviewing and make recommendations to the Board on re-election of retiring Directors; and
 - reviewing and make recommendations to the Board on appointment of Directors.
- 評估獨立非執行董事之獨立性；
 - 檢討及就重選退任董事向董事局提出建議；及
 - 檢討及就委任董事向董事局提出建議。

COMMITTEE MEETINGS

The attendance record of each committee members during the year ended 31 March 2020 is shown as below:-

Name of Directors	董事姓名	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Wang Jing	王晶	N/A 不適用	N/A 不適用	3/3
Tang Shengzhi (appointed with effect from 3 February 2020)	唐生智(於二零二零年二月三日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用
Zeng Guanwei (appointed with effect from 30 April 2019)	曾冠維(於二零一九年四月三十日獲委任)	2/2	2/2	2/2
Wang Ping (resigned with effect from 7 May 2020)	王平(於二零二零年五月七日辭任)	2/2	3/3	N/A 不適用
Song Wenke (resigned with effect from 3 February 2020)	宋文科(於二零二零年二月三日辭任)	2/2	3/3	3/3
Cheng Tai Kwan Sunny (resigned with effect from 30 April 2019)	鄭大鈞(於二零一九年四月三十日辭任)	N/A 不適用	1/1	1/1

COMPANY SECRETARY

During the year ended 31 March 2020, Mr. Lam Wai Kei was the company secretary of the Company. Mr. Lam Wai Kei has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

CONSTITUTIONAL DOCUMENTS

There were no material changes to the Memorandum of Association and Bye-laws for the year ended 31 March 2020. An up-to-date version of the Company's Memorandum of Association is available for inspection on both the websites of the Stock Exchange and the Company.

委員會會議

截至二零二零年三月三十一日止年度各委員會成員之出席記錄呈列如下：-

公司秘書

截至二零二零年三月三十一日止年度，林偉基先生為本公司之公司秘書。林偉基先生已適當遵守上市規則第3.29條有關專業培訓規定。

組織章程文件

截至二零二零年三月三十一日止年度，組織章程大綱及公司細則概無重大變動。本公司組織章程大綱最新版本可於聯交所及本公司網站查閱。

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REMUNERATION OF SENIOR MANAGEMENT 高級管理層薪金

The number of senior management whose remuneration fell within the following bands is as follows:— 以下酬金範圍內的高級管理層人數如下：—

		Number of senior management 高級管理層人數
Nil to HK\$500,000	零至500,000港元	2
HK\$500,000 – HK\$1,000,000	500,000港元至1,000,000港元	0
Total	總計	2

AUDITOR'S REMUNERATION

During the year ended 31 March 2020, the total fee paid/payable in respect of audit and non-audit services provided by the Group's external auditors are set out below:—

核數師酬金

截至二零二零年三月三十一日止年度，就本集團外聘核數師所提供核數及非核數服務支付／應付之費用總額載列如下：—

Type of service 服務類型		Fee paid/payable for the year ended 31 March 截至三月三十一日止年度支付／應付費用	
		2020 二零二零年	2019 二零一九年
Audit services	核數服務	HK\$800,000 800,000港元	HK\$1,500,000 1,500,000港元
Non-audit services	非核數服務 (Note)(附註)	HK\$90,000 90,000港元	N/A 不適用

Note: The amounts were paid to ZHONGHUI ANDA CPA Limited.

附註：支付予中匯安達會計師事務所有限公司的金額。

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has taken out liability insurance to indemnify its Directors and senior management for their liabilities arising from the performance of their duties. The insurance coverage is reviewed by the Company on an annual basis. No claim has been made against the Directors and senior management of the Company during the year ended 31 March 2020.

董事及高級職員責任保險

本公司已購備責任保險，以就董事及高級管理層因履行其職務而產生的責任為彼等提供彌償保證。本公司每年審閱保險的保障範圍。截至二零二零年三月三十一日止年度，概無針對本公司董事及高級管理層提出的索償。

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The management provides explanation and information to the Board to facilitate an informed assessment of the financial and other information put before the Board for approval. The Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view. Meanwhile, the Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. In preparing the financial statements for the year ended 31 March 2020, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable laws were complied with. The Board was not aware of any material uncertainties relating to events or conditions that might cause significant doubt upon the Group's ability to continue as going concern. The Board has prepared the financial statements on a going concern basis. The reporting responsibilities of external auditor of the Company are disclosed in "Independent Auditor's Report".

董事與核數師編製財務報表之責任

管理層提呈財務及其他資料予董事局審批前，會提供解釋說明及資料讓董事局在知情之情況下作出評估。董事確認有責任編製一份真實且公平之財務報表。同時，董事亦負責確保適當之會計政策乃經挑選及獲貫徹應用；所作出之判斷及估計審慎合理。於編製截至二零二零年三月三十一日止年度之財務報表時，本集團已採納香港普遍接納之會計原則，並遵守香港會計師公會所頒佈之香港財務報表準則及適用法律之規定。董事局並不知悉有任何事件或情況存有重大不明朗因素，會導致本集團持續經營能力出現重大問題。董事局已採用持續經營基準編製財務報表。本公司外聘核數師之報告責任已於「獨立核數師報告」內披露。

CORPORATE GOVERNANCE REPORT 企業管治報告

INTERNAL CONTROL & RISK MANAGEMENT

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguards its assets against unauthorised use of disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliances with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives. The Company currently does not have an internal audit function. The Board reviews the internal control system and risk management from time to time and at least once a year. During the year ended 31 March 2020, the Company has conducted a review on the effectiveness towards the system of internal controls, including risk management system and the Company's accounting and financial reporting function, and made recommendations to follow up. The Company considered the internal control and risk management systems effective and adequate.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group established policies and procedures to handle and disclose inside information in compliance with the requisite inside information disclosure requirements as specified under the Listing Rules. The policy and procedure are designed to ensure that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary and take appropriate measures to preserve confidentiality of inside information until proper disclosure of inside information is done.

內部監控及風險管理

董事局須在整體上負責維持本集團健全及有效之內部監控制度。該制度包括設有一個權限分明之清晰管理架構、保障集團資產不會在未經許可的情況下遭挪用或竊取、確保會計記錄妥為存置以提供可靠財務資料作內部或公佈之用，並且確保遵守有關法律法規。該制度旨在合理(但非絕對)保證不會出現嚴重錯誤陳述或缺失，並管理本集團之營運系統以及本集團達致業務目標過程中之失誤風險。本公司目前暫無內部審計功能。董事局將不時及至少每年檢討一次內部監控制度及風險管理。於截至二零二零年三月三十一日止年度，本公司已檢討內部監控制度之有效性，包括風險管理制度以及本公司之會計及財務匯報職能，亦已作出建議以作跟進。本公司認為內部監控及風險管理制度高效且充分。

內幕消息的處理及發佈

本集團已制定政策及程序，以遵照上市規則所訂明之內幕消息披露必要規定處理及披露內幕消息。該政策及程序旨在確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交(倘適用)至董事局。董事局須就披露作出適時決定(如需要)，並採取適當措施將內幕消息保密，直至妥善披露內幕消息為止。

DIVIDEND POLICY

The dividend policy aims to ensure that the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company. The Board endeavors to strike a balance between the Shareholders' interests and prudent capital management with a sustainable dividend policy. Payment of dividends shall be determined at the sole discretion of the Board, except the final dividend shall be subjected to Shareholders' approval at general meeting. In proposing any dividend payout, the Board will take into account, inter alia, the financial results, cash flow, liquidity and capital requirements, current and future business operations, conditions, cycle and strategies of the Group and the interests of the Shareholders as a whole. The Company's distribution of dividends shall also be subject to any restrictions under the 1989 Act and the Memorandum of Association and Bye-laws as well as all applicable laws, rules and regulations. The dividend policy will be reviewed from time to time. The dividend policy allows the Board to declare special dividends from time to time in addition to the interim and/or annual dividends. There is no assurance that dividends will be paid in any particular amount for any given period.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATION

The Board recognises the importance of good communication with the Shareholders. Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars of the Company. The general meetings of the Company are valuable forum for the Board to communicate directly with the Shareholders. The Shareholders are encouraged to attend the general meetings of the Company. The 2019 AGM was held on 5 September 2019 and a special general meeting of the Company was held on 7 January 2020 (the "2019 SGM"). A notice convening the 2019 AGM was included in the circular dated 29 July 2019 and the annual report of the Company for the year ended 31 March 2019 were despatched to the Shareholders.

股息政策

股息政策旨在確保董事局就本公司宣派及建議派付股息維持適當的程序。董事局通過可持續的股息政策，務求於股東利益與審慎資本管理之間取得平衡。派付股息由董事局全權酌情釐定，惟末期股息須股東於股東大會上批准後方告作實。於建議派付任何股息時，董事局將考慮(其中包括)本集團的財務業績、現金流、流動資金及資本要求、目前及未來業務營運、條件、週期及策略以及股東之整體利益。本公司派發股息亦須遵守一九八九年法、組織章程大綱及公司細則的任何限制以及所有適用法律、規則及法規。股息政策將不時進行檢討。股息政策允許董事局不時宣派除中期及/或年度股息以外之特別股息。概不保證於任何指定期間將會派付任何特定金額的股息。

股東通訊及投資者關係

董事局深明與股東保持良好通訊之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括本公司中期報告及年報、公告及通函。本公司股東大會乃董事局直接與股東通訊之寶貴平台。本公司鼓勵股東出席股東大會。本公司於二零一九年九月五日舉行二零一九年股東週年大會及於二零二零年一月七日舉行股東特別大會(「二零一九年股東特別大會」)。日期為二零一九年七月二十九日之通函所載召開二零一九年股東週年大會之通告連同本公司截至二零一九年三月三十一日止年度之年報已寄發予股東。

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A notice convening the 2019 SGM was included in the circular dated 17 December 2019 were despatched to the Shareholders.

The Board attended the 2019 AGM and 2019 SGM to answer questions from the Shareholders. The chairman of the meeting of 2019 AGM and 2019 SGM explained detailed procedures for conduction of a poll. All resolutions proposed at the 2019 AGM and 2019 SGM were passed separately by the Shareholders by way of poll. The results of the poll were published on the websites of the Stock Exchange and the Company after the meetings. The Company is committed to enhancing communications and relationships with its investors. Designated senior management maintains an open dialogue with institutional investors and analysts to keep them abreast of the Group's development. The Company has maintained a company website (www.00485.hk) for the purpose of updating the Company's business developments and operations, financial information, news and other data available to the public.

SHAREHOLDERS' RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. Please refer to the procedures as follows:

(A) Procedures for requisitioning a special general meeting

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company may, by written requisition to the Board or the company secretary signed and deposited in accordance with the Bye-laws, Bermuda Companies Act 1981 (the "Companies Act"), require the Directors to call a special general meeting for the transaction of business specified in the requisition.

日期為二零一九年十二月十七日之通函所載召開二零一九年股東特別大會之通告已寄發予股東。

董事局出席二零一九年股東週年大會及二零一九年股東特別大會，回答股東提問。於二零一九年股東週年大會及二零一九年股東特別大會上，大會主席闡釋按投票方式進行表決之詳細程序。於二零一九年股東週年大會及二零一九年股東特別大會上提呈之所有決議案已獲股東以按投票方式分別通過。投票結果於大會後在聯交所及本公司網站上刊發。本公司致力加強與投資者溝通及提升彼此之間的關係。指定高級管理層與機構投資者及分析員保持公開對話，令彼等了解本集團之最新發展。本公司建有公司網站(www.00485.hk)，以便更新有關本公司業務發展及營運、財務資料、消息及其他資料，供公眾查閱。

股東權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。請參閱下列有關程序：

(A) 請求召開股東特別大會之程序

於提出請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東可根據公司細則及百慕達一九八一年公司法(「公司法」)向董事局或公司秘書遞交經簽署之書面請求書，要求董事召開股東特別大會處理該請求書列明之事務。

CORPORATE GOVERNANCE REPORT 企業管治報告

(B) Procedure for putting forward proposals at general meetings

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the company secretary signed and deposited in accordance with the Companies Act.

Besides, the Memorandum of Association and Bye-laws are posted on the website of the Company at www.00485.hk and the designated website of the Stock Exchange at www.hkexnews.hk.

CONTACT DETAILS

Shareholders may send their enquiries or requests by post or email to the Company:

Address: Suites 2602-2603, 26/F., Tower 1, The Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong (with the Board of Directors as designated recipient)
Tel: +852 2286 0728
Fax: +852 2286 0727
Email: office@00485.hk

Shareholders must deposit or send (as the case may be) the original of the duly signed written requisitions, notices or statements or enquires to the above address, and provide their full names, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

CONCLUSION

The Company strongly believes that the quality and standard of corporate governance reflects the quality of the management and the operations of the Group's business. Good corporate governance can safeguard the proper use of funds and effective allocation of resources and protect Shareholders' interests. The management wholeheartedly to advocate of the good practice in corporate governance and will try our best to maintain, strengthen and improve the standard and quality of the Group's corporate governance.

(B) 於股東大會提呈議案之程序

持有不少於二十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東或不少於100名股東可根據公司法向公司秘書遞交經簽署之書面要求，費用由彼等自行承擔。

此外，組織章程大綱及公司細則載於本公司網站www.00485.hk及聯交所指定網站www.hkexnews.hk。

聯絡詳情

股東可透過郵寄或電郵方式向本公司提出查詢或要求：

地址：香港九龍紅磡德豐街18號
海濱廣場一座26樓2602-2603室
(董事局為指定收件人)
電話：+852 2286 0728
傳真：+852 2286 0727
電子郵件：office@00485.hk

股東須將妥善簽署的書面要求、通告或聲明或查詢的原件存放於或寄發至(視情況而定)上述地址，並須提供彼等全名、聯絡詳情及身份以令有關文件生效。股東資料可能根據法律規定而予以披露。

總結

本公司深信，企業管治質素及水平反映本集團業務管理及營運質素。良好的企業管治可確保適當動用資金及有效分配資源，並保障股東利益。管理人員竭誠提倡良好的企業管治慣例，定當努力不懈，致力維持、加強及改善本集團企業管治水平及質素。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is pleased to present its Environmental, Social and Governance Report (the “ESG Report”) for the year ended 31 March 2020. The ESG Report summarises the policies and achievement made by the Group in corporate social responsibility and sustainability development.

We believe that sustainability is crucial and important for the Group’s development and to achieve business excellence and enhance capabilities for long-term competitiveness. The Group will continue to strive a balance among business development, environmental protection and social responsibility and to create sustainable value for the Group and stakeholders.

During the year ended 31 March 2020, the Group did not observe any material non-compliance on the applicable environmental and social laws and regulations that has a significant impact on the Group.

REPORTING SCOPE

This ESG Report covers the Group’s businesses in properties development, properties investment, properties management, hydroelectric power and design and sales of electronic products during the year ended 31 March 2020. For corporate governance of the Group, please refer to the section headed “Corporate Governance Report” of this annual report.

REPORTING PRINCIPLES

This report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” of the Stock Exchange set out in Appendix 27 to the Listing Rules. The ESG Report provides a simplified overview on the environmental, social and governance performance of the Group.

本集團欣然呈列其截至二零二零年三月三十一日止年度之環境、社會及管治報告（「環境、社會及管治報告」）。環境、社會及管治報告概述本集團在企業社會責任及可持續發展方面作出的政策及成就。

我們認為，可持續性對本集團的發展及取得卓越業務成就以及提升能力以維持長期競爭力至關重要。本集團將持續努力使業務發展、環境保護及社會責任保持平衡，為本集團及持份者創造可持續價值。

截至二零二零年三月三十一日止年度，本集團並未發現任何重大違反適用環境及社會法律法規且對本集團造成重大影響之事宜。

報告範圍

本環境、社會及管治報告涵蓋本集團於截至二零二零年三月三十一日止年度之業務，即物業開發、物業投資、物業管理、水電業務以及電子產品設計及銷售。關於本集團企業管治方面，請參閱本年報「企業管治報告」章節。

報告原則

本報告乃根據上市規則附錄27所載聯交所之「環境、社會及管治報告指引」編製。環境、社會及管治報告對本集團的環境、社會及管治表現進行簡要概述。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

The information in the ESG Report is derived from the integration and summary conducted by the management, employees and external stakeholders in which the ESG report is to assess and review the impacts towards the environment and society arising from the operations of the Group as well as how these operating practices are material to the Group's business operations and stakeholders. The communication channels for review includes but not limited to employee trainings, corporate website and customers' feedback.

STAKEHOLDERS' ENGAGEMENT

We believe that good communication with the investors, Shareholders, employees and other stakeholders is the foundation for the Group to formulate its policies for sustainable development. We attach great importance to the opinions of the stakeholders and drive attentions and perform regular reviews on those areas.

STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us via email at: office@00485.hk.

A. ENVIRONMENT

Sustainable development has been adopted as an objective of the Group. The Group introduced a series of environmental protection policies aiming to reduce the energy consumption in daily operations and enhance the efficiency on the use of resources and created an environmentally friendly workplace for our employees. We strictly comply with applicable local environmental related laws and regulations, such as the Air Pollution Control Ordinance, Waste Disposal Ordinance and the Public Health and Municipal Services Ordinance in Hong Kong. Throughout the year ended 31 March 2020, the Group's business did not have significant negative impacts on the environment and natural resources.

重要性評估

環境、社會及管治報告中的資料源自管理層、僱員及外部持份者的整合及概述，環境、社會及管治報告中將評估及檢討本集團營運對環境及社會產生的影響以及該等操作對於本集團業務營運及持份者而言的重要性程度。檢討的溝通渠道包括但不限於僱員培訓、企業網站及客戶反饋。

持份者參與

我們相信，與投資者、股東、僱員及其他持份者的良好溝通乃本集團制定可持續發展政策的根基。我們高度重視持份者意見，並關注及定期對該等領域進行審查。

持份者意見

本集團歡迎持份者就我們的環境、社會及管治方針及表現提供意見。敬請閣下透過電郵向我們提出建議或分享意見，電郵地址為office@00485.hk。

A. 環境

本集團以可持續發展為目標。本集團頒佈一系列環保政策，旨在減少日常營運中的能源消耗及提升資源利用效率並為僱員創建了一個環境友好的工作場所。我們嚴格遵守當地適用環境相關法律法規，如香港的《空氣污染管制條例》、《廢物處置條例》及《公眾衛生及市政條例》。於截至二零二零年三月三十一日止年度，本集團的業務並無對環境及自然資源造成嚴重負面影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Emission

Based on the review during the reporting period, the Group's business did not generate significant air, greenhouse gas emissions or other air pollutants. However, greenhouse gas emission was indirectly generated from the consumption of electricity at the workplaces in Hong Kong, the PRC, the USA and Canada, vehicles and outbound business travels by the employees. The electricity consumed by the Group at its offices was approximately 197,000kWh (2019: 210,000kWh), producing CO₂e equivalent emissions of approximately 160,000kg during the year ended 31 March 2020 (31 March 2019: 259,000kg). In addition, the Group purchased 1 motor vehicle for business use during the year ended 31 March 2020 (2019: Nil). Apart from this, all employees were encouraged to use public transportation for business travels and electronic methods (such as video conference) to replace the overseas meetings.

In order to minimise air and greenhouse gas emissions which are derived from the daily operations at offices of the Group and striving to mitigate the damages and risks to the environment, the Group promoted energy conservation as part of its holistic approach towards energy saving, such as encouraging its employees to switch off idle lights and other electronic appliances, and reduce the consumption of resources.

The discharge into water and land, generation of hazardous and non-hazardous waste during the course of operations was minimal. Non-hazardous waste produced was mainly from office paper and other garbage from daily operations while the hazardous waste was mainly derived from used toner cartridge. During the reporting period, the Group used a total of approximately 229,000 pieces of papers in its daily operations (2019: 323,000 pieces). The Group introduced various internal guidelines to handle the waste generated from daily operations of the Group. Those non-hazardous waste and hazardous waste were collected by the property management company of the landlord and collected by suppliers respectively, all were handled in an environmentally acceptable manner. In addition, the Group encouraged its employees to go paperless as much as possible.

排放

根據報告期間之回顧，本集團的業務並無產生大量廢氣、溫室氣體排放或其他空氣污染物。然而，溫室氣體排放間接源自僱員在香港、中國、美國及加拿大的工作場所、交通工具及境外出差消耗的電力。於截至二零二零年三月三十一日止年度，本集團於其辦公室消耗的電力約為197,000千瓦時(二零一九年：210,000千瓦時)，產生二氧化碳當量排放約160,000千克(二零一九年三月三十一日：259,000千克)。此外，截至二零二零年三月三十一日止年度，本集團購買1輛汽車作業務用途(二零一九年：無)。除此之外，本集團鼓勵全體僱員出差時乘坐公共交通工具及通過電子方式(如視頻會議)代替海外會議。

為了最大程度減少本集團辦公室日常營運產生的廢氣及溫室氣體排放並致力降低對環境的損害及風險，作為整體節能方法的一部分，本集團倡導節能，比如鼓勵其僱員關掉閒置電燈及其他電器，減少資源消耗。

本集團在操作過程中極少排污至水及土地，亦極少產生有害及無害廢棄物。所產生的無害廢棄物主要為辦公室紙張及其他日常營運中產生的垃圾，而有害廢棄物主要源自所使用的墨盒。於報告期間，本集團於日常營運中使用合共約229,000張紙張(二零一九年：323,000張)。本集團引入多項內部指引處理本集團日常營運中產生的廢棄物。該等無害廢棄物及有害廢棄物分別由業主物業管理公司及供應商收集，全部以環保方式處理。此外，本集團鼓勵其僱員盡可能無紙化。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Use of Resources

The Group directly and indirectly consumes resources such as water and electricity in the course of its daily operations. In order to make full use of resources, the Group has undertaken various measures to demonstrate our efforts in efficient use of resources in daily operations. Further, the Group believes that the participation of its employees is also important for the Group in the implementation of related policies. Hence, the Group has strived to create a corporate culture of resources saving and to enhance employees' awareness of environmental protection and energy saving.

To reduce paper consumption, the Group encouraged its employees to reduce the usage of photocopies, print double-sided for internal documents and external documents, where appropriate, use electronic copies. Recycle boxes and bins were placed at offices to collect non-reusable paper and waste. The Group also encouraged its employees to segregate non-recyclable and recyclable waste and reuse and recycle the office supplies, such as binders, file folders and papers. Furthermore, in order to reduce waste and to recycle resources, suppliers are regularly arranged to collect used printing cartridges and toners for recycling purpose.

To reduce electricity consumption, the air-conditioners installed at offices were maintained at room temperature of 25.5 degree which could reduce the usage of excess electricity. The Group also kept reminding the employees to switch off the lights and air-conditioners when not in use to lower the electricity consumption. In addition, the Group encouraged the use of the most efficient travelling method and set up video-conference and teleconference facilities at offices to minimise unnecessary business travels which may subsequently reduce greenhouse gas emissions from air travels.

In respect of water consumption, the impact was minimal and non-significant amount of water was wasted in the daily business activities during the reporting period. The cost of water consumption of the Group is inclusive in the monthly rent and the building management does not individually measure water consumptions of each tenant hence no relevant data can be collected.

資源使用

本集團於日常營運過程中直接及間接消耗資源(如水及電)。為充分利用資源，本集團已採取各種措施，以證明我們於日常營運中努力有效利用資源。此外，本集團認為僱員參與亦對本集團實施相關政策而言屬重要。因此，本集團竭力創造節約資源的企業文化，以加強僱員環保及節能意識。

為減少紙張消耗，本集團鼓勵員工減少使用影印本，內部及外部文件在適用情況下進行雙面打印以及使用電子複印本。辦公室放置回收盒和回收箱，以收集不可再用紙張及廢品。本集團亦鼓勵員工將不可回收及可回收廢品分類，重複使用及回收辦公用品，如夾子、文件夾及紙張。此外，為減少廢棄物及循環利用資源，供應商定期安排收集使用過的打印墨盒及墨粉，循環利用。

為減少電力消耗，辦公室空調維持在室內溫度25.5°C，可減少多餘電能的使用。本集團亦提醒員工在不用時關掉電燈及空調，以減少電力消耗。另外，本集團鼓勵採用最高效的出行方式，並在辦公室設置視頻會議及電話會議設施，盡量減少不必要的差旅費，從而可減少航空旅行的溫室氣體排放。

有關水消耗之影響極小，於報告期間，在日常業務活動中並未浪費大量水。本集團耗水成本納入月租中，且建築管理層並未單獨釐定各承租人的耗水量，因此，有關數據不可被收集。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

We are committed to minimising the consumption of packaging materials and to use environmentally friendly materials as much as possible. Furthermore, in selecting suppliers or cooperation partners, the Group takes into consideration, among others, their environmental and energy policies, to maximise environmental protection and minimise pollution.

The Environmental and Natural Resources

The core business of the Group are confined to the office workplaces, the impact towards to the environment and natural resources arising from the Group's business is not significant. Apart from the internal efforts made by the employees in regards to energy saving and environmental protection, the Group also encouraged its business partners to make good use of the resources and make necessary protections to the environment.

The Group started to engage in properties development business since the financial year of 2018. During the year ended 31 March 2020, our business units worked closely with the contractors and communicated clearly with them about our concerns and requirements in respect of environment protection through written specifications, legal requirement and regular on-site checking.

Our business units and contractors also adopted various approaches to manage the environment impacts of the development projects. Environment considerations are integrated in the planning, design, development and execution of our projects. Our construction team further seek for professional advices and proposals from experts to eliminate the detrimental effect towards the soil and ecosystem when necessary. In addition, we noticed that noise and vibration are inevitably generated through the use of machines when carrying out construction work, but we strive to minimise disturbances to nearby residents and establish a communication channel to address their concerns.

我們致力於減少包裝材料的消耗，盡量使用環保材料。此外，在選擇供應商或合作夥伴時，本集團會考慮(其中包括)其環保及能源政策，最大限度地保護環境，減少污染。

環境及自然資源

本集團的核心業務僅限於辦公場所進行，本集團的業務對環境及自然資源造成的影響並不重大。在節能及環保方面，除僱員作出的內部努力外，本集團亦鼓勵其業務夥伴充分利用資源及對環境做出必要保護。

本集團自二零一八財政年度起開始從事物業開發業務。於截至二零二零年三月三十一日止年度，我們的業務單位與承包商緊密合作，並透過書面規範、法律規定及定期實地檢查，與承包商明確溝通我們對環保的關注及要求。

我們的業務單位及承包商亦採納多種方法管理發展項目對環境的影響。在規劃、設計、開發及執行我們的項目時會綜合考慮環境因素。我們的建築團隊進一步尋求專家的專業意見及建議，以在必要時消除對土壤及生態系統的不利影響。此外，我們知悉，於進行建築工程時，難免會因為使用機械而發出噪音及產生振盪，但我們努力減少對鄰近住戶的滋擾並建立溝通渠道來解決彼等的憂慮。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In addition, the Group has been supporting the development in clean and renewable energy since 2016 and it has become one of the core business of the Group. With reference to the section headed "Management Discussion and Analysis", the Group engaged in the business of the renewable energy and operated two hydroelectric power stations in the northern PRC during the year ended 31 March 2020. The installed capacity of the two hydroelectric power stations are 3,500kw and 3,200kw respectively and those hydroelectric power stations are connected to the national power grid which support the industrial use.

During the year ended 31 March 2020, the two hydroelectric power stations generated a total of electricity of approximately 11,339,000kw (2019: 16,500,000kw), eliminated CO₂e equivalent emissions of approximately 11,300 tonnes (2019: 16,450 tonnes).

B. SOCIAL

Employment and Labour Practices

The Group believes that employees are the most important asset of the Group. During the reporting period, the Group complied with all relevant laws, regulations and rules related to compensation, dismissal, recruitment and promotion to protect the rights and benefits of the employees.

Moreover, the Group offers remuneration packages at a competitive level and reviews them on a regular basis in order to recruit and retain the employees. The employees' remuneration, promotion, salary increments and discretionary bonus are assessed based on both individual's and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. The Group also promotes equal opportunity for employees towards gender, race, religion, age, disability, sexual orientation, nationality, political opinion, or social or ethnic origin. No employee is allowed to be subject to any form of discrimination on recruitment, training development and career development. During the reporting period, the Group did not come to any material non-compliance case that constituted violation of employment related laws and regulations.

此外，本集團自二零一六年起一直支持開發清潔及可再生能源且其已成為本集團的核心業務之一。經參考「管理層討論與分析」章節，截至二零二零年三月三十一日止年度，本集團從事可再生能源業務及於華北地區運營兩個水電站。兩個水電站的安裝容量分別為3,500千瓦及3,200千瓦，該等水電站連接國家電網，可支持工業用途。

截至二零二零年三月三十一日止年度，兩個水電站產生合共約11,339,000千瓦(二零一九年：16,500,000千瓦)電力，消除二氧化碳當量排放約11,300噸(二零一九年：16,450噸)。

B. 社會

僱傭及勞工守則

本集團視僱員為其最重要資產。於報告期間，本集團遵守補償、遣散、招聘及晉升方面所有相關法律、法規及規則，以保護僱員的權利及福利。

此外，本集團提供具競爭力的薪酬待遇並定期檢討以招募及挽留僱員。僱員之薪酬、晉升、加薪及酌情花紅乃根據個人及本集團的表現、專業程度及工作經驗，並參照現行市場慣例及標準釐定。本集團亦在性別、種族、宗教、年齡、殘障、性取向、國籍、政治立場、社會或民族本源方面為僱員提供平等機會。不容許僱員在聘用、培訓發展及職業發展方面受到任何形式之歧視。於報告期間，本集團並無牽涉任何重大違規案件構成違反僱傭相關法律法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

As at 31 March 2020, the Group had total of 25 employees (2019:60). The table below shows the workforce distribution by gender, age group and geographical regions:-

於二零二零年三月三十一日，本集團擁有合共25名僱員(二零一九年：60名)。下表列示按性別、年齡及地區劃分的勞動力分配情況：-

		No. of staff 員工數目
Gender	性別	
Male	男	20
Female	女	5
Age Group	年齡	
18-30	18至30歲	2
31-50	31至50歲	22
Over 50	50歲以上	1
Geographical Regions	地區	
Hong Kong	香港	3
The PRC	中國	22

Health and Safety

The Group strives to provide a healthy and safe working environment for all employees and believes that it can enhance their sense of belonging and productivity. The Group requires all departments in different regions to strictly follow relevant laws and regulations in relation to safe working environment and protection for occupational hazards, such as the Occupational Safety and Health Ordinance in Hong Kong and Work Safety Law of the PRC. The Group has complied with relevant laws and regulations that have a significant impact on it relating to providing a safe working environment and protecting employees from occupational hazards. Workplaces are properly designed with emergency exits and first aid facilities are installed. In addition, the Group also provided with occupational safety training to our employee to enhance their safety awareness. During the year ended 31 March 2020, there was no work-related fatalities (2019: Nil).

健康及安全

本集團致力於為全體員工提供健康安全的工作環境並認為其可提升員工之歸屬感及生產力。本集團規定不同區域所有部門嚴格遵守有關安全工作環境及職業危險保護的相關法律法規，如香港的《職業安全與健康條例》及中國的《安全生產法》。本集團已遵守對其具有重大影響且有關提供安全工作環境及保障僱員避免職業性危害的相關法律法規。工作場所妥善配置緊急出口及安裝急救設施。此外，本集團亦為僱員提供職業安全培訓以增強彼等的安全意識。截至二零二零年三月三十一日止年度，並無工作有關死亡事故(二零一九年：無)。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Development and Training

The Group conceives that training plays an important role for personal development, work efficiency and productivity. The Group encourages its employees to participate in different training programs to improve knowledge and skills for discharging duties at work. During the reporting period, employee, senior management and Directors engaged in different training programs provided by the government, nonprofit statutory or professional bodies and professional education centers.

Labour Standards

The Group complies with the relevant labour laws, regulations and rules in its operating regions, including Hong Kong, the PRC, Canada and the USA. In our offices located in Hong Kong, we comply with, in all material respects, the following relevant codes of practice and ordinances during the process of employment, remuneration, promotion and termination: the Hong Kong Sex Discrimination Ordinance issued by the Equal Opportunities Commission, Disability Discrimination Ordinance, Family Status Discrimination Ordinance and Race Discrimination Ordinance and the Employment Ordinance. In order to prevent child and forced labour, the Group conducts background checks, such as age, academic qualification, previous job references, so as to ensure the employees meet the minimum age standard and applicable laws in those designated regions. During the reporting period, the Group did not discover any employment of child labour nor any violation against the relevant laws and regulations related to forced labour.

發展及培訓

本集團認為培訓對個人發展、工作效率及生產力至關重要。本集團鼓勵僱員參與不同的培訓計劃，以提高履行工作職責的知識及技能。於報告期間，僱員、高級管理層及董事參與政府、非盈利性法定或專業機構及專業教育中心提供的各種培訓計劃。

勞工標準

本集團遵守其營運所在地(包括香港、中國、加拿大及美國)的相關勞動法律、法規及規則。我們香港的辦事處在各重大方面遵守以下僱傭、薪酬、晉升及終止程序的相關行為守則及條例：平等機會委員會頒佈的香港《性別歧視條例》、《殘疾歧視條例》、《家庭崗位歧視條例》、《種族歧視條例》及《僱傭條例》。為防止童工及強制勞工，本集團進行背景調查，如年齡、學歷、先前工作履歷等，從而確保員工符合該等指定地區最低的年齡標準及適用法律。於報告期間，本集團並無發現任何僱傭童工事件亦無違反有關強制勞工的相關法律法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Supply Chain Management

To maintain the quantity as well as the quality of our products and to manage environment and social risks of supply chain, the Group emphasises on the selection of suppliers and maintains an approved list of the suppliers in which the admission is subject to the assessment of their background, quality and quantity of the products, time management, prices and response to suggestions and customers' feedback. Moreover, the management team reviews and updates the list from time to time. Regular meetings are arranged between suppliers and management team for the improvement of products and review on customers' feedback. With long-term relationships with various of suppliers, we also share our vision, commitment to quality and business ethics to them.

Product Responsibility

The Group strictly follows the applicable and relevant laws and regulations related to products standards, advertising, quality control and labeling. In addition, it also requires its suppliers to comply with the same standard as well as other applicable laws and regulations in respect of product safety, quality control, measurement and labeling.

Furthermore, efforts have been made to enhance the attentions of our suppliers and clients regarding environmental protection and energy conservation. We have engaged in the sales of electronic products during the reporting period. We have set up policies and procedures to ensure our electronic products, such as karaoke machines, meet the safety standards imposed in various national, state, local, and provincial jurisdictions. Our karaoke machines sold in the USA are designed, manufactured and tested to meet the safety standards of Underwriters Laboratories, Inc. ("ULE") or Electronic Testing Laboratories ("ETL").

供應鏈管理

為保持產品的數量及質量以及管理供應鏈的環境及社會風險，本集團慎重挑選供應商並持有經批准供應商名單，其准入須通過評估其背景、產品質量及數量、時間管理、價格以及其對建議及客戶反饋的回應後方可作出。此外，管理團隊不時檢討及更新該名單。供應商與管理團隊之間安排定期會議以改善產品及對客戶反饋作出檢討。我們與多個供應商建立長期合作關係，我們亦向彼等分享我們的願景、質量承諾及商業道德。

產品責任

本集團嚴格遵守有關產品標準、推廣、質量控制及標籤方面的適用及相關法律法規。此外，其亦要求其供應商遵守相同標準以及有關產品安全、質量控制、計量及標籤方面的其他適用法律法規。

此外，我們努力提高供應商及客戶的環保及節能意識。我們已於報告期間從事電子產品銷售。我們已制定政策及程序確保我們的電子產品(如卡拉OK機器)符合各國、州、當地及省級司法權區施行的安全標準。我們在美國所銷售卡拉OK機器的設計、製造及測試符合Underwriters Laboratories, Inc. (「ULE」)或Electronic Testing Laboratories (「ETL」)的安全標準。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In Europe and other foreign countries, our products are manufactured to meet the Consumer Electronics (“CE”) marking requirements. CE marking is a mandatory European product marking and certification system for certain designated products. When affixed to a product and product packaging, CE marking indicates that a particular product complies with all applicable European product safety, health and environmental requirements within the CE marking system. Products complying with CE marking are now accepted to be safe in 28 European countries. However, ULE or ETL certification does not mean that a product complies with the product safety, health and environmental regulations contained in all fifty states in the USA. Therefore, the Group maintains a quality control program designed to ensure the compliance with all applicable USA and federal laws pertaining to the sale of our products.

Returns of Goods

For the Group’s business in the design and sales of electronic products, we allow the return of electronic hardware and music products by customers due to damages and incorrect shipments. The Group allows customers to get the refund by returning goods in new condition and with all original parts. In addition, the Group also offer a 90-day manufacturer’s warranty to its customers for replacement of the goods.

Trademarks and Patents

We believe that trademarks are a significant asset of the Group as they provide product recognition. We have applied and obtained registered trademarks for the subsidiaries of the Group in Hong Kong, Australia, the USA and Europe. We further granted trademark protection in the PRC by the China Trademark Office for our Singing Machine brands in November 2019. Also, we obtained two USA design patents for karaoke machines in 2013.

在歐洲及其他國家，我們製造的產品符合消費電子產品（「消費電子產品」）標識規定。消費電子產品標識是若干指定產品的強制性歐洲產品標識及認證系統。若產品及產品包裝上貼有消費電子產品標識，則說明特定產品遵守消費電子產品標識系統內的所有適用歐洲產品安全、健康及環境要求。現28個歐洲國家接納具有消費電子產品標識的安全產品。然而，ULE或ETL認證並不意味著產品遵守美國五十個州所載產品安全、健康及環境規例。因此，本集團維持質量控制程序，旨在確保遵守有關銷售產品的所有適用美國及聯邦法律。

商品退貨

就本集團的電子產品設計及銷售業務而言，客戶可因商品損壞或商品錯發，退還電子硬件產品及音樂產品。客戶退回全新商品且原有部件完好無損，本集團可予退款。此外，本集團亦為客戶提供90天的製造商保修期，在此期內商品可予更換。

商標及專利

我們視商標為本集團重大資產，因為其為產品提供識別。我們已為本集團於香港、澳大利亞、美國及歐洲的附屬公司申請並獲取註冊商標。於二零一九年十一月，我們進一步獲得中國商標局對我們的Singing Machine品牌的商標保護。此外，我們於二零一三年就卡拉OK機器獲取兩個美國設計專利。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Copyrights and Licenses

In respect of the business in the design and sales of electronic products of the Group, we offer karaoke music through our Singing Machine Karaoke Download Store, Community, and iPhone/iPad App through a partnership with Stingray Digital Group (“Stingray”). Stingray holds all licensing agreements directly with the music publishers and is responsible for all royalty payments. Stingray is the leading multi-platform music service provider in the world, with an estimated 110 million Pay-TV subscribers in 111 countries around the world. Geared towards individuals and businesses alike, the company’s commercial entities include leading digital music and video services Stingray Music, Concert TV and The KARAOKE Channel.

The Group will take necessary and appropriate actions to protect intellectual property rights.

Personal Data Protection

Regarding personal data protection and privacy, the Group complies with applicable laws and regulations, such as the Personal Data (Privacy) Ordinance in Hong Kong. Relevant rules and guidelines are also set out in the employment contracts so as to ensure compliance.

Anti-corruption

Integrity, ethics, fairness and honesty are the core values of the Group. The Group formulated policies against bribery, extortion, fraud and money laundering in accordance with the relevant laws and regulations, such as the Prevention of Bribery Ordinance in Hong Kong. Whistle-blowing policy is also in place as a private and confidential communication channel for all stakeholders to report suspected misconduct or fraudulent activities to the management of the Company. Ongoing review of the effectiveness of the internal control systems is conducted on a regular basis in preventing the occurrence of corruption activities. For the year ended 31 March 2020, there was no concluded legal case regarding corrupt practices brought against the Group or its employees during the reporting period (2019: Nil).

版權及許可證

就本集團的電子產品設計及銷售業務而言，我們通過與Stingray Digital Group (「Stingray」) 合作透過我們的Singing Machine Karaoke Download Store、Community及iPhone/iPad App提供卡拉OK音樂。Stingray與音樂發行商直接訂立所有授權協議，並負責所有特許權付款。Stingray乃世界領先的多平台音樂服務提供商，於全世界111個國家擁有預估110百萬名付費電視訂戶。如個體及企業一樣，本公司的商業實體包括領先數字音樂及視頻服務提供商Stingray Music、Concert TV及KARAOKE頻道。

本集團將採取必要及適當措施保護知識產權。

個人資料保護

有關個人資料保護及隱私方面，本集團遵守香港《個人資料(隱私)條例》等適用法律法規。相關規則及指引亦載於僱傭合約中以確保遵守。

反腐敗

正直、道德、公平及誠實為本集團之核心價值。本集團根據相關法律法規(如香港《防止賄賂條例》)制定反賄賂、勒索、欺詐及洗錢方面的政策。同時，制定檢舉政策作為所有持份者向本公司管理層舉報不正當行為或欺詐行為的保密溝通渠道。持續定期檢討內部監控系統的有效性，防止出現貪污事件。截至二零二零年三月三十一日止年度，於報告期間內並無審結針對本集團或其僱員貪污行為的法律案件(二零一九年：無)。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Community Investment

The Group encourages its employees to dedicate their time to support the local community by participating in charity activities and fund-raising events and making donations to non-profit organisation. In addition, the Group also makes donations and contributes goods to local charities, churches and to programs sponsored by some of our major customers.

社區投資

本集團鼓勵其員工投入時間參與慈善活動、進行集資活動及向非盈利組織捐款來支持當地社區。此外，本集團亦向當地慈善機構、教堂以及由若干主要客戶贊助的節目捐獻及捐贈物資。

DIRECTORS' REPORT

董事局報告書

The Directors present this annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its principal subsidiaries are engaged in properties development, properties investment, properties management and operation and management of hydroelectric power stations during the year ended 31 March 2020.

BUSINESS REVIEW

A review of the business of the Group during the year ended 31 March 2020, which includes an analysis of the Group's financial performance, particulars of important events affecting the Group during the reporting year as well as discussion on the Group's future business development are provided in the section headed "Management Discussion and Analysis" of this annual report.

The objectives and policies of the capital risk management and financial risk management of the Group are set out in notes 5 and 6 to the consolidated financial statements.

Discussion on the Group's environmental issues, policies and compliance with the relevant laws and regulations that have significant impact on the Company and the Group's key relationships with its employees, customers and suppliers that have significant impact on the Company are provided in the section headed "Environmental, Social and Governance Report" of this annual report.

COMPLIANCE AND LAWS AND REGULATIONS

The Group established procedures and policies to ensure its operations comply with applicable laws, rules and regulations and that those policies and practices are regularly reviewed for adequacy. Furthermore, senior management is delegated with continuing responsibility to monitor compliance with all significant legal and regulatory requirements.

During the year ended 31 March 2020, as far as it is aware, the Group has complied with the relevant laws and regulations that have a significant impact on its business and operations.

董事謹提呈本集團於截至二零二零年三月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。於截至二零二零年三月三十一日止年度，其主要附屬公司從物業開發、物業投資、物業管理及水電站運營管理。

業務回顧

本集團於截至二零二零年三月三十一日止年度的業務回顧(包括本集團財務表現分析、於報告年度影響本集團的重大事件詳情及有關本集團未來業務發展的討論)載於本年報「管理層討論與分析」章節。

本集團的資本風險管理及財務風險管理的目標及政策載於綜合財務報表附註5及6。

有關對本公司有重大影響的本集團環境問題、政策及相關法律法規的合規情況的討論以及本集團與其僱員、客戶及供應商的主要關係對本公司的重大影響，載於本年報「環境、社會及管治報告」章節。

合規與法律法規

本集團建立程序及政策以確保其運營遵守適用法律、法規及規例，並定期檢討該等政策及常規的充分性。此外，指派高級管理層負責持續監察所有重大法律及監管規定的合規情況。

截至二零二零年三月三十一日止年度，據本集團所知，其已遵守對其業務及運營有重大影響的相關法律法規。

DIRECTORS' REPORT 董事局報告書

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 74 to 75. The Directors have determined that no dividends will be paid in respect of the year ended 31 March 2020 (2019: Nil).

PRINCIPAL PROPERTIES

Details of principal properties held for sale, properties for sale under development and properties held for investment purposes are set out in notes 24, 23 and 19 to the consolidated financial statements and paragraph headed "Business Review – Properties Development" in Management Discussion and Analysis of this annual report.

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2020 are set out in note 31 to the consolidated financial statements.

DISTRIBUTABLE RESERVE

There is no reserve available for distribution to Shareholders as at 31 March 2020.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws and there was no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 192 of this annual report.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year ended 31 March 2020, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

業績及分配

本集團截至二零二零年三月三十一日止年度之業績載於第74至75頁的綜合損益及其他全面收益表。董事議決將不派發截至二零二零年三月三十一日止年度之股息(二零一九年：無)。

主要物業

持作銷售的主要物業、發展中待售物業及持作投資目的物業詳情載於綜合財務報表附註24、23及19以及本年報管理層討論與分析「業務回顧－物業開發」一段。

年內已發行股份

截至二零二零年三月三十一日止年度已發行股份詳情載於綜合財務報表附註31。

可分配儲備

於二零二零年三月三十一日，並無儲備可供分配予股東。

優先購買權

公司細則概無有關優先購買權之條文，百慕達法律亦無制約該等權利，使本公司須按比例向現有股東發售新股份。

五年財務概要

本集團過去五個財政年度內的業績、資產及負債概要載於本年報第192頁。

購買、出售或贖回證券

截至二零二零年三月三十一日止年度，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

SHARE OPTIONS

The Company has a Scheme which was approved and adopted at the special general meeting of the Company held on 15 January 2008 for a period of 10 years. With reference to the composite offer and response document dated 30 June 2014 jointly issued by Achieve Prosper Capital Limited and Starlight International Holdings Limited (currently named as "China Sinostar Group Company Limited") (the "Composite Document") in respect of the mandatory unconditional cash offers by Kingston Securities Limited, on behalf of the Achieve Prosper Capital Limited, to acquire all the issued shares (other than those already owned and agreed to be acquired by the Achieve Prosper Capital Limited and parties acting in concert with it), and to cancel all outstanding shares options of the Company. From 21 July 2014 onward, being the latest time and date for acceptance of the Listco Offers (as defined in the Composite Document), no shares options were granted, exercised or cancelled by the Company under the Scheme. The Scheme expired on 15 January 2018.

DIRECTORS

The Directors during the year ended 31 March 2020 and up to the date of this Directors' Report were:

Executive Directors

Wang Jing (Chairman)
Wang Xing Qiao (Chief Executive Officer)
Zhao Shuang

Independent Non-Executive Directors

Su Bo (appointed with effect from 7 May 2020)
Tang Shengzhi (appointed with effect from 3 February 2020)
Zeng Guanwei (appointed with effect from 30 April 2019)
Wang Ping (resigned with effect from 7 May 2020)
Song Wenke (resigned with effect from 3 February 2020)
Cheng Tai Kwan Sunny (resigned with effect from 30 April 2019)

購股權

本公司於二零零八年一月十五日舉行之股東特別大會上批准及採納為期十年之計劃。茲提述達榮資本有限公司與升岡國際有限公司(現稱為「中國華星集團有限公司」)於二零一四年六月三十日聯合刊發之綜合收購建議及回應文件(「綜合文件」)，內容有關金利豐證券有限公司代表達榮資本有限公司就收購本公司之全部已發行股份(達榮資本有限公司及其一致行動人士已擁有及同意將予收購之股份除外)及註銷其所有尚未行使購股權提出之強制性無條件現金收購建議。自二零一四年七月二十一日(即接納上市公司收購建議(定義見綜合文件)之最後時間及日期)起，本公司並無根據該計劃授出、行使或註銷購股權。該計劃於二零一八年一月十五日到期。

董事

截至二零二零年三月三十一日止年度及直至本董事局報告書日期，董事為：

執行董事

王晶(主席)
王星喬(行政總裁)
趙爽

獨立非執行董事

蘇波(於二零二零年五月七日獲委任)
唐生智(於二零二零年二月三日獲委任)
曾冠維(於二零一九年四月三十日獲委任)
王平(於二零二零年五月七日辭任)
宋文科(於二零二零年二月三日辭任)
鄭大鈞(於二零一九年四月三十日辭任)

DIRECTORS' REPORT 董事局報告書

Pursuant to Code Provision A.4.2, all the Directors are subject to retirement by rotation at the subsequent annual general meetings of the Company at least once every three years, provided that, the retired Directors, being eligible, offer themselves for re-election at the annual general meeting.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

The Company or its subsidiaries have entered into a number of transactions with entities in which the former executive Directors have substantial shareholding. Details of those transactions are set out in the paragraphs headed "Connected Transaction" in this Directors' Report. Save as disclosed above, no transactions, arrangements and contract of significance in relation to the Group's business, to which the Company, any of its controlling entities or its subsidiaries was a party, and in which a Director had a material interest, directly or indirectly, subsisted during or at the end of the year.

根據守則條文第A.4.2條，全體董事須至少每三年於本公司隨後舉行的股東週年大會上輪值退任，惟合資格退任董事可依願於股東週年大會上膺選連任。

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立於一年內不作賠償(法定賠償除外)而終止之服務合約。

董事於對本公司業務屬重要的交易、安排及合約中的重大權益

本公司或其附屬公司已與前執行董事擁有主要股權的實體進行多項交易。該等交易詳情載於本董事局報告書「關連交易」段落。除上文披露外，於年內或年底概無本公司、其任何控制實體或其附屬公司為定約方且董事直接或間接於其中擁有重大權益之有關本集團業務之重大交易、安排及合約。

DIRECTORS' REPORT 董事局報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at 31 March 2020, the interests and short positions of the Directors or chief executive of the Company in the shares and share options of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance in Hong Kong (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 they are 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 were as follows:

董事及主要行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉

於二零二零年三月三十一日，本公司各董事或主要行政人員於本公司及其相聯法團（定義見香港證券及期貨條例（「證券及期貨條例」）第XV部）之股份及購股權中擁有(a)根據證券及期貨條例第XV部第7及8分部之規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之條文持有或被視為持有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於本公司根據該條例而設之登記冊之權益及淡倉；或(c)根據標準守則須知會本公司及聯交所之權益及淡倉如下：

(i) Long Position in the shares

(i) 於股份之長倉

Name of Directors 董事姓名	Long Position/ Short Position 長倉／淡倉	Capacity 身份	Number of shares held 持股數目	Approximate percentage of issued share capital in the Company 佔本公司已發行 股本之概約百分比
Executive Director 執行董事				
Wang Jing 王晶	Long Position 長倉	Interest of controlled corporation 於受控制法團之權益	2,171,827,290 (Note) (附註)	51.02%
Wang Xing Qiao 王星喬	Long Position 長倉	Beneficial Owner 實益擁有人	3,275,000	0.08%
Independent Non-executive Director 獨立非執行董事				
Zeng Guanwei 曾冠維	Long Position 長倉	Beneficial Owner 實益擁有人	5,510,000	0.13%

DIRECTORS' REPORT 董事局報告書

Note: These 2,171,827,290 shares of the Company are held by Achieve Prosper Capital Limited, a company wholly and beneficially owned by Hong Kong Shihua Holdings Limited, which is in turn wholly and beneficially owned by Liaoning Shihua. Mr. Wang Jing is the sole director and beneficial owner of 82.8% of the equity interest in Liaoning Shihua. By virtue of the SFO, Mr. Wang Jing is deemed to be interested in these 2,171,827,290 shares of the Company.

附註：本公司該等2,171,827,290股股份由達榮資本有限公司(一間由香港實華控股有限公司全資及實益擁有的公司)持有，而香港實華控股有限公司由遼寧實華全資及實益擁有。王晶先生為遼寧實華之唯一董事並為其82.8%股權之實益擁有人。根據證券及期貨條例，王晶先生被視為於本公司該等2,171,827,290股股份中擁有權益。

(ii) Directors' interests in the shares of associated corporations (ii) 董事於相聯法團之股份之權益

Name of associated corporation	Name of Director	Capacity	Long Position/ Short Position	Number of ordinary shares in Achiever Prosper Capital Limited	Approximate percentage of issued share capital in Achieve Prosper Capital Limited
相聯法團名稱	董事姓名	身份	長倉／淡倉	於達榮資本有限公司之普通股數目	佔達榮資本有限公司已發行股本之概約百分比
Achieve Prosper Capital Limited	Wang Jing	Interest of controlled corporation	Long Position	1,000,000	100%
達榮資本有限公司	王晶	於受控制法團之權益	長倉		

Save as disclosed above and other than certain nominee shares in subsidiaries held by Directors in trust for the Company or its subsidiaries, as at the date of this annual report, none of the Directors, chief executive of the Company nor their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which is taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露及董事為本公司或其附屬公司以信託方式持有附屬公司之若干代理人股份外，於本年報日期，概無本公司董事、主要行政人員或彼等之聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例)之任何股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例之有關條文，彼等被當作或被視為擁有之權益及淡倉)，或記錄於根據證券及期貨條例第352條須予存置之登記冊之任何權益或淡倉或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2020.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate sale attributable to the Group's largest customer and five largest customers accounted for 47% and 57% respectively of the Group's total revenue for the year ended 31 March 2020. The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for 59% and 87% respectively of the Group's total purchases for the year ended 31 March 2020. None of the Directors, their associates, or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) has any interest in the Group's five largest customers and suppliers.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2020, the following persons, other than the interest disclosed in the paragraph headed "Directors and chief executive's interests and/or short positions in the shares, underlying shares and debentures of the Company or any specified undertaking of the Company or any other associated corporation", had 5% or more interest in the shares and underlying shares of the Company have notified to the Company and have been recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

管理合約

於截至二零二零年三月三十一日止年度，概無訂立或存在任何有關本公司全部或絕大部分業務管理與行政之合約。

主要供應商與客戶

本集團最大及五大客戶之銷售總額分別佔本集團於截至二零二零年三月三十一日止年度總收益之47%及57%。本集團最大及五大供應商之購貨總額分別佔本集團於截至二零二零年三月三十一日止年度購貨總額之59%及87%。概無董事、其聯繫人或本公司任何股東(據董事所知擁有本公司5%以上股本)在本集團五大客戶及供應商中擁有任何權益。

主要股東

於二零二零年三月三十一日，以下人士(「董事及主要行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉」段落所披露者除外)擁有本公司股份及相關股份5%或以上之權益，並已知會本公司及記錄於本公司按證券及期貨條例第XV部第336條規定存置之主要股東股份權益及淡倉登記冊內：

DIRECTORS' REPORT 董事局報告書

Name of Shareholders	Nature of interest	Number of shares and underlying shares	Aggregate percentage of issued share capital as at 31 March 2020 合共佔 二零二零年 三月三十一日 已發行股本 之百分比
股東名稱／姓名	權益性質	股份及相關股份數目	
Achieve Prosper Capital Limited 達榮資本有限公司	Beneficial Owner 實益擁有人	2,171,827,290	51.02%
Hong Kong Shihua Holdings Limited 香港實華控股有限公司	Interest of controlled corporation 於受控制法團之權益	2,171,827,290	51.02%
Liaoning Shihua 遼寧實華	Interest of controlled corporation 於受控制法團之權益	2,171,827,290	51.02%
Hu Bao Qin 胡寶琴	spouse interest 配偶權益	2,171,827,290	51.02%
Lushan Investment Holding Limited (Note)	Person having a security interest in shares	2,917,914,246	68.55%
Lushan Investment Holding Limited (附註) China Huarong Asset Management Co., Ltd (Note)	擁有股份抵押權益之人士 Interest of controlled corporation	2,917,914,246	68.55%
中國華融資產管理股份有限公司(附註)	於受控制法團之權益		
China Huarong International Holdings Ltd (Note)	Interest of controlled corporation	2,917,914,246	68.55%
中國華融國際控股有限公司(附註)	於受控制法團之權益		
Chu Xue Feng 褚雪峰	Beneficial Owner 實益擁有人	280,000,000	6.58%

Note: These 2,917,914,246 Shares are held by Lushan Investment Holding Limited, a company wholly and beneficially owned by China Huarong International Holdings Ltd.

附註：該等2,917,914,246股股份由Lushan Investment Holding Limited（一間由中國華融國際控股有限公司全資及實益擁有的公司）持有。

As at 31 March 2020, Achieve Prosper Capital Limited is wholly and beneficially owned by Hong Kong Shihua Holdings Limited, which is in turn wholly and beneficially owned by Liaoning Shihua. Mr. Wang Jing is the sole director of and the beneficial owner of 82.8% of the equity interest in Liaoning Shihua. By virtue of the SFO, Hong Kong Shihua Holdings Limited, Liaoning Shihua, Mr. Wang Jing and Ms. Hu Bao Qin, the spouse of Mr. Wang Jing, were deemed to be interested in the said 2,171,827,290 Shares held by Achieve Prosper Capital Limited.

於二零二零年三月三十一日，達榮資本有限公司由香港實華控股有限公司全資及實益擁有，而香港實華控股有限公司由遼寧實華全資及實益擁有。王晶先生為遼寧實華之唯一董事並為其82.8%股權之實益擁有人。根據證券及期貨條例，香港實華控股有限公司、遼寧實華、王晶先生及胡寶琴女士（為王晶先生之配偶）被視為於上述達榮資本有限公司持有的2,171,827,290股股份中擁有權益。

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On 30 December 2015, Achieve Prosper Capital Limited transferred the 326,086,956 underlying shares of the Company which are conversion shares of the Company and are issuable upon the exercise of the convertible bonds to Lushan Investment Holding Limited. During the year ended 31 March 2018, the convertible bonds were fully converted and a total of 326,086,956 conversion shares of the Company were allotted and issued, credited as fully paid to Lushan Investment Holding Limited.

On 14 March 2016, Achieve Prosper Capital Limited entered into a share charge with Lushan Investment Holding Limited, pursuant to which Achieve Prosper Capital Limited has pledged 2,171,827,290 Shares in favour of Lushan Investment Holding Limited. In addition, further 420,000,000 Shares held by Achieve Prosper Capital Limited was transferred to Lushan Investment Holding Limited pursuant to the sale and purchase agreement entered by Achieve Prosper Capital Limited and Lushan Investment Holding Limited (please refer to the announcement of the Company dated 16 March 2016 for further details). China Huarong International Holdings Ltd owns 100% of Lushan Investment Holding Limited, which is owned as to 88.1% by Huarong Real Estate Co., Ltd, which is in turn wholly-owned by China Huarong Asset Management Co., Ltd. By virtue of the SFO, both China Huarong International Holdings Ltd and China Huarong Asset Management Co., Ltd are deemed to be interested in the 2,917,914,246 Shares held by Lushan Investment Holding Limited.

Save as disclosed above, as at 31 March 2020, the register maintained by the Company pursuant to Section 336 of the SFO recorded no other interests, short positions or long positions in shares of the Company.

CONNECTED TRANSACTION

During the period from 1 April 2015 to 31 March 2020, the Group had the following non-exempted continuing connected transaction within the meaning of Chapter 14A of the Listing Rules:

於二零一五年十二月三十日，達榮資本有限公司已轉讓326,086,956股本公司相關股份(指可換股債券獲行使後可予發行之本公司轉換股份)予Lushan Investment Holding Limited。截至二零一八年三月三十一日止年度，可換股債券已獲悉數轉換及本公司合共326,086,956股轉換股份以入賬列為繳足之方式配發及發行予Lushan Investment Holding Limited。

於二零一六年三月十四日，達榮資本有限公司已與Lushan Investment Holding Limited訂立股份押記，據此，達榮資本有限公司將2,171,827,290股股份質押予Lushan Investment Holding Limited。此外，根據達榮資本有限公司與Lushan Investment Holding Limited訂立的買賣協議，達榮資本有限公司持有的額外420,000,000股股份已轉讓予Lushan Investment Holding Limited(進一步詳情請參閱本公司日期為二零一六年三月十六日之公告)。中國華融國際控股有限公司全資擁有Lushan Investment Holding Limited，而Lushan Investment Holding Limited由Huarong Real Estate Co., Ltd擁有88.1%權益，Huarong Real Estate Co., Ltd由中國華融資產管理股份有限公司全資擁有。根據證券及期貨條例，中國華融國際控股有限公司及中國華融資產管理股份有限公司均被視為於Lushan Investment Holding Limited所持2,917,914,246股股份中擁有權益。

除上文所披露外，於二零二零年三月三十一日，本公司根據證券及期貨條例第336條須予備存之登記冊中，並無記錄其他人士在本公司之股份中擁有任何權益、淡倉或長倉。

關連交易

於二零一五年四月一日至二零二零年三月三十一日期間，本集團擁有以下上市規則第14A章所界定之非豁免持續關連交易：

DIRECTORS' REPORT 董事局報告書

Framework Purchase Agreement

On 30 June 2014, SIH Limited (the "Privateco") and Treasure Green Holdings Limited (a subsidiary of the Company) entered into a framework purchase agreement (the "Framework Purchase Agreement"), pursuant to which the Privateco and its subsidiaries (the "Privateco Group") sold and the Company and the remaining subsidiaries upon completion of the group restructuring as detailed in the announcement of the Company dated 21 March 2014 and the distribution in specie and the creditors' scheme becoming effective (the "Remaining Group") purchased certain electronic products in accordance with the terms of the Framework Purchase Agreement. The relevant members of the Remaining Group and the Privateco Group would from time to time enter into individual agreements in respect of the sale and purchase of the relevant electronic products. The initial term of the Framework Purchase Agreement commenced from the date of completion of the distribution in specie (i.e. 30 June 2014) up to and including 31 March 2015. For further information, please refer to the announcement of the Company dated 30 June 2014 and the circular of the Company dated 24 May 2014.

Since the expiration of the term of the Framework Purchase Agreement on 1 April 2015, sale and purchase of electronic products have been continuing among the Privateco Group and the Remaining Group on the same terms of the Framework Purchase Agreement. The Privateco Group and the Remaining Group entered into another framework purchase agreement (the "2nd Framework Purchase Agreement"), pursuant to which the Privateco Group sold and the Remaining Group purchased certain electronic products from time to time for a term commencing from 21 July 2015 and ending on 31 March 2018 on 16 September 2015. According to the 2nd Framework Purchase Agreement, the annual caps in respect of the sale of electronic products by the Privateco Group to the Remaining Group should not exceed (i) HK\$56,000,000 during the period from 21 July 2015 to 31 March 2016; (ii) HK\$80,000,000 during the period from 1 April 2016 to 31 March 2017; and (iii) HK\$95,000,000 during the period from 1 April 2017 to 31 March 2018.

購買框架協議

於二零一四年六月三十日，SIH Limited (「私人公司」)與Treasure Green Holdings Limited (本公司之附屬公司)訂立一份購買框架協議(「購買框架協議」)，據此，私人公司及其附屬公司(「私人公司集團」)出售及本公司及餘下附屬公司(「餘下集團」)於集團重組(詳述於本公司日期為二零一四年三月二十一日之公告)及實物分派完成以及債權人計劃生效時根據購買框架協議之條款購買若干電子產品。餘下集團及私人公司集團之相關成員公司不時就買賣相關電子產品訂立單獨協議。購買框架協議之初步期限將自實物分派完成日期(即二零一四年六月三十日)起直至二零一五年三月三十一日(包括該日)止。有關進一步資料，請參閱本公司日期為二零一四年六月三十日之公告及本公司日期為二零一四年五月二十四日之通函。

自購買框架協議期限於二零一五年四月一日屆滿以後，私人公司集團與餘下集團之間持續進行的電子產品買賣一直按購買框架協議之相同條款進行。於二零一五年九月十六日，私人公司集團與餘下集團訂立另一份購買框架協議(「第二份購買框架協議」)，據此，於二零一五年七月二十一日起至二零一八年三月三十一日止期間私人公司集團出售及餘下集團不時購買若干電子產品。根據第二份購買框架協議，私人公司集團向餘下集團銷售電子產品年度上限(i)於二零一五年七月二十一日至二零一六年三月三十一日不得超過56,000,000港元；(ii)於二零一六年四月一日至二零一七年三月三十一日不得超過80,000,000港元；及(iii)於二零一七年四月一日至二零一八年三月三十一日不得超過95,000,000港元。

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On 9 March 2016, the Privateco and Remaining Group entered into a supplemental agreement to amend the terms of the 2nd Framework Purchase Agreement. As such, apart from the annual cap of the transactions contemplated under the 2nd Framework Purchase Agreement for the period from 21 July 2015 to 31 March 2016 was increased from HK\$56,000,000 to HK\$57,000,000, other terms of the 2nd Framework Purchase Agreement remain unchanged.

As the 2nd Framework Purchase Agreement expired on 31 March 2018, the Privateco and the Remaining Group entered into another framework purchase agreement (the "3rd Framework Purchase Agreement") on 29 March 2018. Pursuant to the 3rd Framework Purchase Agreement, the annual cap in respect of the sale and purchase of the electronic products should not exceed HK\$18,000,000 during the period from 1 April 2018 to 31 March 2019. All other terms and conditions remain unchanged.

The Group sought to source electronic products from suppliers which are independent third parties to replace the Privateco Group and, thus, the actual transaction amount in respect of sale of electronic products by the Privateco Group to the Remaining Group has been reduced over the years. However, the Group has not been able to identify suppliers of certain existing models of electronic products so it continued to purchase certain existing models of electronic products from the Privateco Group in meeting demands from customers. Hence, the Remaining Group and Privateco entered into another framework purchase agreement (the "4th Framework Purchase Agreement") on 28 March 2019, pursuant to which the Privateco Group will sell and the Remaining Group will purchase certain electronic products from time to time for a term commencing from 1 April 2019 and ending on 31 March 2020. Pursuant to the 4th Framework Purchase Agreement, the annual cap in respect of the sale and purchase of the electronic products shall not exceed HK\$18,000,000 during the period from 1 April 2019 to 31 March 2020. For further information, please refer to the announcement of the Company dated 28 March 2019.

於二零一六年三月九日，私人公司與餘下集團訂立一份補充協議，以修訂第二份購買框架協議之條款。因此，除第二份購買框架協議項下擬進行交易於二零一五年七月二十一日至二零一六年三月三十一日止期間之年度上限由56,000,000港元增至57,000,000港元以外，第二份購買框架協議的其他條款保持不變。

由於第二份購買框架協議於二零一八年三月三十一日到期，故私人公司與餘下集團於二零一八年三月二十九日訂立另一份購買框架協議（「第三份購買框架協議」）。根據第三份購買框架協議，自二零一八年四月一日至二零一九年三月三十一日期間銷售及購買電子產品年度上限不得超過18,000,000港元。其他所有條款及條件保持不變。

本集團已物色獨立第三方供應商採購電子產品，以取代私人公司集團。因此，私人公司集團向餘下集團出售電子產品的實際交易金額於多年來一直減少。然而，本集團未能物色若干現有款式之電子產品供應商，因此繼續向私人公司集團採購若干現有款式之電子產品，藉以滿足客戶需求。因此，餘下集團與私人公司於二零一九年三月二十八日訂立另一份購買框架協議（「第四份購買框架協議」），據此，於二零一九年四月一日起至二零二零年三月三十一日止期間私人公司集團將出售及餘下集團將不時購買若干電子產品。根據第四份購買框架協議，銷售及購買電子產品年度上限於二零一九年四月一日至二零二零年三月三十一日期間不得超過18,000,000港元。有關進一步資料，請參閱本公司日期為二零一九年三月二十八日之公告。

DIRECTORS' REPORT 董事局報告書

The transactions contemplated under the 4th Framework Purchase Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules by virtue of the Privateco Group being an associate of the Resigned Directors and thus a connected person of the Company at the subsidiary level as at the date of the 4th Framework Purchase Agreement. Given (1) the Board has approved transactions contemplated under the 4th Framework Purchase Agreement; and (2) the Directors (including all the independent non-executive Directors) confirmed that the terms of the 4th Framework Purchase Agreement are fair and reasonable, and that the 4th Framework Purchase Agreement are on normal commercial terms and in the interests of the Company and the Shareholders as a whole, the 4th Framework Purchase Agreement is subject to the announcement requirement under Chapter 14A of the Listing Rules but is exempt from the circular (including independent financial advice) and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

The annual cap and the actual transaction amount of the transactions contemplated under the 4th Framework Purchase Agreement for the year ended 31 March 2020 are set out in the table below:

由於於第四份購買框架協議日期，私人公司集團為辭任董事的聯繫人，因而為本公司於附屬公司層面的關連人士，因此第四份購買框架協議項下擬進行之交易構成本公司於上市規則第14A章項下之持續關連交易。鑒於(1)董事局已批准第四份購買框架協議項下擬進行之交易；及(2)董事(包括全體獨立非執行董事)確認第四份購買框架協議之條款屬公平合理，且第四份購買框架協議按一般商業條款訂立並符合本公司及股東的整體利益，因此第四份購買框架協議須遵守上市規則第14A章項下之公告規定但根據上市規則第14A.101條獲豁免刊發通函(包括獨立財務意見)及股東批准之規定。

第四份購買框架協議項下擬進行之交易就截至二零二零年三月三十一日止年度之年度上限及實際交易金額載於下表：

	Amount	Annual Cap (for the period from 1 April 2019 to 31 March 2020)
	金額	年度上限(二零一九年四月一日至二零二零年三月三十一日期間)
	HK\$000	HK\$000
	千港元	千港元
Purchase of electronic products from SIH Limited and its subsidiaries (Note)	7,013	18,000
自SIH Limited及其附屬公司購買的電子產品(附註)		

Note: Mr. Lau Sak Hong, Philip is a director of SIH Limited, who is also a director of a subsidiary of the Company during the year ended 31 March 2020.

附註：於截至二零二零年三月三十一日止年度，劉錫康先生為SIH Limited之董事，亦為本公司附屬公司之董事。

DIRECTORS' REPORT

董事局報告書

The amount of above transactions did not exceed the corresponding annual cap for the period from 1 April 2019 to 31 March 2020 as announced by the Company. Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged Mazars CPA Limited ("Mazars"), the auditor of the Company, to review the Group's continuing connected transactions entered into by the Company and its subsidiaries for the period from 1 April 2019 to 31 March 2020 in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Mazars has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions during the period from 1 April 2019 to 31 March 2020 disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules and a copy of which has been provided by the Company to the Stock Exchange. The conclusion contained in such letter is set out below:

- a) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- b) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- c) with respect to the aggregate amount of the continuing connected transaction set out above, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

上述交易額並未超過本公司所公佈二零一九年四月一日至二零二零年三月三十一日期間之相應年度上限。根據上市規則第14A.56條，本公司已聘請中審眾環(香港)會計師事務所有限公司(「中審眾環」)為本公司核數師，以根據香港會計師公會頒佈的香港審核保證委聘準則第3000號「審核或審閱過去財務資料以外之核證委聘」及參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，對本集團於二零一九年四月一日至二零二零年三月三十一日期間的持續關連交易(由本公司與其附屬公司訂立)進行審閱。中審眾環已根據上市規則第14A.56條發出無保留意見函件，當中載有其對本集團於上文所披露於二零一九年四月一日至二零二零年三月三十一日期間之持續關連交易之發現及結論以及發出一份副本，副本已由本公司送呈聯交所。有關函件所載結論如下：

- a) 概無發現任何事宜導致彼等相信所披露持續關連交易並未獲董事局批准；
- b) 概無發現任何事宜導致彼等相信有關交易於所有重大方面並無根據規管該等交易之相關協議進行；及
- c) 就上述持續關連交易的總金額而言，概無發現任何事宜導致彼等相信所披露持續關連交易超出本公司設定的年度上限。

DIRECTORS' REPORT 董事局報告書

The independent non-executive Directors have reviewed the transactions and the aforesaid Auditor's letter and confirmed that the continuing connected transactions have been entered into:

- a) in the ordinary and usual course of business of the Group;
- b) on normal commercial terms; and
- c) in accordance with the relevant agreement governing such transaction on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

With reference to the section headed "Disposal of Harvest Way Holdings Limited", the Group ceased to engage in the business of design and sale of electronic products and securities trading since the completion of the Disposal which had taken place on 13 January 2020 and no further connected transactions had been conducted after 13 January 2020.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company, and within the knowledge of the Directors, the Company has maintained a sufficient public float not less than 25% of Company's issued shares as required under the Listing Rules throughout the year ended 31 March 2020.

PERMITTED INDEMNITY PROVISIONS

According to the Bye-laws, the Directors shall be indemnified out of the funds of the Company against all liabilities incurred by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in favour, or in which he is acquitted, or in connection with any application under the Companies Act in which relief from liability is granted to him by the court.

Save as disclosed above, at no time during the financial year and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors (whether made by the Company or otherwise) or an associated company (if made by the Company).

獨立非執行董事已審閱有關交易及上述核數師函件，確認有關持續關連交易乃：

- a) 於本集團之一般及日常業務過程中進行；
- b) 按照一般商業條款進行；及
- c) 根據規管有關交易的相關協議進行，而交易條款屬公平合理，並符合股東之整體利益。

經參考「出售豐威控股有限公司」章節，於二零二零年一月十三日出售事項完成後，本集團不再從事電子產品設計及銷售以及證券買賣業務，且於二零二零年一月十三日後並無進行其他關連交易。

充足公眾持股量

根據本公司所取得之公開資料及據董事所知悉，本公司於截至二零二零年三月三十一日止年度內一直維持上市規則規定不少於本公司已發行股份25%之充足公眾持股量。

獲准許彌償條文

根據公司細則，董事將獲判勝訴或獲判無罪之民事或刑事法律程序中進行辯護所招致之法律責任，或其根據公司法項下任何申請並獲法院給予寬免之法律責任可獲提供彌償保證。

除上文所披露外，於財政年度及截至本董事局報告書日期止任何時間，概不存在任何以任何董事(不論是否由本公司或以其他方式制定)或聯營公司(倘由本公司制定)為受益人的獲准許彌償條文。

DIRECTORS' REPORT 董事局報告書

ANNUAL CONFIRMATION OF INDEPENDENCE

The Company has received the annual confirmation of independence from each of the independent non-executive Directors as required under Rule 3.13 of the Listing Rules. The Company considered all independent non-executive Directors to be independent.

CHANGE OF AUDITOR

With reference to the announcement of the Company dated 18 May 2020, ZHONGHUI ANDA CPA Limited resigned as the auditor of the Group with effect from 15 May 2020 and Mazars CPA Limited was appointed as the Group's auditor to fill the casual vacancy following the resignation of ZHONGHUI ANDA CPA Limited with effect from 18 May 2020.

AUDITOR

The financial statements for the year ended 31 March 2020 have been audited by Mazars CPA Limited who will retire and, be eligible to offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Wang Jing
CHAIRMAN

Hong Kong
24 July 2020

年度獨立確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為全體獨立非執行董事均為獨立人士。

更換核數師

茲提述本公司日期為二零二零年五月十八日之公告，中匯安達會計師事務所有限公司辭任本集團之核數師，自二零二零年五月十五日起生效，而中審眾環(香港)會計師事務所有限公司獲委任為本集團核數師以填補中匯安達會計師事務所有限公司辭任後產生的臨時空缺，自二零二零年五月十八日起生效。

核數師

截至二零二零年三月三十一日止年度的財務報表已經中審眾環(香港)會計師事務所有限公司審核，而其將於本公司應屆股東週年大會上退任並符合資格重選連任。

代表董事局

主席
王晶

香港
二零二零年七月二十四日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



MAZARS CPA LIMITED
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TO THE SHAREHOLDERS OF
CHINA SINOSTAR GROUP COMPANY LIMITED
(incorporated in Bermuda with limited liability)

致中國華星集團有限公司所有股東

(於百慕達註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of China Sinostar Group Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 74 to 191, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

我們已審核載列於第74至191頁中國華星集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零二零年三月三十一日之綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表及綜合財務報表附註，包括重大會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 March 2020, and of its financial performance and 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於二零二零年三月三十一日的財務狀況及截至該日止年度的財務表現及其現金流量，並已遵照香港《公司條例》之披露規定妥為編製。

BASIS FOR OPINION

意見基準

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

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。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。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。

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 matter	How the matter was addressed in our audit
<p>(i) <i>Impairment assessment of trade receivables</i></p> <p><i>Refer to Note 22 to the consolidated financial statements.</i></p> <p>As at 31 March 2020, the Group had trade receivables of HK\$24,899,000.</p> <p>Management has performed impairment assessment of trade receivables which is mainly based on management's estimate of the life time expected credit losses by taking into account the credit loss experience, ageing of trade receivables, debtors' repayment history and financial position and an assessment of current and forecast general economic conditions.</p> <p>We have identified the impairment assessment of trade receivables as a key audit matter because of its significance to the consolidated financial statements and the estimation of expected credit losses involve significant judgement made by the management.</p>	<p>Our key procedures, among others, included:</p> <ul style="list-style-type: none">– Assessing the Group's procedures on granting credit limits and credit periods to customers;– Assessing the reasonableness of management's loss allowance estimates on trade receivables by examining the information used by the management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current conditions and forward-looking information and examining the actual losses recorded during the current financial year;– Assessing whether the items in the trade receivables ageing report were classified within the appropriate ageing bracket; and– Assessing creditworthiness of the customers and checking subsequent settlements from the customers.

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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。我們不會對這些事項提供單獨的意見。

關鍵審計事項

我們的審計如何處理該事項

(i) 貿易應收款項減值評估

請參閱綜合財務報表附註22。

於二零二零年三月三十一日，貴集團擁有貿易應收款項24,899,000港元。

管理層已對貿易應收款項進行減值評估，主要基於管理層對全期預期信貸虧損所作出的估計，在進行估計時乃計及信貸虧損經驗、貿易應收款項的賬齡、債務人還款記錄及財務狀況，以及對當前及預測的一般經濟狀況的評估。

我們已將貿易應收款項減值評估識別為一項關鍵審核事項，因為其對綜合財務報表而言重要且預期信貸虧損的估計涉及管理層作出的重大判斷。

我們的關鍵程序(其中包括)包括：

- 評估 貴集團授予客戶信貸限額及信貸期的程序；
- 藉檢測管理層形成有關判斷所用的資料(包括測試過往違約數據的準確性、評估過往虧損率是否按目前經濟狀況及前瞻性資料來適當調整及審查本財政年度內錄得的實際虧損)來評估管理層對貿易應收款項虧損撥備估算的合理性；
- 評估貿易應收款項賬齡報告內項目是否分類至適當的賬齡類別；及
- 評估客戶的信譽度及檢查客戶的後續結算。

KEY AUDIT MATTERS (CONT'D)

Key audit matter	How the matter was addressed in our audit
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(ii) *NRV of properties held for sale and properties for sale under development*

Refer to Notes 23 and 24 to the consolidated financial statements.

As at 31 March 2020, the Group had properties held for sale and properties for sale under development amounting to HK\$142,958,000 and HK\$36,312,000 respectively, which together accounted for 49% of the Group's total assets and are stated at the lower of cost and net realisable value ("NRV").

The NRV of properties held for sale is estimated by the management with reference to the estimated selling prices of properties less estimated costs of completion and costs to be incurred in selling the properties. The NRV of properties for sale under development is assessed with reference to valuations carried out by an independent professional valuer engaged by the Group.

We have identified the assessment of NRV of the Group's properties held for sale and properties for sale under development as a key audit matter because of their significance to the consolidated financial statements and significant estimation and judgement involved in the estimation of the NRV.

Our key procedures, among others, included:

- Conducting site visits to property development sites, on sample basis, and discussing with management the progress and development budgets reflected in the NRV calculation for each of those property development projects;
- Obtaining the NRV calculations prepared by management and discussing with those individuals who prepared the calculations for an understanding of the basis and key input data used in the NRV calculations;
- Assessing the appropriateness of the estimated selling prices of the properties held for sale used by the management, on sample basis, with reference to the latest market prices of the same projects;
- Re-performing the calculations made by management in arriving at the year-end assessments of NRV on a sample basis;
- Reviewing the valuation from the valuer and discussing with management and the valuer to understand the valuation basis and methodology used, and underlying assumptions;
- Evaluating the competence, capability and objectivity of the valuer; and
- Considering the relevance and reasonableness of key assumptions and methods used, and the relevance and accuracy of the source data used.

關鍵審計事項(續)

關鍵審計事項

我們的審計如何處理該事項

(ii) 持作出售之物業及發展中待售物業之可變現淨值

請參閱綜合財務報表附註23及24。

於二零二零年三月三十一日，貴集團擁有持作出售之物業及發展中待售物業分別為142,958,000港元及36,312,000港元，合共佔貴集團總資產49%，並按成本與可變現淨值（「可變現淨值」）之較低者列賬。

持作出售之物業之可變現淨值乃由管理層經參考物業估計售價減估計完工成本及銷售物業將產生的成本後估計。發展中待售物業之可變現淨值乃經參考貴集團委聘的獨立專業估值師作出的估值評估。

我們已將評估貴集團持作出售之物業及發展中待售物業之可變現淨值識別為一項關鍵審核事項，因為其對綜合財務報表而言重要且可變現淨值的估計涉及重大估計及判斷。

我們的關鍵程序(其中包括)包括：

- 抽樣到訪物業開發工地進行現場視察，並與管理層討論反映於各物業發展項目可變現淨值計算的項目進度和開發預算；
- 取得由管理層編製的可變現淨值計算表，並與編製計算表的該等人士討論以了解可變現淨值計算表中使用的基準及關鍵輸入數據；
- 參考同一項目的最新市價，抽樣評估管理層所使用的待售物業的估計售價是否合理；
- 對於管理層於年底評估時所得出之可變現淨值按抽樣方法重新進行計算；
- 審議估值師的估值並與管理層及估值師討論，以了解所使用的估值基準及方法，以及相關假設；
- 評估估值師的資格、能力及客觀性；及
- 考慮所用關鍵假設及方法的相關性及合理性，以及所用源數據的相關性及準確性。

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 the information included in the Company's annual report but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS 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 directors are also responsible for overseeing the Group's financial reporting process. The audit committee assists the directors in discharging their responsibility in this regard.

其他資料

貴公司董事須對其他資料負責。其他資料包括 貴公司年報內的資料，但不包括綜合財務報表及我們的核數師報告。

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資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。倘基於我們所進行之工作，總結得出其他資料存在重大錯誤陳述，我們須如實報告。我們並未就此作出任何報告。

董事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》的披露規定編製真實而中肯的綜合財務報表，並對其認為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適宜情況下披露與持續經營相關事項，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，或別無其他實際替代方案。

董事亦負責監督 貴集團的財務申報過程。審核委員會就此協助董事履行彼等責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the 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 HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的 責任

吾等之目標為對整體綜合財務報表是否不存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並發出載有吾等意見之核數師報告。吾等根據百慕達一九八一年公司法第90條，僅向整體股東報告，而不作其他用途。吾等概不就本報告之內容對任何其他人士承擔任何責任或負責。合理保證是高水平之保證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，如按合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核之過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審核程序以應對該等風險，以及獲取充足和適當之審核憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險較因錯誤而導致之重大錯誤陳述之風險為高。
- 了解與審核相關之內部監控，以設計適當之審核程序，但目的並非對貴集團內部監控之有效性發表意見。

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

- 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.

We communicate with those charged with governance 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.

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之恰當性及作出會計估計和相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審核憑證，決定是否存在與事件或情況有關之重大不確定性，而可能對 貴集團持續經營之能力構成重大疑慮。如吾等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之相關披露。假若有關披露資料不足，則吾等須出具非無保留意見的核數師報告。吾等的結論是基於截至核數師報告日期止所取得之審核憑證。然而，未來事件或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團實體或業務活動之財務資料獲取充分及適當之審核憑證，以對綜合財務報表發表意見。吾等負責指導、監督和執行集團審核。吾等對審核意見承擔全部責任。

吾等與管治層溝通(其中包括)計劃審計範圍、時間安排及重大審核發現等事項，包括吾等在審核期間識別出內部監控之任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

We also provide those charged with governance 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 those charged with governance, 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 and 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.

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 24 July 2020

The engagement director on the audit resulting in this independent auditor's report is:

Yip Ngai Shing
Practising Certificate number: P05163

核數師就審計綜合財務報表承擔的 責任(續)

吾等亦向管治層提交聲明，說明吾等已符合有關獨立性之相關道德要求，並與彼等溝通所有合理地被認為會影響吾等獨立性之關係及其他事宜，以及相關防範措施(如適用)。

就與管治層溝通之事項中，吾等釐定對本期綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。吾等於核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見之情況下，若合理預期下於吾等報告中溝通某事項造成之負面後果將會超過其產生之公眾利益，吾等將不會在報告中溝通該事項。

中審眾環(香港)會計師事務所有限公司
執業會計師
香港，二零二零年七月二十四日

出具本獨立核數師報告的審計項目董事為：

葉毅成
執業證書編號：P05163

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 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 (re-presented) (經重列)
CONTINUING OPERATIONS	持續經營業務			
Revenue	收益	8	71,177	168,783
Cost of sales	銷售成本		(48,827)	(132,896)
Gross profit	毛利		22,350	35,887
Other gain and loss	其他收益及虧損	10	149	48
Administrative expenses	行政開支		(41,499)	(24,278)
Finance costs	財務成本	11	(3,077)	(2,466)
(LOSS) PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	來自持續經營業務之除稅前(虧損)溢利	12	(22,077)	9,191
Income tax expenses	所得稅開支	14	(2,617)	(7,607)
(LOSS) PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	年度來自持續經營業務之(虧損)溢利		(24,694)	1,584
DISCONTINUED OPERATIONS	已終止經營業務			
Loss for the year from discontinued operations	年度來自已終止經營業務之虧損	18	(4,533)	(13,308)
LOSS FOR THE YEAR	年度虧損		(29,227)	(11,724)
Other comprehensive loss:	其他全面虧損：			
Continuing operations	持續經營業務			
Items that are reclassified or may be reclassified subsequently to profit or loss:	隨後重新分類或可能重新分類至損益之項目：			
Exchange difference arising on translation of foreign operations – Translation	換算海外業務產生之匯兌差額 – 換算		(25,454)	(20,977)
Discontinued operations	已終止經營業務			
Items that are reclassified or may be reclassified subsequently to profit or loss:	隨後可能重新分類至損益之項目：			
Exchange difference arising on translation of foreign operations – Translation	換算海外業務產生之匯兌差額 – 換算		916	1,406
– Reclassification adjustments upon disposal of subsidiaries	– 出售附屬公司時重新分類調整	18	(13,922)	–
Other comprehensive (loss) income for the year from discontinued operations	年度來自已終止經營業務之其他全面(虧損)收益		(13,006)	1,406
Other comprehensive loss for the year from continuing and discontinued operations	年度來自持續及已終止經營業務之其他全面虧損		(38,460)	(19,571)
Total comprehensive loss for the year	年度全面虧損總額		(67,687)	(31,295)

**CONSOLIDATED STATEMENT OF PROFIT OR
LOSS AND OTHER COMPREHENSIVE INCOME**
綜合損益及其他全面收益表

For the year ended 31 March 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 (re-presented) (經重列)
LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY: 本公司擁有人應佔虧損：			
(Loss) Profit from continuing operations	來自持續經營業務之(虧損)溢利	(24,694)	1,584
Loss from discontinued operations	來自已終止經營業務之虧損	(420)	(15,533)
		(25,114)	(13,949)
(LOSS) PROFIT ATTRIBUTABLE TO NON-CONTROLLING INTERESTS: 非控股權益應佔(虧損)溢利：			
(Loss) Profit from discontinued operations	來自已終止經營業務之(虧損)溢利	(4,113)	2,225
		(29,227)	(11,724)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO: 下列人士應佔全面虧損總額：			
Owners of the Company	本公司擁有人	(63,574)	(33,638)
Non-controlling interests	非控股權益	(4,113)	2,343
		(67,687)	(31,295)
		HK cent 港仙	HK cent 港仙 (re-presented) (經重列)
(LOSS) EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY: 本公司擁有人應佔每股(虧損)盈利：			
Basic and diluted	基本及攤薄		
From continuing and discontinued operations	來自持續及已終止經營業務	(0.59)	(0.35)
From continuing operations	來自持續經營業務	(0.58)	0.04
From discontinued operations	來自已終止經營業務	(0.01)	(0.39)

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

			2020	2019
		Notes	二零二零年	二零一九年
		附註	HK\$'000	HK\$'000
			千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Investment properties	投資物業	19	19,760	21,126
Property, plant and equipment	物業、廠房及設備	20	41,482	53,295
Right-of-use assets	使用權資產	21	40,054	–
Prepaid land lease payments	預付土地租賃款項	21	–	42,146
Goodwill	商譽		–	8,512
Interest in an associate	於聯營公司之權益		–	3,524
Deferred tax assets	遞延稅項資產	30	–	5,980
			101,296	134,583
CURRENT ASSETS	流動資產			
Inventories	存貨		–	50,309
Trade receivables, deposits and other receivables	貿易應收款項、按金及其他應收款項	22	74,011	123,580
Properties for sale under development	發展中待售物業	23	36,312	–
Properties held for sale	持作出售之物業	24	142,958	201,524
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		–	187
Amount due from a related company	應收一間關聯公司款項		–	6
Bank balances and cash	銀行結餘及現金		13,808	75,480
			267,089	451,086
CURRENT LIABILITIES	流動負債			
Amount due to a director	應付一名董事款項	26	205	58
Amount due to immediate holding company	應付直接控股公司款項	26	698	33,050
Amounts due to related companies	應付關聯公司款項	26	66	29,738
Trade payables and accrued charges	貿易應付款項及應計費用	27	26,408	100,521
Lease liabilities	租賃負債	21	1,286	–
Contract liabilities	合約負債	25	154	6,376
Current tax liabilities	即期稅項負債		7,347	6,812
Borrowings	借貸	28	–	1,049
Finance lease payables	應付融資租賃	21	–	112
			36,164	177,716
NET CURRENT ASSETS	流動資產淨值		230,925	273,370
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		332,221	407,953

**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

			2020	2019
			二零二零年	二零一九年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
NON-CURRENT LIABILITIES	非流動負債			
Borrowings	借貸	28	20,742	22,177
Bonds payable	應付債券	29	11,500	1,000
Finance lease payables	應付融資租賃	21	-	136
Lease liabilities	租賃負債	21	972	-
			33,214	23,313
NET ASSETS	資產淨值		299,007	384,640
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	31	42,568	39,768
Reserves	儲備	32	256,439	311,000
Equity attributable to owners of the Company	本公司擁有人應佔權益		299,007	350,768
Non-controlling interests	非控股權益		-	33,872
TOTAL EQUITY	總權益		299,007	384,640

The consolidated financial statements on pages 74 to 191 were approved and authorised for issue by the Board of Directors on 24 July 2020 and signed on its behalf by:

載於第74至191頁的綜合財務報表已於二零二零年七月二十四日獲董事局批准及授權刊發，並由以下代表簽署：

王晶
Wang Jing
DIRECTOR
董事

王星喬
Wang Xing Qiao
DIRECTOR
董事

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 owners of the Company 本公司擁有人應佔							Non-	Total	
		Share capital	Share premium*	Capital reserve*	Translation reserve*	Capital redemption reserve*	Contributed surplus*	Accumulated losses*	Sub-total	controlling interests	equity
		股本	股份溢價*	股本儲備*	匯兌儲備*	贖回儲備*	繳入盈餘*	累計虧損*	小計	非控股權益	總權益
		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
At 1 April 2019	於二零一九年 四月一日	39,768	385,419	906	9,175	577,204	23,909	(685,613)	350,768	33,872	384,640
Loss for the year	年度虧損	-	-	-	-	-	-	(25,114)	(25,114)	(4,113)	(29,227)
Other comprehensive loss:	其他全面虧損：										
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(24,538)	-	-	-	(24,538)	-	(24,538)
Reclassification adjustments upon disposal of subsidiaries	出售附屬公司時重新分類調整	-	-	-	(13,922)	-	-	-	(13,922)	-	(13,922)
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(38,460)	-	-	(25,114)	(63,574)	(4,113)	(67,687)
Transactions with owners:	與擁有人之交易：										
Contributions:	注資：										
Issue of shares for acquisition of a subsidiary (note 17(a))	就收購附屬公司發行股份(附註17(a))	2,800	8,960	-	-	-	-	-	11,760	-	11,760
Changes in ownership interests:	所有權權益變動：										
Deemed partial disposal of a subsidiary	視作部分出售一間附屬公司	-	-	53	-	-	-	-	53	(53)	-
Capital contribution from non-controlling shareholders of a subsidiary	來自附屬公司非控股股東之注資	-	-	-	-	-	-	-	-	294	294
Disposal of subsidiaries (note 18)	出售附屬公司(附註18)	-	-	(959)	-	-	-	959	-	(30,000)	(30,000)
Total transactions with owners	與擁有人之交易總額	2,800	8,960	(906)	-	-	-	959	11,813	(29,759)	(17,946)
At 31 March 2020	於二零二零年 三月三十一日	42,568	394,379	-	(29,285)	577,204	23,909	(709,768)	299,007	-	299,007

* These reserve accounts comprise the reserves in the consolidated statement of financial position. The nature and purpose of these reserves are detailed in note 32(c) to the consolidated financial statements.

* 該等儲備賬目包括綜合財務狀況表之儲備。該等儲備之性質及目的詳情載於綜合財務報表附註32(c)。

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 owners of the Company 本公司擁有人應佔							Non-controlling interests		Total equity
		Share capital	Share premium*	Capital reserve*	Translation reserve*	Capital redemption reserve*	Contributed surplus*	Accumulated losses*	Sub-total		
		股本	股份溢價*	股本儲備*	匯兌儲備*	贖回儲備*	繳入盈餘*	累計虧損*	小計	非控股權益	總權益
		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
At 1 April 2018	於二零一八年 四月一日	39,768	385,419	830	28,864	577,204	23,909	(671,664)	384,330	31,115	415,445
Loss for the year	年度虧損	-	-	-	-	-	-	(13,949)	(13,949)	2,225	(11,724)
Other comprehensive loss:	其他全面虧損:										
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(19,689)	-	-	-	(19,689)	118	(19,571)
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(19,689)	-	-	(13,949)	(33,638)	2,343	(31,295)
Transactions with owners:	與擁有人之交易:										
Changes in ownership interests:	所有權權益變動:										
Deemed partial disposal of a subsidiary	視作部分出售一間附屬公司	-	-	76	-	-	-	-	76	(76)	-
Capital contribution from non-controlling shareholders of a subsidiary	來自附屬公司非控股股東之注資	-	-	-	-	-	-	-	-	490	490
Total transactions with owners	與擁有人之交易總額	-	-	76	-	-	-	-	76	414	490
At 31 March 2019	於二零一九年 三月三十一日	39,768	385,419	906	9,175	577,204	23,909	(685,613)	350,768	33,872	384,640

* These reserve accounts comprise the reserves in the consolidated statement of financial position. The nature and purpose of these reserves are detailed in note 32(c) to the consolidated financial statements.

* 該等儲備賬目包括綜合財務狀況表之儲備。該等儲備之性質及目的詳情載於綜合財務報表附註32(c)。

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 (re-presented) (經重列)
	Notes 附註		
OPERATING ACTIVITIES	經營活動		
(Loss) Profit before tax:	除稅前(虧損)溢利：		
Continuing operations	持續經營業務	(22,077)	9,191
Discontinued operations	已終止經營業務	(6,831)	(11,878)
Adjustments for:	調整：		
Concession granted	已授出特許權	12,469	-
Finance costs	財務成本	5,472	4,736
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,674	6,612
Depreciation of right-of-use assets	使用權資產折舊	5,119	-
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	-	1,691
Provision (Reversal) of loss allowance for trade receivables	貿易應收款項虧損準備撥備(撥回)	1,037	(2,852)
Allowance for obsolete and slow-moving inventories	陳舊及滯銷存貨之撥備	2,491	1,717
(Increase) Decrease in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值(增加)減少	(2)	76
Interest income	利息收入	(34)	(18)
Loss allowance on other receivables	其他應收款項虧損撥備	-	6,896
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(3)	-
Gain on disposal of disposed group	出售出售集團之收益	(7,349)	-
Share of results of an associate	應佔聯營公司業績	294	(762)
Operating cash flows before changes in working capital	運營資金變動前之經營現金流量	(3,740)	15,409
Changes in working capital:	運營資金變動：		
Inventories	存貨	10,326	25,328
Trade receivables, deposits and other receivables	貿易應收款項、按金及其他應收款項	(53,540)	(36,915)
Properties for sale under development	發展中待售物業	384	138,129
Properties held for sale	持作出售之物業	46,773	(201,524)
Trade payables and accrued charges	貿易應付款項及應計費用	(12,031)	63,529
Contract liabilities	合約負債	(5,074)	2,901
Net cash (used in) generated from operations	運營(所用)產生之現金淨額	(16,902)	6,857
Income tax paid	已付所得稅	(1,704)	(795)
Net cash flows (used in) generated from operating activities	經營活動(所用)產生之現金流量淨額	(18,606)	6,062

**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 (re-presented) (經重列)
	Notes 附註		
INVESTING ACTIVITIES	投資活動		
Dividend received from an associate	自聯營公司收取之股息	654	1,005
Interest received	已收利息	34	18
(Repayment to) Advance from immediate holding company	(償還直接控股公司款項) 直接控股公司墊款	(32,799)	10,967
Advance from related companies	關聯公司墊款	14,851	2,939
(Repayment to) Advance from a director	(償還董事款項) 董事墊款	154	117
Net cash outflow from disposal of subsidiaries	出售附屬公司之現金流出淨額	(37)	-
Net cash outflow from disposal of Disposed Group	出售出售集團之現金流出淨額	18 (2,534)	-
Acquisition of subsidiaries	收購附屬公司	17 (22,918)	-
Proceed from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3	-
Purchase of property, plant and equipment	購置物業、廠房及設備	(4,696)	(2,355)
Net cash flows (used in) generated from investing activities	投資活動(所用)產生之現金流量淨額	(47,288)	12,691
FINANCING ACTIVITIES	融資活動		
New borrowings raised	新籌集借貸	2,243	22,213
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東注資	294	490
Repayment of borrowings	償還借貸	(2,243)	(3,851)
Interest paid on borrowings	已付借貸利息	(3,893)	(3,837)
Interest paid on lease liabilities	已付租賃負債利息	(472)	-
Proceeds from bonds issuance	債券發行所得款項	29 10,500	1,000
Interest paid on bonds issued	已發行債券之已付利息	(293)	(7)
Repayment of finance lease payables	償還應付融資租賃	-	(92)
Repayment of lease liabilities	償還租賃負債	(3,801)	-
Net cash flows generated from financing activities	融資活動產生之現金流量淨額	2,335	15,916
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(63,559)	34,669
Cash and cash equivalents at beginning of the reporting period	於報告期初之現金及現金等價物	75,480	50,930
Effect of foreign exchange rate changes	匯率變動之影響	1,887	(10,119)
Cash and cash equivalents at end of the reporting period, represented by bank balances and cash	於報告期末之現金及現金等價物，即銀行結餘及現金	13,808	75,480

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL INFORMATION

China Sinostar Group Company Limited (the “Company”) is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The immediate holding company of the Company is Achieve Prosper Capital Limited, which was incorporated in Samoa, and the ultimate holding company of the Company is Liaoning Shihua (Group) Property Development Limited* (遼寧實華(集團)房地產開發有限公司), which was established in the People’s Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

On 7 January 2020, the Company passed a resolution in a general meeting to dispose of all the equity interest in Harvest Way Holdings Limited (“Harvest Way”) and its subsidiaries (collectively the “Disposed Group”), which principal activities are design and sale of electronic products and securities trading. The disposal of the Disposed Group (note 18) constituted a major disposal (the “Disposal”) under Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The Disposal was completed on 13 January 2020.

As a result of the Disposal, the Group ceased to engage in the business of design and sale of electronic products and securities trading. The Group is engaged in properties development, properties investment, properties management and operation and management of hydroelectric power stations.

* The English name is for identification only.

1. 一般資料

中國華星集團有限公司(「本公司」)為於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之直接控股公司為達榮資本有限公司，該公司於薩摩亞註冊成立。本公司之最終控股公司為遼寧實華(集團)房地產開發有限公司，該公司於中華人民共和國(「中國」)成立。本公司之註冊辦事處及主要營業地點披露於年報之「公司資料」章節內。

於二零二零年一月七日，本公司於股東大會通過一項有關出售於豐威控股有限公司(「豐威」)(主要從事電子產品設計及銷售以及證券買賣)及其附屬公司(統稱「出售集團」)的全部股權之決議案。根據聯交所證券上市規則(「上市規則」)第14章，出售出售集團(附註18)之事項構成主要出售事項(「出售事項」)。出售事項於二零二零年一月十三日完成。

由於出售事項，本集團不再從事電子產品設計及銷售以及證券買賣業務。本集團從事物業開發、物業投資、物業管理及水電站運營管理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

2. ADOPTION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2019 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current year:

Annual Improvements to HKFRSs	2015–2017 Cycle
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKAS 19	Employee Benefits
Amendments to HKAS 28	Investments in Associates and Joint Ventures
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
HKFRS 16	Leases

Except for HKFRS 16 as described below, the adoption of the above new/revised HKFRSs does not have any significant impact on the consolidated financial statements of the Group.

HKFRS 16: Leases

HKFRS 16 replaces HKAS 17 and related interpretations for annual periods beginning on or after 1 January 2019. It significantly changes, among others, the lessee accounting by replacing the dual-model under HKAS 17 with a single model which requires a lessee to recognise right-of-use assets and lease liabilities for the rights and obligations created by all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. HKFRS 16 also requires enhanced disclosures to be provided by lessees and lessors.

2. 採納新訂／經修訂之香港財務報告準則(「香港財務報告準則」)

綜合財務報表乃按與二零一九年綜合財務報表所採納一致的會計政策編製，惟採納以下與本集團相關及自本年度生效之新訂／經修訂香港財務報告準則除外：

香港財務報告準則之年度改進	二零一五年至二零一七年週期年度改進
香港(國際財務報告解釋委員會)－詮釋第23號	所得稅處理之不確定性
香港會計準則第19號之修訂	僱員福利
香港會計準則第28號之修訂	於聯營公司及合營企業之投資
香港財務報告準則第9號之修訂	具負補償特性之提早還款
香港財務報告準則第16號	租賃

除下文所述之香港財務報告準則第16號外，採納上述新訂／經修訂香港財務報告準則並不會對本集團之綜合財務報表產生任何重大影響。

香港財務報告準則第16號：租賃

香港財務報告準則第16號自二零一九年一月一日或之後開始之年度期間取代香港會計準則第17號及相關詮釋。其對(其中包括)承租人之會計方法造成重大變動，以單一模式取代香港會計準則第17號下的雙重模式。該單一模式規定除非相關資產為低價值資產，否則承租人須就因年期超過12個月的所有租賃而產生之權利及責任確認使用權資產及租賃負債。就出租人會計處理而言，香港財務報告準則第16號大致繼承香港會計準則第17號的出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同之會計處理。香港財務報告準則第16號亦規定承租人及出租人提供更詳盡披露。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

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

2. ADOPTION OF NEW/REVISED HONG
KONG FINANCIAL REPORTING
STANDARDS (“HKFRSs”) (CONT'D)

HKFRS 16: Leases (CONT'D)

In accordance with the transitional provisions, the Group has applied HKFRS 16 for the first time at 1 April 2019 (i.e. the date of initial application, the “DIA”) using the modified retrospective approach in which comparative information has not been restated. Instead, the Group recognised the cumulative effect of initially applying HKFRS 16 as an adjustment to the balance of accumulated losses or other component of equity, where appropriate, at the DIA.

The Group also elected to use the transition practical expedient not to reassess whether a contract was, or contained, a lease at the DIA and the Group applied HKFRS 16 only to contracts that were previously identified as leases applying HKAS 17 and to contracts entered into or changed on or after the DIA that are identified as leases applying HKFRS 16.

As lessee

Before the adoption of HKFRS 16, lease contracts were classified as operating lease or finance lease in accordance with the Group’s accounting policies applicable prior to the DIA.

Upon adoption of HKFRS 16, the Group accounted for the leases in accordance with the transition provisions of HKFRS 16 and the Group’s accounting policies applicable from the DIA.

2. 採納新訂／經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)

香港財務報告準則第16號：租賃(續)

根據過渡性條文，本集團於二零一九年四月一日(即首次應用日期(「首次應用日期」))使用經修訂追溯法首次應用香港財務報告準則第16號，當中並無重列比較資料。取而代之，本集團於首次應用日期確認首次應用香港財務報告準則第16號的累計影響為累計虧損或其他部分權益(如適用)的結餘作調整。

本集團亦選用過渡權宜安排而不就合約於首次應用日期是否屬或包含租賃進行重新評估，且本集團僅對先前應用香港會計準則第17號獲識別為租賃的合約及對於首次應用日期或其後訂立或更改且應用香港財務報告準則第16號獲識別為租賃合約應用香港財務報告準則第16號。

作為承租人

採納香港財務報告準則第16號前，租賃合約根據本集團於首次應用日期前適用的會計政策分類為經營租賃或融資租賃。

採納香港財務報告準則第16號後，本集團根據香港財務報告準則第16號的過渡性條文及本集團自首次應用日期起適用的會計政策將租賃入賬。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

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

2. ADOPTION OF NEW/REVISED HONG
KONG FINANCIAL REPORTING
STANDARDS ("HKFRSs") (CONT'D)

HKFRS 16: Leases (CONT'D)

As lessee — leases previously classified as operating leases

The Group recognised right-of-use assets and lease liabilities for leases previously classified as operating leases at the DIA, except for leases for which the underlying asset is of low value, and the Group applied the following practical expedients on a lease-by-lease basis.

- (a) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (b) Adjusted the right-of-use assets at the DIA by the provision for onerous leases recognised immediately before the DIA by applying HKAS 37, as an alternative to performing an impairment review at the DIA.
- (c) Did not recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the DIA.
- (d) Excluded initial direct costs from the measurement of the right-of-use assets at the DIA.
- (e) Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

2. 採納新訂／經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)

香港財務報告準則第16號：租賃(續)

作為承租人—過往分類為經營租賃的租賃

本集團於首次應用日期就先前分類為經營租賃的租賃確認使用權資產及租賃負債，除非租賃相關資產為低價值資產，本集團按個別租賃基準應用以下權宜安排。

- (a) 對具有合理相似特徵之租賃組合使用單一貼現率。
- (b) 通過應用香港會計準則第37號對緊接首次應用日期前確認之繁重租賃作出撥備，並於首次應用日期調整使用權資產，作為於首次應用日期進行減值審閱之替代方式。
- (c) 對租期於首次應用日期起計12個月內結束的租賃不會確認為使用權資產及租賃負債。
- (d) 撇除於首次應用日期計量使用權資產產生的初步直接成本。
- (e) 倘合約包含延長或終止租賃之選擇權，則事後釐定期。

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2. ADOPTION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

HKFRS 16: Leases (CONT'D)

As lessee — leases previously classified as operating leases (CONT'D)

At the DIA, right-of-use assets were, on a lease-by-lease basis, measured at either,

- (a) their carrying amount as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the DIA; or
- (b) an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised immediately before the DIA.

The following table summarises the impacts arising from adoption of HKFRS 16 on the consolidated financial statements at the DIA:

		Classification and carrying amount under HKAS 17	Reclassification on adoption of HKFRS 16	Initial measurement on adoption of HKFRS 16	Classification and carrying amount under HKFRS 16
		香港會計準則第17號的分類及賬面值	採納香港財務報告準則第16號的重新分類	採納香港財務報告準則第16號的初步計量	香港財務報告準則第16號的分類及賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
Property, plant and equipment (note 20)	物業、廠房及設備(附註20)	295	(295)	-	-
Prepaid land lease payments (note 21)	預付土地租賃款項(附註21)	42,146	(42,146)	-	-
Right-of-use assets	使用權資產	-	42,441	9,524	51,965
Liabilities	負債				
Trade payables and accrued charges	貿易應付款項及應計費用	(983)	983	-	-
Finance lease payables	應付融資租賃	(248)	248	-	-
Lease liabilities	租賃負債	-	(1,231)	(9,524)	(10,755)

2. 採納新訂／經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號：租賃(續)

作為承租人—過往分類為經營租賃的租賃(續)

於首次應用日期，使用權資產按個別租賃基準使用以下方式計量，

- (a) 其賬面值(猶如香港財務報告準則第16號已自開始日期起應用)，惟採用承租人於首次應用日期之增量借貸利率進行貼現；或
- (b) 相等於租賃負債金額，緊接於首次應用日期前確認根據租賃有關任何預付或應計租賃付款金額作出調整。

下表概述於首次應用日期採納香港財務報告準則第16號對綜合財務報表的影響：

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2. ADOPTION OF NEW/REVISED HONG
KONG FINANCIAL REPORTING
STANDARDS ("HKFRSs") (CONT'D)

HKFRS 16: Leases (CONT'D)

As lessee — leases previously classified as operating leases (CONT'D)

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the DIA. The weighted average incremental borrowing rate applied to the lease liabilities at the DIA is 6.42%.

Reconciliation of operating lease commitments disclosed applying HKAS 17 as at 31 March 2019 and lease liabilities recognised at the DIA is as follows.

2. 採納新訂／經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)

香港財務報告準則第16號：租賃(續)

作為承租人－過往分類為經營租賃的租賃(續)

租賃負債按餘下租賃款項現值計量，於首次應用日期使用承租人的增量借貸利率貼現。於首次應用日期租賃負債適用之加權平均增量借貸利率為6.42%。

於二零一九年三月三十一日應用香港會計準則第17號披露的經營租賃承擔與於首次應用日期確認的租賃負債對賬如下。

		HK\$'000 千港元
Operating lease commitments as at 31 March 2019	於二零一九年三月三十一日的經營租賃承擔	16,267
Discounted operating lease commitments at the DIA using the lessee's incremental borrowing rate	於首次應用日期使用承租人增量借貸利率貼現經營租賃承擔	14,703
Less: short-term leases and other leases with remaining lease term ending on or before 31 March 2020	減：短期租賃及餘下租期於二零二零年三月三十一日或之前結束的其他租賃	(4,196)
Add: finance leases previously classified as finance lease payables	加：過往分類為應付融資租賃的融資租賃	248
Total lease liabilities as at 1 April 2019	於二零一九年四月一日的總租賃負債	10,755

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2. ADOPTION OF NEW/REVISED HONG
KONG FINANCIAL REPORTING
STANDARDS (“HKFRSs”) (CONT'D)

HKFRS 16: Leases (CONT'D)

**As lessee - leases previously classified as finance
leases**

The Group measures the carrying amount of the right-of-use assets and lease liabilities at the DIA at the carrying amount of the lease assets and lease liabilities immediately before that date measured applying HKAS 17. The Group accounts for those leases applying HKFRS 16 from the DIA.

As lessee

At the DIA, except for those that meet the definition of investment properties, all right-of-use assets were presented within the line item “right-of-use assets” on the consolidated statement of financial position. Besides, lease liabilities were shown separately on the consolidated statement of financial position.

As lessor

The Group is not required to make any adjustments on transition for leases in which it is a lessor and those leases are accounted for by applying HKFRS 16 from the DIA.

2. 採納新訂／經修訂之香港財務
報告準則(「香港財務報告準
則」)(續)

香港財務報告準則第16號：租賃(續)

作為承租人－過往分類為融資租賃的租賃

本集團於首次應用日期按租賃資產及租賃負債於緊接應用香港會計準則第17號前計量的賬面值計量使用權資產及租賃負債的賬面值。本集團自首次應用日期起就應用香港財務報告準則第16號的租賃入賬。

作為承租人

於首次應用日期，所有使用權資產乃呈列於綜合財務狀況表中的「使用權資產」項目內，惟符合投資物業定義者除外。此外，租賃負債於綜合財務狀況表獨立呈列。

作為出租人

本集團毋須就其為出租人的租賃作出任何過渡調整，該等租賃透過自首次應用日期起採用香港財務報告準則第16號入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), and accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure requirements under the Listing Rules and the Hong Kong Companies Ordinance.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is also the functional currency of the Company.

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balance, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

3. 重大會計政策

編製基準

本綜合財務報表乃根據香港財務報告準則編製。此統稱包括香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、以及香港公認會計原則。本綜合財務報表亦符合上市規則及香港《公司條例》之適用披露規定。

綜合財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣。

(a) 綜合賬項基準

綜合財務報表包括本公司及其所有附屬公司之財務報表。附屬公司之財務報表的報告年度與本公司相同，並採用一致會計政策編製。

所有集團內公司間之結餘、交易和集團內公司間交易所產生的收入及支出、溢利及虧損均全數抵銷。附屬公司之業績自本集團取得控制權之日期起合併，並繼續合併至該控制權終止日期。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(a) Basis of consolidation (CONT'D)

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by HKFRSs.

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

3. 重大會計政策(續)

(a) 綜合賬項基準(續)

非控股權益在綜合損益及其他全面收益表以及綜合財務狀況表的權益中與本公司擁有人分開呈列。於被收購方屬於現時擁有權權益並賦予其持有人於清盤時按比例分佔被收購方資產淨值的非控股權益乃初步以公平值或現時的擁有權工具應佔被收購方可識別資產淨值中已確認款額的比例計量。按逐項收購基準選擇計量基準。其他類別的非控股權益初步按公平值計量，惟香港財務報告準則規定的其他計量基準除外。

分配全面收入總額

本公司擁有人及非控股權益分佔損益及其他全面收益之各部分。即使會導致非控股權益出現虧絀結餘，全面收入總額亦分配予本公司擁有人及非控股權益。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(a) Basis of consolidation (CONT'D)

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

3. 重大會計政策(續)

(a) 綜合賬項基準(續)

所有權權益變動

不導致失去於附屬公司控制權之本集團擁有權權益變動，按權益交易入賬。控股及非控股權益之賬面值乃經調整以反映其於附屬公司相關權益的變動。非控股權益的經調整金額與已付或已收代價公平值的任何差額直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去於附屬公司的控制權，出售損益根據下列兩項之差額計算：(i)已收代價之公平值與於控制權失去當日所釐定任何保留權益之公平值之總額與(ii)於控制權失去當日附屬公司之資產(包括商譽)及負債以及任何非控股權益之賬面值。倘母公司直接出售相關資產或負債，先前於其他全面收益表就所出售附屬公司確認之金額則須按相同基準入賬。自控制權失去當日起，於前附屬公司保留的任何投資及欠收或欠付前附屬公司的任何金額入賬為金融資產、聯營公司、合營企業或其他(如適用)。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(b) Business combination and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

3. 重大會計政策(續)

(b) 業務合併及商譽

業務合併採用收購法入賬。所轉讓代價按收購日期的公平值計量，即本集團對被收購方原擁有人所轉讓資產、本集團所承擔負債以及本集團為換取被收購方控制權所發行股權於收購日期之公平值總和。至於各業務合併，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。非控股權益的所有其他組成部分乃按公平值計量。收購相關成本於產生時支銷。

本集團收購業務時根據按合同條款、收購日期的經濟狀況及相關條件所作適當分類及指定用途評估所接收金融資產及負債，其中包括分離被收購方主合約中的嵌入式衍生工具。

若業務合併分階段進行，則先前所持權益按收購日期公平值重新計量及任何所產生收益或虧損於損益中確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

(b) Business combination and goodwill (CONT'D)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

3. 重大會計政策(續)

(b) 業務合併及商譽(續)

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。分類為資產或負債的或然代價乃按公平值計量，公平值變動確認為損益。分類為權益的或然代價不會重新計量，其後結算於權益內入賬。

商譽初步按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如代價及其他項目的總和低於所收購資產淨值的公平值，於重新評估後其差額將於損益內確認為議價收購收入。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(b) Business combination and goodwill (CONT'D)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill at the end of the reporting period. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Impairment is determined by assessing the recoverable amount of the cash generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash generating unit (or group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period. Where goodwill has been allocated to a cash generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash generating unit retained.

3. 重大會計政策(續)

(b) 業務合併及商譽(續)

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於報告期末進行商譽的年度減值測試。就減值測試而言，因業務合併而購入的商譽自收購日期起被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。減值乃通過評估與商譽有關的現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面值時，減值虧損便予以確認。已就商譽確認的減值虧損不得於其後期間撥回。倘商譽已被分配至現金產生單位(或現金產生單位組別)而該單位的部分業務已出售，則在釐定出售收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

(c) Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control. In the Company's statement of financial position which is presented within these notes, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

3. 重大會計政策(續)

(c) 附屬公司

附屬公司指受本集團控制之實體。倘本集團就參與實體業務所得可變回報承擔風險或享有權利，並能透過其於該實體之權力影響該等回報，則本集團為控制該實體。如有事實及情況顯示一項或多項控制權要素出現變化，則本集團會重新評估其對被投資者之控制權。於本公司之財務狀況表(於該等附註呈列)中，於附屬公司之投資乃按成本減去減值虧損入賬。投資之賬面值如高於可收回金額，按個別基準扣減至其可收回金額。本公司按已收及應收股息基準將附屬公司之業績入賬。

(d) 物業、廠房及設備

物業、廠房及設備按成本扣除累計折舊及減值虧損列賬。物業、廠房及設備項目之成本包括購買價及任何使資產達至可使用狀態及所在地作擬定用途而產生之直接應佔成本。維修保養於產生年度在損益中扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(d) Property, plant and equipment (CONT'D)

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method, at rates set out below. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Motor vehicles	20%-25%
Leasehold improvement	Over the remaining lease terms
Hydroelectric power stations and related infrastructure	2%-5%
Computer equipment	25%
Furniture, fixtures and equipment	10%-33%
Plant and machinery	5%-30%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

3. 重大會計政策(續)

(d) 物業、廠房及設備(續)

就物業、廠房及設備而言，折舊乃以下文所載的比率按其估計可使用年期(自可供使用之日起計並計及估計剩餘價值)以直線法撇銷其成本(扣除累計減值虧損)計算。倘物業、廠房及設備項目之部分具有不同可使用年期，該項目之成本按合理基準分配並單獨折舊：

汽車	20%-25%
租賃物業裝修	餘下租期
水電站及相關基礎設施	2%-5%
電腦設備	25%
傢俬、固定裝置及設備	10%-33%
廠房及機械	5%-30%

物業、廠房及設備項目於出售時或當預期持續使用該資產不會帶來未來經濟利益時終止確認。終止確認該資產所產生的任何收益或虧損(按出售所得款項淨額與項目賬面值兩者間的差額計算)計入該項目終止確認年度的損益。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(e) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. An investment property including property that is being constructed or developed for future use as investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at fair value at the end of the reporting period based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

Property that is being constructed or developed for future use as investment property is stated at cost less impairment losses until the construction or development is complete, when it is stated at fair value. The difference between the fair value and the carrying amount is recognised in profit or loss.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, which is recognised in profit or loss.

3. 重大會計政策(續)

(e) 投資物業

投資物業是為賺取租金及／或資本增值而持有的物業。投資物業(包括正在建造或開發作未來投資物業用途的物業)初始按成本(包括該物業應佔所有直接成本)計量。

初始確認後，投資物業根據外部獨立估值師作出之估值按報告期末的公平值列賬。投資物業公平值變動產生的收益或虧損，在其產生期間於損益中確認。

正在建設或開發作未來投資物業用途之物業，以成本減去減值虧損列賬，於建造或開發完成後以公平值列賬。公平值與賬面值之間的差額於損益中確認。

出售一項投資物業之收益或虧損為該物業銷售所得款項淨額與賬面值之間的差額，並於損益中確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

(f) Properties for sale under development

Properties for sale under development are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined with reference to sale proceeds received after the reporting period less selling expenses and estimated costs of completion, or by estimates based on prevailing market condition. Upon completion, the properties are reclassified to properties held for sale at the carrying amount.

(g) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Costs of properties include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined with reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition.

3. 重大會計政策(續)

(f) 發展中待售物業

發展中待售物業按成本及可變現淨值兩者中較低者列賬。成本包括收購成本、預付土地租賃款項、工程成本、已資本化借貸成本及有關物業應佔之其他直接成本。可變現淨值乃根據報告期後所得之銷售所得款項減銷售開支及估計竣工成本釐定，或按當時市況估計。有關物業於完成後，按賬面值重新分類為持作出售之物業。

(g) 持作出售之物業

持作出售之物業乃以成本及可變現淨值兩者中之較低者列賬。物業成本包括收購成本、預付土地租賃款項、工程成本、已資本化借貸成本及有關物業應佔之其他直接成本。可變現淨值乃根據報告期後所得之銷售所得款項減銷售開支釐定，或按當時市況估計。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial instruments

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire; or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset; or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

Financial assets (except for trade receivables without a significant financing component which are initially measured at their transaction price) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial assets.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity investment measured at fair value through other comprehensive income ("FVOCI"); or (iv) measured at fair value through profit or loss ("FVPL").

3. 重大會計政策(續)

(h) 金融工具

確認及終止確認

金融資產僅於本集團成為工具合約條文之訂約方時按交易日基準確認。

金融資產僅於下列條件下終止確認：
(i)本集團收取金融資產未來現金流量的合約權利屆滿；或(ii)本集團轉讓金融資產，轉讓方式為(a)轉讓金融資產所有權的絕大部分風險及回報；或(b)既無轉讓亦無保留金融資產擁有權的絕大部分風險及回報，但不保留金融資產的控制權。

金融資產(除按交易價初步計量的不含重大融資成份的貿易應收款項外)初步按公平值加(如並非按公平值計入損益列賬的金融資產)收購該金融資產直接應佔的交易成本計量。

初步確認時，金融資產分類為(i)按攤銷成本計量；(ii)按公平值計入其他全面收益計量的債務工具；(iii)按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量的股本投資；或(iv)按公平值計入損益(「按公平值計入損益」)計量。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(h) Financial instruments (CONT'D)

Recognition and derecognition (CONT'D)

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

3. 重大會計政策(續)

(h) 金融工具(續)

確認及終止確認(續)

初步確認時，金融資產之分類取決於本集團管理金融資產及金融資產合約現金流量特徵之業務模式。金融資產初步確認後不會重新分類，除非本集團改變管理金融資產的業務模式，在此情況下，所有受影響之金融資產於業務模式變動後的首個年度報告期間的第一日重新分類。

按攤銷成本計量之金融資產

金融資產如同時滿足以下條件且未被指定為按公平值計入損益，則按攤銷成本計量：

- (i) 其以旨在持有金融資產收取合約現金流量之業務模式持有；及
- (ii) 其合約條款引致於特定日期之現金流量僅為支付本金及未償還本金之利息。

按攤銷成本計量之金融資產其後使用實際利率法計量，並受減值影響。減值、終止確認或攤銷過程中產生的收益及虧損於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(h) Financial instruments (CONT'D)

Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVPL, financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

3. 重大會計政策(續)

(h) 金融工具(續)

按公平值計入損益之金融資產

此等投資包括並非按攤銷成本或按公平值計入其他全面收益計量的金融資產，包括持作買賣之金融資產、在初始確認時指定為按公平值計入損益計量的金融資產、香港財務報告準則第3號所適用的業務合併之或然代價安排所產生的金融資產及其他須按公平值計入損益計量之金融資產。有關工具按公平值列賬，任何由此產生的收益及虧損於損益中確認，不包括金融資產賺取的任何股息或利息。股息或利息收入與公平值收益或虧損分開呈報。

金融資產如屬以下各項，則分類為持作買賣：

- (i) 為於短期內出售之主要目的而產生之收購；
- (ii) 屬於受集中管理的已識別金融工具組合的一部分，且有跡象顯示其於初始確認時近期確實出現短期獲利模式；或
- (iii) 並非財務擔保合約或並非指定有效對沖工具的衍生工具。

僅當按不同基礎計量資產或負債或確認收益或虧損時會導致消除或顯著降低計量或確認差異時，金融資產於初始確認時指定為按公平值計入損益計量。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(i) Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

3. 重大會計政策(續)

(i) 金融負債

確認及終止確認

金融負債當且僅當本集團成為工具合約條文之訂約方時確認。

金融負債當且僅當該負債終絕時方終止確認，即相關合約所規定的責任獲解除、註銷或屆滿時。

分類及計量

金融負債初始按公平值加(倘金融負債並非按公平值計入損益)發行金融負債直接應佔的交易成本確認。

本集團的金融負債初始按其公平值確認，其後採用實際利率法按攤銷成本計量，除非貼現影響並不重大，否則按成本列賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(j) Impairment of financial assets and other items

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive. For a lease receivable, the cash flows used for determining the ECL should be consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 or HKAS 17.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

3. 重大會計政策(續)

(j) 金融資產減值及其他項目

本集團就根據香港財務報告準則第9號適用減值要求之按攤銷成本計量的金融資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。除下文詳述的特定處理方法外，於各報告日期，倘金融資產的信貸風險自初始確認後顯著增加，則本集團按相等於全期預期信貸虧損的金額計量金融資產的虧損撥備。倘金融資產的信貸風險自初始確認後未顯著增加，則本集團按相等於12個月預期信貸虧損的金額計量金融資產的虧損撥備。

預期信貸虧損之計量

預期信貸虧損為金融工具預計年內信貸虧損的概率加權估計(即所有現金短缺的現值)。

就金融資產而言，信貸虧損為應付合約實體的合約現金流量與該實體預期收取的現金流量之間差額的現值。就應收租賃而言，用以釐定預期信貸虧損的現金流量應與根據香港財務報告準則第16號或香港會計準則第17號計量應收租賃款項所用的現金流量一致。

全期預期信貸虧損是指金融工具預計年內所有可能的違約事件產生的預期信貸虧損，而12個月預期信貸虧損是指於報告日期後12個月內可能發生的金融工具違約事件可能導致的全期預期信貸虧損一部分。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(j) Impairment of financial assets and other items
(CONT'D)

Measurement of ECL (CONT'D)

Where ECL is measured on a collective basis, the financial instruments are grouped based on one or more of the following shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral, if any
- (iv) industry of debtors
- (v) geographical location of debtors
- (vi) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, except in the case of debt investments at FVOCI, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

3. 重大會計政策(續)

(j) 金融資產減值及其他項目(續)

預期信貸虧損之計量(續)

當預期信貸虧損按共同基準計量，則金融工具按以下一個或多個共同信貸風險特徵分組：

- (i) 逾期信息
- (ii) 工具的性質
- (iii) 抵押品(如有)的性質
- (iv) 債務人所在行業
- (v) 債務人所在地區
- (vi) 外部信貸風險評級

虧損撥備於各報告日期重新計量，以反映自初始確認以來金融工具的信貸風險及虧損變動。由此產生的虧損撥備變動於損益內確認為減值損益，並相應調整金融工具的賬面值，按公平值計入其他全面收益之債務投資的情況除外，虧損撥備乃於其他全面收益中確認及於公平值儲備(可轉撥)中累計。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(j) Impairment of financial assets and other items
(CONT'D)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument meets any of the following criteria.

- (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or
- (ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策(續)

(j) 金融資產減值及其他項目(續)

違約之定義

本集團認為以下情況就內部信貸風險管理而言構成違約事件，因為過往經驗表明倘金融工具符合下列任何一項條件時本集團可能無法收回全部未償還合約款項。

- (i) 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品); 或
- (ii) 對手方違反財務契諾。

不論上述分析如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團具有合理可靠資料說明更寬鬆的違約標準更為合適，則作別論。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(j) Impairment of financial assets and other items
(CONT'D)

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account in the assessment:

- (i) the debtor's failure to make payments of principal or interest on the due dates;
- (ii) an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- (iii) an actual or expected significant deterioration in the operating results of the debtor; and
- (iv) actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

3. 重大會計政策(續)

(j) 金融資產減值及其他項目(續)

信貸風險顯著增加之評估

評估金融工具之信貸風險是否自初始確認後顯著增加時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較。作出評估時，本集團會考慮合理及可靠的定量及定性資料，包括過往經驗及無需付出過多成本或努力即可獲得的前瞻性資料。具體而言，評估時將考慮下列資料：

- (i) 債務人無法支付到期本金或利息；
- (ii) 金融工具外部或內部信貸評級(如有)的實際或預期出現重大惡化；
- (iii) 債務人之經營業績實際或預期出現重大惡化；及
- (iv) 技術、市場、經濟或法律環境有實際或預期的變動，對債務人履行對本集團責任的能力構成或可能構成重大不利影響。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(j) Impairment of financial assets and other items
(CONT'D)

Assessment of significant increase in credit risk
(CONT'D)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

Simplified approach of ECL

For trade receivables and operating lease receivables, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

3. 重大會計政策(續)

(j) 金融資產減值及其他項目(續)

信貸風險顯著增加之評估(續)

無論上述評估的結果如何，本集團假設於合約付款逾期超過30天時，金融工具之信貸風險自初始確認以來顯著增加。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團假設金融工具的信貸風險自初始確認以來並未顯著增加。

較低信貸風險

在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 違約風險較低；
- (ii) 借款人有很強的能力履行近期的合約現金流義務；及
- (iii) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流義務的能力。

預期信貸虧損之簡化方法

對於貿易應收款項及經營租賃應收款項，本集團採用簡化方法計算預期信貸虧損。本集團於各報告日期按全期預期信貸虧損確認虧損撥備，且已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按與債務人相關之前瞻性因素及經濟環境進行調整。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(j) Impairment of financial assets and other items
(CONT'D)

Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

3. 重大會計政策(續)

(j) 金融資產減值及其他項目(續)

信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一件或多件事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財務困難。
- (b) 違反合約，如違約或逾期事件。
- (c) 借款人的貸款人出於與借款人的財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠。
- (d) 借款人可能破產或進行其他財務重組。
- (e) 因財務困難而導致該項金融資產失去活躍市場。
- (f) 以大幅折扣購買或產生金融資產，反映已出現信貸虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(j) Impairment of financial assets and other items
(CONT'D)

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

(k) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

(l) Revenue recognition

Rental income under operating lease is recognised when the properties are let out and on the straight-line basis over the lease terms. Before 1 April 2019, contingent rents are recognised as income in the period in which they are earned. From 1 April 2019, variable lease payments that depend on an index or a rate are initially measured using the index or rate at the commencement date and subsequently adjusted when such index or rate changes. Such payments are recognised as income on the straight-line basis over the lease term. Other variable lease payments are recognised as income in the period in which the event or condition that triggers those payments occurs.

3. 重大會計政策(續)

(j) 金融資產減值及其他項目(續)

撇銷

當本集團合理預期金融資產之合約現金流量無法全部或部分收回時，會對金融資產進行撇銷。然而，經考慮適當的法律意見，撇銷的金融資產可能仍需根據本集團收回逾期款項的程序進行法律行動。其後收回的任何資產將於損益內確認。

(k) 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括銀行及手頭現金、存於銀行及其他金融機構之活期存款以及可隨時轉換為已知數額現金而價值變動風險不大之短期高流通量投資。須按要求償還並構成本集團現金管理部分之銀行透支亦計入現金及現金等價物之一部分。

(l) 收益確認

經營租賃項下之租金收入在物業租出時按租期以直線基準確認。二零一九年四月一日前，或然租金於賺取期內確認為收入。自二零一九年四月一日起，取決於一項指數或比率之可變租賃付款初步使用開始日期之指數或比率進行計量，隨後於該指數或比率變動時予以調整。有關付款於租期內以直線法確認為收入。其他可變租賃付款於觸發該等付款的事件或條件發生的期間內確認為收入。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(I) Revenue recognition (CONT'D)

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

Revenue from contracts with customers within HKFRS 15

The nature of the goods or services provided by the Group is (i) development and sale of properties; (ii) properties management; (iii) operation and management of hydroelectric power stations; and (iv) design and sale of electronic products.

Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct good or service that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

3. 重大會計政策(續)

(I) 收益確認(續)

金融資產利息收入以實際利率法確認。就按攤銷成本計量而並無出現信貸減值的金融資產而言，實際利率適用於資產的賬面總值，倘金融資產出現信貸減值，則適用於其攤銷成本(即賬面總值扣除虧損撥備)。

香港財務報告準則第15號範圍內來自客戶合約的收益

本集團提供的貨物或服務的性質為(i)物業開發及銷售；(ii)物業管理；(iii)水電站運營管理；及(iv)電子產品設計及銷售。

履約責任的識別

於合約開始時，本集團評估與客戶所簽訂合約中承諾的貨物或服務，並識別應作為一項履約責任向客戶轉讓以下任何一項的承諾：

- (a) 明確區別的貨物或服務(或一組貨物或服務)；或
- (b) 一系列大致相同且轉讓給客戶的模式相同的明確區別貨物或服務。

倘符合以下全部標準，承諾給予客戶的貨物或服務屬明確區別的貨物或服務：

- (a) 客戶能透過客戶自身或連同客戶的其他可得資源從貨物或服務中獲益(即貨物或服務能夠明確區別)；及
- (b) 本集團向客戶轉讓貨物或服務的承諾能明確與合約中其他承諾區別(即轉讓貨物或服務的承諾在合約範圍內能明確區別)。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(I) Revenue recognition (CONT'D)

Revenue from contracts with customers within HKFRS 15 (CONT'D)

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

3. 重大會計政策(續)

(I) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益(續)

收益確認的時間

當(或隨著)本集團透過向客戶轉讓承諾的貨物或服務(即資產)履行履約責任時,收益予以確認。資產在(或隨著)客戶獲得資產的控制權時轉讓。

本集團隨時間轉讓貨物或服務的控制權,因此,倘滿足以下其中一項標準,本集團履行履約責任並隨時間確認收益:

- (a) 客戶於本集團履約時同時獲得及消費本集團的履約行為所提供的利益;
- (b) 本集團的履約行為創造或改良客戶在資產被創造或改良時已控制的資產;或
- (c) 本集團的履約行為不會創造可由本集團另作他用的資產,且本集團對迄今已完成的履約付款擁有可強制執行的權利。

倘本集團並非隨時間履行履約責任,當客戶獲得所承諾資產的控制權時,本集團於某一時點履行履約責任。在釐定控制權何時轉讓時,本集團會考慮控制權的概念以及法定所有權、實質佔有、付款權、資產擁有權的重大風險及回報以及客戶接收等指標。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(I) Revenue recognition (CONT'D)

Revenue from contracts with customers within HKFRS 15 (CONT'D)

Development and sale of properties

The Group develops and sells residential properties to the customers. Sale of properties is recognised at a point in time when control of the property has been transferred, being when the customer obtains the physical possession or the legal title of the completed property.

Properties management

The Group provides properties management services to residential and commercial properties. Properties management service income is recognised over time when services are rendered.

Operation and management of hydroelectric power stations

The Group operates and manages hydroelectric power stations. The sale of electricity is recognised over time when electricity is generated and transmitted to the customer.

For revenue recognised over time under HKFRS 15, the progress towards complete satisfaction of a performance obligation in respect of sale of electricity and properties management services is measured based on the output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

3. 重大會計政策(續)

(I) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益(續)

物業開發及銷售

本集團開發及向客戶銷售住宅物業。物業銷售於物業的控制權已轉移(即客戶取得已落成物業之實質管有權或法定所有權)之時間點確認。

物業管理

本集團為住宅及商業物業提供物業管理服務。物業管理服務收入在提供服務時隨時間確認。

水電站運營管理

本集團運營及管理水電站。電力銷售在發電及輸送至客戶時隨時間確認。

就根據香港財務報告準則第15號隨時間確認的收益而言，達成有關電力銷售及物業管理服務履約責任的進度按產出法計量，即根據直接計量迄今已轉移予客戶之貨物或服務與合約項下承諾提供的餘下貨物或服務價值相比較以確認收益，此最能反映本集團對於轉移貨物或服務的控制權的履約情況。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(l) Revenue recognition (CONT'D)

Revenue from contracts with customers within HKFRS 15 (CONT'D)

Design and sale of electronic products

The Group designs and sells electronic products (representing consumer electronic audio and video equipment, karaoke equipment and accessories) to the customers. Sales of electronic products are recognised at point in time when control of the products has been transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

(m) Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, 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 contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

3. 重大會計政策(續)

(l) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益(續)

電子產品設計及銷售

本集團設計及向客戶銷售電子產品(指消費電子影音設備、卡拉OK設備及配件)。於產品的控制權轉移(即產品交付予客戶)之時間點,概無未履行的義務或會影響客戶接受產品且客戶已獲取產品的合法所有權時,則會確認銷售電子產品。

(m) 合約資產及合約負債

倘本集團透過於客戶支付代價前或在付款到期應付前將貨物或服務轉移予客戶履約,合約將呈列為合約資產,不包括呈列為應收款項之任何金額。相反,倘客戶支付代價,或本集團有權無條件取得代價金額,則於本集團向客戶轉讓貨物或服務前,合約將於作出付款或付款到期應付(以較早者為準)時呈列為合約負債。應收款項為本集團無條件或在支付到期代價前僅需時間流逝之取得代價權利。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(m) Contract assets and contract liabilities (CONT'D)

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract liabilities of unrelated contracts are not presented on a net basis.

For sale of properties, it is common for the Group to receive from the customer the whole or some of the contractual payments before the properties are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

For properties management service, the Group receives management fee in advance from the customers before services are delivered. The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

3. 重大會計政策(續)

(m) 合約資產及合約負債(續)

單一合約或一組相關合約以合約資產淨值或合約負債淨額呈列。無關合約之合約負債並不按淨額基準呈列。

對於物業銷售而言，本集團通常於物業交付前自客戶收取全部或部分合約付款(即該等交易的收入確認時間)。本集團確認合約負債直至其確認為收入。本期間內，任何重大的融資組成部分(倘適用)將計入合約負債及將作為應計費用支出除非利息開支合資格資本化。

對於物業管理服務而言，本集團於服務交付前提前自客戶收取管理費。本集團確認合約負債直至其確認為收入。本期間內，任何重大的融資組成部分(倘適用)將計入合約負債及將作為應計費用支出除非利息開支合資格資本化。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment and right-of-use assets may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income in profit or loss immediately.

The accounting policy for recognition and reversal of the impairment loss for goodwill is stated in the accounting policy for goodwill in note 3(b).

3. 重大會計政策(續)

(n) 非金融資產減值

於各報告期末，本集團會檢討內部及外部來源的資料，以評估是否有跡象顯示其物業、廠房及設備以及使用權資產可能已發生減值或先前確認的減值虧損已不存在或可能減少。倘存在任何相關跡象，則根據資產的公平值減出售成本與其使用價值中較高者，估計資產的可收回金額。若無法估計一項單獨資產的可收回金額，則本集團會估計獨立產生現金流量的最小資產組別(即現金產生單位)的可收回金額。

倘資產或現金產生單位的可收回金額估計將低於其賬面值，則將該資產或現金產生單位的賬面值削減至其可收回金額。減值虧損即時確認為開支。

減值虧損的撥回以倘於過往年度並未確認減值虧損而將釐定的資產或現金產生單位的賬面值為限。減值虧損的撥回即時於損益中確認為收入。

確認及撥回商譽減值虧損之會計政策載於附註3(b)中有關商譽之會計政策中。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(o) Foreign currency translation

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 Company's functional currency is HK\$.

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

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented and, where applicable, goodwill and fair value adjustments on the carrying amounts of assets and liabilities arising on an acquisition of a foreign operation which are to be treated as assets and liabilities of that foreign operation, are translated at the closing rate at the end of the reporting period;
- Income and expenses for each statement of comprehensive income are translated at average exchange rate;

3. 重大會計政策(續)

(o) 外幣換算

本集團各實體財務報表內項目使用實體業務經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。本公司的功能貨幣為港元。

外幣交易使用交易日期的適用匯率換算為功能貨幣。相關交易結算及以外幣計值的貨幣資產及負債按年末匯率換算產生的匯兌收益及虧損於損益中確認。

功能貨幣非呈列貨幣的所有集團實體(「海外業務」)的業績及財務狀況按以下方式換算為呈列貨幣：

- 所呈列的各財務狀況表的資產及負債及(如適用)商譽及因收購海外業務產生的資產及負債(視作該海外業務的資產及負債)的賬面值的公平值調整，按報告期末的收市匯率換算；
- 各全面收益表的收入及開支按平均匯率換算；

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(o) Foreign currency translation (CONT'D)

- All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;
- On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised;
- On the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss; and
- On all other partial disposals, which includes partial disposal of joint ventures that do not result in the Group losing significant influence or joint control, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

3. 重大會計政策(續)

(o) 外幣換算(續)

- 因上述換算產生的所有匯兌差額及因屬於本集團對海外業務投資淨額的一部分的貨幣項目產生的匯兌差額作為獨立權益部分確認；
- 出售海外業務時(包括出售本集團於海外業務的全部權益、涉及失去對包括海外業務的附屬公司控制權的出售)，於其他全面收益確認並於獨立權益部分累計的與該海外業務相關的匯兌差額的累計金額，於出售收益或虧損確認時，自權益重新分類至損益；
- 若本集團出售其於包含海外業務的附屬公司的部分權益且該出售未導致本集團失去對該附屬公司的控制權，則於獨立權益部分確認的匯兌差額的累計金額的按比例份額重新歸入於該海外業務的非控股權益，而不重新分類至損益；及
- 所有其他部分出售(包括並不導致本集團失去重大影響力或共同控制權的合營企業的部分出售)，則於獨立權益部分確認的匯兌差額的累計金額的按比例份額重新分類至損益。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(p) Employee benefits

Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

3. 重大會計政策(續)

(p) 僱員福利

僱員享有之假期

僱員年假及長期服務假期於僱員享有休假時確認。本公司會就僱員直至報告期末之服務年期所享有年假及長期服務假期估計須承擔之負債作出撥備。

僱員病假及產假於實際休假開始時予以確認。

退休金責任

本集團為所有僱員向定額供款退休計劃供款。本集團及僱員之計劃供款根據僱員基本薪金之百分比計算。自損益扣除退休福利計劃成本代表本集團須向基金支付之供款。

終止僱傭福利

終止僱傭福利於本集團不能提供該等福利時及本集團確認重組成本並涉及支付終止僱傭福利時(以較早日期為準)確認。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(q) Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value is determined using the Black-Scholes pricing model. The cost of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

(r) Leases

Applicable from 1 April 2019

The Group assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

3. 重大會計政策(續)

(q) 以股份為基礎的付款

本集團發行以權益結算並以股份支付之款項予若干僱員。以權益結算並以股份支付之款項乃於股本工具授出日按公平值(不包括非市場形式歸屬條件影響)計量。公平值使用柏力克-舒爾斯定價模式釐定。以權益結算並以股份支付之成本乃根據本集團對最終將歸屬之股份估計及就非市場形式歸屬條件之影響，於歸屬期按直線法列作開支。

(r) 租賃

自二零一九年四月一日起適用

本集團於合約初始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關的租賃付款按直線法於租期內確認為開支。

本集團已選擇不從租賃組成部分中分離出非租賃組成部分，並對各個租賃組成部分及任何相關非租賃組成部分入賬作為單獨租賃組成部分。

本集團對於租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(r) Leases (CONT'D)

Applicable from 1 April 2019 (CONT'D)

As lessee (CONT'D)

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises

- (a) the amount of the initial measurement of the lease liability;
- (b) any lease payments made at or before the commencement date, less any lease incentives received;
- (c) any initial direct costs incurred by the Group; and
- (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

3. 重大會計政策(續)

(r) 租賃(續)

自二零一九年四月一日起適用(續)

作為承租人(續)

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨可識別組成部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

使用權資產乃按成本進行初始計量，其中包括

- (a) 租賃負債的初始計量金額；
- (b) 於開始日期或之前所作的任何租賃付款，減已收取的任何租賃優惠；
- (c) 本集團產生的任何初始直接成本；及
- (d) 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態而產生的估計成本，除非該等成本乃因生產存貨而產生。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(r) Leases (CONT'D)

Applicable from 1 April 2019 (CONT'D)

As lessee (CONT'D)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful life of the right-of-use asset as follows:

Leasehold lands	20-30 years
Office premises	2 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

3. 重大會計政策(續)

(r) 租賃(續)

自二零一九年四月一日起適用(續)

作為承租人(續)

隨後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租期及使用權資產之估計可使用年期之較短者按直線法計提折舊，如下：

租賃土地	20-30年
辦公室物業	2年

租賃負債乃按於合約開始日期尚未支付之租賃付款現值進行初始計量。

租賃付款包括下列於租期內使用相關資產使用權權利且於開始日期尚未支付之付款：

- (a) 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- (b) 取決於一項指數或比率之可變租賃付款；
- (c) 根據剩餘價值擔保預期應付之款項；
- (d) 購買權的行使價(倘本集團合理確定行使該權利)；及
- (e) 終止租賃的罰款付款(倘租賃條款反映本集團行使終止權終止租賃)。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(r) Leases (CONT'D)

Applicable from 1 April 2019 (CONT'D)

As lessee (CONT'D)

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 重大會計政策(續)

(r) 租賃(續)

自二零一九年四月一日起適用(續)

作為承租人(續)

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人之增量借貸利率。

隨後，租賃負債透過增加賬面值以反映租賃負債之利息及調減賬面值以反映已付的租賃付款進行計量。

當租期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬

- (a) 該修改透過增加一項或以上相關資產之使用權利而擴大租賃範圍；及
- (b) 租賃代價增加之金額相當於經擴大範圍對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(r) Leases (CONT'D)

Applicable from 1 April 2019 (CONT'D)

As lessee (CONT'D)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

3. 重大會計政策(續)

(r) 租賃(續)

自二零一九年四月一日起適用(續)

作為承租人(續)

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬，

- (a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。
- (b) 本集團釐定經修訂合約之租期。
- (c) 本集團透過於經修訂租期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。
- (d) 就縮減租賃範圍之租賃修改而言，本集團透過減少使用權資產之賬面值，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關之收益或虧損將租賃負債之重新計量列賬。
- (e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(r) Leases (CONT'D)

Applicable from 1 April 2019 (CONT'D)

As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and sublease as two separate contracts. The sublease is classified as an operating lease if the head lease is a short-term lease to which the Group has applied the recognition exemption. Otherwise, the sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

As lessor – operating lease

The Group applies the derecognition and impairment requirements in HKFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Applicable before 1 April 2019

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

3. 重大會計政策(續)

(r) 租賃(續)

自二零一九年四月一日起適用(續)

作為出租人

本集團於租賃初始日期將其各項租賃分類為融資租賃或經營租賃。倘租賃將相關資產所有權之絕大部分風險及回報轉讓，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

倘本集團為中間出租人，其將主租賃及分租入賬為兩份個別合約。倘主租賃為短期租賃且本集團已應用確認豁免，分租乃分類為經營租賃。否則，分租乃參考產生自主租賃的使用權資產而分類為融資或經營租賃。

作為出租人 — 經營租賃

本集團將香港財務報告準則第9號終止確認及減值規定應用於經營租賃應收款項。

經營租賃之修改自該修改生效日期起入賬作為新租賃，而與原租賃相關之任何預付或應計租賃付款則作為新租賃租賃付款之一部分。

於二零一九年四月一日前適用

當租賃條款將租賃所有權之絕大部分風險及回報轉讓予承租人，則該等租賃分類為融資租賃。所有其他租賃分類為經營租賃。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(r) Leases (CONT'D)

Applicable before 1 April 2019 (CONT'D)

As lessor

Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms.

As lessee

Assets held under finance leases are recognised as assets of the Group at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as finance lease obligation. Finance charges, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease.

3. 重大會計政策(續)

(r) 租賃(續)

於二零一九年四月一日前適用(續)

作為出租人

當本集團作為出租人時，本集團根據經營租賃所租賃之資產乃計入非流動資產，而根據經營租賃應收租金於租期內按直線基準計入損益。

作為承租人

根據融資租賃持有之資產按租賃資產之公平值及最低租賃付款之現值中較低者確認為本集團資產。出租人之相應負債載於財務狀況表，作為融資租賃承擔。財務費用指租賃承擔總額與收購資產之公平值之間之差額，並於相關租期自損益中扣除，以得出承擔之餘下結餘於各會計期間之固定期間支出率。

根據經營租賃應付租金於相關租期以直線基準自損益中扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially 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.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in the profit or loss in the period in which they are incurred.

(t) Taxation

Income tax comprises current tax and deferred tax. Current tax liabilities is calculated based on the Group's taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 重大會計政策(續)

(s) 借貸成本

因收購、建造或生產合資格資產(指需要相當長時間準備作擬定用途或出售之資產)而直接產生之借貸成本乃資本化為資產成本的一部分，直至該等資產大致上已準備就緒作擬定用途或出售。在合資格資產支出之前，對特定借貸的臨時投資所得的投資收入，從符合資本化條件的借貸成本中扣除。

如借貸之一般目的及用途為獲取合資格資產，合資格資本化之借貸成本金額則採用資本化比率計算該項資產開支之方法釐定。資本化比率為適用於本集團於該期間未償還借貸之借貸成本加權平均值，但為獲得合資格資產之特別借貸除外。

所有其他借貸成本於產生期間在損益中確認。

(t) 稅項

所得稅包括即期稅項及遞延稅項。即期稅項負債按本集團年內應課稅溢利計算。由於不包括其他年度應課稅或可扣稅收入或開支項目及從不課稅或不可扣稅項目，應課稅溢利與於損益中確認之溢利不同。本集團之即期稅項負債按報告期末已頒佈或實際上頒佈之稅率計算。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(t) Taxation (CONT'D)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 重大會計政策(續)

(t) 稅項(續)

遞延稅項就財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間之差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利，以致可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可予動用時確認。倘因商譽或因初步確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中其他資產及負債引致之暫時差額，則不會確認該等資產及負債。

除非本集團可控制暫時差額撥回及暫時差額不大可能於可見將來撥回，否則會就附屬公司及聯營公司的投資所產生的應課稅暫時差額確認遞延稅項負債。

遞延稅項資產的賬面值乃於各報告期末進行檢討，如不再有足夠應課稅溢利可供收回全部或部分資產則遞延稅項資產須相應減少。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(t) Taxation (CONT'D)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

3. 重大會計政策(續)

(t) 稅項(續)

遞延稅項乃按預期於報告期末已頒佈或實質上頒佈的稅率結算負債或變現資產期間應用的稅率計算。遞延稅項在損益內確認，惟當遞延稅項與其他全面收益或直接於權益內確認的項目有關則除外，而在此情況下，遞延稅項亦在其他全面收益或直接於權益內確認。

遞延稅項資產及負債之計量反映隨本集團預期於報告期末收回或償還其資產及負債賬面值所產生之稅務後果。

為計量使用公平值模型計量的投資物業的遞延稅項，該物業的賬面值被假設為通過出售收回，除非假設被駁回。倘投資物業會折舊，並以本集團一個商業模式持有，而此模式並非透過出售形式而是旨在於一段時間內使用該投資物業所包含之絕大部分經濟利益，則有關假設會被駁回。倘有關假設被駁回，則該等投資物業之遞延稅項根據物業收回之預計方式計量。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(t) Taxation (CONT'D)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

PRC land appreciation tax ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax expense. LAT paid is a deductible expense for PRC enterprise income tax purposes.

(u) Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a holding company of the Company.

3. 重大會計政策(續)

(t) 稅項(續)

倘在法律上可強制執行權利以即期稅項資產抵銷即期稅項負債，遞延稅項資產及負債與同一徵稅機關徵收的所得稅相關且本集團有意按淨額基準結算其即期稅項資產及負債，遞延稅項資產與負債抵銷。

中國土地增值稅(「土地增值稅」)

土地增值稅根據土地價值之增長按累進稅率30%至60%徵收，即出售物業所得款項減可扣稅開支(包括土地成本、借貸成本、業務稅項及所有物業開發開支)。土地增值稅確認為所得稅開支。已付土地增值稅為中國企業所得稅的可扣除費用。

(u) 關聯方

關聯方指與本集團有關聯的個人或實體。

- (a) 一名個人或其近親將被視為本集團的關聯方，倘該個人：
- (i) 能夠控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或者本公司之控股公司主要管理人員的一員。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(u) Related parties (CONT'D)

- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a holding company of the Company.

3. 重大會計政策(續)

(u) 關聯方(續)

- (b) 一個實體將被視為本集團的關聯方(報告實體)，倘該實體符合以下任一情況：
- (i) 該實體及本公司為同一集團內的成員公司(即每間控股公司、附屬公司及同系附屬公司均互相為關聯方)。
 - (ii) 一個實體為另一實體的聯營公司或合營企業(或為該集團成員公司的聯營公司或合營企業，且另一實體為該集團成員公司)。
 - (iii) 兩個實體均為同一第三方的合營企業。
 - (iv) 一個實體為第三方的合營企業，且另一實體為該第三方的聯營公司。
 - (v) 該實體是為本集團或為本集團關聯實體的僱員福利而設的離職後福利計劃。倘本集團本身為一項計劃，則贊助的僱主亦為本集團的關聯方。
 - (vi) 該實體由(a)中識別的個人控制或共同控制。
 - (vii) (a)(i)中識別的一名個人對該實體構成重大影響，或為該實體(或實體的控股公司)的主要管理人員。
 - (viii) 該實體或實體所屬集團的任何成員公司向本公司或本公司的控股公司提供主要管理人員服務。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(u) Related parties (CONT'D)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of the Group's various lines of business in different geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3. 重大會計政策(續)

(u) 關聯方(續)

一名人士的近親指在其與該實體的交易中預期可能影響該人士或受該人士影響的家庭成員，包括：

- (a) 該人士子女、配偶或伴侶；
- (b) 該人士配偶或伴侶的子女；及
- (c) 該人士或該人士配偶或伴侶的被贍養人。

在關聯方的定義中，聯營公司包括該聯營公司的附屬公司，而合營企業包括該合營企業的附屬公司。

(v) 分類呈報

經營分類及各分類項目於財務報表內呈報之金額，是根據定期提供予本集團最高行政管理層就分配資源及評估本集團於不同地理位置之各業務範疇表現之財務資料中識別出來。

就財務報告而言，除非分類具備相似之經濟特徵及在產品及服務性質、生產過程性質、客戶類型或類別、用於分銷產品或提供服務之方法以及監管環境之性質方面相似，否則各個重大經營分類不會進行合算。個別非重大之經營分類如符合上述大部分準則，則可進行合算。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

(w) Discontinued operation

A discontinued operation is a component of the Group, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the operation is abandoned.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss and other comprehensive income, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

3. 重大會計政策(續)

(w) 已終止經營業務

已終止經營業務為本集團業務一部分，其營運及現金流量可明確地與本集團其他業務區分。已終止經營業務代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃之一部分，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合香港財務報告準則第5號可列為待售項目之準則（以較早者為準），則分類為已終止經營業務。倘業務被廢止，亦會分類為已終止經營業務。

倘業務分類為已終止經營，則損益及其他全面收益表上會呈列一單一數額，當中包含：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組合計算公平值減銷售成本（或於出售時），所確認之除稅後收益或虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(x) Future changes in HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKASs 1 and 8	Definition of Material ¹
Amendments to HKAS 39, HKFRSs 7 and 9	Interest Rate Benchmark Reform ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 16	Covid-19-Related Rent Concessions ³
HKFRS 17	Insurance Contracts ⁴
Amendments to HKAS 16	Proceeds before Intended ⁵
Amendments to HKAS 37	Cost of Fulfilling a Contract ⁵
Amendments to HKFRS 3	Reference to the Conceptual Framework ⁵
Annual Improvements to HKFRSs	2018-2020 Cycle ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁶

¹ Effective for annual periods beginning on or after 1 January 2020

² Effective for acquisitions that occur on or after the beginning of the first annual period beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after 1 June 2020

⁴ Effective for annual periods beginning on or after 1 January 2021

⁵ Effective for annual periods beginning on or after 1 January 2022

⁶ The effective date to be determined

The Group is in the process of making a detailed assessment of the possible impact on the future adoption of the new/revised HKFRSs. So far the management is of the opinion that the adoption of the new/revised HKFRSs will not have any significant impact on the consolidated financial statements.

3. 重大會計政策(續)

(x) 香港財務報告準則的未來變動

於綜合財務報表獲批准之日，香港會計師公會已頒佈以下於本年度尚未生效(本集團未有提前採納)之新訂／經修訂香港財務報告準則。

香港會計準則第1號及第8號之修訂	重大之定義 ¹
香港會計準則第39號、香港財務報告準則第7號及第9號之修訂	利率基準改革 ¹
香港財務報告準則第3號之修訂	業務之定義 ²
香港財務報告準則第16號之修訂	2019冠狀病毒病相關租金寬免 ³
香港財務報告準則第17號	保險合約 ⁴
香港會計準則第16號之修訂	作擬定用途前之所得款項 ⁵
香港會計準則第37號之修訂	履行合約之成本 ⁵
香港財務報告準則第3號之修訂	提述概念框架 ⁵
香港財務報告準則之年度改進	二零一八年至二零二零年週期 ⁵
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或注資 ⁶

¹ 於二零二零年一月一日或之後開始之年度期間生效

² 對二零二零年一月一日或之後開始的首個年度期間開始或之後的收購生效

³ 於二零二零年六月一日或之後開始之年度期間生效

⁴ 於二零二一年一月一日或之後開始之年度期間生效

⁵ 於二零二二年一月一日或之後開始之年度期間生效

⁶ 生效日期待定

本集團正在對未來採納新訂／經修訂香港財務報告準則可能出現的影響作出詳盡評估。迄今為止，管理層認為採納新訂／經修訂香港財務報告準則不會對綜合財務報表構成任何重大影響。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have significant effect on the amounts recognised in the consolidated financial statements.

(a) Deferred taxation on investment properties

For the purposes of measuring deferred tax for investment properties measured at fair value, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties overtime, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have rebutted the presumption that investment properties measured at fair value are recovered through sale.

4. 重要判斷及主要估計

應用會計政策時之重大判斷

於應用會計政策過程中，董事作出如下對綜合財務報表中已確認之金額有重大影響之判斷。

(a) 投資物業之遞延稅項

就計量以公平值計量的投資物業之遞延稅項而言，董事已審閱本集團之投資物業組合，認為本集團之投資物業以通過時間之推移而非通過銷售消耗該投資物業所含絕大部分經濟利益為目標之商業模式持有。因此，於釐定本集團於投資物業之遞延稅項時，董事已推翻按公平值計量之投資物業乃透過出售予以收回之假設。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of trade receivables, deposits and other receivables

The Group's management estimates the loss allowance for trade receivables, deposits and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade receivables, deposits and other receivables. Details of the key assumption and inputs used in estimating ECL are set out in notes 6(b) and 22 to the consolidated financial statements.

(b) Write-down of properties held for sale and properties for sale under development

Net realisable value of properties held for sale is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. Net realisable value of properties for sale under development is assessed with reference to valuations carried out by an independent professional valuer. These estimates are based on the current market condition and the historical experience of constructing and selling properties of similar nature. It could change significantly as a result of changes in economy and demand of market. The Group will reassess the estimates by the end of each reporting period.

4. 重要判斷及主要估計(續)

估計不確定因素之主要來源

有關日後之主要假設及於報告期末估計不確定因素之其他主要來源(存在對下一個財政年度的資產及負債賬面值作出重大調整的重大風險)如下。

(a) 貿易應收款項、按金及其他應收款項減值

本集團管理層使用各種輸入數據及假設(包括違約風險率及預期虧損率)估計貿易應收款項、按金及其他應收款項的虧損撥備。估計涉及高程度的不確定性,其以本集團於各報告期末的歷史資料、現有市況及前瞻性估計為基準。如預期不同於原有估計,有關差額會影響貿易應收款項、按金及其他應收款項的賬面值。估計預期信貸虧損的主要假設及輸入數據詳情載於綜合財務報表附註6(b)及22。

(b) 撇減持作出售之物業及發展中待售物業

持作出售之物業之可變現淨值乃按於日常業務過程中估計之售價減去估計竣工成本及銷售開支計算。發展中待售物業之可變現淨值乃經參考獨立專業估值師作出的估值評估。該等估計根據市場現況及類似性質之物業建造及銷售之過往經驗作出。該等估計可因經濟及市場需求改變而大幅改變。本集團將於各報告期末重估該等估計。

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4. CRITICAL JUDGEMENTS AND KEY
ESTIMATES (CONT'D)

Key sources of estimation uncertainty (CONT'D)

- (c) **Impairment of property, plant and equipment**
- The Group assesses annually whether property, plant and equipment have any indication of impairment, in accordance with the relevant accounting policies. The recoverable amounts of property, plant and equipment have been determined based on value in use calculations. These calculations require the use of judgement and estimates on future operating cash flows and discount rates applied. Where the actual cash flows are different from the original estimate, a material change in the amount of impairment may arise.
- (d) **Fair values of investment properties**
- The Group appoints an independent professional valuer to assess the fair values of the investment properties. The valuation of the investment properties is performed using the direct comparison method, which requires adjustments to transaction price of similar properties regarding differences in key valuation attributes such as location, road, frontage, size of property, etc. between the properties under appraisal and the comparables.
- (e) **Income taxes**
- No deferred tax asset was recognised in the Group's consolidated statement of financial position in relation to the Group's estimated unused tax losses of HK\$50,205,000 (2019: HK\$32,660,000) as at 31 March 2020 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future taxable profits generated are more or less than expected, a material recognition or reversal of deferred tax asset may arise, which would be recognised in profit or loss in the period in which such a recognition or reversal takes place.

4. 重要判斷及主要估計(續)

估計不確定因素之主要來源(續)

- (c) **物業、廠房及設備減值**
- 本集團每年根據相關會計政策評估物業、廠房及設備有否出現任何減值跡象。物業、廠房及設備之可收回金額按照使用價值計算法釐定。該等計算須對未來營運現金流量及所採用之貼現率作出判斷及估計。倘實際現金流量有別於原先估計，則減值數額或會產生重大變動。
- (d) **投資物業之公平值**
- 本集團委任獨立專業評估師以估計投資物業之公平值。投資物業之估值乃採用直接比較法進行，其需要就評估中物業與可資比較物業之間主要估值特征(如物業位置、道路、臨街地界、面積等)之差別調整類似物業之交易價格。
- (e) **所得稅**
- 由於無法預見未來溢利來源，於二零二零年三月三十一日，並無於本集團綜合財務狀況表就本集團估計未動用稅項虧損50,205,000港元(二零一九年：32,660,000港元)確認遞延稅項資產。遞延稅項資產之可變現能力主要取決於日後會否產生充裕未來溢利或應課稅暫時差額。當所產生實際未來應課稅溢利多於或少於預期，則可能產生重大之遞延稅項資產確認或撥回，並會於確認或撥回之期間於損益確認。

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5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the amounts due to immediate holding company, a director and related companies, borrowings and bonds payable, disclosed in notes 26, 28 and 29 respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts.

5. 資本風險管理

本集團之資本管理旨在債務與權益間作出最佳平衡，確保本集團之實體可持續經營之餘，亦為本公司股東締造最大回報。本集團整體策略與去年相同。

本集團之資本架構包括負債淨額(包括分別披露於附註26、28及29之應付直接控股公司、一名董事及關聯公司之款項、借貸及應付債券，扣除現金及現金等價物)及本公司擁有人應佔權益(包括已發行股本及儲備)。

本公司董事定期檢討資本架構。檢討過程中，董事考慮資本成本及各類資本所附帶之風險。本集團將通過發行新股份、購回股份、發行新債務或贖回現有債務等方式，平衡整體資本架構。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks, including, foreign currency 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.

(a) Foreign currency risk

The majority of the subsidiaries of the Company are operated in the PRC and most of their transactions are denominated in RMB. The exchange rate of RMB against HK\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group did not have significant exposure to foreign exchange risk arising from daily operating activities of the subsidiaries because their main operations are conducted in their functional currency.

6. 財務風險管理

本集團業務使其承擔多項財務風險，包括外幣風險、信貸風險及流動資金風險。本集團整體風險管理計劃針對金融市場之不可預測性，務求盡量減低對本集團財務表現之潛在不利影響。

(a) 外幣風險

本公司大部分附屬公司在中國經營業務，其大部分交易以人民幣計值。人民幣兌港元之匯率受中國政府頒行之外匯管理規則及條例規管。本集團並無因附屬公司之日常業務活動而承擔重大外匯風險，因該等附屬公司之主要業務營運以其功能貨幣進行。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk

The Group's credit risk is primarily attributable to bank balances and cash and trade and other receivables. The carrying amount of these financial assets recognised on the consolidated statement of financial position, which is net of loss allowance, represents the Group's maximum exposure to credit risk.

Bank balances

The Group had limited credit risk on bank balances because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The Group has not suffered any significant losses arising from the non-performance by these parties in the past and management do not expect this position to change in the future.

Trade receivables

The Group has policies in place to ensure that sales are made to customers with good credit history.

The Group normally grants its customers an average credit period from 0 to 365 days (2019: 0 to 365 days). In order to minimise the Group's exposure to credit risk, the directors have delegated a team being responsible for determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual trade receivable regularly to ensure that adequate loss allowance for expected credit losses are recognised for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk on trade receivables is significantly reduced.

6. 財務風險管理(續)

(b) 信貸風險

本集團之信貸風險主要來自銀行結餘及現金以及貿易及其他應收款項。於綜合財務狀況表確認的該等金融資產賬面值(扣除虧損撥備)代表本集團所面臨的最大信貸風險。

銀行結餘

本集團銀行結餘之信貸風險有限，乃因交易對手為獲國際信貸評級機構授予高度信貸評級的銀行。本集團過去並無因各方未能履約而遭受任何重大損失，且管理層預期此狀況在將來將不會發生改變。

貿易應收款項

本集團已制定政策以確保向具良好信用記錄之客戶作出銷售。

本集團通常授予其客戶之平均信貸期介乎0至365日(二零一九年：0至365日)。為降低本集團所面臨之信貸風險，董事委派專責隊伍釐定信貸額、批核信貸及其他監管程序。此外，董事定期審閱個別貿易應收款項之可收回金額，確保就不可收回金額確認充足預期信貸虧損之虧損撥備。就此，董事認為，本集團貿易應收款項之信貸風險大幅降低。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk (CONT'D)

Trade receivables (CONT'D)

At the end of the reporting period, the Group's concentration of credit risk by geographical locations is mainly in the PRC (2019: the PRC). The trade debtors located in the PRC (2019: the PRC) accounted for 100% (2019: 76%) of the Group's total trade receivables as at 31 March 2020. The Group also had concentration of credit risk by customers as 66% (2019: 4%) and 78% (2019: 6%) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively. In the opinion of the directors, all five largest customers are customers with good reputation and creditability.

The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The details of the ECL for trade receivables using a provision matrix is disclosed in note 22 to the consolidated financial statements.

Other receivables (Other than those included in the discontinued operation)

The Group considers that other receivables have low credit risk based on the borrowers' strong capability to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項(續)

於報告期末，本集團按地區劃分之信貸風險主要集中在中國(二零一九年：中國)。於二零二零年三月三十一日，位於中國(二零一九年：中國)之貿易應收款項佔本集團貿易應收款項總額100%(二零一九年：76%)。由於本集團之貿易應收款項總額中之66%(二零一九年：4%)及78%(二零一九年：6%)分別來自本集團最大客戶及五大客戶，因此本集團亦承擔客戶信貸集中風險。董事認為，五大客戶全部為聲譽及信貸良好之客戶。

本集團採用簡化法計算貿易應收款項的預期信貸虧損以及根據各報告日期基於全期預期信貸虧損計量虧損撥備，並已建立一個基於其歷史信貸虧損經驗的撥備矩陣，根據債務人和經濟環境特定的前瞻性因素進行調整。有關使用撥備矩陣計算貿易應收款項的預期信貸虧損之詳情披露於綜合財務報表附註22。

其他應收款項(計入已終止經營業務之其他應收款項除外)

本集團認為，其他應收款項根據借款人在短期內履行其合約現金流量義務的強大能力及較低違約風險擁有較低信貸風險。其他應收款項減值乃按12個月預期信貸虧損計量，反映風險為期較短。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk (CONT'D)

Other receivables (Other than those included in the discontinued operation) (CONT'D)

In estimating the ECL, the Group has taken into account the historical actual credit loss experience over the past 3 years (2019: 3 years) and the financial position of the counterparties by reference to, among others, their management or audited accounts and available press information, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of other receivables to be insignificant after taking into account the financial position and credit quality of the counterparties.

There was no change in the estimation techniques or significant assumptions made during the year.

6. 財務風險管理(續)

(b) 信貸風險(續)

其他應收款項(計入已終止經營業務之其他應收款項除外)(續)

於估計預期信貸虧損時，本集團已考慮過往3年(二零一九年：3年)的歷史實際信貸虧損經驗以及交易對手的財務狀況，當中已參考(其中包括)交易對手管理賬目或經審核賬目及可得新聞資料，並就債務人及交易對手經營行業整體經濟狀況特有的前瞻因素作出調整，從而估計該等金融資產違約機會以及每種情況下的違約虧損。經考慮交易對手的財政狀況及信貸質素後，本集團管理層認為其他應收款項的預期信貸虧損微不足道。

年內估值技術或所作重大假設並無發生變化。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

At 31 March 2020	於二零二零年三月三十一日	Effective interest rate 實際利率 %	Repayable on	Between	Between	Total	Carrying amounts 賬面值 HK\$'000
			demand or within 1 year 按要求或於1年內償還 HK\$'000 千港元	1-2 years 1至2年之內 HK\$'000 千港元	2-5 years 2至5年之內 HK\$'000 千港元	undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	
Trade payables and accrued charges	貿易應付款項及應計費用	-	26,408	-	-	26,408	26,408
Amount due to immediate holding company	應付直接控股公司款項	-	698	-	-	698	698
Amounts due to related companies	應付關聯公司款項	-	66	-	-	66	66
Amount due to a director	應付一名董事款項	-	205	-	-	205	205
Borrowings	借貸	12%	2,489	20,950	-	23,439	20,742
Bonds payable	應付債券	6-6.5%	705	705	12,091	13,501	11,500
Lease liabilities	租賃負債	6.5%	1,395	998	-	2,393	2,258
			31,966	22,653	12,091	66,710	61,877

6. 財務風險管理(續)

(c) 流動資金風險

就管理流動資金風險而言，本集團監管及將現金及現金等價物維持在管理層認為可為本集團之營運提供足夠資金的水平，並會盡量降低現金流量波動之影響。管理層會監管借貸之使用情況。

下表載有本集團金融負債之剩餘合約年期詳情。有關列表乃根據於本集團可能被要求付款之最早日期之金融負債未貼現現金流量編製。下表載有利息及本金現金流量。

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6. FINANCIAL RISK MANAGEMENT (CONT'D) 6. 財務風險管理(續)

(c) Liquidity risk (CONT'D)

At 31 March 2019	於二零一九年三月三十一日	Effective interest rate 實際利率 %	Repayable on	Between	Between	Total	Carrying
			demand or within 1 year 按要求或於1年內償還 HK\$'000 千港元	1-2 years 1至2年之內 HK\$'000 千港元	2-5 years 2至5年之內 HK\$'000 千港元	undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	amounts 賬面值 HK\$'000 千港元
Trade payables and accrued charges	貿易應付款項及應計費用	-	100,521	-	-	100,521	100,521
Amount due to immediate holding company	應付直接控股公司款項	-	33,050	-	-	33,050	33,050
Amounts due to related companies	應付關聯公司款項	6%	29,797	-	-	29,797	29,738
Amount due to a director	應付一名董事款項	-	58	-	-	58	58
Borrowings	借貸	5.45%-12%	3,816	2,661	22,620	29,097	23,226
Bonds payable	應付債券	6.5%	65	65	1,188	1,318	1,000
Finance lease payables	應付融資租賃	3.68%	120	140	-	260	248
			167,427	2,866	23,808	194,101	187,841

(c) 流動資金風險(續)

(d) Categories of financial instruments

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	-	187
Financial assets at amortised cost (including bank balances and cash)	按攤銷成本列賬之金融資產(包括銀行結餘及現金)	62,013	196,049
		62,013	196,236
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	61,877	187,841

(d) 金融工具的類別

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities in the consolidated statement of financial position approximate their fair values.

(e) 公平值

本集團綜合財務狀況表的金融資產及金融負債的賬面值與其公平值相若。

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7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels of inputs to valuation:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

公平值乃按於計量日期市場參與者之間進行的有序交易中出售資產所收取或轉移負債所支付的價格。以下公平值計量披露使用的公平值層級，將估價之輸入數據分為三個等級：

第一級輸入數據：本集團於計量日期可獲得的相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：除於一級輸入之報價外，資產或負債可直接或間接觀察的輸入數據。

第三級輸入數據：資產或負債的不可觀察輸入數據。

本集團之政策乃於截止事件或情況變化而導致轉移等級之日確認三個等級之輸入數據的轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (CONT'D) 7. 公平值計量(續)

(a) Disclosures of fair value hierarchy:

(a) 公平值等級披露：

		Level 3 inputs 第三級輸入數據 HK\$'000 千港元		
At 31 March 2020	於二零二零年三月三十一日			
Investment properties	投資物業			
Commercial – The PRC	商業 – 中國			19,760
		Level 1 inputs 第一級 輸入數據 HK\$'000 千港元	Level 3 inputs 第三級 輸入數據 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2019	於二零一九年 三月三十一日			
Financial assets at fair value through profit or loss:	按公平值計入損益之 金融資產：			
Listed securities in Hong Kong	香港上市證券	2	–	2
Listed securities outside Hong Kong	香港以外上市證券	185	–	185
Investment properties	投資物業			
Commercial – The PRC	商業 – 中國	–	21,126	21,126
Total	總計	187	21,126	21,313

There were no transfers between Level 1, 2 and 3 fair value measurements for the years ended 31 March 2020 and 2019.

截至二零二零年及二零一九年三月三十一日止年度於第一、二及三級公平值計量之間並無發生轉移。

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7. FAIR VALUE MEASUREMENTS (CONT'D)

(b) Reconciliation of assets measured at fair value based on Level 3 fair value hierarchy:

		Investment properties 投資物業	
		2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元
At the beginning of the reporting period	於報告期初	21,126	22,620
Exchange realignment	匯率調整	(1,366)	(1,494)
At the end of the reporting period	於報告期末	19,760	21,126

(c) Disclosure of valuation process and valuation techniques and inputs:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

For Level 3 fair value measurements, the Group normally engages independent valuation experts with recognised professional qualifications and recent experience to perform the valuation.

7. 公平值計量(續)

(b) 根據第三級公平值等級以公平值計量之資產對賬：

		Investment properties 投資物業	
		2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元
At the beginning of the reporting period	於報告期初	21,126	22,620
Exchange realignment	匯率調整	(1,366)	(1,494)
At the end of the reporting period	於報告期末	19,760	21,126

(c) 估值流程及估值方法及輸入數據之披露：

本集團財務總監負責財務報告所需資產及負債之公平值計量，包括第三級公平值計量。財務總監直接向董事局匯報此等公平值計量。財務總監與董事局每年至少就估值過程及結果召開兩次會議。

對於第三級公平值計量，本集團通常聘請具有認可專業資格及近期經驗的獨立估值專家進行估值。

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7. FAIR VALUE MEASUREMENTS (CONT'D)

(c) Disclosure of valuation process and valuation techniques and inputs: (CONT'D)

Key unobservable inputs used in Level 3 fair value measurements are as follows:

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Total
詳情	估值方法	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零二零年總計
					HK\$'000 千港元
Commercial properties	Direct comparison method	Price per square meter	RMB19,300 to RMB24,500	Increase	19,760
商用物業	直接比較法	每平方米價格	19,300人民幣至24,500人民幣	增加	
Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Total
詳情	估值方法	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零一九年總計
					HK\$'000 千港元
Commercial properties	Direct comparison method	Price per square meter	RMB19,300 to RMB24,500	Increase	21,126
商用物業	直接比較法	每平方米價格	19,300人民幣至24,500人民幣	增加	

During the years ended 31 March 2020 and 2019, there were no changes in the valuation techniques used.

7. 公平值計量(續)

(c) 估值流程及估值方法及輸入數據之披露:(續)

第三級公平值計量中所使用之關鍵不可觀察輸入數據如下:

第三級公平值計量

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Total
詳情	估值方法	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零二零年總計
					HK\$'000 千港元
Commercial properties	Direct comparison method	Price per square meter	RMB19,300 to RMB24,500	Increase	19,760
商用物業	直接比較法	每平方米價格	19,300人民幣至24,500人民幣	增加	
Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Total
詳情	估值方法	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零一九年總計
					HK\$'000 千港元
Commercial properties	Direct comparison method	Price per square meter	RMB19,300 to RMB24,500	Increase	21,126
商用物業	直接比較法	每平方米價格	19,300人民幣至24,500人民幣	增加	

截至二零二零年及二零一九年三月三十一日止年度所使用之估值方法並無發生變化。

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8. REVENUE

8. 收益

		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
			(re-presented)
			(經重列)
Continuing operations:	持續經營業務：		
Revenue from contracts with customers within HKFRS 15:	香港財務報告準則第15號來自客戶合約的收益：		
Development and sale of properties	物業開發及銷售	65,873	157,429
Properties management	物業管理	316	-
Operation and management of hydroelectric power stations	水電站運營管理	3,916	6,216
Design and sale of electronic products	電子產品設計及銷售	-	3,862
		70,105	167,507
Revenue from other sources:	其他來源收益：		
Rental income from operating leases	經營租賃所得的租金收入		
- Fixed lease payments	- 固定租賃付款	765	933
- Variable lease payments	- 可變租賃付款	307	343
		1,072	1,276
		71,177	168,783

In addition to the information shown in segment disclosures in note 9 to the consolidated financial statements, the revenue from contracts with customers within HKFRS 15 is disaggregated as follows:

除綜合財務報表附註9之分部披露所顯示的資料外，香港財務報告準則第15號來自客戶合約的收益按以下方式分列：

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8. REVENUE (CONT'D)

		Year ended 31 March 2020 截至二零二零年三月三十一日止年度			
		Continuing operations 持續經營業務			
		Development and sale of properties 物業開發及銷售	Properties management 物業管理	Operation and management of hydroelectric power stations 水電站運營管理	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Type of transaction price:	交易價格類型:				
At fixed price	按固定價格	65,873	316	3,916	70,105
Timing of revenue recognition:	收益確認時間:				
At a point in time	於某個時點	65,873	-	-	65,873
Over time	於某個時段	-	316	3,916	4,232
		65,873	316	3,916	70,105

		Year ended 31 March 2019 (re-presented) 截至二零一九年三月三十一日止年度(經重列)			
		Continuing operations 持續經營業務			
		Development and sale of properties 物業 開發及銷售	Operation and management of hydroelectric power stations 水電站 運營管理	Design and sale of electronic products 電子產品 設計及銷售	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Type of transaction price:	交易價格類型:				
At fixed price	按固定價格	157,429	6,216	3,862	167,507
Timing of revenue recognition:	收益確認時間:				
At a point in time	於某個時點	157,429	-	3,862	161,291
Over time	於某個時段	-	6,216	-	6,216
		157,429	6,216	3,862	167,507

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9. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods and services delivered by each operating division.

During the year ended 31 March 2020, the Group started up properties management business which is considered as a separate operating division for resources allocation and assessment of performance.

The Group's operating divisions are as follows:

Continuing operations:

- (1) Development and sale of properties ("Properties development")
- (2) Properties investment
- (3) Properties management
- (4) Operation and management of hydroelectric power stations ("Hydroelectric power business")

Discontinued operations:

- (1) Design and sale of electronic products (representing consumer electronic audio and video equipment, karaoke equipment and accessories) ("Electronic products business")
- (2) Securities trading

The Group ceased to engage in the business of design and sale of electronic products and securities trading after the disposal of the Disposed Group. The business of design and sale of electronic products and securities trading of the Disposed Group were presented as discontinued operations in the consolidated financial statements in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations".

9. 分類資料

分類資料針對各經營分類所交付貨品及服務之種類，乃向本公司執行董事（即主要經營決策者）報告，以供其分配資源及評估分類業績之用。

於截至二零二零年三月三十一日止年度，本集團開始物業管理業務，該業務作為一個獨立運營分類進行資源分配及業績評估。

本集團之經營分類如下：

持續經營業務：

- (1) 物業開發及銷售（「物業開發」）
- (2) 物業投資
- (3) 物業管理
- (4) 水電站運營管理（「水電業務」）

已終止經營業務：

- (1) 電子產品（指消費電子影音設備、卡拉OK設備及配件）設計及銷售（「電子產品業務」）
- (2) 證券買賣

於出售出售集團後，本集團不再從事電子產品設計及銷售以及證券買賣業務。出售集團的電子產品設計及銷售以及證券買賣業務根據香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」於綜合財務報表中呈列為已終止經營業務。

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9. SEGMENT INFORMATION (CONT'D)

(a) Segment revenue and results

		Continuing operations 持續經營業務					Discontinued operations 已終止 經營業務	Total 總計
		Properties development 物業開發 HK\$'000 千港元	Properties investment 物業投資 HK\$'000 千港元	Properties management 物業管理 HK\$'000 千港元	Hydroelectric power business 水電業務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元		
Year ended 31 March 2020	截至二零二零年 三月三十一日止年度							
Revenue	收益	65,873	1,072	316	3,916	71,177	329,170	400,347
Segment results	分類業績	2,284	(1,656)	(140)	399	887	(11,491)	(10,604)
Interest income	利息收入					34	-	34
Unallocated expenses	未分配開支					(20,008)	-	(20,008)
Gain on disposal of subsidiaries	出售附屬公司收益					87	7,349	7,436
Share of results of an associate	應佔聯營公司業績					-	(294)	(294)
Finance costs	財務成本					(3,077)	(2,395)	(5,472)
Loss before tax	除稅前虧損					(22,077)	(6,831)	(28,908)

9. 分類資料(續)

(a) 分類收益及業績

		Continuing operations 持續經營業務				Sub-total 小計 HK\$'000 千港元	Discontinued operations 已終止 經營業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
		Properties development 物業開發 HK\$'000 千港元	Properties investment 物業投資 HK\$'000 千港元	Hydroelectric power business 水電業務 HK\$'000 千港元	Electronic products business 電子產品業務 HK\$'000 千港元			
Year ended 31 March 2019 (re-presented)	截至二零一九年 三月三十一日止年度 (經重列)							
Revenue	收益	157,429	1,276	6,216	3,862	168,783	390,503	559,286
Segment results	分類業績	28,066	(1,185)	1,855	196	28,932	(10,370)	18,562
Interest income	利息收入					18	-	18
Unallocated expenses	未分配開支					(17,293)	-	(17,293)
Share of results of an associate	應佔聯營公司溢利					-	762	762
Finance costs	財務成本					(2,466)	(2,270)	(4,736)
Profit (Loss) before tax	除稅前溢利(虧損)					9,191	(11,878)	(2,687)

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9. SEGMENT INFORMATION (CONT'D)

(b) Segment assets and liabilities

		At 31 March 2020 於二零二零年三月三十一日				
		Continuing operations 持續經營業務				
		Properties development 物業開發 HK\$'000 千港元	Properties investment 物業投資 HK\$'000 千港元	Properties management 物業管理 HK\$'000 千港元	Hydroelectric power business 水電業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ASSETS	資產					
Segment assets	分類資產	260,427	67,631	76	34,854	362,988
Unallocated corporate assets	未分配公司資產					5,397
Consolidated total assets	合計總資產					368,385
LIABILITIES	負債					
Segment liabilities	分類負債	23,087	2,005	990	1,802	27,884
Unallocated corporate liabilities	未分配公司負債					41,494
Consolidated total liabilities	合計總負債					69,378

		At 31 March 2019 (re-presented) 於二零一九年三月一日(經重列)						
		Continuing operations 持續經營業務						
		Properties development 物業開發 HK\$'000 千港元	Properties investment 物業投資 HK\$'000 千港元	Hydroelectric power business 水電業務 HK\$'000 千港元	Electronic products business 電子產品 業務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Discontinued operations 已終止 經營業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ASSETS	資產							
Segment assets	分類資產	334,300	82,295	41,353	4,023	461,971	112,376	574,347
Unallocated corporate assets	未分配公司資產							11,322
Consolidated total assets	合計總資產							585,669
LIABILITIES	負債							
Segment liabilities	分類負債	78,597	8,627	5,957	5,544	98,725	51,519	150,244
Unallocated corporate liabilities	未分配公司負債							50,785
Consolidated total liabilities	合計總負債							201,029

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9. SEGMENT INFORMATION (CONT'D)

(b) Segment assets and liabilities (CONT'D)

Unallocated corporate assets mainly represent interest in an associate and deferred tax assets of the Disposed Group and assets held by head office and inactive subsidiaries.

Unallocated corporate liabilities mainly represent amounts due to immediate holding company/a director/related companies, borrowings, bonds payable and liabilities incurred by head office and inactive subsidiaries.

(c) Other segment information

9. 分類資料(續)

(b) 分類資產及負債(續)

未分配公司資產主要指出售集團之於聯營公司之權益及遞延稅項資產以及總辦事處及不活躍附屬公司持有的資產。

未分配公司負債主要指應付直接控股公司／一名董事／關聯公司款項、借貸、應付債券及總辦事處及不活躍附屬公司產生的負債。

(c) 其他分類資料

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

	Continuing operations							Total
	持續經營業務							
	Properties development	Properties investment	Properties management	Hydroelectric power business	Other segment	Sub-total	Discontinued operations	
物業開發	物業投資	物業管理	水電業務	其他分類	小計	已終止經營業務	總計	
	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
Amounts included in the measurement of segment results or segment assets: 納入分類業績或分類資產計量之款項:								
Additions of property, plant and equipment 增購物業、廠房及設備	-	659	-	-	-	659	4,037	4,696
Additions of right-of-use assets 添置使用權資產	-	-	-	-	2,513	2,513	-	2,513
Concession granted 已授出特許權	12,469	-	-	-	-	12,469	-	12,469
Loss allowance on trade receivables 貿易應收款項虧損撥備	-	-	-	-	-	-	1,037	1,037
Loss allowance on other receivables 其他應收款項虧損撥備	-	-	-	-	-	-	2,964	2,964
Depreciation of property, plant and equipment 物業、廠房及設備折舊	-	556	-	2,726	898	4,180	1,494	5,674
Depreciation of right-of-use assets 使用權資產折舊	-	1,608	-	-	314	1,922	3,197	5,119
Allowance for obsolete and slow-moving inventories 陳舊及滯銷存貨撥備	-	-	-	-	-	-	2,491	2,491

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9. SEGMENT INFORMATION (CONT'D)

(c) Other segment information (CONT'D)

9. 分類資料(續)

(c) 其他分類資料(續)

Year ended 31 March 2019 (re-presented)

截至二零一九年三月三十一日止年度(經重列)

	Continuing operations							Total
	持續經營業務							
	Properties development	Properties investment	Properties management	Hydroelectric		Other segment	Discontinued operations	
				power business				
物業開發	物業投資	物業管理	水電業務	其他分類	小計	已終止 經營業務	總計	
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	
Amounts included in the measurement of segment results or segment assets: 納入分類業績或分類資產計量之款項:								
Additions of property, plant and equipment 增購物業、廠房及設備	-	103	-	-	-	103	2,592	2,695
Bad debts written off 壞賬撇銷	-	-	-	-	-	-	123	123
Reversal of loss allowance on trade receivables 貿易應收款項虧損撥備撥回	-	-	-	-	-	-	2,852	2,852
Loss allowance on other receivables 其他應收款項虧損撥備	-	-	-	-	-	-	6,896	6,896
Depreciation of property, plant and equipment 物業、廠房及設備折舊	-	406	-	2,842	1,339	4,587	2,025	6,612
Allowance for obsolete and slow-moving inventories 陳舊及滯銷存貨撥備	-	-	-	-	-	-	1,717	1,717

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9. SEGMENT INFORMATION (CONT'D)

(d) Geographical segments

The Group's revenue from external customers (based on location of customers) and information about its non-current assets by geographical location of the assets are detailed below:

Revenue from external customers

Continuing operations:

The PRC

持續經營業務：

中國

Non-current assets (Note)

The United States of America ("USA")

Hong Kong

The PRC

美利堅合眾國(「美國」)

香港

中國

9. 分類資料(續)

(d) 地區分類

本集團來自外部客戶之收益(按客戶所在地區)及有關其非流動資產資料(按資產所在地區)之詳情如下：

來自外部客戶之收益

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
	(re-presented)
	(經重列)

71,177

168,783

非流動資產(附註)

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元

–

9,067

2,212

4,435

99,084

111,577

101,296

125,079

Note: Non-current assets excluded deferred tax assets and interest in an associate.

附註：非流動資產不包括遞延稅項資產及於聯營公司之權益。

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9. SEGMENT INFORMATION (CONT'D)

(e) Information about major customers

Revenue from customers contributing 10% or more of the total revenue of the Group 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 (re-presented) (經重列)
Customer A (Properties development) 客戶A(物業開發)	33,647	N/A 不適用

Note: The corresponding revenue did not contribute 10% or more of the total revenue of the Group for the relevant year.

9. 分類資料(續)

(e) 主要客戶資料

佔本集團總收益10%或以上之客戶收益載列如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Customer A (Properties development) 客戶A(物業開發)	33,647	N/A 不適用

附註：相應收益並無佔本集團於有關年度之總收益10%或以上。

10. OTHER GAIN AND LOSS

10. 其他收益及虧損

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Continuing operations: 持續經營業務：		
Interest income 利息收入	34	18
Gain on disposal of property, plant and equipment 出售物業、廠房及設備之收益	3	-
Others 其他	112	30
	149	48

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11. FINANCE COSTS

11. 財務成本

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Continuing operations:		
<i>Interest expenses on:</i>		
– borrowings	2,583	2,444
– bonds payable	468	22
– lease liabilities	26	–
	3,077	2,466

12. (LOSS) PROFIT BEFORE TAX FROM CONTINUING OPERATIONS

This is stated after charging:

12. 來自持續經營業務之除稅前(虧損)溢利

於扣除以下各項後呈列：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Continuing operations:		
<i>Staff costs (including directors' remuneration):</i>		
– Wages and salaries	5,580	5,980
– Contribution to defined contribution schemes	181	213
	5,761	6,193
Auditors' remuneration	800	1,500
Concession granted (included in administrative expenses)*	12,469	–
Cost of inventories sold	48,827	132,896
Depreciation		
– Property, plant and equipment	4,180	4,587
– Right-of-use assets	1,922	–
Legal and professional fee	6,615	2,054
Short-term lease expenses	4,334	–
Operating lease payments	–	6,065

* During the year ended 31 March 2020, the PRC value-added tax in respect of sales of properties of HK\$12,469,000 was waived.

* 截至二零二零年三月三十一日止年度，有關銷售物業之中國增值稅12,469,000港元已獲豁免繳納。

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13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS

(a) Directors and chief executive

13. 董事及五名最高薪酬人士酬金

(a) 董事及主要行政人員

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			Salaries and other short- term employee Fees	Benefits 薪金及其他 袍金 短期僱員福利	Discretionary bonus 酌情花紅	Contribution to defined contribution schemes 定額供款 計劃供款	Total emoluments 薪酬總額
	Notes 附註	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
Executive directors: 執行董事：							
Wang Jing 王晶	(vii)	-	1,200	-	-	-	1,200
Wang Xing Qiao 王星喬	(viii)	-	2,760	-	3	-	2,763
Zhao Shuang 趙爽		-	-	-	-	-	-
Independent non- executive directors: 獨立非執行董事：							
Wang Ping 王平	(i)	300	-	-	-	-	300
Song Wenke 宋文科	(ii)	95	-	-	-	-	95
Cheng Tai Kwan, Sunny 鄭大鈞	(iii)	25	-	-	-	-	25
Zeng Guanwei 曾冠維	(iv)	100	-	-	-	-	100
Su Bo 蘇波	(v)	-	-	-	-	-	-
Tang Sheng Zhi 唐生智	(vi)	-	-	-	-	-	-
		520	3,960	-	3	-	4,483

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13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)

(a) Directors and chief executive (CONT'D)

		Year ended 31 March 2019 截至二零一九年三月三十一日止年度					
		Notes	Fees	Salaries and other short- term employee benefits	Discretionary bonus	Contribution to defined contribution schemes	Total emoluments
		附註	袍金 HK\$'000 千港元	薪金及其他 短期僱員福利 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	定額供款 計劃供款 HK\$'000 千港元	薪酬總額 HK\$'000 千港元
Executive directors:	執行董事：						
Wang Jing	王晶	(vii)	-	1,200	-	2	1,202
Wang Xing Qiao	王星喬	(viii)	-	2,760	-	2	2,762
Zhao Shuang	趙爽		-	-	-	-	-
Independent non- executive directors:	獨立非執行董事：						
Wang Ping	王平	(i)	300	-	-	-	300
Song Wenke	宋文科	(ii)	117	-	-	-	117
Cheng Tai Kwan, Sunny	鄭大鈞	(iii)	300	-	-	-	300
			717	3,960	-	4	4,681

Notes:

- (i) Resigned on 7 May 2020
- (ii) Resigned on 3 February 2020
- (iii) Resigned on 30 April 2019
- (iv) Appointed on 30 April 2019
- (v) Appointed on 7 May 2020
- (vi) Appointed on 3 February 2020
- (vii) Mr. Wang Jing is the chairman of the Board of Directors
- (viii) Mr. Wang Xing Qiao is the chief executive officer of the Company

附註：

- (i) 於二零二零年五月七日辭任
- (ii) 於二零二零年二月三日辭任
- (iii) 於二零一九年四月三十日辭任
- (iv) 於二零一九年四月三十日獲委任
- (v) 於二零二零年五月七日獲委任
- (vi) 於二零二零年二月三日獲委任
- (vii) 王晶先生為董事局主席
- (viii) 王星喬先生為本公司行政總裁

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**13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)**

(a) Directors and chief executive (CONT'D)

No performance related incentive payments and emoluments in respect of directors' other services in common with the management of the Company or its subsidiaries were paid or payable to the directors of the Company for the years ended 31 March 2020 and 2019.

The executive directors' emoluments were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the independent non-executive directors were mainly for their services as directors of the Company.

None of the directors waived any emoluments during the years ended 31 March 2020 and 2019.

No emoluments were paid or payable by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

**13. 董事及五名最高薪酬人士酬金
(續)**

(a) 董事及主要行政人員(續)

截至二零二零年及二零一九年三月三十一日止年度，概無就管理本公司或其附屬公司事務之其他董事服務向本公司董事支付或應付任何績效獎勵付款及酬金。

執行董事薪酬主要為彼等管理本公司及本集團事務所提供服務的酬金。獨立非執行董事薪酬主要為彼等作為本公司董事所提供服務的酬金。

截至二零二零年及二零一九年三月三十一日止年度，概無董事放棄任何酬金。

本集團概無向任何董事支付或應付薪酬，作為彼等加入或加入本集團後之獎勵或離職補償。

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13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)

(b) Five highest paid individuals

The five highest paid individuals of the Group included two (2019: one) directors, details of whose remuneration are set out in note 13(a). The emoluments of the remaining three (2019: four) highest paid employees are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	3,352	6,824
Contribution to defined contribution schemes	定額供款計劃供款	5	–
		3,357	6,824

Emoluments of these employees were within the following bands:

Emolument bands:	酬金範圍：	Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
Nil – HK\$1,000,000	零至1,000,000港元	1	–
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	1	2
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至 2,000,000港元	1	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元	–	2
		3	4

Two highest paid employees of the Group for the year ended 31 March 2020 were from the Disposed Group (2019: four).

13. 董事及五名最高薪酬人士酬金
(續)

(b) 五名最高薪酬人士

本集團五名最高薪酬人士包括兩名(二零一九年：一名)董事，有關彼等酬金之詳情載於附註13(a)。其餘三名(二零一九年：四名)最高薪酬僱員之酬金如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other short-term employee benefits	3,352	6,824
Contribution to defined contribution schemes	5	–
	3,357	6,824

此等僱員酬金之金額範圍如下：

Emolument bands:	酬金範圍：	Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
Nil – HK\$1,000,000	零至1,000,000港元	1	–
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	1	2
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至 2,000,000港元	1	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元	–	2
		3	4

截至二零二零年三月三十一日止年度，本集團兩名(二零一九年：四名)最高薪酬僱員來自出售集團。

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13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)

(b) Five highest paid individuals (CONT'D)

No emoluments were paid or payable by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of these individuals waived any emoluments during the years ended 31 March 2020 and 2019.

14. INCOME TAX EXPENSES

Hong Kong Profits Tax is calculated at 16.5% (2019: 16.5%) of the estimated assessable profits for the year. No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits for the years ended 31 March 2020 and 2019.

The PRC Enterprise Income Tax ("EIT") in respect of operations in Mainland China is calculated at a rate 25% (2019: 25%) on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value.

13. 董事及五名最高薪酬人士酬金
(續)

(b) 五名最高薪酬人士(續)

本集團概無向任何五名最高薪酬人士支付或應付薪酬，作為彼等加入或加入本集團後之獎勵或離職補償。截至二零二零年及二零一九年三月三十一日止年度，概無人士放棄任何酬金。

14. 所得稅開支

香港利得稅就本年度之估計應課稅溢利按稅率16.5% (二零一九年：16.5%)計算。由於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並無任何應課稅溢利，故並無就香港利得稅計提撥備。

有關中國內地業務運營之中國企業所得稅(「企業所得稅」)乃根據現行法例、詮釋及有關慣例就本年度估計應課稅溢利按稅率25%(二零一九年：25%)計算。

土地增值稅就土地增值按累進稅率30%至60%徵收。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Current year	本年度		
EIT	企業所得稅	26	6,823
LAT	土地增值稅	2,591	784
		2,617	7,607

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14. INCOME TAX EXPENSES (CONT'D)

Reconciliation of tax expenses

14. 所得稅開支(續)

稅項開支對賬

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
Continuing operations	持續經營業務		
(Loss) Profit before tax	除稅前(虧損)溢利	(22,077)	9,191
Tax calculated at the domestic tax rate of 16.5% (2019: 16.5%)	按本地稅率16.5% (二零一九年: 16.5%) 計算之稅項	(3,643)	1,517
Non-deductible expenses	不可扣減開支	5,957	609
Tax exempt revenue	稅項豁免收益	(311)	(3)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬 公司不同稅率之影響	(255)	3,012
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	2,589	3,181
Tax effect of timing difference not recognised in current year	本年度未確認時間性差異之 稅務影響	321	343
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	-	(464)
Others	其他	(98)	-
LAT	土地增值稅	(2,591)	(784)
EIT effect of LAT	企業所得稅對土地增值稅的 影響	648	196
		2,617	7,607

15. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend for the years ended 31 March 2020 and 2019.

15. 股息

本公司董事不建議就截至二零二零年及二零一九年三月三十一日止年度派付任何股息。

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16. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share of the Company is based on the following data:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
(Loss) Profit attributable to owners of the Company:		
– Continuing operations	(24,694)	1,584
– Discontinued operations	(420)	(15,533)

	Number of shares 股份數目	
	2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares for the basic and diluted (loss) earnings per share	4,249,147,288	3,976,797,561

	2020 二零二零年 HK cent 港仙	2019 二零一九年 HK cent 港仙 (re-presented) (經重列)
(Loss) Earnings per share:		
Basic and diluted		
– Continuing operations	(0.58)	0.04
– Discontinued operations	(0.01)	(0.39)
	(0.59)	(0.35)

Diluted (loss) earnings per share is same as the basic (loss) earnings per share for the years ended 31 March 2020 and 2019. The calculation of diluted (loss) earnings per share does not assume the exercise of the Group's outstanding share options as it would result in an anti-dilutive effect on the basic (loss) earnings per share for the years ended 31 March 2020 and 2019.

16. 每股(虧損)盈利

本公司每股基本及攤薄(虧損)盈利乃根據以下數據計算：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (re-presented) (經重列)
(Loss) Profit attributable to owners of the Company:		
– Continuing operations	(24,694)	1,584
– Discontinued operations	(420)	(15,533)

	Number of shares 股份數目	
	2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares for the basic and diluted (loss) earnings per share	4,249,147,288	3,976,797,561

	2020 二零二零年 HK cent 港仙	2019 二零一九年 HK cent 港仙 (re-presented) (經重列)
(Loss) Earnings per share:		
Basic and diluted		
– Continuing operations	(0.58)	0.04
– Discontinued operations	(0.01)	(0.39)
	(0.59)	(0.35)

截至二零二零年及二零一九年三月三十一日止年度，每股攤薄(虧損)盈利與每股基本(虧損)盈利相同。截至二零二零年及二零一九年三月三十一日止年度，由於行使本集團未獲行使購股權，將導致對每股基本(虧損)盈利造成反攤薄效果，因此計算每股攤薄(虧損)盈利時並無假設上述購股權會獲行使。

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17. ACQUISITION OF SUBSIDIARIES

- (a) On 10 April 2019, the Group acquired 100% of the issued share capital of Benxi Zhongfu Shiye Company Limited* (本溪中富實業有限公司) (“Zhongfu Shiye”) at a consideration of RMB10,000,000, which was satisfied as to (i) RMB9,000,000 by the allotment and issue of new consideration shares; and (ii) RMB1,000,000 in cash. Zhongfu Shiye was engaged in the construction, sale of construction materials, property rental, education consultation, car parking services, advertising and property management in the PRC. At the acquisition date, a total of 280,000,000 new shares of the Company were allotted and issued and the closing market price of the share of the Company on that date was HK\$0.042. Details of the transaction were set out in the Company’s announcements dated 26 March 2019 and 10 April 2019.
- (b) On 29 September 2019, the Group acquired 100% of the issued share capital of Benxi Zhongfu Property Development Company limited* (本溪中富房地產開發有限公司) (“Zhongfu Property”) at a cash consideration of RMB20,000,000. Zhongfu Property was engaged in property development and property sale, property rental, property advisory, property management and car parking services in the PRC. Details of the transaction were set out in the Company’s announcement dated 27 September 2019.

* For identification only

17. 收購附屬公司

- (a) 於二零一九年四月十日，本集團收購本溪中富實業有限公司（「中富實業」）全部已發行股本，代價為10,000,000人民幣，乃(i)透過配發及發行新代價股份結算9,000,000人民幣；及(ii)以現金結算1,000,000人民幣。中富實業於中國從事工程建築、建材銷售、物業租賃、教育諮詢、停車場服務、推廣及物業管理。本公司於收購日期配發及發行合共280,000,000股新股份，且本公司股份於該日之收市價為0.042港元。有關交易之詳情載於本公司日期為二零一九年三月二十六日及二零一九年四月十日之公告。
- (b) 於二零一九年九月二十九日，本集團以20,000,000人民幣的現金代價收購本溪中富房地產開發有限公司（「中富房地產」）全部已發行股本。中富房地產於中國從事房地產開發、物業出售、物業租賃、物業諮詢、物業管理及停車場服務。有關交易之詳情載於本公司日期為二零一九年九月二十七日之公告。

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17. ACQUISITION OF SUBSIDIARIES
(CONT'D)

The following table summarised the consideration paid and the amounts of the assets acquired and liabilities assumed at the date of acquisitions.

17. 收購附屬公司(續)

下表概述於收購日期的已付代價以及所收購資產及所承擔負債金額。

		Acquisition of assets and liabilities 收購資產及負債		
		Zhongfu Shiye 中富實業 HK\$'000 千港元 (note 17 (a)) (附註17(a))	Zhongfu Property 中富房地產 HK\$'000 千港元 (note 17 (b)) (附註17(b))	Total 總計 HK\$'000 千港元
Consideration	代價			
Cash paid	已付現金	1,166	21,980	23,146
Shares issued	已發行股份	11,760	-	11,760
		12,926	21,980	34,906
Recognised amounts of assets acquired and liabilities assumed	已確認所收購資產及所承擔 負債金額			
Properties for sale under development	發展中待售物業	23,681	14,239	37,920
Other receivables	其他應收款項	2,925	10,447	13,372
Bank balances and cash	銀行結餘及現金	173	55	228
Trade payables and other payables	貿易應付款項及其他 應付款項	(13,853)	(2,761)	(16,614)
Net assets acquired	已收購的資產淨值	12,926	21,980	34,906
Net cash flow on acquisition of subsidiaries	收購附屬公司之 現金流量淨額			
Net cash acquired	已收購的現金淨額	173	55	228
Cash consideration paid	已付現金代價	(1,166)	(21,980)	(23,146)
Net outflow of cash and cash equivalents	現金及現金等價物流出 淨額	(993)	(21,925)	(22,918)

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18. DISCONTINUED OPERATIONS

Upon the completion of the Disposal on 13 January 2020, the Group ceased to engage in the business of design and sale of electronic products and securities trading.

Thus, the business of design and sale of electronic products and securities trading of the Disposed Group constituted discontinued operations for the year ended 31 March 2020. Accordingly, certain comparative figures in the consolidated financial statements have been re-presented to separately reflect the results of the discontinued operations.

(a) The loss for the year from the discontinued operations is analysed as follows:

The results of the discontinued operations for the period from 1 April 2019 to 13 January 2020, which have been included in the consolidated statement of profit or loss and other comprehensive income, are as follows:

18. 已終止經營業務

於二零二零年一月十三日完成出售事項後，本集團不再從事電子產品設計及銷售以及證券買賣業務。

因此，出售集團之電子產品設計及銷售以及證券買賣業務於截至二零二零年三月三十一日止年度構成已終止經營業務。因此，綜合財務報表中的若干比較數據已經重列，以獨立反映已終止經營業務的業績。

(a) 年度來自已終止經營業務之虧損分析如下：

於二零一九年四月一日至二零二零年一月十三日期間已計入綜合損益及其他全面收益表的已終止經營業務之業績如下：

		Period from 1 April 2019 to 13 January 2020 於二零一九年 四月一日至 二零二零年 一月十三日期間 HK\$'000 千港元	Year ended 31 March 2019 截至 二零一九年 三月三十一日 止年度 HK\$'000 千港元
Revenue	收益	329,170	390,503
Cost of sales	銷售成本	(244,420)	(295,917)
Gross profit	毛利	84,750	94,586
Other income	其他收入	-	10
Distribution costs	分銷成本	(52,556)	(42,703)
Administrative expenses	行政開支	(43,446)	(64,941)
Other gain and loss	其他收益及虧損	(239)	2,678
Finance costs	財務成本	(2,395)	(2,270)
Share of results of an associate	應佔聯營公司業績	(294)	762
Loss before tax	除稅前虧損	(14,180)	(11,878)
Income tax credit (expense)	所得稅抵免(開支)	2,298	(1,430)
Loss after tax from discontinued operations	來自已終止經營業務之 除稅後虧損	(11,882)	(13,308)
Gain on disposal of subsidiaries	出售附屬公司收益	7,349	-
Loss for the year from discontinued operations	年度來自已終止經營 業務之虧損	(4,533)	(13,308)
Net cash inflow (outflow) from	來自以下各項的現金 流入(流出)淨額：		
- operating activities	- 經營活動	(17,708)	11,793
- investing activities	- 投資活動	11,437	2,746
- financing activities	- 融資活動	(4,539)	(5,383)

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18. DISCONTINUED OPERATIONS (CONT'D) 18. 已終止經營業務(續)

(a) (CONT'D)

		Period from 1 April 2019 to 13 January 2020 於二零一九年 四月一日至 二零二零年 一月十三日期間 HK\$'000 千港元	Year ended 31 March 2019 截至二零一九年 三月三十一日 止年度 HK\$'000 千港元
(Loss) Profit from discontinued operations attributable to:	以下人士應佔來自 已終止經營業務之 (虧損)溢利：		
– Owners of the Company	– 本公司擁有人	(420)	(15,533)
– Non-controlling interests	– 非控股權益	(4,113)	2,225
Loss for the year from discontinued operations	年度來自已終止經營 業務之虧損	(4,533)	(13,308)

(b) The details of the Disposal are as follows:

(b) 出售事項之詳情如下：

		HK\$'000 千港元
Net assets of the Disposed Group disposed of:	已出售出售集團以下項目的 資產淨值：	
Property, plant and equipment	物業、廠房及設備	6,326
Goodwill	商譽	8,512
Interest in an associate	於聯營公司之權益	2,576
Deferred tax assets	遞延稅項資產	8,278
Right-of-use assets	使用權資產	6,645
Inventories	存貨	39,209
Trade receivables, deposits and other receivables	貿易應收款項、按金及其他 應收款項	108,947
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	189
Bank balances and cash	銀行結餘及現金	10,034
Creditors and accrued charges	應付賬項及應計費用	(88,861)
Contract liabilities	合約負債	(3,984)
Amounts due to related companies	應付關聯公司款項	(44,409)
Borrowings	借貸	(2,157)
Lease liabilities	租賃負債	(7,232)
Net assets of the Disposed Group	出售集團資產淨值	44,073
Release of translation reserve	換算儲備轉出	(13,922)
Non-controlling interests in the Disposed Group	於出售集團之非控股權益	(30,000)
Gain on disposal of subsidiaries	出售附屬公司收益	7,349
Cash consideration	現金代價	7,500
Net cash outflow on disposal of the Disposed Group:	出售出售集團之現金流出淨額：	
Cash consideration received	已收現金代價	7,500
Cash and cash equivalents disposed of	已出售現金及現金等價物	(10,034)
		(2,534)

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19. INVESTMENT PROPERTIES

19. 投資物業

		HK\$'000 千港元
AT FAIR VALUE	按公平值	
At 1 April 2018	於二零一八年四月一日	22,620
Exchange realignment	匯率調整	(1,494)
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	21,126
Exchange realignment	匯率調整	(1,366)
At 31 March 2020	於二零二零年三月三十一日	19,760

The investment properties are situated in Zhanqian, Pingshan District, Benxi City, Liaoning Province, the PRC.

投資物業位於中國遼寧省本溪市平山區站前街道。

The Group's investment properties were valued at the end of the reporting period by 遼寧金宇房地產土地資產評估有限公司, an independent qualified professional valuer not connected to the Group. The valuation was arrived at by reference to recent market prices for similar properties in similar locations and conditions. The details of valuation techniques and inputs used in the valuation were disclosed in note 7 to the consolidated financial statements.

本集團投資物業乃由與本集團並無關連之獨立合資格專業估值師遼寧金宇房地產土地資產評估有限公司於報告期末進行估值。該估值乃參考類似地點及條件之同類物業的近期市價後達致。估值所用之估值方法及輸入數據之詳情披露於綜合財務報表附註7。

At the end of the reporting period, the Group pledged the investment properties of HK\$19,760,000 (2019: HK\$21,126,000) to secure the borrowings granted to the Group (note 28).

於報告期末，本集團已抵押投資物業19,760,000港元(二零一九年：21,126,000港元)以擔保本集團獲授的借貸(附註28)。

The Group leases out its investment properties to third parties under operating leases with average lease terms of 20 years. Monthly rental charges consist of variable payments that are based on a percentage of sales of the tenant. The terms of the leases also require the tenants to pay security deposits according to the then prevailing market conditions.

本集團將其經營租賃項下的投資物業出租予第三方，平均租期為20年。月租金費用包括基於承租人銷售比例的可變付款。租賃條款亦規定承租人須根據當時現行市況支付保證金。

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20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Motor vehicles	Leasehold improvement	Hydroelectric power stations and related infrastructure	Computer equipment	Furniture, fixtures and equipment	Plant and machinery	Total
		汽車 HK\$'000 千港元	租賃 物業裝修 HK\$'000 千港元	水電站及 相關基礎設施 HK\$'000 千港元	電腦設備 HK\$'000 千港元	傢俬、 固定裝置 及設備 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	總計 HK\$'000 千港元
COST	成本值							
At 1 April 2018	於二零一八年四月一日	198	11,213	44,429	2,206	5,811	34,450	98,307
Additions	添置	-	-	-	-	340	2,355	2,695
Exchange realignment	匯率調整	(13)	(588)	(3,449)	-	-	(1,280)	(5,330)
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	185	10,625	40,980	2,206	6,151	35,525	95,672
Transfer to right-of-use assets upon adoption of HKFRS 16	採納香港財務報告準則第16號後 轉撥至使用權資產	-	-	-	-	-	(339)	(339)
Additions	添置	659	-	-	2,374	-	1,663	4,696
Disposal	出售	-	(2,297)	-	-	(646)	-	(2,943)
Exchange realignment	匯率調整	(12)	(539)	(3,156)	-	-	(1,178)	(4,885)
Disposal of subsidiaries	出售附屬公司	-	-	-	(4,580)	(4,652)	(26,068)	(35,300)
At 31 March 2020	於二零二零年三月三十一日	832	7,789	37,824	-	853	9,603	56,901
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值							
At 1 April 2018	於二零一八年四月一日	52	1,407	7,196	2,193	3,615	21,717	36,180
Provided during the year	本年度撥備	24	1,199	2,132	6	855	2,396	6,612
Exchange realignment	匯率調整	(3)	(31)	(286)	-	-	(95)	(415)
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	73	2,575	9,042	2,199	4,470	24,018	42,377
Transfer to right-of-use assets upon adoption of HKFRS 16	採納香港財務報告準則第16號後 轉撥至使用權資產	-	-	-	-	-	(44)	(44)
Provided during the year	本年度撥備	174	912	2,045	4	606	1,933	5,674
Disposal	出售	-	(2,297)	-	-	(646)	-	(2,943)
Exchange realignment	匯率調整	(9)	(63)	(449)	-	-	(150)	(671)
Disposal of subsidiaries	出售附屬公司	-	-	-	(2,203)	(3,590)	(23,181)	(28,974)
At 31 March 2020	於二零二零年三月三十一日	238	1,127	10,638	-	840	2,576	15,419
CARRYING AMOUNT	賬面值							
At 31 March 2020	於二零二零年三月三十一日	594	6,662	27,186	-	13	7,027	41,482
At 31 March 2019	於二零一九年三月三十一日	112	8,050	31,938	7	1,681	11,507	53,295

On 1 April 2019, plant and machinery with carrying amount of HK\$295,000 held by the Group under finance leases were transferred to right-of-use assets upon adoption of HKFRS 16 (notes 2 and 21).

於二零一九年四月一日，本集團於融資租賃項下持有的賬面值為295,000港元的廠房及機器於採納香港財務報告準則第16號後轉撥至使用權資產(附註2及21)。

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21. PREPAID LAND LEASE PAYMENTS/
RIGHT-OF-USE ASSETS/LEASE
LIABILITIES

The movements of right-of-use assets and lease liabilities within HKFRS 16 during the year ended 31 March 2020 are set out below:

21. 預付土地租賃款項／使用權資產／租賃負債

截至二零二零年三月三十一日止年度，香港財務報告準則第16號內的使用權資產及租賃負債之變動載列如下：

	Right-of-use assets				Lease liabilities
	使用權資產				
	Leasehold lands	Office premises	Plant and machinery	Total	
	租賃土地	辦公場所	廠房及機器	總計	租賃負債
	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
	(i)	(ii)	(iii)		
At the beginning of the reporting period upon adoption of HKFRS 16	42,146	9,524	295	51,965	(10,755)
Additions	-	2,513	-	2,513	(2,513)
Depreciation of right-of-use assets	(1,608)	(3,475)	(36)	(5,119)	-
Disposal of subsidiaries	-	(6,386)	(259)	(6,645)	7,232
Interest expenses on lease liabilities	-	-	-	-	(472)
Lease payments	-	-	-	-	4,273
Exchange realignment	(2,683)	23	-	(2,660)	(23)
At the end of the reporting period	37,855	2,199	-	40,054	(2,258)
Current portion					(1,286)
Non-current portion					(972)
					(2,258)

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**21. PREPAID LAND LEASE PAYMENTS/
RIGHT-OF-USE ASSETS/LEASE
LIABILITIES (CONT'D)**

- (i) As at 31 March 2019, prepaid land lease payments represented upfront payments for leasehold land in the PRC of HK\$42,146,000, which were classified as operating leases. Upon adoption of HKFRS 16, the prepaid land lease payments are presented under right-of-use assets.
- (ii) As at 31 March 2020, the Group leased office premises in Hong Kong for its daily operations for a term of two years with fixed lease payments. The lease of office premises imposes a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets. In addition, the Group is also required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.
- (iii) As at 31 March 2019, the Group had plant and machinery which were held under finance leases. Upon adoption of HKFRS 16, the plant and machinery are presented under right-of-use assets and the corresponding finance lease payables are reclassified as lease liabilities.

**21. 預付土地租賃款項／使用權資
產／租賃負債(續)**

- (i) 於二零一九年三月三十一日，預付土地租賃款項指分類為經營租賃的中國租賃土地之預付款項42,146,000港元。採納香港財務報告準則第16號後，預付土地租賃款項呈列為使用權資產。
- (ii) 於二零二零年三月三十一日，本集團為其日常運營以固定租賃付款於香港租賃辦公場所，為期兩年。租賃辦公場所訂有限制，即除非獲出租人批准，否則使用權資產僅可供本集團使用及禁止本集團銷售或抵押相關資產。此外，本集團亦須將該等物業保持良好維修狀況，並於租賃結束時按原本狀況交回該等物業。
- (iii) 於二零一九年三月三十一日，本集團根據融資租賃持有廠房及機器。採納香港財務報告準則第16號後，廠房及機器呈列為使用權資產及相應應付融資租賃重新分類為租賃負債。

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21. PREPAID LAND LEASE PAYMENTS/
RIGHT-OF-USE ASSETS/LEASE
LIABILITIES (CONT'D)

The Group has recognised the following amounts for the year:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Lease payments – Short-term leases	租賃付款—短期租賃	4,334	–
Operating lease payments	經營租賃付款	–	11,991
Expenses recognised in profit or loss	於損益中確認的開支	4,334	11,991
Total cash outflow for leases	租賃現金流出總額	8,607	11,991

The operating lease payments of HK\$5,926,000 for the year ended 31 March 2019 were from the Disposed Group.

Commitments under operating leases

As at 31 March 2020, the Group had no commitment for short-term leases.

As at 31 March 2019, the Group had commitment for future minimum lease payments under non-cancellable operating leases in respect of office premises as follows:

		HK\$'000 千港元
Within one year	一年內	9,650
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	6,617
		16,267

21. 預付土地租賃款項／使用權資產／租賃負債(續)

本集團已確認本年度以下金額：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
租賃付款—短期租賃	4,334	–
經營租賃付款	–	11,991
於損益中確認的開支	4,334	11,991
租賃現金流出總額	8,607	11,991

截至二零一九年三月三十一日止年度，經營租賃付款5,926,000港元來自出售集團。

經營租賃承擔

於二零二零年三月三十一日，本集團並無短期租賃承擔。

於二零一九年三月三十一日，本集團根據辦公場所不可撤銷經營租賃支付之未來最低租金承擔如下：

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22. TRADE RECEIVABLES, DEPOSITS AND
OTHER RECEIVABLES

22. 貿易應收款項、按金及其他應
收款項

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Trade receivables	貿易應收款項	(a)	24,899	100,184
Prepayments for the properties for sale under development	發展中待售物業預付款項		25,595	–
Prepayments	預付款項		211	3,017
Other tax receivables	其他應收稅項		9,253	9,947
Deposits and other receivables	按金及其他應收款項		14,053	10,432
			74,011	123,580

Notes

附註

(a) The ageing analysis of trade receivables, net of loss allowance, based on invoice dates which approximate the respective recognition dates, at the end of the reporting period is as follows:

(a) 於報告期末，貿易應收款項(扣除虧損撥備)基於發票日期(與各確認日期相近)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
0 – 30 days	0至30日	4,329	85,822
31 – 60 days	31至60日	–	3,068
61 – 90 days	61至90日	284	827
Over 90 days	超過90日	20,286	10,467
		24,899	100,184

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22. TRADE RECEIVABLES, DEPOSITS AND
OTHER RECEIVABLES (CONT'D)

Notes (CONT'D)

(a) (CONT'D)

The Group allows an average credit period ranging from 0 to 365 days (2019: 0 to 365 days) to its trade customers. Before accepting any new customers, the management assesses the credit quality of the potential customers and define appropriate credit limits. Management closely monitors the credit quality of trade receivables and considers the trade receivables that are neither past due nor impaired to be of good quality.

Reconciliation of loss allowance for trade receivables:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the reporting period	於報告期初	7,346	10,198
Disposal of subsidiaries	出售附屬公司	(8,383)	-
Increase (Decrease) in loss allowance	虧損撥備之增加/(減少)	1,037	(2,852)
At the end of the reporting period	於報告期末	-	7,346

Included in the loss allowance for trade receivables are individually impaired trade debtors with an aggregated balance of HK\$Nil (2019: HK\$7,346,000) which have either been placed under liquidation or in financial difficulties.

22. 貿易應收款項、按金及其他應
收款項(續)

附註(續)

(a) (續)

本集團給予其貿易客戶之平均信貸期介乎0至365日(二零一九年: 0至365日)。接納任何新客戶之前, 管理層評估潛在客戶的信貸質量, 並劃定適當的信貸額度。管理層緊密監測貿易應收款項的信貸質量, 認為未逾期亦未減值的貿易應收款項的信貸質素良好。

貿易應收款項之虧損撥備對賬:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the reporting period	7,346	10,198
Disposal of subsidiaries	(8,383)	-
Increase (Decrease) in loss allowance	1,037	(2,852)
At the end of the reporting period	-	7,346

貿易應收款項虧損撥備包括個別已減值之貿易應收賬項, 總結餘為零港元(二零一九年: 7,346,000港元), 有關欠款人正在進行清盤或面臨財政困難。

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22. TRADE RECEIVABLES, DEPOSITS AND
OTHER RECEIVABLES (CONT'D)

Notes (CONT'D)

The Group applies the simplified approach under HKFRS 9 to provide for ECL using the lifetime expected loss provision for trade receivables. To measure ECL, trade receivables have been grouped based on shared credit risk characteristics and past due days adjusted for forward looking information.

22. 貿易應收款項、按金及其他應
收款項(續)

附註(續)

本集團應用香港財務報告準則第9號之簡化方法就貿易應收款項採用全期預期虧損撥備計提預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已按共同信貸風險特徵及逾期日數分類並根據前瞻性資料進行調整。

		Less than 30 days Current 即期	31-60 days past due 逾期 30天內	61-90 days past due 逾期 31至 60天	91-180 days past due 逾期 61至 90天	181 days- 1 year past due 逾期 91至 180天	Over 1 year past due 逾期 181天至 1年	Over 2-3 years past due 逾期 超過1年	Over 2-3 years past due 逾期 2至3年	Total 總計
At 31 March 2020	於二零二零年 三月三十一日									
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	0%	0%	0%	0%	0%	0%	0%
Receivable amount (HK\$'000)	應收款項金額 (千港元)	22,660	2,078	-	-	-	-	-	161	24,899
Loss allowance (HK\$'000)	虧損撥備 (千港元)	-	-	-	-	-	-	-	-	-
At 31 March 2019	於二零一九年 三月三十一日									
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	0%	0%	0%	0%	0%	90%	7%
Receivable amount (HK\$'000)	應收款項金額 (千港元)	86,305	518	675	2,513	1,699	3,504	4,176	8,140	107,530
Loss allowance (HK\$'000)	虧損撥備 (千港元)	-	-	-	-	-	-	-	(7,346)	(7,346)

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23. PROPERTIES FOR SALE UNDER
DEVELOPMENT

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Properties for sale under development	發展中待售物業	36,312	–
Expected to be recovered:	預期收回時間：		
– After one year	— 一年後	36,312	–

All properties for sale under development are located in the PRC.

Properties for sale under development of HK\$14,133,000 as at 31 March 2020 were pledged to secure banking facility with an aggregate principal amount of approximately HK\$25,928,000 granted to third parties.

23. 發展中待售物業

所有發展中待售物業均位於中國。

於二零二零年三月三十一日，發展中待售物業14,133,000港元已抵押以擔保授予第三方本金總額約25,928,000港元之銀行融資。

24. PROPERTIES HELD FOR SALE

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Properties held for sale	持作出售之物業	142,958	201,524
Expected to be sold:	預期出售時間：		
– After one year	— 一年後	–	66,073

All properties held for sale are located in the PRC.

所有持作出售之物業均位於中國。

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25. CONTRACT LIABILITIES

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the reporting period	於報告期初	6,376	3,475
Disposal of subsidiaries	出售附屬公司	(3,984)	-
Recognised as revenue	確認為收益	(566)	(3,475)
Receipt of advances or recognition of receivables	收到預付款或確認應收款項	3,900	6,376
Refund to customers	向客戶的退款	(5,327)	-
Exchange difference	匯率差額	(245)	-
At the end of the reporting period	於報告期末	154	6,376

All the performance obligations that are unsatisfied as at 31 March 2020 (2019: all) are part of contracts that have an original expected duration of one year or less. Given that the Group applies the practical expedient in paragraph 121(a) of HKFRS 15, the transaction price allocated to these performance obligations is not disclosed.

**26. AMOUNTS DUE TO IMMEDIATE
HOLDING COMPANY/A DIRECTOR/
RELATED COMPANIES**

The amounts due are interest-free, unsecured and repayable on demand.

25. 合約負債

年內按香港財務報告準則第15號所界定之客戶合約收益之合約負債變動(同年發生增加或減少之變動除外)如下：

於二零二零年三月三十一日，所有(二零一九年：所有)未履行之履約責任均為合約之一部分，該等合約的原預計期限為一年或以下。鑒於本集團應用香港財務報告準則第15號第121(a)段之權宜安排，該等履約責任獲分配之交易價格未予披露。

**26. 應付直接控股公司／一名
董事／關聯公司之款項**

應付款項為免息、無抵押並須按要求償還。

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27. TRADE PAYABLES AND ACCRUED
CHARGES

27. 貿易應付款項及應計費用

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Trade payables	貿易應付款項	(a)	8,685	34,885
Other creditors	其他應付賬項	(b)	11,566	42,345
Accrued expenses	應計開支		6,157	23,291
			26,408	100,521

Notes

附註

(a) The ageing analysis of trade payables based on invoice dates at the end of the reporting period is as follows:

(a) 於報告期末按發票日期之貿易應付款項之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0 – 30 days	0至30日	873	30,615
31 – 60 days	31至60日	–	2,118
61 – 90 days	61至90日	–	304
Over 90 days	超過90日	7,812	1,848
		8,685	34,885

The average credit period is 90 days (2019: 90 days) and certain suppliers grant longer credit period on a case-by-case basis.

平均信貸期為90天(二零一九年：90天)且若干供應商按個案基準授予更長信貸期。

(b) Included in the other creditors as at 31 March 2020 was the amount due to Ministry of Natural Resources of the People's Republic of China and State Taxation Administration for the remaining considerations of the acquisition of properties under development of HK\$6,862,000 (2019: Nil). The amount was unsecured, interest-free and had no fixed repayment terms.

(b) 於二零二零年三月三十一日，其他應付賬項中包括就收購發展中物業餘下代價應付中華人民共和國自然資源部及國家稅務總局之款項6,862,000港元(二零一九年：無)。該款項為無抵押、免息且並無固定還款期限。

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28. BORROWINGS

28. 借貸

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other borrowings, secured	其他借貸，有擔保	20,742	23,226

The borrowings are repayable as follows:

借貸償還如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	-	1,049
More than one year but not exceeding two years	超過一年但不超過兩年	20,742	-
More than two years but not exceeding five years	超過兩年但不超過五年	-	22,177
		20,742	23,226
Less: Amounts due within one year shown under current liabilities	減：須於一年內償還的款項 (列於流動負債項下)	-	(1,049)
Amounts due after one year	須於一年後償還的款項	20,742	22,177

Note:

附註：

As at 31 March 2020, the Group's borrowings in the amount of HK\$20,742,000 (2019: HK\$22,177,000) are fixed-rate borrowings and bear interest at a rate of 12% per annum (2019: 12%). The borrowings are secured by the investment properties of the Group (note 19). The loan period is from 3 May 2018 to 3 May 2021.

於二零二零年三月三十一日，本集團之借貸金額為20,742,000港元(二零一九年：22,177,000港元)。該筆借貸乃按固定利率計息，年利率為12厘(二零一九年：12厘)。該筆借貸乃以本集團投資物業作抵押(附註19)。借貸期為二零一八年五月三日至二零二一年五月三日。

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29. BONDS PAYABLE

Corporate bonds – non-current liabilities

公司債券 – 非流動負債

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元

11,500

1,000

During the year ended 31 March 2020, the Company issued corporate bonds with principal amount of HK\$10,500,000 (2019: HK\$1,000,000) under a placing agreement dated 13 November 2018 for bonds issuance with an aggregate principal amount of up to HK\$200,000,000 (the “Placing Agreement”).

The bonds carry fixed interest rates ranging from 6% to 6.5% per annum. The bonds are with a maturity period ranging from three to five years from the issue date, and the interests are paid semi-annually in arrears on 30 June and 31 December in each year and on the maturity date.

Pursuant to the Placing Agreement, the Group may, at any time, before the maturity date redeem the bonds by giving written notice of not less than 10 business days at not less than 100% of the principal amount of the bonds together with payment of accrued interests up to the redemption date. The early redemption option is not separated from the bonds since the economic characteristics and risks of the early redemption option are closely related to the bonds.

29. 應付債券

截至二零二零年三月三十一日止年度，本公司根據日期為二零一八年十一月十三日之配售協議（內容有關發行本金總額最高為200,000,000港元之債券）（「配售協議」）發行本金額為10,500,000港元（二零一九年：1,000,000港元）之公司債券。

債券的固定年利率介乎6厘至6.5厘。債券屆滿期限為自發行日期起計三至五年，且利息須每半年支付一次（即每年六月三十日及十二月三十一日）及於到期日支付。

根據配售協議，本集團可於到期日前任何時間透過發出不少於10個營業日的書面通知，按不少於債券本金額的100%（連同支付截至贖回日期應計利息）贖回債券。提前贖回購股權並非獨立於債券，因提前贖回購股權的經濟特性與風險與債券緊密相關。

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30. DEFERRED TAXATION

The following is the major deferred tax assets recognised and movements thereon during the year:

		Depreciation allowance	Tax losses	Others	Total
		折舊撥備	稅項虧損	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2018	於二零一八年四月一日	2,997	4,324	89	7,410
Charge to profit or loss	自損益扣除	(1,054)	(351)	(25)	(1,430)
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	1,943	3,973	64	5,980
Disposal of subsidiaries (note 18)	出售附屬公司(附註18)	(3,384)	(5,333)	439	(8,278)
Credit (Charge) to profit or loss	計入損益(自損益扣除)	1,441	1,360	(503)	2,298
At 31 March 2020	於二零二零年三月三十一日	-	-	-	-

As at 31 March 2020, the Group has not recognised deferred tax assets in respect of tax losses of HK\$50,205,000 (2019: HK\$32,660,000) due to the unpredictability of future profit streams. HK\$5,330,000 (2019: HK\$4,500,000) of the unused tax losses will expire within 5 years and the remaining unused tax losses of HK\$44,875,000 (2019: HK\$28,160,000) may be carried forward indefinitely.

The accumulated profits of certain PRC subsidiaries would be subject to withholding taxes if they are distributed. The estimated withholding tax effects on the distribution of accumulated profits of these subsidiaries were approximately of HK\$Nil (2019: HK\$2,008,000).

30. 遞延稅項

年內已確認主要遞延稅項資產及其變動如下：

於二零二零年三月三十一日，由於未來溢利來源不可預測，本集團並未就稅項虧損50,205,000港元(二零一九年：32,660,000港元)確認遞延稅項資產。5,330,000港元(二零一九年：4,500,000港元)之未動用稅項虧損將於5年內到期，及44,875,000港元(二零一九年：28,160,000港元)之剩餘未動用稅項虧損或會無限期結轉。

若干中國附屬公司之累計溢利於進行派付時須繳納預扣稅。對該等附屬公司派付累計溢利造成影響之估計預扣稅約為零港元(二零一九年：2,008,000港元)。

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31. SHARE CAPITAL

		Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定股本：			
At 1 April 2018 and 31 March 2019, 1 April 2019 and 31 March 2020	於二零一八年四月一日、 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	0.01	50,000,000,000	500,000
Issued and fully paid:	已發行及繳足股本：			
At 1 April 2018, 31 March 2019 and 1 April 2019	於二零一八年四月一日、 二零一九年三月三十一日 及二零一九年四月一日	0.01	3,976,797,561	39,768
Allotment and issue of shares upon acquisition of a subsidiary (Note 17(a))	收購一間附屬公司時配發及 發行股份(附註17(a))	0.01	280,000,000	2,800
At 31 March 2020	於二零二零年三月三十一日	0.01	4,256,797,561	42,568

On 10 April 2019, the Company issued 280,000,000 ordinary shares of HK\$0.01 each as part of the consideration for acquisition of a subsidiary (note 17(a)). These shares rank pari passu with the existing shares in all respects.

於二零一九年四月十日，本公司已發行280,000,000股每股面值0.01港元之普通股，作為收購一間附屬公司之代價(附註17(a))之一部分。該等股份於各個方面與現有股份擁有同等權益。

32. RESERVES

(a) The Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of changes in equity.

32. 儲備

(a) 本集團

本集團的儲備及其變動金額呈列於綜合權益變動表。

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32. RESERVES (CONT'D)

(b) The Company

The amounts of the Company's reserves and the movements therein for the year ended 31 March 2020 are as follows:

		Share premium	Capital redemption reserve	Contributed surplus	Accumulated losses	Total
		股份溢價	贖回儲備	繳入盈餘	累計虧損	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
At 1 April 2018	於二零一八年四月一日	385,419	577,204	99,172	(718,273)	343,522
Loss and other comprehensive loss for the year	本年度虧損及其他全面虧損	-	-	-	(17,230)	(17,230)
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	385,419	577,204	99,172	(735,503)	326,292
Loss and other comprehensive loss for the year	本年度虧損及其他全面虧損	-	-	-	(79,396)	(79,396)
Issue of shares upon acquisition of a subsidiary	收購一間附屬公司時發行股份	8,960	-	-	-	8,960
At 31 March 2020	於二零二零年三月三十一日	394,379	577,204	99,172	(814,899)	255,856

(c) Nature and purpose of reserves

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

32. 儲備(續)

(b) 本公司

截至二零二零年三月三十一日止年度本公司的儲備及變動金額如下：

(c) 儲備性質及目的

(i) 股份溢價

股份溢價指以高於每股股份面值的價格發行股份所產生的溢價，並非可分派但可用於繳足本公司將向其股東發行的未發行股份，作為繳足紅股或作為回購股份時應付溢價。

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32. RESERVES (CONT'D)

(c) Nature and purpose of reserves (CONT'D)

(ii) Contributed surplus

The Group's contributed surplus represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the Company's shares issued in exchange therefore.

(iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(o) to the consolidated financial statements.

(iv) Capital redemption reserve

Capital redemption reserve represents the cancelled shares upon the repurchase and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The premium on repurchase was charged against accumulated profits. An amount equivalent to the nominal value of the shares cancelled was transferred from accumulated profits to the capital redemption reserve.

32. 儲備(續)

(c) 儲備性質及目的(續)

(ii) 繳入盈餘

本集團的繳入盈餘指根據集團重組而獲得之附屬公司股份面值與本公司就此交換所發行股份面值之間的差額。

(iii) 匯兌儲備

匯兌儲備包括因海外業務之財務報表換算而產生之所有外匯差額。儲備按綜合財務報表附註3(o)所載之會計政策處理。

(iv) 資本贖回儲備

資本贖回儲備指回購後已取消股份，因而本公司已發行股本根據該等股份面值扣減。回購溢價按累計溢利收取。相當於已取消股份面值之一筆金額自累計溢利轉撥至資本贖回儲備。

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33. CAPITAL COMMITMENTS

Properties for sale under development:
Contracted but not provided for in the
consolidated financial statements

發展中待售物業：
於綜合財務報表訂約
但未撥備

2020

二零二零年

HK\$'000

千港元

2019

二零一九年

HK\$'000

千港元

680

2,636

34. RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The Group entered into the following related party transactions.

Details of the remuneration of key management personnel, who are the directors of the Company, during the year are set out in note 13 to the consolidated financial statements. Key management personnel are deemed to be the members of the Board of Directors of the Company which has responsibility for planning, directing and controlling the activities of the Group.

During the year, the Disposed Group purchased electronic products amounting to approximately HK\$7,013,000 (2019: HK\$15,878,000) from SIH Limited and its subsidiaries, a company in which the former directors and substantial shareholders of the Company had material interests. The transactions also constituted continuing connected transactions as defined in the Chapter 14A of the Listing Rules.

33. 資本承擔

34. 關聯方交易及持續關連交易

本集團已訂立以下關聯方交易。

年內主要管理人員(為本公司董事)之酬金詳情載於綜合財務報表附註13。主要管理人員被視為本公司董事局之成員，負責規劃、指導及控制本集團之活動。

於年內，出售集團自SIH Limited及其附屬公司(一家由本公司前董事及主要股東持有重大權益之公司)購買約7,013,000港元(二零一九年：15,878,000港元)電子產品。交易亦構成上市規則第14A章所訂明之持續關聯交易。

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35. NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS

(a) Changes in liabilities arising from financing activities

The following table shows the changes in the Group's liabilities arising from financing activities during the year:

		Borrowings	Finance lease payable	Bonds payable	Lease liabilities	Total liabilities from financing activities
		借貸 HK\$'000 千港元	應付融資租賃 HK\$'000 千港元	應付債券 HK\$'000 千港元	租賃負債 HK\$'000 千港元	產生的負債總額 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	4,900	-	-	-	4,900
Interest expenses	利息開支	4,446	-	22	-	4,468
Interest payables	應付利息	(609)	-	(15)	-	(624)
New finance lease	新融資租賃	-	340	-	-	340
Exchange difference	匯兌差額	(36)	-	-	-	(36)
Cash inflow (outflow) in financing activities:	融資活動之現金流入 (流出):					
New borrowing raised	新籌集借貸	22,213	-	-	-	22,213
Repayment	償還	(3,851)	(92)	-	-	(3,943)
Proceeds from bond issuance	債券發行所得款項	-	-	1,000	-	1,000
Interest paid	已付利息	(3,837)	-	(7)	-	(3,844)
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	23,226	248	1,000	-	24,474
Adoption of HKFRS 16	採納香港財務報告準則 第16號	-	(248)	-	10,755	10,507
New leases	新租賃	-	-	-	2,513	2,513
Disposal of subsidiaries	出售附屬公司	(2,157)	-	-	(7,232)	(9,389)
Interest expenses	利息開支	4,532	-	468	472	5,472
Interest payables	應付利息	(622)	-	(175)	-	(797)
Exchange difference	匯兌差額	(344)	-	-	23	(321)
Cash inflow (outflow) in financing activities:	融資活動現金流入/ (流出):					
New borrowing raised	新籌集借貸	2,243	-	-	-	2,243
Repayment of borrowing	償還借貸	(2,243)	-	-	-	(2,243)
Repayment of lease liabilities	償還租賃負債	-	-	-	(3,801)	(3,801)
Proceeds from bond issuance	債券發行所得款項	-	-	10,500	-	10,500
Interest paid	已付利息	(3,893)	-	(293)	(472)	(4,658)
At 31 March 2020	於二零二零年 三月三十一日	20,742	-	11,500	2,258	34,500

35. 綜合現金流量表附註

(a) 融資活動產生的負債變動

下表展示年內本集團融資活動產生的負債變動：

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35. NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS (CONT'D)

(b) Major non-cash transaction

On 10 April 2019, the Company issued 280,000,000 ordinary shares of HK\$0.01 each as part of the consideration for acquisition of a subsidiary (note 17(a)).

36. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries are as follows:

Company Name 公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/ 營業地點	Nominal value of issued ordinary share capital/ registered capital 已發行 普通股股本/ 註冊資本面值	Percentage of equity interests attributable to the Company		Principal activities 主要業務
			本公司應佔股本 權益百分比 2020 二零二零年	2019 二零一九年	
本溪尊赫實業有限公司	The PRC* 中國*	RMB20,000,000 20,000,000人民幣	100%	100%	Properties investment 物業投資
本溪市威寧水力發電有限公司	The PRC* 中國*	RMB500,000 500,000人民幣	100%	100%	Operation and management of a hydroelectric power station 水電站運營管理
本溪滿族自治縣付家水力發電有限公司	The PRC* 中國*	RMB45,500,000 45,500,000人民幣	100%	100%	Operation and management of a hydroelectric power station 水電站運營管理
本溪同盛房地產開發有限公司	The PRC* 中國*	RMB20,050,000 20,050,000人民幣	100%	100%	Properties development 物業開發
本溪同盛物業管理有限公司	The PRC* 中國*	RMB50,000,000 50,000,000人民幣	100%	100%	Properties management 物業管理
Zhongfu Shiye 中富實業	The PRC* 中國*	RMB10,000,000 10,000,000人民幣	100%	–	Properties development 物業開發
Zhongfu Property 中富房地產	The PRC* 中國*	RMB30,000,000 30,000,000人民幣	100%	–	Properties development 物業開發

* These subsidiaries are wholly foreign owned enterprises in the PRC.

35. 綜合現金流量表附註(續)

(b) 主要非現金交易

於二零一九年四月十日，本公司已發行280,000,000股每股面值0.01港元之普通股，作為收購一間附屬公司代價之一部分(附註17(a))。

36. 主要附屬公司

本公司之主要附屬公司詳情如下：

* 該等附屬公司為中國外商獨資企業。

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截至二零二零年三月三十一日止年度

36. PRINCIPAL SUBSIDIARIES (CONT'D)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results for the year or constitute a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

36. 主要附屬公司(續)

董事認為上表所列本公司附屬公司主要影響本年度之業績，或構成本集團資產淨值主要部分。董事認為如提供其他附屬公司之詳情，將令資料過於冗長。

於本年底或本年度內任何時間，均無附屬公司有任何未償還貸款資本。

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37. STATEMENT OF FINANCIAL POSITION
OF THE COMPANY

37. 本公司財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註		
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	13	911
Right-of-use assets	使用權資產	2,199	-
		2,212	911
CURRENT ASSETS	流動資產		
Deposits and prepayments	按金及預付款項	581	3,319
Amounts due from subsidiaries	應收附屬公司款項	331,768	405,126
Amount due from a director	應收一名董事款項	-	51
Cash and cash equivalents	現金及現金等價物	2,106	2,515
		334,455	411,011
CURRENT LIABILITIES	流動負債		
Accrued charges	應計費用	4,810	9,388
Amounts due to related companies	應付關聯公司款項	66	437
Amount due to immediate holding company	應付直接控股公司款項	19,609	35,037
Lease liabilities	租賃負債	1,286	-
		25,771	44,862
NET CURRENT ASSETS	流動資產淨值	308,684	366,149
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	310,896	367,060
NON-CURRENT LIABILITIES	非流動負債		
Bonds payable	應付債券	11,500	1,000
Lease liabilities	租賃負債	972	-
		12,472	1,000
NET ASSETS	資產淨值	298,424	366,060
Capital and reserves	股本及儲備		
Share capital	股本	42,568	39,768
Reserves	儲備	255,856	326,292
TOTAL EQUITY	總權益	298,424	366,060

This statement of financial position was approved and authorised for issue by the Board of Directors on 24 July 2020 and signed on its behalf by

王晶
Wang Jing
Director
主席

綜合財務狀況表已於二零二零年七月二十四日獲董事局批准並授權刊發，並由以下代表簽署：

王星喬
Wang Xing Qiao
Director
董事

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**38. EVENTS AFTER THE END OF THE
REPORTING PERIOD**

The COVID-19 outbreak has brought about additional uncertainties in the Group's operating environment in the PRC and the USA. As far as the Group's businesses are concerned, the outbreak has so far caused operational delays. The Group has put in place contingency measures to lower the impact from this outbreak. However, the situation remains fluid at this stage. At the date of authorisation of these consolidated financial statements, the Group is not in a position to estimate the financial impact of these circumstances.

38. 報告期後事項

2019冠狀病毒病疫情為本集團於中國及美國的營運環境帶來其他不確定因素。就本集團業務而言，截至目前，疫情已造成營運延期。本集團已採取應急措施，以降低此次疫情的影響。然而，目前局勢仍不穩定。於本綜合財務報表獲批准之日，本集團無法估計該等狀況造成的財務影響。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

		Year ended 31 March 截至三月三十一日止年度				
		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		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
		(Re-presented) (經重列)				
CONTINUING OPERATIONS	持續經營業務					
Revenue	收益	425,523	462,025	518,038	168,783	71,177
(Loss) Profit before taxation	除稅前(虧損)溢利	(14,495)	(36,987)	(24,113)	9,191	(22,077)
Taxation	稅務	(1,504)	(10,100)	115	(7,607)	(2,617)
(Loss) Profit for the year from continuing operations	本年度來自持續經營業務之(虧損)溢利	(15,999)	(47,087)	(23,998)	1,584	(24,694)
DISCONTINUED OPERATIONS	已終止經營業務					
(Loss) Profit for the year from discontinued operations	本年度來自已終止經營業務之(虧損)溢利	-	8,081	(2,723)	(13,308)	(4,533)
Loss for the year	本年度虧損	(15,999)	(39,006)	(26,721)	(11,724)	(29,227)
Loss attributable to:	下列人士應佔虧損：					
Owners of the Company	本公司擁有人	(22,243)	(46,055)	(27,251)	(13,949)	(25,114)
Non-controlling interests	非控股權益	6,244	7,049	530	2,225	(4,113)
		(15,999)	(39,006)	(26,721)	(11,724)	(29,227)
		At 31 March 於三月三十一日				
		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		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
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	829,444	679,829	508,867	585,669	368,385
Total liabilities	總負債	450,567	364,965	93,422	201,029	69,378
		378,877	314,864	415,445	384,640	299,007
Attributable to owners of the Company	本公司擁有人應佔款項	357,136	285,344	384,330	350,768	299,007
Non-controlling interests	非控股權益	21,741	29,520	31,115	33,872	-
		378,877	314,864	415,445	384,640	299,007

SIN  STAR
中國華星