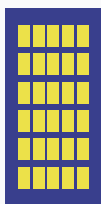


港
深



**Kong Shum Union Property
Management (Holding) Limited**
港深聯合物業管理(控股)有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8181



2016/17
ANNUAL REPORT 年報



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of the companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Kong Shum Union Property Management (Holding) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照創業板證券上市規則(「創業板上市規則」)之規定提供有關本公司的資料。港深聯合物業管理(控股)有限公司(「本公司」)各董事(「董事」)願共同及個別就本報告承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及本報告並無遺漏任何其他事項，致使本報告所載任何聲明或本報告有所誤導。



| | Pages 頁次 |
|--|----------------|
| Corporate Information | 公司資料 3 |
| Group Structure | 集團架構 6 |
| Chairman's Statement | 主席報告 7 |
| Management Discussion and Analysis | 管理層討論及分析 10 |
| Biographies of Directors and Senior Management | 董事及高級管理層履歷 32 |
| Corporate Governance Report | 企業管治報告 40 |
| Directors' Report | 董事會報告 57 |
| Environmental, Social and Governance Report | 環境、社會及管治報告書 70 |
| Independent Auditor's Report | 獨立核數師報告 79 |
| Audited Financial Statements | 經審核財務報表 |
| Consolidated: | 綜合： |
| Statement of Profit or Loss and Other Comprehensive Income | 損益及其他全面收益表 84 |
| Statement of Financial Position | 財務狀況表 85 |
| Statement of Changes in Equity | 權益變動表 87 |
| Statement of Cash Flows | 現金流量表 88 |
| Notes to Consolidated Financial Statements | 綜合財務報表附註 90 |
| Five Year Financial Summary | 五年財務概要 172 |

Executive Directors

Mr. Eric Todd (*Chairman*)
(appointed with effect from 1 August 2016)
Mr. Ho Ying Choi
Mr. Lee Chin Ching, Cyrix (appointed with effect from
20 December 2016)
Ms. Huang He (appointed on 13 October 2016 and
resigned with effect from 20 December 2016)
Mr. Yan Chi Ming (resigned with effect from 29 July 2016)
Ms. Wu Yilin (resigned with effect from 19 September 2016)

Non-executive Director

Mr. Wong Kui Shing, Danny (resigned with effect from
18 January 2017)

Independent Non-executive Directors

Mr. Tso Siu Lun, Alan
Mr. Lam Kai Yeung
Mr. Lo Chi Ho, Richard

Company Secretary

Mr. Sheung Kwong Cho
(appointed with effect from 31 October 2016)
Mr. Yuen Poi Lam, William
(resigned with effect from 31 October 2016)

Compliance Officer

Mr. Ho Ying Choi

Authorized Representatives

Mr. Ho Ying Choi
Mr. Sheung Kwong Cho (appointed with effect from
31 October 2016)
Mr. Yuen Poi Lam, William (resigned with effect from
31 October 2016)

Audit Committee

Mr. Lam Kai Yeung (*Chairman*)
Mr. Tso Siu Lun, Alan
Mr. Lo Chi Ho, Richard

執行董事

達振標先生(*主席*)
(於2016年8月1日獲委任)
何應財先生
李展程先生(自2016年12月20日獲委任)
黃鶴女士(於2016年10月13日獲委任，
其後於2016年12月20日辭任)
甄子明先生(於2016年7月29日辭任)
吳以琳女士(於2016年9月19日辭任)

非執行董事

王鉅成先生(於2017年1月18日辭任)

獨立非執行董事

曹肇楹先生
林繼陽先生
羅志豪先生

公司秘書

商光祖先生(於2016年10月31日獲委任)
袁沛林先生(於2016年10月31日辭任)

合規主任

何應財先生

授權代表

何應財先生
商光祖先生
(於2016年10月31日獲委任)
袁沛林先生
(於2016年10月31日辭任)

審核委員會

林繼陽先生(*主席*)
曹肇楹先生
羅志豪先生



Remuneration Committee

Mr. Lam Kai Yeung (*Chairman*)
Mr. Ho Ying Choi
Mr. Tso Siu Lun, Alan
Mr. Lo Chi Ho, Richard

Nomination Committee

Mr. Tso Siu Lun, Alan (*Chairman*)
Mr. Ho Ying Choi
Mr. Lam Kai Yeung
Mr. Lo Chi Ho, Richard

Auditor

Zhonghui Anda CPA Limited
Unit 701, 7/F., Citicorp Centre,
18 Whitfield Road,
Causeway Bay,
Hong Kong

Legal Adviser of the Company as to Hong Kong Laws

Patrick Mak & Tse
16th Floor, Nan Fung Tower,
173 Des Voeux Road Central,
Hong Kong

Principal Bankers

China Construction Bank (Asia) Corporation Limited

25/F, Tower 6
The Gateway
Harbour City
Kowloon, Hong Kong

DBS Bank (Hong Kong) Limited

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

薪酬委員會

林繼陽先生 (*主席*)
何應財先生
曹肇楨先生
羅志豪先生

提名委員會

曹肇楨先生 (*主席*)
何應財先生
林繼陽先生
羅志豪先生

核數師

中匯安達會計師事務所有限公司
香港銅鑼灣
威非路道18號
萬國寶通中心
7樓701室

本公司香港法律顧問

麥家榮律師行
香港中環
德輔道中173號
南豐大廈16樓全層

主要往來銀行

中國建設銀行(亞洲)股份有限公司

香港九龍
海港城
港威大廈
第6座25樓

星展銀行(香港)有限公司

香港中環
皇后大道中99號
中環中心地下

Registered Office

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

Head Office and Principal Place of Business in Hong Kong

Unit 906, 9/F, Wings Building,
110–116 Queen's Road Central,
Hong Kong

Principal Share Registrar and Transfer Office

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

Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited
Suites 3301–04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

Website of the Company

www.kongshum.com.hk

GEM Stock Code

8181

註冊辦事處

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

總辦事處及香港主要營業地點

香港
皇后大道中 110–116 號
永恆商業大廈 9 樓 906 室

主要股份過戶登記處

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

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道 338 號
華懋交易廣場 2 期
33 樓 3301–04 室

本公司網頁

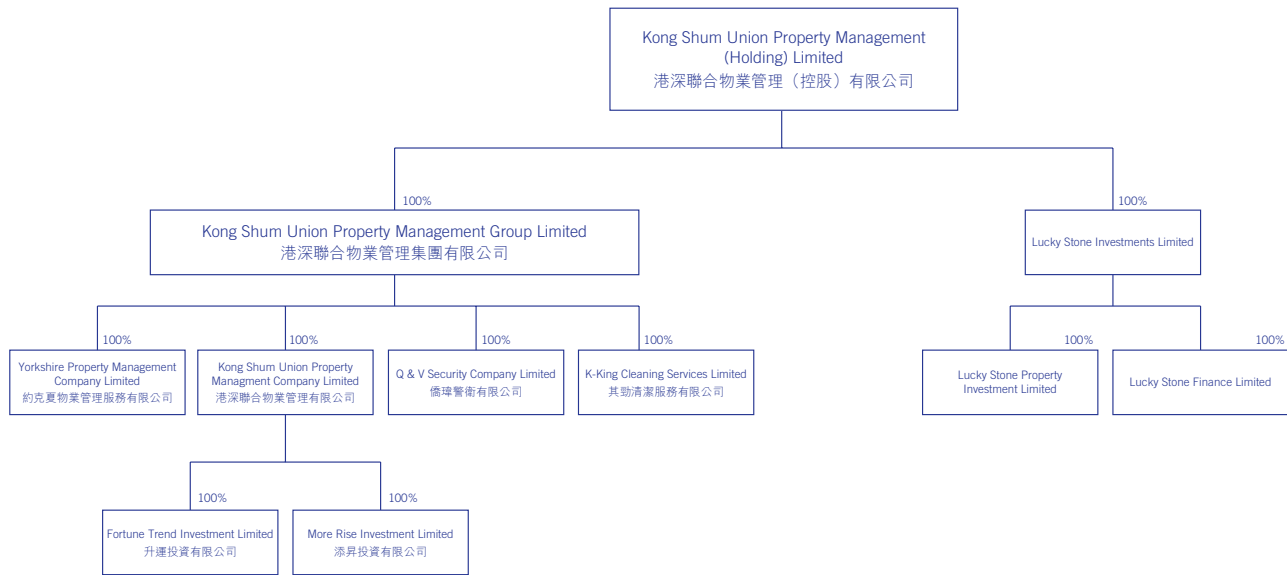
www.kongshum.com.hk

創業板股份代號

8181

GROUP STRUCTURE

集團架構



Note
附註

| | Place of Incorporations: 註冊成立地點： | Nature of Services 服務性質 |
|---|-------------------------------------|--|
| Kong Shum Union Property Management (Holding) Limited 港深聯合物業管理(控股)有限公司 | Cayman Islands 開曼群島 | Investment holding 投資控股 |
| Kong Shum Property Management Group Limited 港深聯合物業管理集團有限公司 | British Virgin Islands 英屬處女群島 | Investment holding 投資控股 |
| Kong Shum Union Property Management Company Limited 港深聯合物業管理有限公司 | Hong Kong 香港 | Provision of property management services 提供物業管理服務 |
| Q & V Security Company Limited 僑璋警衛有限公司 | Hong Kong 香港 | Provision of security services 提供保安服務 |
| K-King Cleaning Services Limited 其勁清潔服務有限公司 | Hong Kong 香港 | Provision of cleaning services by subcontracting 通過分包提供清潔服務 |
| Yorkshire Property Management Company Limited 約克夏物業管理服務有限公司 | Hong Kong 香港 | Provision of property management services 提供物業管理服務 |
| Fortune Trend Investment Limited 升運投資有限公司 | Hong Kong 香港 | Property investment 物業投資 |
| More Rise Investment Limited 添昇投資有限公司 | Hong Kong 香港 | Property investment 物業投資 |
| Lucky Stone Investments Limited | British Virgin Islands 英屬處女群島 | Investment holding 投資控股 |
| Lucky Stone Property Investment Limited | Hong Kong 香港 | Dormant 暫無營業 |
| Lucky Stone Finance Limited | Hong Kong 香港 | Dormant 暫無營業 |



Dear Shareholders,

On behalf of the board of Directors (the "Board") of Kong Shum Union Property Management (Holding) Limited (the "Company"), I hereby present the annual report of the Company and its subsidiaries (together, the "Group") for the year ended 31 March 2017.

BUSINESS REVIEW

During the year ended 31 March 2017, the Group's principal activity was provision of property management services.

During the year under review, the Group continued its development efforts to stay competitive in the market. Under our property management portfolio, we have been awarded 19 management contracts in residential and commercial projects mainly including Nan Fung Industrial Centre with 1,008 units, Hong Fai Building with 428 units, Wing Wing Building, Yuen Wing Building and On Wing Building with 345 units and One Terminal with 300 units.

During the year ended 31 March 2017, revenue of the Group was approximately HK\$395.5 million (2016: approximately HK\$374.0 million), representing an increase of 5.7% as compared with last year. Consolidated gross profit of the Group for the year ended 31 March 2017 was approximately HK\$83.3 million (2016: approximately HK\$78.3 million), representing an increase of approximately 6.4% as compared with last year. The percentage on profit attributable to owners increased by approximately 1.8 percentage point approximately from 0.8% for the year ended 31 March 2016 to 2.6% for year ended 31 March 2017.

The earnings per share for the year ended 31 March 2017 was HK\$0.018 (2016: HK\$0.006).

The Group would like to share more details of the Group's performance, financial position and operation in the year 2016/2017 with shareholders in the following section of management discussion and analysis.

各位股東：

本人謹代表港深聯合物業管理(控股)有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至2017年3月31日止年度的年報。

業務回顧

截至2017年3月31日止年度，本集團的主要業務為提供物業管理服務。

於本回顧年度，本集團持續致力發展，在市場中維持競爭力。於我們的物業管理組合下，我們已獲授19份住宅及商業項目的管理合約，當中主要包括南豐工業城(1,008個單位)、康輝大廈(428個單位)、永榮樓、遠榮樓及安榮樓(合共345個單位)、及壹號總站(300個單位)。

截至2017年3月31日止年度，本集團收益約為395,500,000港元(2016年：約374,000,000港元)，較去年上升5.7%。截至2017年3月31日止年度，本集團綜合毛利約為83,300,000港元(2016年：約78,300,000港元)，較去年上升約6.4%。擁有人應佔溢利由截至2016年3月31日止年度約0.8%上升約1.8個百分點至截至2017年3月31日止年度的2.6%。

截至2017年3月31日止年度，每股盈利為0.018港元(2016年：0.006港元)。

本集團將於下文管理層討論及分析一節，與股東分享更多本集團於2016/2017年度的表現、財務狀況及營運詳情。



FUTURE PROSPECTS

The number of property in Hong Kong market is expanding. Public opinion voices concern over housing stock production and the speeding up of the issue of housing completion in the near future is expected to solve the issue of heavy demand on housing. It is envisaged that the property management business will expand simultaneously. Meanwhile, we will continue to expand our management portfolio by capturing the continuing outsourcing activities implemented by private residential owners, corporations and government institutions. Since we started property management business in 1984, giving our customers the best service has always been our goal. Over the years, we have grown into one of the largest property management companies in Hong Kong. Leveraging on our experience and scale of business, we will continue to seek for opportunities to expand the current property management business through self-development and/or investment(s) in suitable targets/assets, and/or through co-operation by way of joint venture(s) with other parties. In order to increase the profitability of this segment, we consider the cost control is as important as expanding the management portfolio. We are reviewing the operating performance of the property management business and appropriate cost controls will be implemented in the forthcoming financial year, if necessary.

Notwithstanding the property management services will continue to be one of our principal business, money lending business will become one of our principal business activities in the forthcoming financial years. Furthermore, we will continue to seek for further opportunities in relation to the properties investments and provision for financial services in Hong Kong.

We believe the diversification of the business scope and broaden the revenue source will bring more stable and recurrent return to the Company and increase value of the shareholders of the Company. We are confident that the property development business will continue to bring added value to our shareholders and investors whereas the provision for financial services and properties investments will be twin-prong direction for expansion of the Company in the coming years.

未來前景

香港物業市場的物業數量不斷增加，輿論高度關注建屋量，短期內加速樓宇落成預期將能解決龐大住屋需求問題。展望未來，物業管理業務將同步發展。同時，我們將繼續通過把握私人住宅業主、法團及政府機構持續實行的外判活動以擴展我們的管理組合。我們自1984年起開展物業管理業務，為客戶提供最佳服務為我們的一貫宗旨。多年來，我們已發展成香港最大物業管理公司之一。我們將憑藉經驗及業務規模，繼續尋找機會，透過自行發展及／或投資於合適目標／資產，及／或透過與其他人士以合營公司合作的方式，拓展現有物業管理業務。為提升此分部的盈利能力，我們認為控制成本與拓展管理組合同樣重要。我們現正審閱物業管理業務的營運表現，並於有需要時在下一個財政年度實施適當成本控制措施。

儘管物業管理服務將繼續為本集團主要業務之一，然而放債業務將於下一個財政年度成為本集團另一項主要業務活動。此外，我們將繼續進一步探求機會以於香港進行物業投資及提供金融服務。

我們相信多元化拓展業務範圍及收入來源將為本公司帶來更穩定經常性回報，並提升本公司股東價值。我們有信心物業發展業務將為股東及投資者帶來增值效果，而提供金融服務及物業投資將為本公司來年擴張的兩大方向。



APPRECIATION

On behalf of the Board, I would like to express my warmest gratitude to the management and our staff for their significant contributions. I would like to extend my sincere gratitude to all our shareholders and investors for their endless support. With the solid business base and the effort of all our staff, the Group will endeavor to open a new chapter in the future.

Eric Todd

Chairman

Hong Kong, 23 June 2017

致謝

本人謹代表董事會衷心感謝管理層及員工的巨大貢獻，並向鼎力支持本集團的股東及投資者致以謝意。本集團將以穩固的業務基礎，加上所有員工的努力，致力於未來開創新一頁。

達振標

主席

香港，2017年6月23日



OVERVIEW

The Group is a property management services group principally engaged in the provision of property management services in Hong Kong primarily targeting residential properties. The Group operates under the brand name of “Kong Shum” and provides a range of management services including security, repair and maintenance, cleaning, finance management, administrative and legal support. Under an established functional structure with various departments, the Group has dedicated teams to carry out the aforementioned management services. The Group also employs a team of security staff to provide security services as part of the services provided under property management contracts or under stand-alone security services contracts. For the year ended 31 March 2017, the Group provided property security services for 17 properties under stand-alone security services contracts. The operating arm of the Group’s security services is mainly Q & V Security Company Limited (“Q&V”). The Group hires its own security staff to provide property security services. The Group also employs registered technicians to provide basic repair and maintenance services to its customers if required. In relation to the cleaning services, the Group subcontracts substantially all of its cleaning services to third-party contractors.

FINANCIAL REVIEW

Summary Financial Performance

| | | 2017 2017年 HK\$'000 千港元 | 2016 2016年 HK\$'000 千港元 | Change 變動 |
|---|-------------------|----------------------------------|----------------------------------|--------------|
| Revenue | 收益 | 395,514 | 374,024 | 5.7% |
| Cost of services | 服務成本 | (312,206) | (295,756) | 5.6% |
| Gross Profit | 毛利 | 83,308 | 78,268 | 6.4% |
| Gross profit margin | 毛利率 | 21.1% | 20.9% | n/a 不適用 |
| Other revenue | 其他收益 | 338 | 1,494 | -77.4% |
| Administrative expenses | 行政開支 | (51,958) | (53,823) | -3.5% |
| Other operating expenses | 其他營運開支 | (17,984) | (18,991) | -5.3% |
| Finance costs | 融資成本 | (196) | (992) | -80.2% |
| Profit before tax | 除稅前溢利 | 13,508 | 5,956 | 126.8% |
| Income tax expense | 所得稅開支 | (3,320) | (3,141) | 5.7% |
| Profit attributable to owners of the Company | 本公司擁有人應佔溢利 | 10,188 | 2,815 | 261.9% |
| Net profit margin | 純利率 | 2.6% | 0.8% | n/a 不適用 |

業務回顧

本集團為一間物業管理服務集團，主要於香港提供物業管理服務，對象以住宅物業為主。本集團以「港深」品牌名稱營運，並提供一系列管理服務，包括保安、維修和保養、清潔、財務管理、行政和法律支援。在制度健全的功能架構下，本集團設立多個部門，由不同專隊執行上述管理服務。本集團亦聘請一支保安員工隊伍，以作為物業管理合約下的部份服務或獨立保安服務合約，提供保安服務。截至2017年3月31日止年度，本集團根據獨立保安服務合約向17項物業提供物業保安服務。本集團保安服務的經營公司主要為僑瑋警衛有限公司（「僑瑋」）。本集團聘請保安員工提供物業保安服務。本集團亦聘用註冊維修技工向客戶提供（如有需要）基本維修及保養服務。就清潔服務，本集團將其大部份清潔服務外判予第三方承辦商分包。

財務回顧

財務表現概要



REVENUE

For the years ended 31 March 2016 and 2017, all of the Group's revenue was derived from its operation in Hong Kong. The Group derived revenue of approximately HK\$20.2 million and HK\$30.4 million respectively from stand-alone security services contracts for the years ended 31 March 2016 and 2017 respectively, representing approximately 5.4% and 7.7% of its total revenue. The following table sets out the Group's revenue by contract type for the years ended 31 March 2016 and 2017:

收益

截至2016年及2017年3月31日止年度，本集團所有收益均來自在香港的營運。就截至2016年及2017年3月31日止年度，本集團來自獨立保安服務合約的收益分別約為2,020萬港元及3,040萬港元，分別佔其總收益約5.4%及7.7%。下表按合約類型載列截至2016年及2017年3月31日止年度本集團收益：

| | | 2017 2017年 | | 2016 2016年 | |
|--|----------|----------------------|---------------------|----------------------|---------------------|
| | | HK\$ million 百萬港元 | percentage 所佔百分比 | HK\$ million 百萬港元 | percentage 所佔百分比 |
| Property management services contracts | 物業管理服務合約 | 365.1 | 92.3% | 353.8 | 94.6% |
| Property security services contracts | 物業保安服務合約 | 30.4 | 7.7% | 20.2 | 5.4% |
| | | 395.5 | 100% | 374.0 | 100% |

The Group's revenue improved by approximately 5.7% from approximately HK\$374.0 million for the year ended 31 March 2016 to approximately HK\$395.5 million for the year ended 31 March 2017. The increase was primarily attributable to the growth of revenue generated from property management services contracts, increasing by approximately 3.2% to approximately HK\$365.1 million for the year ended 31 March 2017. During the year, the number of management service contracts obtained by the Group had been increased by 9 from 422 during the year ended 31 March 2016 to 431 for the year ended 31 March 2017. Revenue generated from security services contracts recorded a significant increase of approximately 50.5% to approximately HK\$30.4 million for the year ended 31 March 2017.

本集團的收益由截至2016年3月31日止年度約3.740億港元上升約5.7%至截至2017年3月31日止年度約3.955億港元。該增加主要由於物業管理服務合約產生的收益增長，截至2017年3月31日止年度增加約3.2%至約3.651億港元。年內，本集團取得的管理服務合約由截至2016年3月31日止年度的422份增加9份至截至2017年3月31日止年度的431份。截至2017年3月31日止年度，保安服務合約產生的收益大幅增加約50.5%至約3,040萬港元。

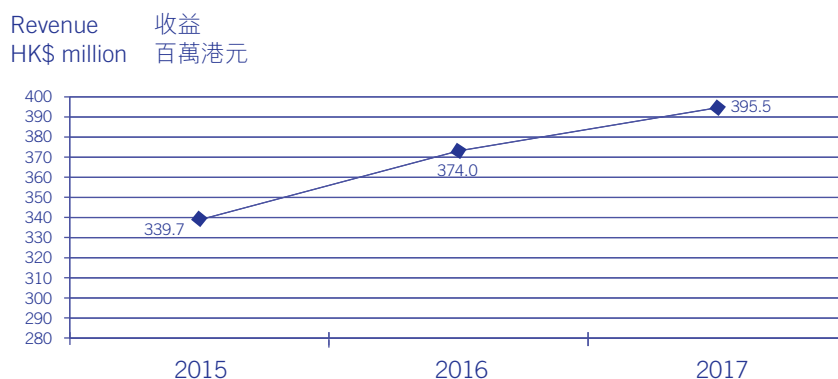


REVENUE (continued)

The following graph sets out the revenue for the years ended 31 March 2015, 2016, 2017.

收益(續)

下圖載列截至2015年、2016年及2017年3月31日止年度的收益。



COST OF SERVICES

The total cost of services amounted to approximately HK\$295.8 million and HK\$312.2 million for the years ended 31 March 2016 and 2017 respectively, representing approximately 79.1% and 78.9% respectively of the Group's revenue. The increase of the cost of services during the year of approximately 5.6% was mainly due to the increase on the wages of the Group front line staff.

服務成本

截至2016年及2017年3月31日止年度的總服務成本分別約2.958億港元及3.122億港元，分別佔本集團收益約79.1%及78.9%。年內，服務成本增加約5.6%，主要由於本集團前線員工的薪金增加所致。

GROSS PROFIT

The gross profit of the Group increased by approximately 6.4% from approximately HK\$78.3 million for the year ended 31 March 2016 to approximately HK\$83.3 million for the year ended 31 March 2017. The gross profit margin was approximately 20.9% and 21.1% for years ended 31 March 2016 and 2017 respectively. The Group negotiated and adjusted the service fees in order to reflect the increase in costs and to maintain a growth on the gross profit margin.

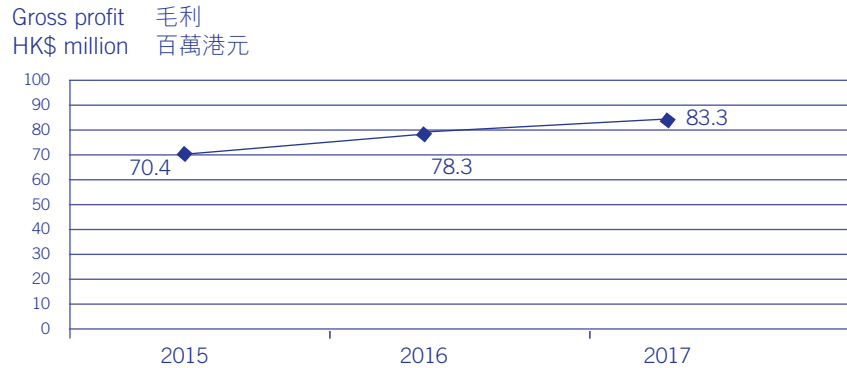
毛利

本集團的毛利由截至2016年3月31日止年度約7,830萬港元增加約6.4%至截至2017年3月31日止年度的約8,330萬港元。截至2016年及2017年3月31日止年度的毛利率分別約為20.9%及21.1%。本集團已磋商及調整服務費以反映成本增加及保持毛利率增長。



GROSS PROFIT (continued)

The following graph sets out the gross profit for the years ended 31 March 2015, 2016 and 2017.



毛利(續)

下圖載列截至2015年、2016年及2017年3月31日止年度的毛利。

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The profit attributable to owners of the Company was increased by approximately 261.9% from approximately HK\$2.82 million for the year ended 31 March 2016 to approximately HK\$10.19 million for the year ended 31 March 2017, and the net profit margin increase by approximately 1.8 percentage point from approximately 0.8% to 2.6% for the years ended 31 March 2016 and 2017 respectively.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses for the year ended 31 March 2017 were approximately HK\$52.0 million (2016: approximately HK\$53.8 million), representing a slightly decrease of approximately 3.5% compared to the corresponding period in 2016. This was mainly attributable to the decrease in bonus, Directors' emoluments, rentals and administrative service fee incurred during the year.

OTHER OPERATING EXPENSES

The Group's other operating expenses for the year ended 31 March 2017 were approximately HK\$18.0 million (2016: approximately HK\$19.0 million), representing a decrease of approximately 5.3% compared to the corresponding period in 2016. The decrease was mainly due to the decrease in share option expenses during the year.

本公司擁有人應佔溢利

本公司擁有人應佔溢利由截至2016年3月31日止年度約282萬港元增加約261.9%至截至2017年3月31日止年度約1,019萬港元，而純利率於截至2016年及2017年3月31日止年度分別由約0.8%上升約1.8個百分點至2.6%。

行政開支

截至2017年3月31日止年度，本集團的行政開支約為5,200萬港元(2016年：約5,380萬港元)，較2016年同期略為減少約3.5%。該跌幅主要由於年內產生的花紅、董事薪酬、租金及行政服務費用減少所致。

其他經營開支

截至2017年3月31日止年度，本集團的其他經營開支約為1,800萬港元(2016年：約1,900萬港元)，較2016年同期減少約5.3%。該跌幅乃主要由於年內產生之購股權開支減少所致。



OTHER COMPREHENSIVE INCOME FOR THE YEAR

The investment in All Profit Alliance Limited was accounted for as equity investment at fair value through other comprehensive income in the Group's consolidated financial statements. During the year ended 31 March 2017, the carrying amount of such investment was reduced by approximately HK\$4.3 million due to changes in fair value.

年內其他全面收益

於All Profit Alliance Limited的投資於本集團綜合財務報表中入賬為按公允值計入其他全面收益的股本投資。截至2017年3月31日止年度，由於公允值變動，故此項投資的賬面值減少約430萬港元。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

流動資金、財務資源及資本架構

| | | For the year ended/ as at 31 March 截至3月31日止年度/ 於3月31日 | |
|---|---------------|--|----------------------------------|
| | | 2017 2017年 HK\$'000 千港元 | 2016 2016年 HK\$'000 千港元 |
| Financial position | 財務狀況 | | |
| Current assets | 流動資產 | 114,185 | 126,888 |
| Current liabilities | 流動負債 | 74,595 | 56,226 |
| Net current assets | 流動資產淨值 | 39,590 | 70,663 |
| Total assets | 資產總值 | 203,395 | 144,871 |
| Bank borrowings and finance lease payables | 銀行借貸及應付融資租賃款項 | 9,673 | 9,175 |
| Bank balances and cash | 銀行結餘及現金 | 45,165 | 64,773 |
| Total equity | 權益總額 | 116,270 | 88,342 |
| Key ratios | 主要比率 | | |
| Return on equity (1) | 股本回報率(1) | 10.0% | 4.4% |
| Return on assets (2) | 資產回報率(2) | 5.9% | 2.3% |
| Current ratio (3) | 流動比率(3) | 1.53 times 倍 | 2.26 times 倍 |
| Gearing ratio (4) | 資產負債比率(4) | 18.8% | 10.4% |
| Net Debt to equity ratio (5) | 負債淨額對權益比率(5) | 0% | 0% |
| Debtors turnover day (6) | 應收賬款周轉日數(6) | 41.2 days 日 | 45.1 days 日 |
| Creditors turnover day (7) | 應付賬款周轉日數(7) | 25.0 days 日 | 24.7 days 日 |



LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (continued)

Notes:

1. Return on equity is calculated as the profit for the year divided by average total equity.
2. Return on assets is calculated as the profit for the year divided by average total assets.
3. Current ratio is calculated as the current assets divided by current liabilities.
4. Gearing ratio is calculated as the total debt divided by total equity. For the avoidance of doubt, total debt represents bank borrowings, promissory notes payable and finance lease payables.
5. Net debt to equity ratio is calculated as the total debt net of cash and bank balances and divided by total equity. For the avoidance of doubt, total debt represents bank borrowings, promissory notes payables and finance lease payables.
6. Debtors' turnover day is calculated as average trade receivables divided by revenue times number of days in the period.
7. Creditors' turnover day is calculated as average trade payables divided by cost of services times number of days in the period.

The Group maintained sufficient working capital as at 31 March 2017 with bank balances and cash of approximately HK\$45.2 million (2016: approximately HK\$64.8 million).

As at 31 March 2017, the Group had bank borrowings and obligations under finance lease of approximately HK\$9.7 million (2016: approximately HK\$9.2 million).

As at 31 March 2017, the Group's net current assets amounted to approximately HK\$39.6 million (2016: approximately HK\$70.7 million). The Group's operations are financed principally by revenue generated from its business operations, available cash and bank balances and bank borrowings.

RETURN ON EQUITY

The return on equity increased from approximately 4.4% for the year ended 31 March 2016 to approximately 10.0% for the year ended 31 March 2017, mainly due to the increase on profit for the year.

流動資金、財務資源及資本架構 (續)

附註：

1. 股本回報率乃按年內溢利除以平均權益總額計算。
2. 資產回報率乃按年內溢利除以平均資產總值計算。
3. 流動比率乃按流動資產除以流動負債計算。
4. 資產負債比率乃按負債總額除以權益總額計算。為免生疑問，負債總額指銀行借貸、應付承兌票據及應付融資租賃款項。
5. 負債淨額對權益比率乃按負債總額減現金及銀行結餘及除以權益總額計算。為免生疑問，負債總額指銀行借貸、應付承兌票據及應付融資租賃款項。
6. 應收賬款周轉日數乃按平均貿易應收賬款除以收入乘以期內日數計算。
7. 應付賬款周轉日數乃按平均貿易應付賬款除以服務成本乘以期內日數計算。

於2017年3月31日，本集團保持充足營運資金，銀行結餘及現金約為4,520萬港元（2016年：約6,480萬港元）。

於2017年3月31日，本集團的銀行借貸及融資租賃承擔約為970萬港元（2016年：約920萬港元）。

於2017年3月31日，本集團的流動資產淨值約為3,960萬港元（2016年：約7,070萬港元）。本集團的營運主要通過其業務經營產生的收益、可用現金及銀行結餘及銀行借貸撥付資金。

股本回報率

股本回報率由截至2016年3月31日止年度約4.4%上升至截至2017年3月31日止年度約10.0%，主要由於年內溢利增加。



RETURN ON ASSETS

The return on assets was increased from approximately 2.3% for the year ended 31 March 2016 to approximately 5.9% for the year ended 31 March 2017, mainly due to the increase on profit for the year.

CURRENT RATIO

The Group's current ratio decrease from approximately 2.26 times as at 31 March 2016 to approximately 1.53 times as at 31 March 2017 mainly due to the acquisition of companies during the year which reduced the Company's assets and enlarged the Company's liabilities.

GEARING RATIO

The Group's gearing ratio, defined as the total debt (i.e. bank borrowings, promissory notes payables and finance lease payables) divided by total equity, as at 31 March 2017 is approximately 18.8% (2016: approximately 10.4%). The total bank borrowings increase from approximately HK\$8.6 million as at 31 March 2016 to approximately HK\$9.4 million as at 31 March 2017. In addition, the Group issued promissory notes with carrying value of HK\$12.2 million as at 31 March 2017. On the other hand, the Group's total equity increased significantly during the year ended 31 March 2016 due to issuance of share upon placing of shares during the year.

NET DEBT TO EQUITY RATIO

The Group's net debt to equity ratio was 0% as at 31 March 2016 and 31 March 2017 which indicates that the Group's has sufficient cash and bank balances for debts repayment.

DEBTORS' TURNOVER DAY

The debtors' turnover day decreased from approximately 45.1 days for the year ended 31 March 2016 to approximately 41.2 days for the year ended 31 March 2017 under the monitor of the recoverability on trade debtors.

資產回報率

資產回報率由截至2016年3月31日止年度約2.3%上升至截至2017年3月31日止年度約5.9%，主要由於年內溢利增加。

流動比率

本集團之流動比率由2016年3月31日約2.26倍下降至2017年3月31日約1.53倍，主要由於年內收購公司減少本公司資產及擴大大公司負債所致。

資產負債比率

於2017年3月31日，本集團的資產負債比率（定義為債務總額（銀行借貸、應付承兌票據及應付融資租賃款項）除以權益總額）約為18.8%（2016年：約10.4%）。銀行借貸總額由2016年3月31日約860萬港元增加至2017年3月31日約940萬港元。此外，截至2017年3月31日，本集團已發行賬面值為1,220萬港元的承兌票據。另一方面，本集團的權益總額於截至2016年3月31日止年度大幅增加，主要是由於年內配售股份時發行股份所致。

負債淨額對權益比率

本集團的負債淨額對權益比率於2016年3月31日及2017年3月31日分別為0%，顯示本集團有充足現金及銀行結餘償還債務。

應收賬款周轉日數

根據對應收賬款可收回性的監控，應收賬款周轉日數由截至2016年3月31日止年度約45.1日下降至截至2017年3月31日止年度約41.2日。



CREDITORS' TURNOVER DAY

The creditors' turnover day was slightly increased 0.3 days from approximately 24.7 days for the year ended 31 March 2016 to approximately 25.0 days for the year ended 31 March 2017. The increase was due to the late settlement to some creditors.

DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2017 (2016: Nil).

OPERATION REVIEW

Outlook

The property market in the Hong Kong is expanding. Public opinion voices concern over the housing stock production and the speeding up of the completion of construction of properties in the near future is expected to solve the heavy demand on housing. It is envisaged that the property management business will expand simultaneously. On the other hand, even though strong competition and soaring cost resulting from statutory minimum wage revision and inflation are unavoidable, the Directors are confident that the Group is now on an appropriate stage to increase its market share after the listing of the Company's shares on the GEM and believe that the Group will be benefited from the listing.

We are currently exploring suitable opportunities to commence and develop business of property development and of financial services in Hong Kong, which may include, but not limited to, (i) carrying out schemes for property consolidation, assembly and redevelopments; (ii) property trading and/or investment; (iii) obtaining a money lender's licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong); and (iv) securities brokerage and/or asset management (the "Potential New Businesses"). The Board intends to develop the Potential New Businesses through self-development of the subsidiaries, and/or investment(s) in suitable targets/assets, and/or through co-operation by way of joint venture(s) with other parties.

應付賬款周轉日數

應付賬款周轉日數由截至2016年3月31日止年度約24.7日略微上升0.3日至截至2017年3月31日止年度約25.0日。該增加是由於延遲償付若干應付賬款。

股息

董事並不建議就截至2017年3月31日止年度宣派末期股息(2016年：無)。

經營回顧

前景

香港物業市場不斷擴大，輿論非常關注建屋量，於短期內加快物業落成料可解決龐大住屋需求，展望未來物業管理業務將同步擴展。此外，儘管業內競爭激烈以及調整法定最低工資及通貨膨脹令成本上揚在所難免，董事抱有信心本公司股份於創業板上市後本集團現處於合適階段增加其市場佔有率，並且相信本集團將受惠於上市。

我們現正發掘合適機會在香港展開及拓展物業發展及金融服務業務，有關業務可能包括(但不限於)：(i)進行物業整合、合併及重建計劃；(ii)物業買賣及／或投資；(iii)根據香港法例第163章放債人條例取得放債人牌照；及(iv)證券經紀及／或資產管理(「潛在新業務」)。董事會擬透過自設附屬公司及／或投資於合適目標／資產，及／或以合營企業形式與其他各方合作發展潛在新業務。



OPERATION REVIEW (continued)

Outlook (continued)

The Board has been actively exploring other business opportunities in order to diversify the existing business of the Group and to explore new markets with significant growth potential. In view of the current economic and capital markets environment, the Board believes that engaging in the Potential New Businesses is an opportunity of the Group to diversify its source of income and will therefore be in the interest of the Company and its shareholders as a whole.

Notwithstanding the Group's intention to explore the Potential New Businesses, the existing principal business of the Group in the provision of property management services in Hong Kong, primarily targeting residential properties, will continue to be the core business of the Group. The Board expects that the Potential New Businesses will enable the Group to expand its business portfolio, diversify its income source and possibly enhance its financial performance.

Human resources

As at 31 March 2017, the Group had a total of 2,162 employees (as at 31 March 2016: 2,087 employees). The Group's staff costs for the year ended 31 March 2017 amounted to approximately HK\$338.6 million (2016: HK\$342.6 million). To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance.

Services contracts

Due to well-established team and project planning, during the year ended 31 March 2017, 2 facility management service contract for non-domestic property management segment which included 2 shopping complex were awarded to the Group. The success in securing the contract gave the Group confidence to expand the property management portfolio continuously. In addition, 19 property management contracts were awarded to the Group during the year.

As at 31 March 2017, there were in total 431 service contracts (covering around 90,000 households) comprising 399 property management service contracts, 16 stand-alone security service contracts and 16 facility management service contracts.

經營回顧(續)

前景(續)

董事會一直積極開拓其他業務機會，致力將本集團現有業務作多元化發展並開發蘊藏龐大增長潛力的新市場。基於目前經濟及資本市場環境，董事會相信，從事潛在新業務為本集團分散收入來源的良機，因此符合本公司及其股東整體利益。

儘管本集團有意開拓潛在新業務，本集團現有主要業務(即於香港提供物業管理服務，並主要著眼於住宅物業)將繼續為本集團的核心業務。董事會預期，潛在新業務將有助本集團擴闊其業務組合、分散收入來源，並有可能提升其財務表現。

人力資源

於2017年3月31日，本集團總共聘用2,162名員工(於2016年3月31日：2,087名員工)。截至2017年3月31日止年度本集團員工成本約為3.386億港元(2016年：3.426億港元)。為確保可吸引及留聘表現優秀的員工，本集團定期檢討員工薪津，另外因應本集團業績及個別員工表現發放非經常性獎金予合資格員工。

服務合約

有賴完善的團隊及項目計劃，截至2017年3月31日止年度，本集團就非住宅物業管理分部獲授2份設施管理服務合約，涉及2個購物中心。成功獲得合約給予本集團信心繼續擴展物業管理組合。此外，本集團於年內獲授19份物業管理合約。

於2017年3月31日，服務合約總數為431份(涵蓋約90,000個住戶)，包括399份物業管理服務合約、16份獨立保安服務合約及16份設施管理服務合約。



OPERATION REVIEW (continued)

Contract renewal complying with procedural requirements

A service contract which does not comply with the procedural requirements for contract renewal as stipulated in section 20A of the Building Management Ordinance (Chapter 344 of the Laws of Hong Kong) may be cancelled by the owners' corporation. Included in 431 contracts in force as at 31 March 2017, 95 service contracts are not in strict compliance with the said contract renewal requirements, hence, termination notices were served on clients involving in these contracts. All of the remaining 336 valid contracts as at 31 March 2017 are in compliance with the said procedural requirements or not applicable under the Building Management Ordinance. The senior management adopts a tight control system to monitor the full compliance of the procedural requirements. All newly signed contracts during the year ended 31 March 2017 included the mandatory term requiring the client to follow the said procedural requirements, if applicable.

Client accounts

As at 31 March 2017, the Group held 61 (as at 31 March 2016: 63 clients) client accounts amounting to approximately HK\$40.8 million (as at 31 March 2016: approximately HK\$32.4 million) on trust for and on behalf of customers. These client accounts are opened in the names of the Group and the relevant properties. The management fees received from the tenants or owners of the properties were deposited into these client accounts and the expenditure of these customers was paid from these client accounts.

Performance bond

As at 31 March 2017, the banks issued 10 (as at 31 March 2016: 10) bond certificates amounting to approximately HK\$20.4 million (as at 31 March 2016: approximately HK\$17.5 million) on behalf of the Group to the clients as required in the service contracts.

Capital expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$10.4 million for the year ended 31 March 2017 (2016: approximately HK\$0.9 million).

經營回顧(續)

合約續期遵守程序要求

倘未能遵守建築物管理條例(香港法例第344章)20A條所規範的續期程序要求,則服務合約可能遭業主立案法團取消。於2017年3月31日,有效的431份服務合約中,95份服務合約未能嚴格遵守該續期要求,因此已向涉及該等合約的客戶發出終止通知書。於2017年3月31日,餘下所有336份有效合約已符合該程序要求或不適用於建築物管理條例。高級管理層採取嚴緊監控措施作出監管確保依足程序要求。截至2017年3月31日止年度,所有新簽訂合約已加入硬性條款要求客戶必須遵循該程序要求(如適用)。

客戶賬戶

於2017年3月31日,本集團以信託形式代表客戶持有61個(於2016年3月31日:63個)客戶賬戶,金額約4,080萬港元(於2016年3月31日:約3,240萬港元)。該等客戶賬戶以本集團及相關物業的名義開立。從租戶或物業業主收取的管理費均存入該等客戶賬戶,而該等客戶的開支則從該等客戶賬戶支付。

履約保證金

於2017年3月31日,按服務合約的規定,銀行代表本集團向客戶發出10份(於2016年3月31日:10份)履約證書,金額約2,040萬港元(於2016年3月31日:約1,750萬港元)。

資本開支

截至2017年3月31日止年度,本集團購入約1,040萬港元(2016年:約90萬港元)的物業、機器及設備。



OPERATION REVIEW (continued)

Capital commitments

The Group did not have any significant capital commitments as at 31 March 2017 and 31 March 2016.

Contingent liabilities

Details of contingent liabilities of the Group are set out in note 38 to the consolidated financial statements.

Foreign currency risk

The Group's business operations were conducted in Hong Kong. The transactions, monetary assets and liabilities of the Group were mainly denominated in Hong Kong dollar. During the year ended 31 March 2017, there was no material impact to the Group arising from the fluctuation in the foreign exchange rates between the currencies.

The Group did not engage in any derivatives arrangement and did not commit to any financial instruments to hedge its foreign exchange exposure during the year ended 31 March 2017.

Significant investments held, material acquisitions and disposals of subsidiaries, associates, joint ventures and future plans for material investments or capital asset

Acquisition of property management business

On 3 March 2016, the Company entered into a non-legally binding memorandum of understanding, pursuant to which, the Company intends to acquire the entire issued share capital in a company (the "Target Company I") that is principally engaged in the business of providing property management services in Hong Kong.

經營回顧(續)

資本承擔

於2017年3月31日及2016年3月31日，本集團並無任何重大資本承擔。

或然負債

本集團或然負債的詳情載於綜合財務報表附註38。

外幣風險

本集團的業務只在香港運作，一切交易、貨幣資產和負債主要以港元列值。截至2017年3月31日止年度，外幣之間匯率波動並無對本集團產生重大影響。

截至2017年3月31日止年度，本集團並無訂立任何衍生工具安排及並無作外匯對沖的任何財務工具。

重大所持投資、有關附屬公司、聯營公司及合營企業的重大收購及出售以及重大投資或資本資產的未來計劃

收購物業管理業務

於2016年3月3日，本公司訂立不具法律約束力的諒解備忘錄，據此，本公司擬收購一間主要於香港從事提供物業管理服務的公司(「目標公司I」)全部已發行股本。



OPERATION REVIEW (continued)

Significant investments held, material acquisitions and disposals of subsidiaries, associates, joint ventures and future plans for material investments or capital asset (continued)

Acquisition of property management business (continued)

On 26 May 2016, Kong Shum Union Property Management Group Limited (as purchaser), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement (the “Agreement I”) with independent third parties (as vendors), pursuant to which the vendors have agreed to sell, and the Group has agreed to purchase, the entire issued share capital of the Target Company I at a total consideration of HK\$2.5 million, payable by cash (the “Acquisition”).

Details of the memorandum of understanding and the Agreement I are disclosed in the Company’s announcements dated 3 March 2016 and 26 May 2016 respectively. On 30 June 2016, the Board announced that all conditions precedent to completion (“Completion”) of the Acquisition under the Agreement I have been fulfilled and Completion took place on 30 June 2016 in accordance with the terms and conditions of the Agreement I. Upon Completion, the Company owns 100% of the issued share capital of the Target Company I and the Target Company I has become an indirect wholly owned subsidiary of the Company. As such, the financial results of the Target Company I has been consolidated into the accounts of the Group.

Establishment of strategic cooperation

On 13 June 2016, the Company and Crystal Properties Development Limited (an independent third party) (collectively referred to as the “Parties”) entered into a strategic partnership framework agreement pursuant to which the Parties have agreed to establish strategic partnership in investment in and redevelopment of old buildings in Hong Kong. Details of the aforementioned agreement are set out in the Company’s announcement dated 13 June 2016. As at the date of this report, the establishment of strategic partnership as contemplated under the aforementioned agreement is still under progress.

經營回顧(續)

重大所持投資、有關附屬公司、聯營公司及合營企業的重大收購及出售以及重大投資或資本資產的未來計劃(續)

收購物業管理業務(續)

於2016年5月26日，本公司全資附屬公司港深聯合物業管理集團有限公司(作為買方)與獨立第三方(作為賣方)訂立買賣協議(「協議I」)，據此，該等賣方同意出售而本集團同意購買目標公司I全部已發行股本，總代價為250萬港元，須以現金支付(「收購事項」)。

諒解備忘錄及協議I詳情分別於本公司日期為2016年3月3日及2016年5月26日的公佈內披露。於2016年6月30日，董事會宣佈，協議I項下完成收購事項(「完成」)的所有先決條件已獲達成，故完成已根據協議I的條款及條件於2016年6月30日落實。完成時，本公司擁有目標公司I全部已發行股本，而目標公司I已成為本公司的間接全資附屬公司。因此，目標公司I的財務業績已於本集團賬目合併入賬。

建立戰略合作

於2016年6月13日，本公司與獨立第三方晶苑地產發展有限公司(統稱「訂約方」)訂立戰略夥伴框架協議，據此，訂約方同意建立戰略夥伴關係，以投資及重建香港舊樓。上述協議的詳情載於本公司日期為2016年6月13日的公佈。於本報告日期，上述協議項下擬建立的戰略夥伴關係仍尚在建立。



OPERATION REVIEW (continued)

Significant investments held, material acquisitions and disposals of subsidiaries, associates, joint ventures and future plans for material investments or capital asset (continued)

Acquisition of a financial services company

On 20 January 2017 (after trading hours of the Stock Exchange), the Board announced that the Company, as potential purchaser, entered into a non-legally binding memorandum of understanding (the “MOU”) with a potential vendor (the “Potential Vendor”). Pursuant to the MOU, the Company intends to acquire, and the Potential Vendor intends to dispose of, the entire issued share capital in a company incorporated in the British Virgin Islands with limited liability which, together with its subsidiaries (collectively, the “Target Group”) is currently licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). The Target Group also holds a money lender’s licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). In addition, the Target Group has recently submitted an application to the Securities and Futures Commission of Hong Kong for approval of the addition of Type 9 (asset management) regulated activity.

On 13 February 2017 (after trading hours of the Stock Exchange) the Board announced that, a wholly-owned subsidiary of the Company (as purchaser) and the Company (as guarantor) entered into an agreement (the “Agreement II”) with Mr. Chang Tin Duk, Victor (“Mr. Chang”) (as vendor), pursuant to which the aforesaid purchaser has conditionally agreed to acquire, and Mr. Chang has conditionally agreed to sell, 30% of the issued share capital of the target Company contemplated therein (the “Target Company II”) at a consideration of HK\$31,500,000.

On 28 April 2017, the Board announced that all the conditions precedent set out in the Agreement II have been fulfilled and completion took place on 28 April 2017 in accordance with the terms and conditions of the Agreement II.

經營回顧(續)

重大所持投資、有關附屬公司、聯營公司及合營企業的重大收購及出售以及重大投資或資本資產的未來計劃(續)

收購金融服務公司

於2017年1月20日(聯交所交易時段後)，董事會宣佈，本公司作為有意買方與有意賣方(「有意賣方」)訂立不具法律約束力的諒解備忘錄(「諒解備忘錄」)。根據諒解備忘錄，本公司擬收購而有意賣方擬出售一間於英屬處女群島註冊成立的有限公司(連同其附屬公司統稱「目標集團」，現時持有牌照可進行香港法例第571章證券及期貨條例(「證券及期貨條例」)項下第1類(證券交易)、第2類(期貨合約交易)及第6類(就機構融資提供意見)受規管活動)的全部已發行股本。目標集團亦持有香港法例第163章放債人條例項下放債人牌照。此外，目標集團最近向香港證券及期貨事務監察委員會提交申請批准新增第9類(提供資產管理)受規管活動。

於2017年2月13日(聯交所交易時段後)，董事會宣佈，本公司全資附屬公司(作為買方)及本公司(作為擔保人)與張天德先生(「張先生」)(作為賣方)訂立協議(「協議II」)，據此，前述買方有條件同意收購而張先生有條件同意出售目標公司(「目標公司II」)已發行股本30%，代價為31,500,000港元。

於2017年4月28日，董事會宣佈，協議II所載全部先決條件已達成，完成於2017年4月28日根據協議II的條款及條件落實。



OPERATION REVIEW (continued)

Significant investments held, material acquisitions and disposals of subsidiaries, associates, joint ventures and future plans for material investments or capital asset (continued)

Following the aforesaid completion, the Company is holding 30% of the equity interest in the Target Company II, and the Target Company II has become an associate of the Company and the investment of the Group in the Target Group will be classified as investment in an associate.

Details of these announcements are disclosed in the Company's announcements dated 20 January 2017, 13 February 2017 and 28 April, 2017.

Discloseable and connected transaction involving the issue of the promissory notes

On 8 February 2017, Kong Shum Union Property Management Company Limited, a wholly-owned subsidiary of the Company (the "Purchaser") and Mr. Ho Ying Choi, an executive Director of the Company and Mr. Ho Ying Cheung, a director of the Purchaser and brother of Mr. Ho Ying Choi (collectively, the "Vendors") entered into an sale and purchase agreement ("SPA"), pursuant to which the Purchaser conditionally agreed to acquire and the Vendors conditionally agreed to sell the entire issued share capital of (i) Fortune Trend Investment Limited; and (ii) More Rise Investment Limited (collectively, the "Target Companies"), at a consideration of HK\$40 million, of which HK\$26 million will be satisfied in cash and HK\$14 million will be satisfied by the issue of promissory notes by the Purchaser to the Vendors (the "Properties Acquisition"). The Target Companies are wholly-owned by the Vendors (as to 50% by Mr. Ho Ying Choi and 50% by Mr. Ho Ying Cheung) and are principally engaged in property investment which owned two factory units in Hong Kong. As one or more of the applicable percentage ratios for the Properties Acquisition under the GEM Listing Rules are more than 5% but less than 25% and the Vendors are connected persons of the Company and the consideration for the Properties Acquisition exceeds HK\$10 million, the Properties Acquisition constituted a discloseable and connected transaction on the part of the Company and is subject to announcement, reporting and independent shareholders' approval requirements under the GEM Listing Rules.

經營回顧(續)

重大所持投資、有關附屬公司、聯營公司及合營企業的重大收購及出售以及重大投資或資本資產的未來計劃(續)

於上述完成後，本公司現時持有目標公司II的30%股權，而目標公司II已成為本公司的聯營公司，且本集團於目標集團的投資將分類為於一家聯營公司的投資。

有關該等公佈的詳情於本公司日期為2017年1月20日、2017年2月13日及2017年4月28日的公佈內披露。

涉及發行承兌票據的須予披露及關連交易

於2017年2月8日，本公司的全資附屬公司港深聯合物業管理有限公司(「買方」)與本公司執行董事何應財先生及買方的董事兼何應財先生的胞兄何應祥先生(統稱「賣方」)訂立買賣協議(「買賣協議」)，據此，買方有條件同意收購而賣方有條件同意出售(i)升運投資有限公司；及(ii)添昇投資有限公司(統稱「目標公司」)全部已發行股本，代價為4,000萬港元，其中2,600萬港元將以現金結付，而1,400萬港元將由買方透過向賣方發行承兌票據結付(「物業收購事項」)。目標公司由賣方全資擁有(何應財先生及何應祥先生各自擁有50%權益)，主要從事物業投資，其擁有兩個香港工廠單位。由於根據創業板上市規則物業收購事項涉及的一項或以上適用百分比率超過5%但低於25%，且賣方為本公司的關連人士及物業收購事項的代價超過1,000萬港元，根據創業板上市規則，物業收購事項構成本公司的須予披露及關連交易，故須遵守公佈、申報及獨立股東批准規定。



OPERATION REVIEW (continued)

Significant investments held, material acquisitions and disposals of subsidiaries, associates, joint ventures and future plans for material investments or capital asset (continued)

Discloseable and connected transaction involving the issue of the promissory notes (continued)

On 31 March 2017, the Board announced that all the conditions precedent set out in the Agreement have been fulfilled and completion took place on 31 March 2017 as agreed by the Vendors and the Purchaser in writing. Pursuant to the SPA, two promissory notes in the principal amount of HK\$7 million each has been issued by the Purchaser to each of the Vendors (or their respective nominee(s)), respectively.

Following the aforesaid completion, the Target Companies have become wholly-owned subsidiaries of the Company and the financial results of the Target Companies will be consolidated into the consolidated financial statements of the Company.

Details of this transaction are disclosed in the Company's announcement dated 8 February 2017, 6 March 2017, 8 March 2017 and 31 March 2017.

Save for those disclosed in this report, there were no other significant investments held, nor were there any material acquisitions or disposals of subsidiaries during the period under review. Apart from those disclosed in this report, there was no plan authorised by the Board for other material investments or addition of capital assets at the date of this report.

經營回顧(續)

重大所持投資、有關附屬公司、聯營公司及合營企業的重大收購及出售以及重大投資或資本資產的未來計劃(續)

涉及發行承兌票據的須予披露及關連交易(續)

於2017年3月31日，董事會宣佈，協議所載全部先決條件已達成，誠如賣方與買方書面協定，完成於2017年3月31日落實。根據買賣協議，買方已分別向各賣方(或彼等各自的代名人)發行兩張本金額各為7,000,000港元的承兌票據。

上述完成後，目標公司成為本公司的全資附屬公司，且目標公司的財務業績將綜合併入本公司的綜合財務報表內。

是項交易的詳情於本公司日期為2017年2月8日、2017年3月6日、2017年3月8日及2017年3月31日的公佈內披露。

除本報告所披露者外，於回顧期間內，並無任何其他重大所持投資，亦無任何重大收購或出售附屬公司。除本報告所披露者外，於本報告日期，並無任何已獲董事會批准有關其他重大投資或增添資本資產的計劃。



OPERATION REVIEW (continued)

Fund raising activities

Termination of proposed open offer and underwriting agreement

On 21 April 2016, the Company announced that the proposed open offer of three shares for every one share of the Company held by the qualifying shareholders at a subscription price of HK\$0.12 per share (the “Proposed Open Offer”), together with the underwriting agreement entered into between the Company and the underwriter in connection with the Proposed Open Offer, were terminated due to the then recent volatile market conditions, details of which are set out in the announcements of the Company dated 3 December 2015, 11 January 2016, 5 February 2016 and 21 April 2016.

Placing of new shares under general mandate

On 18 August 2016, the Company entered into a placing agreement with Kingston Securities Limited (the “Placing Agent I”) pursuant to which 99,000,000 new ordinary shares (“Shares”) of par value of HK\$0.01 each of the Company would be placed, on a best effort basis at HK\$0.23 per share to independent third parties (the “Placing I”). Details of the Placing I are set out in the Company’s announcement dated 18 August 2016.

Completion of the Placing I took place on 6 September 2016 and 99,000,000 Shares were successful placed by the Placing Agent I.

On 11 May 2017, The Company entered into a placing agreement with Supreme China Securities Limited (the “Placing Agent II”), pursuant to which 118,800,000 new ordinary shares (“Shares”) of par value of HK\$0.01 each of the Company would be placed, on a best effort basis at HK\$0.24 per share to independent third parties (“the “Placing II”). Details of the Placing II are set out in the Company’s announcement dated 11 May 2017.

Completion of the Placing II took place on 26 May 2017 and 118,000,000 Shares were successful placed by the Placing Agent II.

經營回顧(續)

集資活動

終止建議公開發售及包銷協議

於2016年4月21日，本公司宣佈，由於當時的市況波動，故以認購價每股0.12港元按合資格股東每持有一股本公司股份獲配三股股份的建議公開發售(「建議公開發售」)，連同本公司與包銷商就建議公開發售訂立的包銷協議已經終止，有關詳情分別載於本公司日期為2015年12月3日、2016年1月11日、2016年2月5日及2016年4月21日的公佈。

根據一般授權配售新股份

於2016年8月18日，本公司與金利豐證券有限公司(「配售代理I」)訂立配售協議，據此，99,000,000股每股面值0.01港元的本公司新普通股(「股份」)將按竭盡所能基準以每股0.23港元的價格配售予獨立第三方(「配售事項I」)。配售事項I詳情載於本公司日期為2016年8月18日的公佈。

配售事項I於2016年9月6日落實完成，配售代理I成功配售99,000,000股股份。

於2017年5月11日，本公司與智華證券有限公司(「配售代理II」)訂立配售協議，據此，118,800,000股每股面值0.01港元的本公司新普通股(「股份」)將按竭盡所能基準以每股0.24港元的價格配售予獨立第三方(「配售事項II」)。配售事項II詳情載於本公司日期為2017年5月11日的公佈。

配售事項II於2017年5月26日落實完成，配售代理II成功配售118,000,000股股份。



OPERATION REVIEW (continued)

Business update

On 15 June 2017, the board announced that a money lenders licence has been granted by the licensing court on 15 June 2017 to a wholly-owned subsidiary of the Company. The Group will commence its money lending business under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) and has decided to include the money lending business as one of its principal business activities from the date of this announcement.

Reference is made to the announcement of the Company dated 20 December 2016. The Company has been exploring suitable opportunities to commence and develop business of provision of financial services in Hong Kong. In view of the current economic and capital markets environment, the Board anticipates that extending its principal business activities into the money lending business will enable the Group to diversify the Group's business scope and broaden the revenue source of the Group with a view to bring more stable return to the Company and increase Shareholders' value. The Board considers the commencement of this new business segment is in the interest of the Company and its shareholders as a whole. The Company will continue to explore further suitable opportunities to enhance the spectrum of its financial services in Hong Kong.

Details of which are set out in the announcement of the Company dated 15 June 2017.

經營回顧(續)

業務最新消息

於2017年6月15日，董事會宣佈，於2017年6月15日，本公司全資附屬公司獲牌照法庭發出放債人牌照。本集團將根據香港法例第163章放債人條例展開其放債業務，並決定自本公佈日期起將放債業務加入其主要業務活動。

茲提述本公司日期為2016年12月20日的公佈。本公司一直發掘合適機會在香港展開及拓展提供金融服務的業務。基於目前經濟及資本市場環境，董事會預期將其主要業務擴展至放債業務將有助本集團多元化發展本集團業務範圍，擴大本集團收入來源，從而為本公司帶來更穩定回報並提升股東價值。董事會認為展開新業務分部符合本公司及其股東整體利益。本公司將繼續發掘其他合適機會，以增加其於香港的金融服務範圍。

有關詳情載於本公司日期為2017年6月15日的公佈。



OPERATION REVIEW (continued)

Update on Directors' Information

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, changes in the Directors' information since the disclosure made in the Company's annual report 2015–2016 or the announcement in relation to the appointment of director (as the case may be) are set out as follows:

- Mr. Eric Todd, an executive Director of the Company, was appointed as an executive director of Hsin Chong Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 404) since March 2017.
- Mr. Wong Kui Shing, Danny, a non-executive Director of the Company, was appointed as an executive director of Larry Jewelry International Company Limited (Stock code: 8351) with effect from 3 October 2016.
- Mr. Tso Siu Lun, Alan, a non-executive Director of the Company, was appointed as an independent non-executive director of Dragonite International Limited (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited, Stock Code: 329) since May 2017.

經營回顧(續)

更新董事資料

根據創業板上市規則第17.50A(1)條，自本公司於2015至2016年報或有關委任董事的公佈(視情況而定)中作出披露以來，董事資料的變動載列如下：

- 本公司執行董事達振標先生於2017年3月獲委任為新昌集團控股有限公司的執行董事，該公司於聯交所主板上市(股份代號：404)。
- 本公司非執行董事王鉅成先生獲委任為俊文寶石國際有限公司(股份代號：8351)的執行董事，自2016年10月3日起生效。
- 本公司非執行董事曹肇倫先生於2017年5月獲委任為參龍國際有限公司的獨立非執行董事，該公司於聯交所主板上市(股份代號：329)。



OPERATION REVIEW (continued)

Change of Address of Head Office and Principal Place of Business in Hong Kong

As disclosed in the announcement of the Company dated 29 July 2016, the address of head office and principal place of business in Hong Kong of the Company has been changed to Unit 906, 9/F., Wings Building, 110–116 Queen's Road Central, Central, Hong Kong with effect from 1 August 2016.

Charges over assets of the Group

As at 31 March 2017, certain bank deposits of approximately HK\$7.1 million (as at 31 March 2016: approximately HK\$7.6 million) and the deposits placed for life insurance policies of approximately HK\$8.2 million (as at 31 March 2016: approximately HK\$8.0 million) were pledged to a bank to secure banking facilities granted to the Group. Besides, the Group had certain motor vehicles acquired under finance lease. The carrying value of motor vehicles under finance lease amounted to approximately HK\$0.4 million and HK\$0.7 million as at 31 March 2017 and 31 March 2016 respectively.

The deposits placed for life insurance policies are denominated in United States dollars, a currency other than the functional currency of the Group.

經營回顧(續)

總辦事處及香港主要營業地點地址變動

誠如本公司日期為2016年7月29日的公佈所披露，本公司總辦事處及香港主要營業地點地址已更改為香港中環皇后大道中110–116號永恆商業大廈9樓906室，自2016年8月1日起生效。

本集團的資產抵押

於2017年3月31日，約710萬港元（於2016年3月31日：約760萬港元）的若干銀行存款和約820萬港元（於2016年3月31日：約800萬港元）就人壽保險保單存入的按金已抵押予一間銀行，作為本集團獲授銀行融資的抵押。此外，本集團若干汽車根據融資租賃購買。於2017年3月31日及2016年3月31日，有關根據融資租賃購買的汽車的賬面值分別約為40萬港元和70萬港元。

就人壽保險保單存入的按金以美元（並非本集團的功能貨幣）計值。



OPERATION REVIEW (continued)

Fund raising activities

In order to meet the needs of business development, the Group successfully completed a number of equity fund raising activities during the year under review, as detailed below:

經營回顧(續)

集資活動

為應付業務發展需要，本集團於回顧年度成功完成多個股本集資活動，詳情如下：

| Date of initial announcement 首次公佈日期 | Event 事件 | Net proceeds 所得款項淨額 | Intended use of proceeds 所得款項擬定用途 | Actual use of proceeds as at the date of this annual report 所得款項於本年報日期的實際用途 |
|---|---|---|---|---|
| 17 September 2015 (completed on 6 October 2015) 2015年9月17日 (於2015年10月6日完成) | Placing of 80,000,000 new ordinary shares of HK\$0.01 each under general mandate at the placing price of HK\$0.40 per Share to not less than six placees who are independent professional, institutional or other investors (closing price of the Share as quoted on the Stock Exchange on the date of the placing agreement is HK\$0.425) 根據一般授權向不少於六名屬獨立專業、機構或其他投資者的承配人按配售價每股0.40港元(股份於配售協議日期在聯交所報收市價為0.425港元)配售80,000,000股每股面值0.01港元的新普通股 | Approximately HK\$31.2 million (net proceeds raised per Share was approximately HK\$0.39 per Share) 約3,120萬港元 (每股股份產生的所得款項淨額約為每股0.39港元) | General working capital of the Group 本集團一般營運資金 | Approximately HK\$17.6 million has been utilised as intended of which approximately HK\$7.4 million was utilised for salary expenses, approximately HK\$6.6 million was utilised for professional fees, approximately HK\$3.6 million was utilised for operating expenses and the remaining net proceeds will be used for the general working capital of the Group, including salary expenses, professional fees, marketing expenses and maintenance of the Group's information technology system. Such remaining net proceeds are expected to be utilised during the year ending 31 March 2018 約1,760萬港元已用於擬定用途，其中約740萬港元已用作薪金開支、約660萬港元已用作專業費用、約360萬港元已用作營運開支，其餘所得款項淨額將用作本集團一般營運資金，包括薪金開支、專業費用、營銷開支及保養本集團的資訊科技系統。預期有關所得款項淨額餘額將於截至2018年3月31日止年度動用 |



OPERATION REVIEW (continued)

經營回顧(續)

Fund raising activities (continued)

集資活動(續)

| Date of initial announcement 首次公佈日期 | Event 事件 | Net proceeds 所得款項淨額 | Intended use of proceeds 所得款項擬定用途 | Actual use of proceeds as at the date of this annual report 所得款項於本年報日期的實際用途 |
|---|---|---|--|--|
| 18 August 2016 (completed on 6 September 2016) 2016年8月18日 (於2016年9月6日完成) | Placing of 99,000,000 new ordinary shares of HK\$0.01 each under general mandate at the placing price of HK\$0.23 per Share to not less than six placees who are independent professional, institutional or other investors (closing price of the Share as quoted on the Stock Exchange on the date of the placing agreement is HK\$0.275) 根據一般授權向不少於六名屬獨立專業、機構或其他投資者的承配人按配售價每股0.23港元(股份於配售協議日期在聯交所報收市價為0.275港元)配售99,000,000股每股面值0.01港元的新普通股 | Approximately HK\$22.0 million (net proceeds raised per Share was approximately HK\$0.22 per Share) 約2,200萬港元 (每股股份產生的所得款項淨額約為每股0.22港元) | Intended to be used for investment opportunities of the Group 擬用於本集團投資機遇 | Entirely use for the acquisition of 30% of the issued shares in Dakin Holdings Inc. 全部用於收購Dakin Holdings Inc.已發行股份30% |
| 11 May 2017 (completed on 26 May 2017) 2017年5月11日 (於2017年5月26日完成) | Placing of 118,800,000 new ordinary shares of HK\$0.01 each under general mandate at the placing price of HK\$0.24 per Share to not less than six placees who are independent professional, institutional or other investors (closing price of the Share as quoted on the Stock Exchange on the date of the placing agreement is HK\$0.245) 根據一般授權向不少於六名屬獨立專業、機構或其他投資者的承配人按配售價每股0.24港元(股份於配售協議日期在聯交所報收市價為0.245港元)配售118,800,000股每股面值0.01港元的新普通股 | Approximately HK\$27.6 million (net proceeds raised per Share was approximately HK\$0.23 per Share) 約2,760萬港元(每股股份產生的所得款項淨額約為每股0.23港元) | Intended to be used for future investment opportunities of the Company which includes but not limited to capital investment in the provision of financial services in Hong Kong such as money lending business, securities investments, and/or properties investment and/or as general working capital of the Group 擬用於本公司未來投資機遇，包括但不限於在香港提供金融服務(如借貸服務)的資本投資、證券投資及/或物業投資及/或作為本集團的一般營運資金 | Spare for intended use 備用作擬定用途 |



RISKS RELATING TO THE GROUP AND ITS BUSINESS

The Group faces intense competition which may adversely affect its market share and profitability. The property management industry in Hong Kong is competitive and the competition may exert some pressure on the service fees of property management companies. The Group may therefore be required to reduce its fees or maintain low service fees in view of the market pressure so as to retain customers or pursue new business opportunities. The Group's revenue stream and profitability may also be adversely affected if the customers terminate the services contracts with the Group, whether by serving written notice or for the reason of breach or material breach of the terms or conditions thereunder, prior to the expiry date.

有關本集團及其業務的風險

本集團面對激烈競爭，其市場份額及盈利能力可能受到不利影響。香港物業管理行業充滿競爭，且有關競爭可能會對物業管理公司的服務費構成一定壓力。因此，鑑於市場壓力，本集團可能須減低其費用或維持低服務費，從而留住客戶或尋求新商機。倘客戶於屆滿日期前終止與本集團的服務合約（不論是以書面通知或因違反或嚴重違反合約條款或條件而終止），則本集團的收入來源及盈利能力可能會受到不利影響。



EXECUTIVE DIRECTORS

Mr. Eric Todd has been appointed as the Chairman of the Board and an executive Director with effect from 1 August 2016 to fill the vacancy arising from the resignation of Mr. Yan.

Mr. Todd, aged 55, joined the Company as chief operating officer in June 2016 and ceased to serve as the same position upon the Appointment. He possesses extensive professional experience in auditing, financial management and investment. Mr. Todd holds a Bachelor of Science degree in business administration from Boston University in the United States. He was a certified public accountant in the State of California, the United States from September 1989 to January 2010. Mr. Todd started his career at the Hong Kong office of KPMG (formerly known as KPMG Peat Marwick) from 1985 to 1990 and subsequently joined the Standard Chartered Bank Group and worked from 1991 to 1995. Prior to joining the Company, he had been employed as a business consultant and also served as finance director for several companies engaged in the media industry.

Mr. Todd has been appointed as a non-executive director of Leyou Technologies Holdings Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), Stock Code: 1089) since July 2015, an independent non-executive director of Ngai Shun Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 1246) since July 2016 and an executive director of Hsin Chong Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 404) since March 2017.

執行董事

達振標先生獲委任為董事會主席及執行董事，自2016年8月1日起生效，以填補甄先生辭任產生的臨時空缺。

達先生，55歲，於2016年6月加入本公司出任首席營運官，並於獲委任後終止出任該職位。彼於審計、財務管理及投資方面擁有豐富專業經驗。達先生持有美國波士頓大學的工商管理理學士學位。達先生於1989年9月至2010年1月為美國加州註冊會計師。達先生於1985年至1990年加盟畢馬威會計師事務所(前稱畢馬威會計師行)香港辦事處開展其事業，並於其後加入渣打銀行集團，於1991年至1995年任職該銀行。於加入本公司前，彼為業務顧問，並於從事傳媒業的多間公司擔任財務總監。

達先生於2015年7月獲委任為樂遊科技控股有限公司的非執行董事，該公司於香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：1089)，另於2016年7月獲委任為毅信控股有限公司的獨立非執行董事，該公司於聯交所主板上市(股份代號：1246)，以及於2017年3月獲委任為新昌集團控股有限公司的執行董事，該公司於聯交所主板上市(股份代號：404)。



EXECUTIVE DIRECTORS (continued)

Mr. Ho Ying Choi, aged 57, is an Executive Director of the Company. He is responsible for business operation, finance management and sales and marketing. He is also a member of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Ho Ying Choi holds a Bachelor's degree of science from the Memorial University of Newfoundland, Canada.

Mr. Ho Ying Choi is the brother of Mr. Ho Ying Cheung, member of the Group's senior management. Mr. Lau Ping Kwai, a member of the Group's senior management, is the spouse of Mr. Ho Ying Choi's cousin. Save as disclosed, Mr. Ho Ying Choi is not connected with any other Directors, member of the senior management, Substantial Shareholders or controlling shareholders of the Company.

Mr. Lee Chin Ching, Cyrix has been appointed as an Executive Director of the Company with effect from 20 December 2016.

Mr. Lee, aged 32, holds a Bachelor's degree in business administration from Washington State University in the United States of America. Mr. Lee has extensive experience in the real estate investments, acquisition, valuation and assets management. Prior to his appointment as an executive Director, Mr. Lee had been a business consultant of the Company since 1 May 2016.

執行董事(續)

何應財先生，57歲，為本公司的執行董事。彼負責業務營運、財務管理及銷售與推廣。彼亦為本公司薪酬委員會及提名委員會成員。

何應財先生持有加拿大 Memorial University of Newfoundland 的理學士學位。

何應財先生為何應祥先生(本集團高級管理層成員)的胞弟。柳炳貴先生(本集團之高級管理人員)為何應財先生表親的配偶。除所披露者外，何應財先生與本公司任何其他董事、高級管理層成員、主要股東或控股股東概無關連。

李展程先生已獲委任為本公司執行董事，自2016年12月20日起生效。

李先生，32歲，持有美國華盛頓州立大學工商管理學士學位。李先生於房地產投資、收購、估值及資產管理方面擁有豐富經驗。李先生獲委任為執行董事前，彼自2016年5月1日起擔任本公司的業務顧問。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tso Siu Lun, Alan has been appointed as an Independent Non-executive Director, a member of each of the Audit Committee and the Remuneration Committee of the Company and the chairman of the Nomination Committee of the Company.

Mr. Alan Tso, aged 34, graduated from the Cambridge University with a bachelor's and a master's degrees in Land Economy, majoring in real estate finance and property law. Mr. Tso is the founder of the Foresea Capital Group Limited ("FCG") since 2013 and the China Mini Storage Limited ("CMS") since 2014. Prior to establishing FCG and CMS, based in Beijing, Mr. Tso worked as an investment director of the Everbright Ashmore China Real Estate Fund from 2008 to 2012, a joint venture offshore real estate fund sponsored by the China Everbright Limited (stock code: 165) and the Ashmore Group PLC (London Stock Exchange stock code: ASHM). Previously, based in Hong Kong, Mr. Tso also worked at Merrill Lynch's Global Commercial Real Estate team from 2006 to 2007, and where he was principally involved in the firm's principal investing activities in Asian real estate. He also worked at the HSBC's Global Capital Markets — ABS & Structured Bonds Team from 2005 to 2006, and where he was principally involved in the bank's securitisation business. As for public services, Mr. Tso has been invited to become the 10th and 11th session member of the Beijing Youth Federation (HKSAR), the 3rd and 4th session member of the Beijing Overseas Friendship Association (HKSAR) and the Beijing Group Convener of China Real Estate Chamber of Commerce ("CRECC") Hong Kong Chapter. Also, he has been appointed as a part-time lecturer for the Asia-Pacific Commercial Real Estate Academy ("APCREA"), an educational institution sponsored by the CRECC's China Commercial Real Estate Commission.

Mr. Alan Tso is currently an independent non-executive director of Dragonite International Limited (stock code: 329), whose securities are listed on the Main Board of the Stock Exchange.

獨立非執行董事

曹肇楡先生已獲委任為獨立非執行董事、本公司審核委員會及薪酬委員會成員以及本公司提名委員會主席。

曹肇楡先生，34歲，畢業於劍橋大學，獲土地經濟學士學位及碩士學位，主修房地產財務和法律。曹先生分別於2013年及2014年創辦前海資本集團有限公司（「前海資本」）及中國迷你倉有限公司（「中國迷你倉」）的創始人。成立前海資本及中國迷你倉前，曹先生於2008年至2012年在北京擔任光大安石中國房地產基金（由中國光大控股有限公司（股份代號：165）與Ashmore Group PLC（倫敦證券交易所股份代號：ASHM）出資成立的合資境外中國房地產基金）之投資總監。在此之前，曹先生於2006年至2007年在香港任職於美林證券的全球商業不動產團隊，主要參與該公司於亞洲房地產的資本投資活動。彼亦曾於2005年至2006年任職於滙豐投資銀行環球資本市場部 — 資產抵押證券及結構性債券團隊，主要參與該銀行的證券化業務。公職方面，曹先生獲邀擔任北京市青年聯合會（香港特區）第十屆及第十一屆委員、北京海外聯誼會（香港特區）第三屆及第四屆青年委員及全國工商聯房地產商會（「CRECC」）香港分會北京組召集人。此外，曹先生也獲聘為亞太商業不動產學院（「APCREA」，全國工商聯中國房地產商會贊助的教育機構）的客座講師。

曹肇楡先生現為參龍國際有限公司（股份代號：329）的獨立非執行董事，該公司證券於聯交所主板上市。



INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Lam Kai Yeung has been appointed as an Independent Non-executive Director, chairman of the Audit Committee and the Remuneration Committee, member of the Nomination Committee of the Company.

Mr. Lam, aged 47, is a fellow of the Association of Chartered Certified Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Lam obtained a bachelor degree in accounting from the Xiamen University in July 1990 and a master degree in business administration from the Oxford Brookes University in the United Kingdom in July 2010.

Mr. Lam was an independent non-executive director of Northeast Tiger Pharmaceutical Company Limited (a company listed on the GEM of the Stock Exchange, stock code: 8197) from August 2008 to June 2015; a non-executive director of Ping Shan Tea Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 364) from December 2014 to May 2015; and an independent non-executive director of Highlight China IoT International Limited (formerly known as Ford Glory Group Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 1682) from August 2014 to May 2017.

Mr. Lam has been an independent non-executive director of Silverman Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1616) since June 2012; an independent non-executive director of Sunway International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 58) since May 2015; an independent non-executive director of Finsoft Financial Investment Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8018) since June 2015; an independent non-executive director of Holly Futures (a company listed on Main Board of the Stock Exchange, stock code: 3678) since June 2015; and an independent non-executive director of Kin Shing Holdings Limited (a company listed on Main Board of the Stock Exchange, stock code: 1630) since May 2017.

Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

獨立非執行董事(續)

林繼陽先生獲委任為本公司獨立非執行董事、審核委員會及薪酬委員會主席，以及提名委員會成員。

林先生，47歲，為英國特許公認會計師公會及香港會計師公會資深會員。林先生於1990年7月取得廈門大學的會計學士學位，並於2010年7月取得英國Oxford Brookes University的工商管理碩士學位。

林先生於2008年8月至2015年6月期間出任東北虎藥業股份有限公司(聯交所創業板上市公司，股份代號：8197)的獨立非執行董事；於2014年12月至2015年5月期間出任坪山茶業集團有限公司(聯交所主板上市公司，股份代號：364)的非執行董事；另於2014年8月至2017年5月期間出任高銳中國物聯網國際有限公司(前稱福源集團控股有限公司，聯交所主板上市公司，股份代號：1682)的獨立非執行董事。

林先生自2012年6月起出任銀仕來控股有限公司(聯交所主板上市公司，股份代號：1616)的獨立非執行董事；自2015年5月起出任新威國際控股有限公司(聯交所主板上市公司，股份代號：58)的獨立非執行董事；自2015年6月起出任匯財金融投資控股有限公司(聯交所創業板上市公司，股份代號：8018)的獨立非執行董事；自2015年6月起出任Holly Futures(聯交所主板上市公司，股份代號：3678)的獨立非執行董事；及自2017年5月起出任建成控股有限公司(聯交所主板上市公司，股份代號：1630)的獨立非執行董事。

林先生為證券及期貨條例項下第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的持牌人士。



INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Lo Chi Ho, Richard has been appointed as an Independent Non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Lo, aged 49, has over 26 years of experience in the investment and real estate industry. He is currently the chief executive officer of Fulldiamond Limited, an investment and consulting company specializing in real estate, finance, securities, project and fundraising.

Mr. Lo is the vice president and chairman of commercial liaison of The Hong Kong Real Property Federation. He is also a committee member of Chinese People's Political Consultative Conference — Jiangxi.

Mr. Lo obtained his Bachelor of Arts degree in Economics from the University of California, Los Angeles in the United States, Master of Business Administration (Investment and Finance) degree from Hull University in the United Kingdom and an executive program certificate from Stanford University in the United States.

SENIOR MANAGEMENT

Mr. Ho Ying Cheung, aged 64, one of the founders of the Group. He was appointed as a director of Kong Shum Union Property Management Company Limited (The "KSU") since August 1984. He had been appointed as an Executive Director from 15 August 2012 to February 2015 and was responsible for the Group's overall business development.

Mr. Ho Ying Cheung is the brother of Mr. Ho Ying Choi, an Executive Director. Mr. Lau Ping Kwai, a member of the Group's senior management, is the spouse of Mr. Ho Ying Cheung's cousin. Save as disclosed, Mr. Ho Ying Cheung is not connected with any other Directors or member of senior management, Substantial Shareholders or Controlling Shareholders of the Company.

獨立非執行董事(續)

羅志豪先生獲委任為本公司獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。

羅先生，49歲，於投資及房地產業擁有逾26年經驗。彼目前為富鑽有限公司行政總裁，該公司為專門從事房地產、金融、證券、項目及集資方面的投資及顧問公司。

羅先生為香港房地產協會有限公司副會長兼商務聯繫主席。彼亦為中國人民政治協商會議江西省委員會委員。

羅先生取得美國洛杉磯加州大學經濟學文學士學位，於英國赫爾大學取得工商管理（投資及金融）碩士學位，並於美國史丹佛大學取得行政課程證書。

高級管理層

何應祥先生，64歲，為本集團其中一名創辦人。彼自1984年8月起獲委任為港深聯合物業管理有限公司（「港深聯合」）的董事。彼於2012年8月15日至2015年2月期間獲委任為執行董事，負責本集團整體業務發展。

何應祥先生為何應財先生（執行董事）的胞兄。柳炳貴先生（本集團高級管理層成員）為何應祥先生表親的配偶。除所披露者外，何應祥先生與本公司任何其他董事或高級管理層成員、主要股東或控股股東概無關連。



SENIOR MANAGEMENT (continued)

Mr. Lau Ping Kwai, aged 66, is an associate director of KSU (*note*). He has been working in KSU for more than sixteen years. He joined KSU as a property management officer in September 1996 and was promoted to this position in April 2008. He is responsible for supervising property managers and advising on the improvement of the Group's overall standard. He is also responsible for marketing in the private sector.

Mr. Lau obtained a Certificate in Housing Practice at the School of Professional and Continuing Education of The University of Hong Kong ("HKUSPACE") in August 2000 and was awarded a Diploma in Housing Management by the same institute in September 2002. He was elected a corporate member of the Chartered Institute of Housing ("CIH") in October 2002 and a member of the Hong Kong Institute of Housing in November 2002. In April 2003, he registered as a Professional Housing Manager at the Housing Managers Registration Board.

Note: The position "associate director" is a corporate title only and not a "director" within the meaning of the Companies Ordinance and the GEM Listing Rules. An associate director named herein is principally responsible for (i) the supervision of property management of the Group or its staff; (ii) supervision of the Group's administration or overall standard; and (iii) the Group's customer relations.

Mr. Lau is the spouse of the cousin of Mr. Ho Ying Cheung, a director of KSU, and Mr. Ho Ying Choi, an Executive Director. Save as disclosed, Mr. Lau is not connected with any other Directors, member of the senior management, Substantial Shareholders or controlling shareholders of the Company.

高級管理層(續)

柳炳貴先生，66歲，為港深聯合的聯席董事(附註)。彼效力港深聯合超過十六年，彼於1996年9月加入港深聯合擔任物業管理主任。於2008年4月晉升至現有職位。彼負責監督物業經理及就改善本集團整體標準提供意見。彼亦負責於私營機構的市場推廣工作。

柳先生於2000年8月取得香港大學專業進修學院(「香港大學專業進修學院」)的房屋實務證書，並於2002年9月獲香港大學專業進修學院頒發房屋管理文憑。彼於2002年10月獲選為英國特許屋宇經理學會(「英國特許屋宇經理學會」)公司會員，以及於2002年11月成為香港房屋經理學會會員。於2003年4月，彼於房屋經理註冊管理局註冊為專業房屋經理。

附註：「聯席董事」僅為公司職位，並非公司條例及創業板上市規則所指「董事」。本文提及的聯席董事主要負責(i)監察本集團或其員工的物業管理；(ii)監督本集團的行政或整體標準；及(iii)本集團的客戶關係。

柳先生為何應祥先生(港深聯合董事)以及何應財先生(執行董事)表親的配偶。除所披露者外，柳先生與本公司任何其他董事、高級管理層成員、主要股東或控股股東概無關連。



SENIOR MANAGEMENT (continued)

Mr. Fong Shek Hung, aged 58, is an associate director of KSU (*note*). He is mainly responsible for supervision of property management, customer relations and administration.

Mr. Fong worked for the Hong Kong Government from 1978 to 2001. He joined the Housing Department in October 1987 and was promoted to the position of housing officer in October 1989. He resigned in August 2001 and subsequently served as property manager in Synergis Management Services Limited. He was the district general manager before he left the company in February 2011 and joined KSU in May 2011 as senior property manager. He was promoted to the position of associate director of KSU (*note*) in February 2012.

Mr. Fong has awarded a Diploma in Housing Management by HKUSPACE in September 1997. He was elected as a corporate member of the CIH in June 1999 and a member of The Hong Kong Institute of Housing in June 2001. In May 2001, he registered as a Professional Housing Manager at the Housing Managers Registration Board.

Note: The position “associate director” is a corporate title only and not a “director” within the meaning of the Companies Ordinance and the GEM Listing Rules. An associate director named herein is principally responsible for (i) the supervision of property management of the Group or its staff; (ii) supervision of the Group’s administration or overall standard; and (iii) the Group’s customer relations.

高級管理層(續)

方錫雄先生，58歲，為港深聯合的聯席董事(附註)。彼主要負責監督物業管理、客戶關係及行政工作。

方先生於1978年至2001年效力香港政府。彼於1987年10月加入房屋署，並於1989年10月晉升為房屋主任。彼於2001年8月辭職，其後擔任新昌管理服務有限公司的物業經理，於2011年2月離開公司前為地區總經理。彼於2011年5月加入港深聯合擔任高級物業經理，於2012年2月晉升為港深聯合的聯席董事(附註)。

方先生於1997年9月獲香港大學專業進修學院頒發房屋管理文憑。彼於1999年6月獲選為英國特許屋宇經理學會公司會員，以及於2001年6月獲選為香港房屋經理學會會員。於2001年5月，彼向房屋經理註冊管理局註冊為專業房屋經理。

附註：「聯席董事」僅為公司職位，並非公司條例及創業板上市規則所指「董事」。本文提及的聯席董事主要負責(i)監察本集團或其員工的物業管理；(ii)監督本集團的行政或整體標準；及(iii)本集團的客戶關係。



SENIOR MANAGEMENT (continued)

Mr. Yeung Pui Hung, aged 68, is a senior property manager of KSU. He has already worked in KSU for 19 years and was promoted to this position in April 2003. He is mainly responsible for supervision of property management and customer relations.

For the period from September 1975 to January 1998, Mr. Yeung worked in the Cathay Pacific Airways Limited. He joined KSU as administration manager in February 1998.

He was awarded a Diploma in Management Studies jointly by the Hong Kong Polytechnic and the Hong Kong Management Association in September 1992.

Mr. So Sui Shan, aged 63, is a senior property manager of KSU. He has already worked in KSU for more than eight years. He is mainly responsible for supervision of property management and customer relations.

Mr. So had served as a civil servant of the Hong Kong Government since 1973. He was promoted as a housing manager of the Housing Authority in January 1996. He served as a senior property estate manager in Urban Property Management Limited from August 2001 until September 2005. He was a senior property manager of Shui On Properties Management Services Limited from October 2005 to December 2007. He then joined KSU as senior property manager in July 2008.

Mr. So obtained a Certificate in Housing Practice at the Department of Extra-Mural Studies of HKU (now known as HKUSPACE) in August 1981. He was awarded a graduate grade of membership of The Institution of Fire Engineers of United Kingdom in March 1986. He then pursued his studies in legal field and obtained a bachelor's degree of Laws from the University of London as an external student in August 1992. He registered as a Professional Housing Manager at the Housing Managers Registration Board and was awarded a Certificate in Building Services Engineering by the Hong Kong Institute of Vocational Education in March 2001 and July 2001 respectively.

He was elected as a corporate member of the CIH and a fellow of the Hong Kong Institute of Housing in 2002 and passed the qualifying examination for estate agents of the Estate Agents Authority in July 2007.

高級管理層(續)

楊佩雄先生，68歲，為港深聯合的高級物業經理。彼已效力港深聯合達19年，於2003年4月晉升至此職位。彼主要負責監督物業管理及客戶關係。

自1975年9月至1998年1月期間，楊先生於國泰航空有限公司工作。彼於1998年2月加入港深聯合擔任行政經理。

彼於1992年9月獲香港理工及香港管理專業協會聯合頒發管理學文憑。

蘇瑞山先生，63歲，為港深聯合的高級物業經理。彼已效力港深聯合超過八年。彼主要負責監督物業管理及客戶關係。

蘇先生自1973年起一直為香港政府公務員，於1996年1月晉升為房委會房屋經理。彼自2001年8月起擔任富城物業管理有限公司的高級物業經理，直至2005年9月為止。於2005年10月至2007年12月，彼為瑞安物業管理有限公司的高級物業經理。彼其後於2008年7月加入港深聯合出任高級物業經理。

蘇先生於1981年8月獲香港大學校外課程部(現稱香港大學專業進修學院)頒發房屋實務證書。彼於1986年3月獲英國消防工程師學會頒授深造級會員資格。彼其後修讀法律，後於1992年8月作為旁聽學生獲得倫敦大學法律學士學位。彼於2001年3月於房屋經理註冊管理局註冊為專業房屋經理，另於2001年7月獲得香港專業教育學院頒發的建築服務工程文憑。

彼於2002年獲選為英國特許屋宇經理學會公司會員及香港房屋經理學會資深會員，並於2007年7月通過地產代理監管局的地產代理資格考試。



Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 March 2017.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Group are committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Company.

The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules. The principles adopted by the Company emphasize a quality Board, sound internal controls, transparency and accountability to all shareholders. The Company engaged a third-party professional firm to conduct an internal control review for the year ended 31 March 2017.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the year ended 31 March 2017, the Company has complied with all CG Code except for the following deviations:

- (a) CG Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

The Company did not officially have a chief executive officer since 8 September 2015. Daily operation and management of the Company is monitored by the Executive Directors as well as the senior management. The Board is of the view that although there is no chief executive officer of the Company, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who meet from time to time to discuss issues affecting the operations of the Company. The Board believes that the present arrangement is adequate to ensure an effective management and control of the Company’s business operations. The Board will continue to review the effectiveness of the Company’s structure as business continues to grow and develop in order to assess whether any changes, including the appointment of a chief executive officer, is necessary.

根據創業板上市規則第18.44條，董事會欣然提呈截至2017年3月31日止年度的企業管治報告。

企業管治常規

董事會及本集團管理層致力維持高水平的企業管治。董事會認為，加強公眾問責性及企業管治有利本集團穩健增長，提升客戶及供應商信心，並保障本公司股東的利益。

本公司已採納創業板上市規則附錄15所載的企業管治守則(「企業管治守則」)。本公司採納的原則著重高質素的董事會、健全的內部監控，以及對全體股東的透明度及問責性。截至2017年3月31日止年度，本公司委託第三方專業公司進行內部監控檢討。

遵守企業管治守則

截至2017年3月31日止年度，本公司已遵守所有企業管治守則，惟下列偏離除外：

- (a) 企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

本公司自2015年9月8日以來並無正式設立行政總裁一職。本公司日常營運及管理均由執行董事以及高級管理層監控。董事會認為，儘管本公司並無行政總裁，惟董事會之運作會確保權力制衡，董事會由經驗豐富之個人組成，並不時舉行會議，以商討影響到本公司運作之事宜。董事會相信，現行安排足以確保本集團業務營運得到有效管理及監控。董事會將隨著業務繼續增長及發展而持續檢討本公司架構的成效，以評估是否需要作出任何變動，包括委任行政總裁。



COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (continued)

(b) CG Code provision A.4.2 stipulates that all Directors appointed to fill a casual vacancy should be subject to re-election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Mr. Yan Chi Ming was appointed by the Board as an executive Director with effect from 17 December 2015 to fill the casual vacancy occasioned as a result of the resignation of Mr. Liu Dan, and Mr. Lam Kai Yeung was appointed by the Board as an independent non-executive Director with effect from 19 October 2015 to fill the casual vacancy occasioned as a result of the resignation of Mr. Chow Siu Lui. Due to an inadvertent oversight, Mr. Yan Chi Ming and Mr. Lam Kai Yeung were not put forward for reelection at the extraordinary general meeting of the Company held on 22 June 2016. Mr. Yan Chi Ming subsequently resigned with effect from 29 July 2016 and Mr. Lam Kai Yeung retired and was re-elected at the annual general meeting of the Company held on 28 September 2016 subsequently.

(c) CG Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and develop a balanced understanding of the views of shareholders.

Mr. Wong Kui Shing, Danny, a Non-executive Director, was unable to attend the annual general meeting of the Company held on 28 September 2016 due to business engagements.

DIRECTORS' SECURITIES TRANSACTIONS

The Group adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the financial year ended 31 March 2017.

遵守企業管治守則(續)

(b) 企業管治守則條文第A.4.2條規定所有獲委任以填補臨時空缺的董事須於彼獲委任後的首個股東大會由股東重選連任。每名董事(包括有指定任期的董事)應輪流退任，至少每三年一次。

甄子明先生自2015年12月17日起獲董事會委任為執行董事，以填補Liu Dan先生辭任後出現的臨時空缺，而林繼陽先生自2015年10月19日起獲董事會委任為獨立非執行董事，以填補鄒小磊先生辭任後出現的臨時空缺。由於一時無意疏忽，甄子明先生及林繼陽先生並無於本公司於2016年6月22日舉行的股東特別大會上提呈重選連任。甄子明先生其後於2016年7月29日辭任，而林繼陽先生其後於本公司於2016年9月28日舉行的股東週年大會上退任並重選連任。

(c) 企業管治守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應定期出席董事會及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。彼等亦應出席股東大會，對公司股東的意見有公正的了解。

非執行董事王鉅成先生因公務原因，並無出席於2016年9月28日舉行的本公司股東週年大會。

董事證券交易

本集團已採納創業板上市規則第5.48條至5.67條所載的買賣指定準則，作為董事就本公司證券進行證券交易的行為守則。本公司已向全體董事作出特定查詢，截至2017年3月31日止財政年度，本公司並不知悉有任何違反董事進行證券交易的買賣規定準則及行為守則的情況。



BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 11 October 2013. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board are reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its members according to the Company's situations and needs. While participating in nomination and recommendation of director candidates during the year, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board is to review the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

During the financial year ended 31 March 2017, the Board had reviewed the diversity of the Board and considered the Board composition and diversity policy appropriate.

BOARD OF DIRECTORS

Responsibilities

The Board is responsible for the leadership and control of the Company and is collectively responsible for the Group's affair under the Board's direction and supervision. All the Directors should make decision objectively in the interests of the Company. The overall responsibilities of the Board include considering and making decisions on setting the cooperate goals of the Group and formulating the Group's strategy and monitoring the implementation; diversification and extension of activities into new business area; approving the annual, half year and quarterly results; dividend policy; material acquisitions and disposal; reviewing and monitoring the Group's internal control systems; and monitoring the performance of the Management.

董事會的組成及成員多元化政策

本公司自2013年10月11日起採納董事會成員多元化政策。政策列載董事會應按本公司業務及政策合規的要求，每年定期檢討董事會的組成及成員多元化政策，以使董事會具備適當所需技巧、經驗及多樣的觀點與角度。董事會應確保其組成人員的變動將不會帶來不適當的干擾。董事會成員應具備所需的專業、經驗及誠信，以履行其職責及效能。董事會應視乎本公司情況需要，對成員予以多元化，董事會各成員參與年內就董事候選人的提名及推薦時，可透過考慮多項因素達到，包括(但不限於)性別、年齡、文化及教育背景或專業經驗，有利於本公司各項業務的發展及管理。董事會檢討涉及董事會成員多元化的政策，於企業管治報告內披露其政策或政策摘要，包括為執行政策的任何可計量目標及達標的進度。

截至2017年3月31日止財政年度，董事會已檢討董事會成員的多元性及認為董事會的組成及成員多元化政策合適。

董事會

職責

董事會負責領導及控制本公司，並於董事會的指導及監督下共同負責本集團事務。全體董事應按本公司的利益客觀作出決定。董事會的整體職責包括考慮及決定訂立本集團的企業目標，並制定本集團的策略，並監控其執行情況；業務多元化及將其擴展至新業務領域；批准年度、半年度及季度業績；股息政策；重大收購及出售；檢討及監察本集團的內部監控制度；及監控管理層的表現。



BOARD OF DIRECTORS (continued)

Responsibilities (continued)

The Board delegates the day-to-day management, administration and operation of the Group to the Management. The delegated functions are reviewed by the Board periodically to ensure they remain appropriate to the needs of the Group. The Board gives clear directions to the management as to the matters that must be approved by the Board before discussions are made on behalf of the Group by the Management. All the Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and its shareholders at all times.

Composition

The Board currently comprises 6 Directors, including 3 Executive Directors and 3 Independent Non-executive Directors.

Executive Directors

Mr. Eric TODD (*Chairman*)
(appointed with effect from 1 August 2016)
Mr. Ho Ying Choi
Ms. Lee Chin Ching, Cyrix (appointed with effect from
20 December 2016)

Independent Non-executive Directors

Mr. Tso Siu Lun, Alan
Mr. Lam Kai Yeung
Mr. Lo Chi Ho, Richard

Details of the backgrounds and qualifications of all Directors are set out in the “Biographies of Directors and Senior Management” section of this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each Executive Director has sufficient experience, knowledge and execution ability to hold the position so as to carry out his duties effectively and efficiently.

董事會(續)

職責(續)

董事會授權管理層處理本集團的日常管理、行政和運作。獲授出的職能將由董事會定期檢討，以確保適切符合本集團的需要。就須經董事會批准的事宜，董事會會先向管理層給予清晰指示，再由管理層代表本集團作出決策。全體董事時刻均本著真誠態度履行職責，遵守適用法律及法規，並客觀地作出決定及以本公司及其股東的利益行事。

組成

董事會現時由6名董事組成，包括3名執行董事及3名獨立非執行董事。

執行董事

達振標先生(主席)
(於2016年8月1日獲委任)
何應財先生
李展程先生(於2016年12月20日獲委任)

獨立非執行董事

曹肇楹先生
林繼陽先生
羅志豪先生

全體董事的背景及資歷載於本年報「董事及高級管理層履歷」一節。全體董事均已充份付出時間及精力處理本集團事務。各執行董事均具有職位所需的充分經驗、知識及行政能力，能有效率地履行職務。



BOARD OF DIRECTORS (continued)

Appointment, Re-election and Removal of Directors

The Board has assumed the responsibility to consider the appointment, re-election and removal of the directors of the Company. The Board set up a Nomination Committee to recommend the appointment, re-election and removal of the Directors.

All Executive Directors, namely, Mr. Eric Todd, Mr. Ho Ying Choi and Mr. Lee Chin Ching, Cyrix, have respectively entered into a service contract with the Company for a term of 1 to 3 years unless terminated by not less than 1 to 3 months' notice in writing served by either part on the other. Executive Directors are subject to retirement by rotation and re-election at the annual general meeting ("AGM") in accordance with the Articles.

All the Independent Non-executive Directors, namely, Mr. Lam Kai Yeung, Mr. Lo Chi Ho, Richard and Mr. Tso Siu Lun, Alan, have respectively entered into a service contract with the Company for a term of 3 years unless terminated by not less than 2 months' notice in writing served by either part on the other. The Independent Non-executive Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

At the forthcoming AGM, all Directors will retire from office and are eligible for re-election. At each following AGM, one-third of the Directors are required to retire from office. Each Directors shall retire from office once every 3 years. The Directors to retire in every year shall be those appointed by the Board during the year and those who have been longest in office since their last election or re-election. New Directors appointed by the Board during the year shall retire and may submit themselves for re-election at the AGM immediately following their appointments.

董事會(續)

委任、重選及罷免董事

董事會負責考慮委任、重選及罷免本公司董事。董事會已成立提名委員會，就委任、重選及罷免董事提出建議。

全體執行董事(即達振標先生、何應財先生及李展程先生)已分別與本公司訂立服務合約，為期1至3年，除非任何一方向另一方發出不少於1至3個月的書面通知。執行董事須根據細則於股東週年大會(「股東週年大會」)上輪席退任及重選連任。

全體獨立非執行董事(即林繼陽先生、羅志豪先生及曹肇倫先生)已分別與本公司訂立服務合約，為期3年，除非任何一方向另一方發出不少於2個月的書面通知。獨立非執行董事須根據細則於股東週年大會上輪席退任及重選連任。

於應屆股東週年大會上，所有董事將退任，並合資格重選連任。於每屆股東週年大會上，三分之一董事須退任。每位董事均須至少每3年退任一次。每年退任的董事須為年內獲董事會委任，且自上一次獲選或膺選連任後任期最長者。年內獲董事會委任的新董事須退任並可於緊隨彼等獲委任後的股東週年大會上提請重選連任。



CONFIRMATION OF INDEPENDENCE

Each of the Independent Non-executive Directors has made an annual confirmation in writing of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers that all the Independent Non-executive Directors were independent during the year.

Save as disclosed in the section headed “Biographies of Directors and Senior Management” in this annual report, there is no financial, business, family or other material/relevant relationship among the members of the Board.

MANAGEMENT

The daily management, administration and operation of the Company are delegated to the Chairman, the Executive Directors and senior management (the “Management”). The delegated functions and assignments are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers.

The overall responsibilities of the Management include considering and making decisions on implementing the Group’s policy and strategies as set by the Board; strategic planning of different business and functions; closely monitoring operational and financial results in accordance with plans and budgets; putting adequate operational, planning and financial control systems in place; and managing the Group’s day to day business.

NON-EXECUTIVE DIRECTORS

The Board fulfilled the requirement of appointing at least three Independent Non-executive Directors and they represented at least one-third of the Board as stipulated by the GEM Listing Rules. It met requirement of having at least one of the Independent Non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise. The Independent Non-executive Directors have appropriate and sufficient experience and qualification to carry out their duties so as to fully represent the interests of the shareholders of the Company.

獨立性確認書

各獨立非執行董事已根據創業板上市規則第5.09條書面作出年度獨立性確認，本公司認為於年內全體獨立非執行董事均為獨立。

除本年報「董事及高級管理層履歷」一節所披露者外，董事會成員間概無財務、業務、家庭或其他重大／相關關係。

管理層

本公司的日常管理、行政及營運已授予主席、執行董事及高級管理層（「管理層」）。獲授出的職能及工作定期進行檢討。上述高級職員於訂立任何重大交易前須取得董事會批准。

管理層的整體職責包括就審議及決定實行董事會制定本集團的政策和策略；策劃不同的業務及職能；按照計劃及預算密切監察營運及財務業績；建立適當的營運、規劃和財務控制制度；及管理本集團的日常業務。

非執行董事

董事會已遵守創業板上市規則的規定委任最少三名獨立非執行董事，彼等佔董事會最少三分之一，此符合須有最少一名擁有適當專業資格或會計或有關財務管理專業知識的獨立非執行董事的規定。獨立非執行董事有適當及充足的經驗及資格履行職務，以全面代表本公司股東利益。



BOARD MEETING, GENERAL MEETING AND PROCEDURES

董事會會議、股東大會及議事程序

Directors' attendance record of Board, Committee and General Meetings during the year ended 31 March 2017 are as follows:

截至2017年3月31日止年度，董事出席董事會、委員會及股東大會之記錄如下：

| Directors 董事 | Note 附註 | Board 董事會 | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 | Nomination Committee 提名委員會 | Meetings attended/Eligible to attend 出席/合資格出席會議 | |
|---|------------|--------------|-----------------------------|------------------------------------|----------------------------------|--|---|
| | | | | | | Annual General Meeting 股東週年大會 | Extraordinary General Meeting 特別股東大會 |
| Executive Directors: 執行董事： | | | | | | | |
| Eric Todd | 1 | 14/14 | n/a | n/a | n/a | 1/1 | 1/1 |
| Ho Ying Choi | | 17/18 | n/a | 2/3 | 3/3 | 1/1 | 1/2 |
| Lee Chin Ching, Cyrix | 2 | 5/5 | n/a | n/a | n/a | n/a | 1/1 |
| Huang He | 3 | 4/5 | n/a | n/a | n/a | n/a | n/a |
| Wu Yilin | 4 | 6/6 | n/a | n/a | n/a | n/a | n/a |
| Yan Chi Ming | 5 | 4/4 | n/a | n/a | n/a | n/a | 1/1 |
| Non-executive Director: 非執行董事： | | | | | | | |
| Wong Kui Shing, Danny | 6 | 12/14 | n/a | n/a | n/a | 0/1 | 1/1 |
| Independent Non-executive Directors: 獨立非執行董事： | | | | | | | |
| Tso Siu Lun, Alan | | 15/18 | 4/4 | 3/3 | 3/3 | 1/1 | 2/2 |
| Lam Kai Yeung | | 18/18 | 4/4 | 3/3 | 3/3 | 1/1 | 2/2 |
| Lo Chi Ho, Richard | | 14/18 | 4/4 | 2/3 | 3/3 | 1/1 | 1/2 |

Notes:

附註：

n/a: not applicable

n/a: 不適用

- | | |
|--|---|
| <p>1. Mr. Eric Todd was appointed as the Chairman of the Board and an Executive Director with effect from 1 August 2016.</p> <p>2. Mr. Lee Chin Ching, Cyrix was appointed as an Executive Director with effect from 20 December 2016.</p> <p>3. Ms. Huang He appointed as an Executive Director with effect from 13 October 2016 and resigned as an Executive Director with effect from 20 December 2016.</p> <p>4. Ms. Wu Yilin resigned as an Executive Director with effect from 19 September 2016.</p> <p>5. Mr. Yan Chi Ming resigned as the Chairman of the Board and an Executive Director of with effect from 29 July 2016.</p> <p>6. Mr. Wong Kui Shing, Danny, resigned as a non-executive Director with effect on 18 January 2017.</p> | <p>1. 達振標先生獲委任為董事會主席兼執行董事，自2016年8月1日起生效。</p> <p>2. 李展程先生獲委任為執行董事，自2016年12月20日起生效。</p> <p>3. 黃鶴女士獲委任為執行董事，自2016年10月13日起生效，其後辭任執行董事，自2016年12月20日起生效。</p> <p>4. 吳以琳女士辭任執行董事，自2016年9月19日起生效。</p> <p>5. 甄子明先生辭任董事會主席兼執行董事，自2016年7月29日起生效。</p> <p>6. 王鉅成先生辭任非執行董事，自2017年1月18日起生效。</p> |
|--|---|



BOARD MEETING, GENERAL MEETING AND PROCEDURES (continued)

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly.

Draft agenda of each Board meeting is sent to all Directors in advance. Notice of at least fourteen days is given for a regular Board meeting. For other Board and committees meetings, reasonable notice is generally given. Board papers together with all appropriate, complete and reliable information are dispatched to all Directors at least three days before each regular Board meeting to ensure that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

The Company Secretary is responsible to keep minutes of all Board meetings and committees meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final versions are open for Director's inspection.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

All Directors, including Non-executive Director and Independent Non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group.

All Directors confirmed that they had complied with code provision A.6.5 of the Code during the year ended 31 March 2017, that all Directors had participated in continuous professional development to develop and refresh their knowledge and skills.

董事會會議、股東大會及議事程序 (續)

董事會成員獲提供完整、適當和及時的資料，以使彼等能恰當履行其職責。

各董事會會議的議程初稿會預先送交全體董事。董事會常規會議則於最少十四日前給予通知。就其他董事會及委員會會議而言，一般給予合理通知。董事會文件連同所有適當、完整及可靠的資料最少於各董事會常規會議前三天寄發予全體董事，以確保董事有足夠時間審閱相關文件，為會議作充份準備。

公司秘書負責保存所有董事會會議及委員會會議的會議記錄。會議記錄初稿通常於各會議後一段合理時間內供全體董事傳閱以供提出意見，而最終定稿則公開供董事查閱。

董事持續專業發展計劃

所有董事(包括非執行董事及獨立非執行董事)均應瞭解彼等作為董事的共同職責，以及本集團的業務及活動。

全體董事確認彼等於截至2017年3月31日止年度已遵守守則的守則條文第A.6.5條，彼等已參與持續專業發展，以開拓及增進彼等的知識及技能。



DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME (continued)

董事持續專業發展計劃(續)

A summary of training received by the Directors for the year ended 31 March 2017 according to the records provided by the Directors as follows:

根據各董事提供之記錄，董事於截至2017年3月31日止年度所接受之培訓概述如下：

| Directors | 董事 | Attending seminars, conferences or forums | Reading newspapers, to obtain update relating to economy, accounting, rules, law or regulation, etc. | Reading materials relevant to directors' duties and responsibilities |
|--|---|---|--|--|
| | | 參加研討會、會議或論壇 | 閱讀報章、取得經濟、會計、條例、法律或法規等最新資料 | 閱讀與董事的職責及責任有關的材料 |
| Executive Directors: | 執行董事： | | | |
| Eric Todd (appointed on 1 August 2016) | 達振標 (於2016年8月1日獲委任) | ✓ | ✓ | ✓ |
| Ho Ying Choi | 何應財 | ✓ | ✓ | ✓ |
| Lee Chin Ching, Cyrix (appointed on 20 December 2016) | 李展程 (於2016年12月20日獲委任) | ✓ | ✓ | ✓ |
| Hung He (appointed on 13 October 2016 and resigned on 20 December 2016) | 黃鶴 (於2016年10月13日獲委任，後於2016年12月20日辭任) | ✓ | ✓ | ✓ |
| Wu Yilin (resigned on 19 September 2016) | 吳以琳 (於2016年9月19日辭任) | ✓ | ✓ | ✓ |
| Yan Chi Ming (resigned on 29 July 2016) | 甄子明 (於2016年7月29日辭任) | ✓ | ✓ | ✓ |
| Non-executive Director: | 非執行董事： | | | |
| Wong Kui Shing, Danny (resigned on 18 January 2017) | 王鉅成 (於2017年1月18日辭任) | ✓ | ✓ | ✓ |
| Independent non-executive Directors: | 獨立非執行董事： | | | |
| Tso Siu Lun, Alan | 曹肇綸 | ✓ | ✓ | ✓ |
| Lam Kai Yeung | 林繼陽 | ✓ | ✓ | ✓ |
| Lo Chi Ho, Richard | 羅志豪 | ✓ | ✓ | ✓ |



AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference, available on the Company's website, in compliance with the GEM Listing Rules. The Audit Committee is currently composed of all the Independent Non-executive Directors, namely, Mr. Lam Kai Yeung (chairman), Mr. Tso Siu Lun, Alan and Mr. Lo Chi Ho, Richard.

The Audit Committee held 4 meetings during the year ended 31 March 2017 and reviewed the Company's audited annual results for the year ended 31 March 2016 and the unaudited quarterly and interim results during the year ended 31 March 2017.

The function of the Audit Committee includes the following:

- (i) Relationship with the Company's auditors:
 - (a) to be primarily responsible for make recommendation to the Board on the appointment, reappointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal;
 - (b) to review and monitor the external auditor's independence and objectively and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;
 - (c) to develop and implement policy on engaging and external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

審核委員會

本公司已根據創業板上市規則成立審核委員會，並以書面列明其職權範疇，其內容可見本公司網站。審核委員會現時由全體獨立非執行董事組成，即林繼陽先生(主席)、曹肇楸先生及羅志豪先生。

截至2017年3月31日止年度，審核委員會曾舉行4次會議，並已審閱本公司截至2016年3月31日止年度的經審核年度業績以及截至2017年3月31日止年度的未經審核季度及中期業績。

審核委員會的職能包括以下各項：

- (i) 與本公司核數師的關係：
 - (a) 主要就委任、重新委任及罷免外聘核數師向董事會提出建議以及批准外聘核數師的薪酬及聘用條款，及處理任何有關核數師辭職或辭退該核數師的問題；
 - (b) 按適用基準檢討及監察外聘核數師的獨立性及核數過程的有效性。審核委員會應於審核工作開始前與核數師討論審核工作性質及範疇及有關申報責任；
 - (c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該實體屬於該負責核數的公司的本土或國際業務的一部分的任何實體。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議。



AUDIT COMMITTEE (continued)

- (ii) Review of the Company's financial information:
- (a) to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and/or quarterly reports, and to review significant financial reporting judgments contained in them before submission to the Board, focusing particularly on:
- (1) any changes in accounting policies and practices;
 - (2) major judgmental areas;
 - (3) significant adjustments resulting from the audit;
 - (4) the going concern assumptions and any qualifications;
 - (5) compliance with accounting standards; and
 - (6) compliance with GEM Listing Rules and legal requirements in relation to financial reporting.
- (iii) Oversight of the Company's financial reporting system, risk management and internal control procedures:
- (a) to review the Company's financial controls, internal control and risk management systems.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors for the year ended 31 March 2017. The Audit Committee has reviewed the audited financial statements of the Group for the year and recommended approval to the Board.

審核委員會(續)

- (ii) 審閱本公司的財務資料：
- (a) 監察本公司的財務報表、年報及賬目及半年度報告及／或季度報告的完整性，並在提交予董事會前審閱上述報表及報告所載有關財務申報的重大意見，尤其是下列事項：
- (1) 會計政策及常規的任何更改；
 - (2) 涉及重要判斷之處；
 - (3) 因審核產生的重大調整；
 - (4) 企業持續經營的假設及任何保留意見；
 - (5) 是否遵守會計準則；及
 - (6) 是否遵守有關財務申報的創業板上市規則及法律規定。
- (iii) 監管本公司的財務申報制度及內部監控程序：
- (a) 檢討公司的財務監控、內部監控及風險管理制度。

截至2017年3月31日止年度，董事會及審核委員會就甄選及委任外聘核數師事宜並沒有意見分歧。審核委員會已審閱本集團於本年度的經審核財務報表，並推薦董事會批准。



REMUNERATION COMMITTEE

The Company has established a Remuneration Committee with written terms of reference, available on the Company's website, in compliance with GEM Listing Rules. The Remuneration Committee is currently composed of 1 Executive Directors, namely, Mr. Ho Ying Choi and 3 Independent Non-executive Directors, namely, Mr. Lam Kai Yeung (chairman), Mr. Tso Siu Lun, Alan and Mr. Lo Chi Ho, Richard.

During the year under review, 3 Remuneration Committee meetings were held to review the remuneration package of the Directors and senior management of the Group.

The Remuneration Committee's principal duties are the determination of specific remuneration packages of all Executive Directors, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities.

The Remuneration Committee meets regularly to determine the policy for the remuneration of Directors and assess the performance of Executive Directors and certain senior management of the Group.

Remuneration of Directors

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualification and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Directors' fees and all other emoluments paid or payable to the Directors during the year are set out on an individual and named basis in note 12 to the consolidated financial statements.

薪酬委員會

本公司已根據創業板上市規則成立薪酬委員會，並以書面列明其職權範疇，其內容可見本公司網站。薪酬委員會現時由1名執行董事即何應財先生及3名獨立非執行董事即林繼陽先生(主席)、曹肇倫先生及羅志豪先生組成。

於回顧年度，曾召開3次薪酬委員會會議以檢討本集團董事及高級管理層之薪酬方案。

薪酬委員會的主要職責為釐定全體執行董事的具體薪酬方案，包括實物利益、退休金權利及賠償款項、離職或終止委任的任何應得賠償，以及就非執行董事的薪酬向董事會提出推薦建議。薪酬委員會考慮多項因素，例如可資比較公司所付的薪酬、時間承諾及職責。

薪酬委員會定期會面以釐定董事之薪酬政策及評估本集團執行董事及若干高級管理層的表现。

董事薪酬

本集團僱員的薪酬政策由薪酬委員會制定，以彼等的表現優劣、資歷及才幹為基礎。

本公司董事的薪酬由薪酬委員會經考慮本公司的經營業績、其個別表現及可資比較的市場統計數據後決定。

年內已付或應付董事之董事袍金及所有其他薪酬於綜合財務報表附註12內以個別基準實名載列。



REMUNERATION COMMITTEE (continued)

Remuneration of Senior Management

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the senior management by band for the year ended 31 March 2017 is set out below:

| In the band of | 範圍 | Number of individual 人數 |
|---------------------|----------------|----------------------------|
| Nil – HK\$1,000,000 | 零至1,000,000 港元 | 4 |
| Over HK\$1,000,000 | 1,000,000 港元以上 | 2 |
| | | <hr/> 6 |

Further details of the remuneration of the Directors and the 5 highest paid employees are set out in note 12 to the consolidated financial statements.

NOMINATION COMMITTEE

The Company set up a Nomination Committee with written terms of reference, available on the Company's website, in compliance with the GEM Listing Rules. At the date of this annual report, the Nomination Committee consists of 4 members, of which the majority are Independent Non-executive Directors, namely, Mr. Tso Siu Lun, Alan (chairman), Mr. Lam Kai Yeung, Mr. Lo Chi Ho, Richard and an Executive Director, namely, Mr. Ho Ying Choi.

During the year under review, 3 meetings of the Nomination Committee were held.

The duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually; making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identifying individuals suitably qualified to become the Board members and select or make recommendations to the Board on selection of individuals nominated for directorships of the Company; assessing the independence of Independent Non-executive Directors; reviewing and recommending the appointment of new Directors; identifying the competences required to enable the Board to fulfill its responsibilities; and reviewing the Board Diversity Policy established for implementing diversity on the Board periodically.

薪酬委員會(續)

高級管理層的薪酬

根據企業管治守則守則條文第B.1.5條，截至2017年3月31日止年度，高級管理層之薪酬範圍載列如下：

董事及五位最高薪酬人士之薪酬之進一步詳情載於綜合財務報表附註12。

提名委員會

本公司已根據創業板上市規則成立提名委員會，並以書面列明其職權範疇，其內容可見本公司網站。於本年報日期，提名委員會由4名成員組成，大部分為獨立非執行董事(即曹肇綸先生(主席)、林繼陽先生及羅志豪先生)及執行董事(即何應財先生)。

於回顧年度，提名委員會已舉行3次會議。

提名委員會之職責包括每年檢討董事會的架構、規模及組成(包括技能、知識、經驗及多元化範疇)；配合本公司的企業策略而就董事會作出的建議變動提出推薦建議；物色合資格成為董事會成員的人士，並甄選或就提名出任本公司董事的人士向董事會提出推薦建議；評估獨立非執行董事的獨立性；檢討及建議委任新董事；識別董事會履行其職責所需的能力；及定期審核為實施董事會多元化而建立的董事會多元化政策。



COMPLIANCE COMMITTEE

The Compliance Committee is a committee under the Company's Audit Committee and is chaired by Mr. Ho Ying Choi, an Executive Director, and comprises Mr. Lau Ping Kwai, the associate director (note) of the Company, Mr. Fong Shek Hung, the associate director (note) of the Company and Mr. Cheng Kam Hung, the financial controller of the Company. The Group's legal adviser, Y.C. Lee, Pang, Kwok & Ip Solicitors, is procured to provide legal advices and to attend the committee meeting on a needed basis. For the year ended 31 March 2017, 12 meetings were held and the Group's legal adviser had participated in 2 meetings. The minutes of the meetings were distributed to the Group's legal adviser, Y.C. Lee, Pang, Kwok & Ip Solicitors, and the Audit Committee members for scrutiny and comment. The Compliance Committee addresses the matters concerning the compliance of law and regulations, contract terms and litigation cases of the Group.

Note: The position "associate director" is a corporate title only and not a "director" within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the GEM Listing Rules. An associate director named herein is principally responsible for (i) the supervision of property management of the Group or its staff; (ii) supervision of the Group's administration or overall standard; and (iii) the Group's customer relations.

AUDITOR'S REMUNERATION

For the year ended 31 March 2017, the remuneration for audit and non-audit services are summarized below:

| | | 2017 2017年 HK\$ 港元 |
|--|------------------|-----------------------------|
| Audit services | 審核服務 | 575,000 |
| Non-audit services: | 非審核服務： | |
| Fee for performing financial due diligence review in relation to the acquisition | 就收購事項作出財務盡職審查之費用 | 170,000 |
| Total | 合計 | 745,000 |

合規委員會

合規委員會為本公司審核委員會下的一個委員會，由執行董事何應財先生任主席，成員包括本公司聯席董事(附註)柳炳貴先生、本公司聯席董事(附註)方錫雄先生及本公司財務總監鄭錦洪先生。本集團的法律顧問李宇祥、彭錦輝、郭威、葉澤深律師事務所已獲聘任，以為委員會提供法律意見和在需要時出席委員會會議。截至2017年3月31日止年度，委員會曾舉行12次會議，而本集團法律顧問出席其中2次會議。委員會的會議記錄已抄送到本集團法律顧問李宇祥、彭錦輝、郭威、葉澤深律師事務所和審核委員會委員予以審閱和提供意見，合規委員會處理的事宜包括本集團的法律和法例的合規、合約條款和訴訟案件。

附註：「聯席董事」僅為公司職位，並非香港法例第622章公司條例及創業板上市規則所指「董事」。本文提及的聯席董事主要負責(i)監察本集團或其員工的物業管理；(ii)監督本集團的行政或整體標準；及(iii)本集團的客戶關係。

核數師酬金

截至2017年3月31日止年度，審核及非審核服務的薪酬概列如下：



DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

INTERNAL CONTROLS

The Board acknowledges its responsibilities for the Group's internal control system and its effectiveness to ensure that the internal control measures are in place to safeguard the Group's assets and to comply with relevant regulations and best practices.

RISK MANAGEMENT

The Company improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and mitigate these risks. The Management of the Company reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee.

COMPANY SECRETARY

The Company engages Mr. Sheung Kwong Cho ("Mr. Sheung"), representative of Miracle Corporate Services Limited, as its company secretary. His primary corporate contact person at the Company is Mr. Eric Todd, an Executive Director.

In compliance with Rule 5.15 of the GEM Listing Rules, Mr. Sheung has undertaken no less than 15 hours of relevant professional training during the year ended 31 March 2017.

董事有關編製財務報表的責任

董事知悉其負責編製本集團的財務報表，並確保有關財務報表乃根據法定規定及適用會計準則編製。董事亦確保本集團財務報表獲適時公佈。

董事確認，經作出一切合理查詢後，就彼等所知、所獲資料及所信，彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮的事件或情況的不確定因素。

內部監控

董事會明瞭須對本集團的內部監控制度及其成效負責，以確保內部監控措施能保障本集團資產，並符合相關規例及最佳常規之規定。

風險管理

本公司透過定期檢討以確定重大業務風險領域，以及採取適當措施控制和減低該等風險，從而改進其業務與營運活動。本公司管理層審閱所有重要監控政策及程序，並向董事會及審核委員會特別提出所有重大事件。

公司秘書

本公司委聘 Miracle Corporate Services Limited 代表商光祖先生（「商先生」）為公司秘書。彼於本公司的首要公司聯絡人為執行董事達振標先生。

為符合創業板上市規則第5.15條，商先生於截至2017年3月31日止年度已接受不少於15個小時的相關專業培訓。



SHAREHOLDERS' RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETING

Pursuant to Article 58 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting (“EGM”). EGM shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders and other stakeholders can make any enquiry in respect of the Company in writing to our Head Office at Unit 906, 9/F., Wings Building, 110–116 Queen's Road Central, Hong Kong.

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Companies Law (Revised) of Cayman Islands. However, pursuant to the Articles, Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

股東要求召開股東特別大會的權利

根據章程細則之細則第58條，董事會可在其認為合適時召開股東特別大會（「股東特別大會」）。股東特別大會須按一名或以上於遞交申請當日持有有權於股東大會投票的本公司繳足股本不少於十分之一的股東要求召開。有關要求須以書面向董事會或公司秘書提出，述明要求董事會召開股東特別大會以處理要求內訂明的任何事項。該大會須於作出該要求後兩個月內召開。倘於遞交要求後21日內，董事會未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向要求人償付。

向董事會提出股東查詢的程序

股東及其他利益相關者可以書面形式向我們的總辦事處（地址為香港皇后大道中110–116號永恆商業大廈9樓906室）提出有關本公司的任何查詢。

股東於股東大會提呈建議的程序

根據開曼群島公司法（經修訂），概無條文批准股東於股東大會動議新決議案。然而，根據章程細則，有意動議決議案的股東可於依循上述程序後按提交要求書方式召開股東特別大會。



CONSTITUTIONAL DOCUMENTS

For the year ended 31 March 2017, there is no significant change in its constitutional documents.

CONTINUOUS CORPORATE GOVERNANCE ENHANCEMENT

The Board is committed to continuous corporate governance enhancement including giving closer attention to any regulatory changes with a view to maintaining a corporate culture built on ethics and integrity and increasing shareholders value as a whole.

章程文件

截至2017年3月31日止年度，本集團的章程文件概無發生重大變動。

不斷提升企業管治水平

董事會承諾將不斷提升企業管治水平，包括密切留意任何法規變動，旨在著重道德和誠信之企業文化，並提升股東之整體利益。



The Directors present their report and the audited financial statements of Kong Shum Union Property Management (Holding) Limited (the “Company”) and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2017.

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 20 to the consolidated financial statements.

An analysis of the Group’s performance and its financial position are provided in the section headed “Management Discussion and Analysis” in this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year end 31 March 2017 and the state of affairs of the Group as at 31 March 2017 are set out on pages 84 to 171.

The state of affairs of the Company is set out in note 43 to the consolidated financial statements.

DIVIDENDS

The Directors do not recommend the payment of a dividend for the year ended 31 March 2017.

CHARITABLE DONATIONS

The Group did not make any charitable donation for the year ended 31 March 2017.

FIVE YEAR FINANCIAL SUMMARY

The summary of the results and the assets and liabilities of the Group for the past five financial years, as extracted from the audited financial statements, is set out on page 172 of this annual report. This summary does not form part of the audited financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 March 2017 and a review of its future development is set out in the section headed “Management Discussion and Analysis” in this annual report.

董事提呈港深聯合物業管理(控股)有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至2017年3月31日止年度的年報及經審核財務報表。

主要業務及營運分析

本公司的主要業務為投資控股。主要附屬公司的主要業務詳情載於綜合財務報表附註20。

本集團業績及其財務狀況的分析載於本年報「管理層討論及分析」一節。

業績及分派

本集團截至2017年3月31日止年度的業績及本集團於2017年3月31日的事務狀況載於第84至171頁。

本公司的事務狀況載於綜合財務報表附註43。

股息

董事不建議就截至2017年3月31日止年度派付股息。

慈善捐款

本集團於截至2017年3月31日止年度並無作出任何慈善捐款。

五年財務概要

本集團過去五個財政年度的業績以及資產及負債概要(摘錄自經審核財務報表)載於本年報第172頁。該概要並不構成經審核財務報表的部分。

業務回顧

本集團截至2017年3月31日止年度的業務回顧以及未來發展概況載於本年報「管理層討論及分析」一節。



RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the Group have been addressed in the “Management Discussion and Analysis” section in this annual report.

In addition, various financial risks have been disclosed in the notes to the consolidated financial statements of this annual report.

AN ANALYSIS USING FINANCIAL KEY PERFORMANCE INDICATORS

The relevant financial key performance indicators relating to the business of the Group are set out under the paragraphs headed “Financial Review” in the “Management Discussion and Analysis” section and the consolidated financial statements in this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts if possible. The Group aims to maximise energy conservation in its offices by promoting efficient use of resources and adopting green technologies. For instance, the Group seeks to upgrade equipment such as lighting and air-conditioning systems in order to increase overall operating efficiency. To identify energy efficiency opportunities, the Group measures and records the energy consumption intensity from time to time. Information on the environmental policies and performance of the Company is set out in the “Environmental, Social and Governance Report” on pages 70 to 78 of this Annual Report.

風險及不確定性

本集團面對的主要風險及不確定性已載於本年報「管理層討論及分析」一節。

此外，各種財務風險已於本年報綜合財務報表附註內披露。

運用財務關鍵表現指標的分析

有關本集團業務的相關財務關鍵表現指標載於本年報「管理層討論及分析」內「財務回顧」一段及綜合財務報表內。

環境政策及表現

本集團深知其於業務經營活動中負有保護環境的責任。本集團持續辨識及管理其經營活動對環境造成的影響，務求將該等影響減至最低。本集團藉著促進善用資源及採納綠色科技，使旗下辦公室積極實踐節約能源。舉例而言，本集團不斷提升照明及空調系統等設備，藉此提高整體經營效率。為發掘提升能源效益的方法，本集團不時量度及記錄耗能情況。有關本公司環境政策及表現的資料載於本年報第70至78頁「環境、社會及管治報告書」。



RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER STAKEHOLDERS

The Group ensures all staff is reasonably remunerated and regularly reviews the employment policies on remuneration and other benefits.

The Group maintains a good relationship with its customers and suppliers. The Group maintains close contacts with the customers and has regular review of requirements of customers and complaints. The Group will conduct appraisal of the performance of suppliers on regular basis.

The Board believes effective communication and accurate and timely information disclosure builds the Shareholders' and investors' confidence, and also facilitates the flow of constructive feedback and ideas that are beneficial for investor relations and future corporate development. For details, please refer to the Corporate Governance Report on pages 40.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and risks of non-compliance with such requirements. The Group has on-going review the newly enacted laws and regulations affecting the operations of the Group. The Group is not aware of any material non-compliance with the laws and regulations that have significant impact on the business of the Group.

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2017 are set out in note 33 to the consolidated financial statements.

FUND RAISING ACTIVITIES

Details of the fund raising activities of the Group during the year under review are set out in the paragraphs under "Fund raising activities" in the section headed "Management Discussion and Analysis" of this annual report.

與僱員、客戶、供應商及其他權益 相關人士的關係

本集團確保所有員工得到合理的薪酬，並定期檢討有關薪酬及其他福利的僱傭政策。

本集團與其客戶及供應商維持良好的關係。本集團與客戶維持緊密聯繫，並定期審閱客戶的要求及投訴。本集團會對供應商的表現作定期評核。

董事會相信，有效溝通及準確適時披露信息不但可建立股東及投資者信心，亦有助接收具建設性的反饋及意見，有利投資者關係及未來企業發展。詳情請參閱載於第40頁的企業管治報告。

遵守法律及法規

本集團明白遵守法規要求的重要性及不遵守此等要求的風險。本集團持續審閱會影響本集團營運之新實施法例及法規。本集團並不知悉任何對本集團業務有嚴重影響的重大違法及違規事件。

本年度已發行股份

截至2017年3月31日止年度已發行股份的詳情載於綜合財務報表附註33。

集資活動

於回顧年度本集團集資活動的詳情載於本年報「管理層討論及分析」一節「集資活動」一段。



PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2017.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on page 87 and in note 34 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 March 2017, calculated under the Cayman Islands Companies Law, amounted to HK\$63,328,102 (2016: HK\$54,338,400) including share premium of HK\$96,000,132, accumulated losses of HK\$28,294,138, option reserve of HK\$3,872,000, contributed surplus of HK\$4,750,108 and equity investment revaluation deficit of HK\$13,000,000.

EQUITY LINKED AGREEMENTS

Share options

Details of the share options granted are set out in note 35 to the consolidated financial statements. No share options were granted during the year ended 31 March 2017.

優先購買權

本公司的公司章程細則及開曼群島法律均無有關優先購買權的條文，本公司無須按比例向現有股東提供新股。

購買、出售或贖回上市證券

截至2017年3月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

儲備

年內本集團及本公司的儲備變動詳情載於綜合財務報表第87頁及附註34。

可分派儲備

於2017年3月31日，根據開曼群島公司法計算，本公司的可分派儲備為63,328,102港元(2016年：54,338,400港元)包括股份溢價96,000,132港元、累計虧損28,294,138港元、購股權儲備3,872,000港元、實繳盈餘4,750,108港元及股本投資重估虧絀13,000,000港元。

股票掛鈎協議

購股權

授出購股權的詳情載於綜合財務報表附註35。截至2017年3月31日止年度概無授出任何購股權。



DIRECTORS

The Directors of the Company during the year and up to date of this report were:

Executive Directors

Mr. Eric Todd (*Chairman*)
(appointed with effect from 1 August 2016)
Mr. Ho Ying Choi
Mr. Lee Chin Ching Cyrix (appointed with effect from
20 December 2016)
Ms. Huang He (resigned with effect from 20 December 2016)
Mr. Yan Chi Ming (resigned with effect from 29 July 2016)
Ms. Wu Yilin (resigned with effect from 19 September 2016)

Non-executive Director

Mr. Wong Kui Shing, Danny (resigned with effect from
18 January 2017)

Independent Non-executive Directors

Mr. Tso Siu Lun, Alan
Mr. Lam Kai Yeung
Mr. Lo Chi Ho, Richard

Ms. Huang He (“Ms. Huang”) had resigned as the executive Director with effect from 20 December 2016 due to her other business commitments. Ms. Huang confirmed that she has no disagreement with the Board and there are no matter relating to her resignation which need to be brought the attention of the Shareholders of the Company.

Mr. Yan Chi Ming (“Mr. Yan”) had resigned as the Chairman of the Board and an executive Director with effect from 29 July 2016 due to his other business commitments. Mr. Yan confirmed that he has no disagreement with the Board and there are no matter relating to his resignation which need to be brought the attention of the Shareholders of the Company.

董事

本公司於本年度及截至本報告日期的董事為：

執行董事

達振標先生(主席)
(於2016年8月1日獲委任)
何應財先生
李展程先生(於2016年12月20日獲委任)

黃鶴女士(於2016年12月20日辭任)
甄子明先生(於2016年7月29日辭任)
吳以琳女士(於2016年9月19日辭任)

非執行董事

王鉅成先生(於2017年1月18日辭任)

獨立非執行董事

曹肇綸先生
林繼陽先生
羅志豪先生

黃鶴女士(「黃女士」)因需要處理其他業務而辭任執行董事職務，自2016年12月20日起生效。黃女士確認彼與董事會並無意見分歧，亦無有關彼辭任的事宜須敦請本公司股東垂注。

甄子明先生(「甄先生」)因需要處理其他業務而辭任董事會主席及執行董事職務，自2016年7月29日起生效。甄先生確認彼與董事會並無意見分歧，亦無有關彼辭任的事宜須敦請本公司股東垂注。



DIRECTORS (continued)

Independent Non-executive Directors (continued)

Ms. Wu Yilin (“Ms. Wu”) had resigned as an executive Director with effect from 19 September 2016 so as to devote more time to her personal career. Ms. Wu confirmed that she has no disagreement with the Board and there are no matter relating to her resignation which need to be brought the attention of the Shareholders of the Company.

Mr. Wong Kui Shing Danny (“Mr. Wong”) had resigned as a non-executive Director with effect from 18 January 2017 as he wished to devote more time to his personal career. Mr. Wong confirmed that she has no disagreement with the Board and there are no matter relating to his resignation which need to be brought the attention of the Shareholders of the Company.

In accordance with the Articles of the Company, one-third of the Directors will retire and being eligible offer themselves for re-election at the forthcoming AGM. Accordingly, Mr. Lee Chin Ching, Cyrix and Mr. Ho Ying Choi shall hold office until the next following AGM of the Company and shall then be eligible for re-election.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors of the Company and the senior management of the Group are set out on page 32 to 39 of the annual report.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of the Company, a permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the financial year. The Company has purchased the Directors’ and Officers’ Liability Insurance to provide protection against claims arising from the lawful discharge of duties by the Directors.

董事(續)

獨立非執行董事(續)

吳以琳女士(「吳女士」)為投入更多時間於個人事業而辭任執行董事，自2016年9月19日起生效。吳女士確認彼與董事會並無意見分歧，亦無有關彼辭任的事宜須敦請本公司股東垂注。

王鉅成先生(「王先生」)因有意投放更多時間於個人事業而辭任非執行董事職務，自2017年1月18日起生效。王先生確認彼與董事會並無意見分歧，亦無有關彼辭任的事宜須敦請本公司股東垂注。

根據本公司細則，三分之一董事將退任並合資格於應屆股東週年大會上重選連任。因此，李展程先生及何應財先生將在任至本公司下屆股東週年大會，屆時將合資格重選連任。

董事及高級管理層履歷

本公司董事及本集團高級管理層的履歷詳情載於本年報第32至39頁。

獲准許彌償條文

根據本公司細則，以董事為受益人的獲准許彌償條文現正生效並於整個財政年度一直有效。本公司已投購董事及高級人員責任保險，為董事依法履職過程中可能產生的賠償責任提供保障。



DIRECTORS' SERVICE CONTRACTS

Each of the Independent Non-executive Directors is appointed for an initial term of three year commencing from their respective dates of appointment and shall continue thereafter from year to year until terminated by two month's notice in writing served by either party on the other party.

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

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

Save for the respective director service contracts with each Director, and save as disclosed under the paragraph "Discloseable and connected transaction involving the issue of the promissory notes" on page 23 of the annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party in which a Director of the Company and the Director's connected party had a material interest whether directly or indirectly, subsisted at the end of the year or at any time during the year under review.

DIRECTORS' REMUNERATION

The Directors' fees are subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group as well as the recommendation of the Remuneration Committee. Further details of the Company's Remuneration Committee are set out in the corporate governance report on page 51 of the annual report.

EMOLUMENT POLICY

The emolument of the employees of the Group is determined by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

董事服務合約

各獨立非執行董事已獲委任，初始任期由各自的委任日期起計為期三年，並將於其後每年繼續生效，直至其中一方給予對方兩個月的書面通知而終止。

概無擬於應屆股東週年大會上重選連任之董事與本公司訂立本公司須作補償(法定補償除外)方可於一年內終止之服務合約。

董事於交易、安排及合約的重大權益

除各董事的董事服務合約，以及除年報第23頁「涉及發行承兌票據的須予披露及關連交易」一段所披露者外，於年末或回顧年度內任何時間，概不存在由本公司附屬公司、同系附屬公司或其母公司訂立而本公司董事及董事關連人士直接或間接於其中擁有重大權益並與本集團業務有關之重大交易、安排或合約。

董事薪酬

董事袍金須於股東大會上取得股東批准。其他薪酬乃董事會參考董事之職責、表現及本集團之業績以及薪酬委員會的推薦意見而釐定。本公司薪酬委員會的進一步詳情載於本年報第51頁的企業管治報告。

酬金政策

本集團僱員的酬金政策由薪酬委員會按其表現、資歷及能力而訂立。

本公司董事的酬金由薪酬委員會經考慮本公司的經營業績、個人表現及可比較市場統計數據而釐定。



RETIREMENT BENEFIT SCHEME

The Group participates in a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees employed. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the Group and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF scheme vest immediately.

The assets of the MPF Scheme are held separately from those of the Group, in fund under the control of trustees. During the year ended 31 March 2017, total contributions paid or payable to the MPF scheme by the Group amounted to approximately HK\$9.5 million (2016: approximately HK\$9.4 million) which had been recognized as expenses and included in staff costs in the consolidated statement of comprehensive income.

DIRECTORS' SECURITIES TRANSACTIONS

The Group adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors’ securities transactions in securities of the Company. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the year ended 31 March 2017.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2017, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

退休福利計劃

本集團為所有合資格僱員參與根據香港強制性公積金計劃條例設立的強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立信託人管理的定額供款退休計劃。根據強積金計劃，本集團和其僱員分別須按僱員有關收入的5%向該計劃作出供款，而有關收入以每月30,000港元為上限。向該計劃作出的供款即時歸屬。

強積金計劃的資產與本集團的資產分開持有，資金由信託人控制。本集團於截至2017年3月31日止年度向強積金計劃已付或應付的供款總額約為950萬港元（2016年：約940萬港元），該等金額已確認為支出及於綜合全面收益表中列為員工成本。

董事證券交易

本集團已採納創業板上市規則第5.48至5.67條所載買賣規定準則，作為規管董事進行本公司證券交易的行為守則。本公司已向全體董事作出特定查詢，截至2017年3月31日止年度，本公司並不知悉有任何違反董事進行證券交易的買賣規定準則及行為守則的情況。

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉

於2017年3月31日，董事及本公司最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債券中，擁有任何記錄於本公司根據證券及期貨條例第352條存置的登記冊內，或根據創業板上市規則第5.46條有關上市發行人董事的交易必守標準另行知會本公司及聯交所的權益或淡倉。



ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 March 2017 was the Company, its subsidiaries, its fellow subsidiaries, its parent company or its other associated corporations a party to any arrangement to enable the Directors and chief executive of the Company (including their spouse and children under 18 years of age) to acquire benefits by means of acquisition of shares or underlying shares in, or debentures of, the Company or its specified undertakings or other associated corporation.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS AND OTHER PERSONS DISCLOSEABLE UNDER THE SFO

So far is known to the Directors, as at 31 March 2017, there is no Shareholder (other than a director or chief executive of the Company) who had interests or short positions in the securities of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly and indirectly interested in 5% or more of the issued share capital of the Company, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

INTERESTS OF THE COMPLIANCE ADVISER

As confirmed by the former compliance adviser of the Company, Ample Capital Limited, whose engagement was completed on 28 June 2016 in full compliance of the relevant GEM Listing Rules requirements, except for the compliance adviser agreement entered into between the Company and Ample Capital Limited dated 27 September 2013, neither Ample Capital Limited or its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in relation to the Group or the share capital of any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

購買股份或債券的安排

於截至2017年3月31日止年度內任何時間，本公司、其附屬公司、同系附屬公司、母公司或其他相聯法團概無訂立任何安排，以使董事及本公司最高行政人員（包括彼等的配偶及未滿18歲子女）可透過購入本公司或其指明企業或其他相聯法團的股份、相關股份或債券而獲益。

根據證券及期貨條例須予披露的股東及其他人士的權益及淡倉

就董事所知，於2017年3月31日，並無股東（本公司董事或最高行政人員除外）於本公司證券中擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露的權益或淡倉，或被視為直接及間接擁有本公司已發行股本5%或以上的權益，或須根據證券及期貨條例第336條及香港法例第622章公司條例記錄在本公司所存置登記冊內的權益或淡倉。

合規顧問的權益

經在全面遵守相關創業板上市規則規定下於2016年6月28日完成委聘的本公司前合規顧問豐盛融資有限公司確認，除本公司與豐盛融資有限公司日期為2013年9月27日的合規顧問協議外，豐盛融資有限公司或其董事、僱員或緊密聯繫人士（定義見創業板上市規則）概無擁有須根據創業板上市規則第6A.32條知會本公司有關本集團的任何權益或本集團任何成員公司的股本。



SHARE OPTION SCHEME

Particulars of the Company's share option schemes are set out in note 35 to the consolidated financial statement. The total number of shares available for issue under the share option scheme is 40,000,000 shares, which represented approximately 5.61% of the issued shares of the Company as at the date of this annual report.

CONNECTED TRANSACTIONS

A summary of the related party transactions entered into by the Group during the year ended 31 March 2017 is set out in note 41 to the consolidated financial statements.

The following transactions between certain connected persons (as defined in the Listing Rules) and the Company have been entered into or are ongoing for which relevant announcement, if necessary, had been made by the Company in accordance with Chapter 20 of the GEM Listing Rules.

Continuing connected transactions

On 14 March 2016, More Rise Investment Limited ("More Rise"), as the owner of the Tuen Mun office and storage property in Hong Kong, and KSU entered into a rental agreement (the "Tuen Mun Office Lease Agreement") under which the Tuen Mun office and storage property in Hong Kong is leased to KSU for a term of one year from 1 April 2016 to 31 March 2017 at a monthly rental of HK\$32,000. For each of the years ended 31 March 2017 and 2016, the aggregate rent paid by KSU to More Rise in respect of the Tuen Mun office and storage property were HK\$384,000 and HK\$336,000 respectively. More Rise is jointly owned by Mr. Ho Ying Choi and Mr. Ho Ying Cheung, Directors of the Company (Mr. Ho Ying Cheung resigned as an executive Director of the Company on 6 February 2015 and remain as a director of KSU).

On 1 August 2016, Kong Shum Union (China) Limited ("KSU China"), as the owner of the motor vehicle in Hong Kong, and KSU entered into a rental agreement (the "Motor Vehicle Rental Agreement") under which the motor vehicle in Hong Kong is leased to KSU for a term of one year from 1 August 2016 to 31 July 2017 at a monthly rental of HK\$48,000. For each of the years ended 31 March 2017 and 2016, the aggregate rent paid by KSU to KSU China in respect of the motor vehicle were HK\$568,000 and HK\$368,000 respectively. KSU China is owned by Super Potent Limited, a company owned by both Mr. Ho Yip Choi and his spouse.

購股權計劃

本公司購股權的詳情載於綜合財務報表附註35。根據購股權計劃可供發行之股份總數為40,000,000股，相當於本年報日期本公司已發行股份約5.61%。

關連交易

截至2017年3月31日止年度本集團訂立之關聯方交易概要載於綜合財務報表附註41。

若干關連人士(定義見上市規則)與本公司已訂立或將訂立以下交易，本公司已根據創業板上市規則第20章作出相關公佈(如必要)。

持續關連交易

於2016年3月14日，添昇投資有限公司(「添昇」，香港的屯門辦公室及倉庫物業的擁有人)與港深聯合訂立租賃協議(「屯門辦公室租賃協議」)，據此香港的屯門辦公室及倉庫物業租予港深聯合，自2016年4月1日至2017年3月31日期租一年，月租32,000港元。截至2017年及2016年3月31日止年度各年，港深聯合就屯門辦公室及倉庫物業已付予添昇的總租金分別為384,000港元及336,000港元。添昇由本公司董事何應財先生及何應祥先生(何應祥先生已於2015年2月6日辭任本公司執行董事，惟仍然留任港深聯合董事)共同擁有。

於2016年8月1日，港深聯合(中國)有限公司(「港深聯合中國」，作為香港汽車的擁有人)與港深聯合訂立租賃協議(「汽車租賃協議」)，據此，香港汽車出租予港深聯合，自2016年8月1日至2017年7月31日為期一年，月租48,000港元。截至2017年及2016年3月31日止年度各年，港深聯合就汽車支付予港深聯合中國的租金總額分別為568,000港元及368,000港元。港深聯合中國由其勁有限公司擁有，該公司由何應財先生及其配偶擁有。



CONNECTED TRANSACTIONS (continued)

Continuing connected transactions (continued)

Pursuant to Rule 20.74(1) of the GEM Listing Rules, the transactions under the Tuen Mun Office Lease Agreement and the Motor Vehicle Rental Agreement, when considered in aggregate, are exempted from the shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules. The Company has complied with the requirements in Chapter 20 of the GEM Listing Rules in respect of the transactions under the Tuen Mun Office Lease Agreement and the Motor Vehicle Rental Agreement.

As at 31 March 2016 and 2017, Mr. Ho Ying Choi, an Executive Director and Mr. Ho Ying Cheung, who resigned as an Executive Director on 6 February 2015 and remained as a Director of KSU had provided joint and several unlimited personal guarantees in favour of banking facilities granted to certain subsidiaries within the Group for nil consideration. At 31 March 2016, More Rise and Fortune Trend Investment Limited, two companies controlled by Mr. Ho Ying Choi and Mr. Ho Ying Cheung, had provided unlimited guarantees and pledged their properties to secure banking facilities granted to certain subsidiaries within the Group for nil consideration. At 31 March 2017, the properties have been released from charge.

Pursuant to Rule 20.88 of the GEM Listing Rules, these transactions are exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules. The Company has complied with the requirements in Chapter 20 of the GEM Listing Rules in respect of the above financial assistance received.

Save as disclosed above, none of the related party transactions set out in note 41 to the consolidated financial statement constitutes connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules.

關連交易(續)

持續關連交易(續)

根據創業板上市規則第20.74(1)條，屯門辦公室租賃協議及汽車租賃協議項下交易（作一併考慮）獲豁免遵守創業板上市規則第20章項下股東批准、年度審閱及所有披露規定。本公司已就屯門辦公室租賃協議及汽車租賃協議項下交易遵守創業板上市規則第20章的規定。

於2016年及2017年3月31日，執行董事何應財先生及何應祥先生（於2015年2月6日辭任執行董事，惟仍然留任港深聯合之董事）就本集團旗下若干附屬公司獲授銀行信貸，無償提供共同及個別無限額個人擔保。於2016年3月31日，添昇及升運投資有限公司（兩間由何應財先生及何應祥先生控制之公司）為取得授予本集團旗下若干附屬公司的銀行信貸而無償作出無限額擔保並抵押其物業。於2017年3月31日，有關物業已解除抵押。

根據創業板上市規則第20.88條，此等交易獲豁免遵守創業板上市規則第20章項下股東批准、年度審閱及所有披露規定。本公司就收到上述財務援助已遵守創業板上市規則第20章的規定。

除以上披露者外，概無綜合財務報表附註41所載關聯方交易構成創業板上市規則第20章項下關連交易或持續關連交易。



MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's revenue and purchases attributable to the major customers and suppliers respectively during the year are as follows:

主要客戶及供應商

本集團的主要客戶及供應商應佔本年度收益及採購的資料如下：

| | | Revenue 收益 HK\$ 港元 | Purchases and cleaning subcontracting 採購及 清潔承辦 HK\$ 港元 |
|-------------------------------------|---------|-----------------------------|---|
| The largest customer | 最大客戶 | 15,849,931 | N/A 不適用 |
| Five largest customers in aggregate | 五大客戶合計 | 61,627,636 | N/A 不適用 |
| The largest supplier | 最大供應商 | N/A 不適用 | 6,239,661 |
| Five largest suppliers in aggregate | 五大供應商合計 | N/A 不適用 | 12,986,771 |

For the year ended 31 March 2017, the aggregate percentage of purchase attributable to the Group's five largest suppliers is approximately 76.4% of the total purchases of the Group and the largest supplier included therein amounted to approximately 36.7%.

截至2017年3月31日止年度，本集團五大供應商應佔採購量百分比合共為本集團總採購量約76.4%，其中最大供應商佔約36.7%。

For the year ended 31 March 2017, the aggregate percentage of sales attributable to the Group's five largest customers is approximately 15.6% of the total sales of the Group and the largest customer included therein amounted to approximately 4.0%.

截至2017年3月31日止年度，本集團五大客戶應佔銷量百分比合共為本集團總銷量約15.6%，其中最大客戶佔約4.0%。

None of the Directors, their close associates or any shareholders (which to the knowledge of the Directors owned more than 5% of the Company's issued shares) had any interest in the Group's five largest customers or suppliers.

董事、彼等之緊密聯繫人士或任何就董事所知擁有本公司已發行股份逾5%之股東概無擁有於本集團五大客戶或供應商的任何權益。

MANAGEMENT CONTRACTS

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

管理合約

於本年度，本公司概無訂立或存有與本公司全部或任何重大部分業務之管理有關之合約。



COMPETING BUSINESS

None of the controlling Shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued share as at the latest practicable date prior to the issue of the annual report.

SUBSEQUENT EVENTS

Details of events after the reporting period of the Group are set out in note 42 to the consolidated financial statements.

CORPORATE GOVERNANCE

The Company's corporate governance report is set out on pages 40 to 56 of the annual report.

AUDITORS

World Link CPA Limited resigned as the auditor of the Company on 25 April 2017 and ZHONGHUI ANDA CPA Limited, Certified Public Accountants, was appointed as the auditor of the Company on 25 April 2017 to fill the vacancy following the resignation of World Link CPA Limited. A resolution will be submitted at the forthcoming annual general meeting to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company for the ensuing year.

The consolidated financial statements have been audited by ZHONGHUI ANDA CPA Limited who retire and, being eligible, offer themselves for re-appointment.

ON BEHALF OF THE BOARD

Eric Todd
Chairman

Hong Kong
23 June 2017

競爭業務

概無控股股東或董事以及彼等各自的緊密聯繫人士(定義見創業板上市規則)於與本集團業務直接或間接構成或可能構成競爭的任何業務(除由本集團營運的業務以外)中擁有權益。

公眾持股量充足

根據可提供予本公司的公開資料及就董事所知，於刊發年報前的最後實際可行日期，已確認有足夠公眾持股量，其最少佔本公司已發行股份25%。

期後事件

本集團報告期後事件詳情載於綜合財務報表附註42。

企業管治

本公司的企業管治報告載於本年報第40至56頁。

核數師

華普天健(香港)會計師事務所有限公司已於2017年4月25日辭任本公司核數師，而執業會計師中匯安達會計師事務所有限公司已於2017年4月25日獲委任為本公司核數師，以填補華普天健(香港)會計師事務所有限公司辭任後出現的空缺。本公司將於即將舉行的股東週年大會上提呈決議案，以續聘中匯安達會計師事務所有限公司為本公司來年的核數師。

綜合財務報表已經中匯安達會計師事務所有限公司審核，而其將退任及符合資格重選連任。

代表董事會

達振標
主席

香港
2017年6月23日



SCOPE AND REPORTING PERIOD

As a company based and serve in Hong Kong, the KONG SHUM Union Property Management (Holding) Limited (Thereafter “Group” or “We”) is fully committed to environment protection, socially responsible and equipped with the strictest corporate governance. In pursuant to the newly released requirement of the Environmental, Social and Governance Reporting guide (“Environmental, Social and Governance Guide”) in Appendix 27 of the Rules Governing the Listing of Securities from the Stock Exchange of Hong Kong Limited, we have prepared the 2016 Environmental Social and Governance Report (thereafter “ESG Report”), covering business segments that includes financial management, property management (including cleaning, repair and maintenance), property security service and household e-commerce services. The scope of this report will cover the Group’s initiatives on introducing the concept of ESG to our employees and clients, putting them into practices to our daily operations and disclosing results as a year-end summary over this covered period.

It is also the intention of our management to provide an overview of our Group’s direction in managing ESG related issues, driving for ESG initiatives throughout the group, and communicating our ESG performance result with our stakeholders.

The reporting period of this report shall cover the date from 1 April 2016 to 31 March 2017.

ENVIRONMENT

Generating revenue for our shareholders, while providing the best service to our clients, and recognising the importance and contribution to the local environment and community have always been one of our guiding principles.

Due to the nature and the wide scope of our business, it is important for us to identify and manage environmental impacts attributable to our operational activities in order to minimise these impacts if possible. It is also our intention to promote environment protection internally throughout our operation, and encourage the same to our clients and improve all together.

範圍及報告期間

作為一間紮根於香港的公司，港深聯合物業管理(控股)有限公司(下文簡稱為「集團」或「我們」)致力推動環保，肩負社會責任，秉持嚴謹企業管治。按照香港聯合交易所有限公司證券上市規則附錄27的環境、社會及管治報告指引(「環境、社會及管治指引」)的新頒佈規定，我們編製2016年環境、社會及管治報告書(下文簡稱為「環境、社會及管治報告」)，範圍包括公司業務在財務管理、物業管理(清潔、維修和保養)、物業保安服務及家居電子商貿服務等分部。本報告將涵蓋集團向僱員及客戶提出在環境、社會及管治概念的措施，於日常營運中實踐有關概念，並以年末概要方式披露有關期間的結果。

管理層亦旨在概述集團在管理環境、社會及管治相關議題的方針、於內部推動相關措施以及通知持份者有關環境、社會及管治上的表現結果。

本報告的涵蓋期間為2016年4月1日至2017年3月31日止期間。

環境

為股東創造收益，同時為客戶提供最佳服務，並對環境及社區作出實際貢獻，一直是我們的指導原則之一。

由於集團的業務性質及業務範圍廣泛，我們必須小心識別及管理，並盡可能降低業務活動對環境所產生的影響。我們亦有意於營運過程中，從內部以至在客戶層面上，鼓勵並共同實踐推動環保，建設綠色社區。



AIR EMISSION

The group took the initiative to examine the issue of air emission across all of our operation, and the result indicated no significant impact could be reported. Due to our business nature, We did not involve with any combustion process, industrial, or heavy transportation activities that could lead to direct emission to the atmosphere. Thus, we posed no major impact in the Air Emission aspect. We will continue monitoring our operation and ensuring our air emission will be maintained at this level, and will disclosure further information as changes occur.

CARBON EMISSION

Besides our effort in monitoring air pollutant emission, our Group is also exploring measures into reducing our carbon emission, and in particularly reducing our overall carbon footprint. As a first step, We estimated our carbon footprint, as a Group and for this reporting year, based on our electricity consumption and the emission factor provided by our electricity providers (data on electricity consumption and the carbon intensity factor are available on the electricity bill and the Sustainability Report from our electricity provider respectively). With this information available to us, We look to further investigate and work with our employees, along with external stakeholders, on enhancing our overall performance and minimizing our carbon footprint. Further information and progress will be disclosed in the subsequent ESG report.

As a summary, and based on our electricity consumption alone, the Carbon Footprint for our Group in this reporting year (1 April 2016 to 31 March 2017) was 178,805tCO₂e.

WASTE MANAGEMENT

After careful investigation, We concluded that our operation did not involve handling any hazardous waste, and thus no significant impact was recorded.

For non-hazardous waste, the Group kept a close working relationship with our partner and had been promoting waste reduction to our staff. Measures such as waste recycling on paper, and the appropriate use of recycled paper was encouraged in our workplaces. In addition, We took the initiative further by driving for a paper-less working environment. Our staff were encouraged to work and communicate through emails and e-format documents instead of hard copies. The effort was well received and was supported by our staff.

氣體排放

集團於此報告涵蓋年度，主動審視所有跟業務有關氣體排放上的問題。由於我們的業務性質並無涉及任何可導致將廢氣直接排放到大氣中的活動(例如燃燒，工業或重型運輸活動)，因此，我們並無在氣體排放方面造成重大影響。我們將繼續監控營運，確保排放維持於現時水平，並在情況有變時進一步披露有關資料。

碳排放

除致力監控氣體污染物排放外，本集團亦致力研究減少整體碳排放量的措施，管理集團碳足跡。例如我們根據電力供應商所提供的耗電量及碳排放強度(數據來自電費單及電力供應商的可持續發展報告)，估算出集團整體在本報告年度的碳足跡，進行檢討。以可得資料，我們同時作出規劃，並希望和員工及持份者進一步合作，以提升整體表現及減少碳足跡。我們將會於隨後的「環境、社會及管治報告」披露進一步資料及進展。

綜合上述，並基於我們的耗電量，本集團於本報告年度(2016年4月1日至2017年3月31日)的二氧化碳碳排放當量為178,805噸。

廢棄物管理

經仔細調查後，我們在營運上並無制造及處理任何有害廢棄物，因此並無記錄任何重大影響。

就無害廢棄物而言，本集團與員工、業務夥伴一直緊密合作，推動及推廣減少廢棄物。我們在工作場所推行不同措施，如鼓勵資源回收及適當循環使用再生紙。我們另外正努力推動無紙化工作環境，鼓勵員工透過電子郵件及電子格式文件工作及溝通，而非使用實體印刷本，以減低廢棄紙張。有關措施深受歡迎，並得到員工支持。



USE OF RESOURCES

As an environmental friendly company, our group is actively persuading the culture of “Smart Usage” of Natural Resources, and energy or electricity consumption is particularly our primary focus.

Initiatives such as adopting to an energy conservation and efficiency policy and practices in offices and utilizing green technologies, were successfully implemented throughout the year. Some of our measures included upgrading equipment on lighting and air-conditioning systems, and recording our energy consumption intensity to identify energy efficiency opportunities.

In addition, the concept of “Smart Usage” had been incorporated in different parts of our business and was proposed as different actionable items. The plan was built based on estimated demand and supply, cost effectiveness, energy saving, equipment and was used as promotional strategies to attract potential carpark clients. Most of these proposed action items were either discussed or already implemented with our potential clients, and would be carried out in phases.

ENVIRONMENT AND RESOURCES

Our Group understands energy generation is a heavy fossil fuel burning process, and it leads to a significant impact to our environment as polluting substances would directly emitted to the atmosphere. With this in mind, We are naturally cautious about our electricity consumption and trying our best to minimize on our impacts.

In line with our “Smart Usage” direction, We actively promoted the concept of smart usage of electricity in our premises. Initiatives such as adopting to an energy conservation and efficiency policy and practices in offices and utilizing green technologies, were successfully implemented throughout the year. Heavy energy consuming devices were regularly checked and upgraded, as necessary (ie: lighting and air conditioning), to ensure they were operating at their level of optimum.

資源運用

作為一家注重環保的公司，本集團積極推動「智慧運用」天然資源的文化，尤其著眼於能源或電力上減低消耗。

年內，我們於辦公室內盡量使用節能及更具能源效益的設備，採納更綠色的政策。有關措施包括把照明及空調系統設備升級，以達至更省電的水平。我們同時記錄能源消耗強度數據，以識別提升能源效益的機會。

此外，「智慧運用」的概念更被應用在業務上不同層面。我們按照估算供求量、成本效益、節能及設備上，訂立更具效益的營銷策略，從而吸引更多停車場客戶。我們會與客戶討論，並分階段共同實施該等建議。

環境與天然資源

本集團了解在發電過程中會消耗大量化石燃料，從而使大量污染物排放到大氣中，對環境產生重大影響。有鑑於此，我們對電力消耗更為謹慎，並盡量減少我們因用電而造成的影響。

為配合「智慧運用」方向，我們於旗下物業中積極推廣「智慧電力運用」的概念。年內，我們更成功於辦公室內實施多項措施，採納節能及具能源效益的政策，使用更多的綠色設備。我們更需定期檢查、升級重型耗能裝置(照明及空調)，以確保該等裝置能達至最佳運作水平。



ENVIRONMENT AND RESOURCES (continued)

We also worked with our staff by promoting the “Smart Usage” concept, and reminded them to take-action throughout their daily operation. For example, notices were posted around different office area, reminding our staff on turning off lights and photocopier after use. Staff were also reminded to maintain a good practice on utilizing our electronic devices, such as creating a comfortable working environment by setting the air-conditioner to 25.5°C; or printing documents double sided whenever it was appropriate. We will continue monitoring and improving our performance as opportunity arise.

As a summary, and after a careful data consolidation and analysis, our Group reported a total of 110,190kWh of electricity and 845m³ of water consumption in this reporting period.

SOCIAL

The business of our Group spreads across several industry sectors, and involves a large number of great individuals working with us. Offering competitive compensation to our staff, while treating all of our staff equally and fairly, and complying to laws and regulations have always been one of our Group’s guiding principles. Our Group will monitor and improve in areas as needed, and continue to grow sustainably and in a socially responsible manner.

EMPLOYMENT

As a socially responsible company, our Group understands the success of any Company hinder largely on the People that works with us. We recognize the contribution from our People and the success that they bring, and consider them as our greatest asset. We believe their works of excellence must be well compensated, and thus offer a competitive remuneration and benefits scheme to retain our talents.

環境與天然資源(續)

我們亦透過與員工溝通，提醒於日常工作中推動「智慧使用」概念。我們在不同辦公區域張貼通告，提醒員工於使用後關閉電燈及影印機。我們亦提醒員工於使用電子設備應有的良好習慣：例如通過將空調設置為25.5度，減低耗電並創造舒適的工作環境、或在適當情況下以雙面打印文件。我們將繼續監控及改善我們在資源使用上的表現，珍惜天然資源。

總括而言，根據仔細將供應商和機構提供的數據整合及分析後，本集團於本報告期間之總耗電量為110,190千瓦時，總耗水量為845立方米。

社會

本集團業務遍及多個行業，涉及與大量優秀人才合作。為員工提供有具競爭力的薪酬，同時公平對待全體員工，遵守法律法規一直是本集團的指導方針之一。本集團將根據需要，在各個領域持續監察和改進，並以可持續及肩負社會責任的方式繼續發展。

僱傭

作為一家倡導社會責任的公司，本集團了解到公司取得的成功很大程度有賴出色的員工與公司配合。我們肯定員工對公司所作的貢獻，並視員工為我們最大的資產。我們認為應合理地回報表現優秀的員工，因此我們提供具競爭力的薪酬待遇及福利計劃以留聘人才。



REMUNERATION COMMITTEE

To ensure our remuneration scheme stay competitive, our Group had established a Remuneration Committee, and with the principal duties in determination of specific remuneration packages of all Executive Directors, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should also consider factors such as salaries paid by comparable companies, time commitment and responsibilities, and include those factors into the decision process.

The Remuneration Committee will meet regularly to determine the policy for the remuneration of Directors and assess the performance of Executive Directors and certain senior management of the Group.

EMOLUMENT POLICY

The emolument of the employees of our Group is determined by the remuneration Committee, and will be assessed based on merit, qualifications and competence. The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

RETIREMENT BENEFIT SCHEME

Our Group participates in a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees employed.

The assets of the MPF Scheme are held separately from those of the Group, in fund under the control of trustees. During the year ended 31 March 2017, total contributions paid or payable to the MPF scheme by the Group amounted to approximately HK\$9.45 million (approximately HK\$9.40 million in the previous year), which had been recognized as expenses and included in staff costs in the consolidated statement of comprehensive income.

薪酬委員會

為確保我們的薪酬計劃在市場上保持競爭力，本集團特設立薪酬委員會，列明主要職責以釐定全體執行董事的具體薪酬方案，包括實物利益、退休金權利及賠償款項、離職或終止委任的任何應得賠償，以及就非執行董事的薪酬向董事會提出推薦建議。薪酬委員會亦考慮多項因素，例如可資比較公司所付的薪酬、時間承諾及職責，並將該等因素納入決策過程。

薪酬委員會定期會面以釐定董事的薪酬政策及評估本集團執行董事及若干高級管理層的表现。

薪酬政策

本集團僱員的薪酬由薪酬委員會釐定，並按照彼等的表現優劣、資歷及才幹進行評估。本公司董事的薪酬由薪酬委員會經考慮本公司的經營業績、其個別表現及可資比較的市場統計數據後決定。

退休福利計劃

本集團為所有合資格僱員參與根據香港強制性公積金計劃條例設立的強制性公積金計劃（「強積金計劃」）。

強積金計劃的資產與本集團的資產分開持有，資金由信託人控制。本集團於截至2017年3月31日止年度向強積金計劃已付或應付的供款總額約為945萬港元（去年約為940萬港元），該等金額已確認為支出及於綜合全面收益表中列為員工成本。



HEALTH AND SAFETY

Safety has always been one of the priority for our Group, and we strive to maintain high occupational safety and health standards, for providing a safe and comfortable working environment to our staff.

Our office building is spacious with abundant ancillary resources, including a dining room, resting area, and convenient basic household appliances. The Group performed regular safety inspection on drinking facilities, air-conditioning and wiring, and provided safety guidance promotion and fire drills, and reminded our staff to pay attention to public safety during holidays. Equipment such as fire extinguishers, fire escape masks and safety helmets at construction sites, were placed in prominent locations in offices, and were easily accessible to all employees.

In summary, the following measures were adopted during the reporting period to strengthen our staff's awareness on Health and Safety issues:

- A one-time health and safety trainings was conducted for new employees to strengthen their overall health and safety awareness;
- A work safety and health meeting was held monthly to fulfil employees' daily health and first-aid needs; and
- Regular workshop was conducted on enhancing our security staff knowledge on emergency incident management (ie: gas leak, riot and etc).

During the reporting period from 1 April 2016 to 31 March 2017, our Group had no material non-compliance breach with relevant standards, rules and regulations, and no any major accident were encountered during operation.

健康及安全

本集團一直將員工的安全放在首位，並致力維持高職業安全及健康水平，為員工提供安全及舒適的工作環境。

我們為員工提供寬敞的辦公樓，配套資源豐富，包括員工餐廳，休息區和便捷的電器。集團更定期為飲水設施、空調和電線進行安全檢查，推廣安全指引及進行消防演習，以及提醒員工在假期期間注意公共安全。我們將滅火器，防火口罩和安全頭盔等設備放置在施工現場及辦公室當眼位置，讓員工在緊急情況下使用。

總括而言，我們於報告期間已採納下列措施，以加強員工對健康及安全問題的意識：

- 為新入職員工舉行一次健康及安全培訓，以加強整體健康及安全意識；
- 每月召開工作健康及安全會議，落實僱員日常健康及急救需求；及
- 定期舉辦工作坊，以提升保安員工有關緊急事故管理（例如氣體洩漏、騷亂等）的知識。

於2016年4月1日起至2017年3月31日止報告期間內，本集團並無違反相關準則、法例及規例。於營運過程中並無發生重大事故。



EQUAL OPPORTUNITIES, DIVERSITY AND ANTI-DISCRIMINATION

The Group emphasizes on equal opportunity, our employment, training and promotion practices do not discriminate on grounds of gender, disability, pregnancy, family status, race, color, religion, age, sexual orientation, national origin, trade union membership or other conditions recognized in law.

Our Corporate Policy includes provisions on handling discrimination, harassment and victimization in the workplace. In addition, We collected applicant ID cards, QAS certificates and security personnel permits, according to the Security and Guarding Services Ordinance (Chapter 460), in order to verify the identity and qualification of our security guard applicant.

To encourage career development, We provided different training programs, including training programmes for security guards on working attitude and security knowledge, to our staff to further enhance their skills and services. Rewards based on the reward & punishment measures for employees, would be handed to those who made significant contributions in daily work. Outstanding employees would be given priority on potential promotion or improvement opportunity during annual employee appraisals.

We valued talent and employed the best fit at the position disregard of their genders. Public recruitment will be conducted annually and equal opportunity will also be provided to every employee through appraisal, remuneration and incentive system. The following charts provided an overview of our staff's gender distribution in this reporting period:

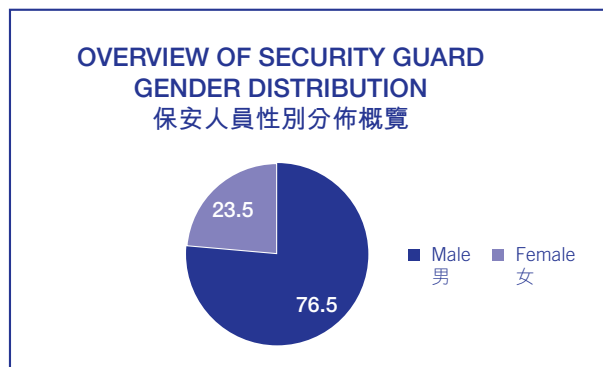
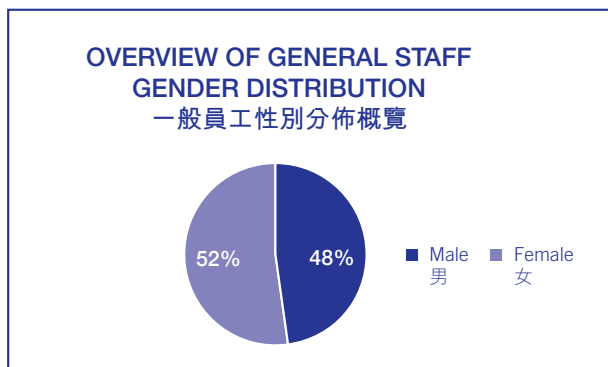
平等機會、多元化及反歧視

本集團注重平等機會，包括聘任、培訓及晉升常規人士。對性別、殘疾、懷孕、家庭狀況、種族、膚色、宗教、年齡、性別取向、國籍、工會會籍或法律上認可之其他狀態均無任何歧視。

本集團之公司政策規定包括對處理工作場所之歧視、騷擾及傷害行為。此外，為核實保安申請人之身分及資格，本集團會根據保安及護衛服務條例(第460章)收集申請人之身分證、QAS證書及保安人員許可證。

另為鼓勵職業發展，本集團向員工提供多種培訓課程，包括向保安人員提供有關工作態度及保安知識之培訓課程，以進一步提升彼等之技能及服務。我們更定立僱員獎罰標準，向在日常工作中作出重大貢獻之僱員給予獎勵。進行年度僱員評核時，表現優秀之員工將優先獲潛在晉升或增值機會。

本集團重用人才，並就各職位聘用最合適人才而不論其性別。本集團每年均進行公開招聘，透過評核、薪酬及獎勵制度向各僱員提供平等機會。於本報告期內，本公司員工之性別分佈情況概覽載於下圖：





EQUAL OPPORTUNITIES, DIVERSITY AND ANTI-DISCRIMINATION (continued)

Our Group had issued a comprehensive staff handbook, which provided the basis for human resources management, about our Employment Policy, Welfare and Benefits, Leave and Rest days, Conduct and Discipline, Occupational Health and Safety Policy, Personal Data (Privacy) Policy, Equal Opportunity Policy. Each of our staff were provided with a copy of this Employee Handbook upon joining the Company, with updates were informed upon any revision.

EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER STAKEHOLDERS

Our Group value relationship with our customers and suppliers, and treat it as an important aspect of our business. We maintain an open engagement channel with our customers through complaint revision meetings, as it brings insight to our operation performance. It was proven to be effective in understand the latest updates and to better our services. We are also dedicated to build a close working relationship with our suppliers, and We conducted regular performance revision and appraisal to build a closer working relationship with our clients.

We also believe an effective communication should include a timely and accurate information disclosure. Not only it brought confident to our Shareholders' and investors', which were beneficial for investor relations, it also invited constructive feedback for perfecting our operation.

We will continue the success of our open communication, and the interactions will be sustained for a successful working relationship with our stakeholders in the future.

平等機會、多元化及反歧視(續)

本集團已為全體員工提供員工手冊，當中包括對人力資源管理之基準、集團僱傭政策、福利及待遇、年假及休息日、行為及紀律、職業健康及安全政策、個人資料(私隱)政策及平等機會政策。新入職員工於加入時將獲提供該僱員手冊。有關內容若有任何修訂，我們會適時知會員工有關最新消息。

僱員、客戶、供應商及其他持份者

本集團十分重視與客戶及供應商維持良好的合作關係。我們會透過投訴檢討會議從而維持與客戶之公開溝通渠道，以了解本集團之營運表現。此舉有助我們了解公司的最新情況及有助改進服務。我們更會定期進行供應商表現檢討及評核，致力與供應商建立良好工作關係，為客戶提供更佳服務，建立更緊密的工作關係。

本集團亦相信有效溝通應包括及時準確地作出資料披露。此舉不單給予股東及投資者信心，加強與投資者的合作，亦可引入具建設性回應，從而完善本集團營運。

本集團將繼續與不同持份者公開溝通，並維持一直以來成功的合作關係。



ANTI-CORRUPTION

Our Group is strictly complying to all law requirements and fully committed in restricting any of illegal activities, including Corruption, without exception. We requested our staff to understand, prohibit and work with us to safeguard our Group throughout their daily operation, and also prevent money laundering activities. We established the whistleblowing channels for reporting inappropriate conduct and other irregularities issue, which were against our relevant policies and guidelines. In order to strengthen our employee's understanding on the topic, we organized regular internal trainings, and provided real-life cases and measures to avoid non-compliance activity that may incur. We also prepared a working guideline on "Anti-Corruption Measures on Account, Security, Construction, Property Management" as a reference, and it was publicly available and fully accessible to all of our employees.

During the period from 1 April 2016 to 31 March 2017, our Group was unaware of any action that non-compliance to legal regulation, and related to corruption, bribery, extortion, fraud and money laundering.

COMMUNITY

Our Group understand the importance of our business is to both generate and bring in profit to our shareholders, and also being socially responsible to care, serve and give back to our community wherever is needed at the same time.

COMMUNITY INVESTMENT

For the past nine years, our Group has been receiving the recognition as a "Caring Company" under the Caring Company Scheme by HKCSS. We, and together with our staff, were dedicated and committed to fully support local charity organizations, NGOs and their volunteering activities by allocating portion of our revenue to build a better local community.

During this reporting period from 1 April 2016 to 31 March 2017, our Group contributed a total of HK\$5,000 in supporting the local charity in both the social and health area.

反貪污

本集團嚴格遵守所有法律規定並致力禁止任何非法活動，包括貪污。本集團要求員工了解及禁制有關非法活動，並攜手合作以於日常營運中保障本集團及預防任何洗錢活動。本集團已設立舉報渠道供舉報違反相關政策及指引之不當行為及其他違規問題。本集團更會舉行定期內部培訓以加深僱員對此方面之了解，並提供實質案例及措施以防止任何不合規活動發生。集團就「會計、保安、工程及物業管理之反貪污措施」編製工作指引作參考用途，有關工作指引供全體僱員公開查閱及閱覽。

於2016年4月1日至2017年3月31日期間，本集團並無發現任何違反法律規例及貪污、賄賂、敲詐、舞弊及洗錢有關的行為。

社區

本集團解除為股東帶來利潤，承擔社會責任和於有需要時服務及回饋社區，同樣重要。

社區投資

於過去九年，本集團一直獲香港社會服務聯會認可為商界展關懷計劃項下之「商界展關懷」公司。本集團連同員工致力透過分配部分收益，向本地慈善團體、非牟利機構及彼等之義工活動提供全面支持，從而建立更好本地社區。

於2016年4月1日至2017年3月31日期間，本集團就支持社會及健康範疇之本地慈善機構貢獻合共5,000港元，作為支持社區之用。



**TO THE SHAREHOLDERS OF KONG SHUM UNION PROPERTY
MANAGEMENT (HOLDING) LIMITED**

(incorporated in the Cayman Islands with limited liability)

致港深聯合物業管理(控股)有限公司
列位股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Kong Shum Union Property Management (Holding) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 84 to 171, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

吾等已審核載列於第84至171頁港深聯合物業管理(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，當中包括於2017年3月31日的綜合財務狀況表、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，以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為，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」)真實而中肯地反映了 貴集團於2017年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

意見的基礎

吾等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。吾等在該等準則下承擔的責任已在吾等的報告「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(「守則」)，吾等獨立於 貴集團，並已履行守則中的其他專業道德責任。吾等相信，吾等所獲得的審計憑證能充足及適當地為吾等的意見提供基礎。



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

(i) Investment property

Refer to note 18 to the consolidated financial statements.

The Group measured its investment property at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurement is significant to our audit because the balance of investment property of HK\$28,817,301 as at 31 March 2017 is material to the consolidated financial statements. In addition, the Group's fair value measurement involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation report and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence;
- Checking arithmetical accuracy of the valuation model; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

We consider that the Group's fair value measurement of the investment property is supported by the available evidence.

關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，吾等不對這些事項提供單獨的意見。

(i) 投資物業

茲提述綜合財務報表附註18。

貴集團按公允值計量其投資物業，並於綜合損益中確認公允值變動。由於投資物業於2017年3月31日的結餘為28,817,301港元，對綜合財務報表而言屬重大，故此公允值計量對吾等的審計而言屬重大。此外，貴集團的公允值計量涉及應用判斷並基於多項假設及估計。

吾等的審計程序包括(其中包括)：

- 評估客戶所委聘外聘估值師的資格、獨立性身分及誠信；
- 取得外部估值報告及與外聘估值師會面以討論估值過程、所用方法以及用於支持估值模式所用重大判斷及假設的市場證據並質疑上述各項；
- 檢查估值模式中用於佐證的重大假設及輸入數據；
- 檢查估值模式的算術準確性；及
- 評估綜合財務報表對公允值計量的披露。

吾等認為 貴集團投資物業的公允值計量乃以可獲得的證據支持。



(ii) Trade receivables

Refer to note 26 to the consolidated financial statements.

The Group tested the amount of trade receivables for impairment. This impairment test is significant to our audit because the balance of trade receivables of HK\$47,009,460 as at 31 March 2017 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to customers;
- Assessing the Group's relationship and transaction history with the customers;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing creditworthiness of the customers;
- Checking subsequent settlements from the customers;
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for trade receivables is supported by the available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

(ii) 貿易應收款項

茲提述綜合財務報表附註26。

貴集團測試貿易應收款項的減值金額。由於貿易應收款項於2017年3月31日的結餘為47,009,460港元，對綜合財務報表而言屬重大，故減值測試對吾等的審計而言屬重大。此外，貴集團的減值測試涉及應用判斷及基於多項估計。

吾等的審計程序包括(其中包括)：

- 評估 貴集團授予客戶信貸限額及信貸期的程序；
- 評估 貴集團與客戶的關係及交易記錄；
- 評價 貴集團的減值評估；
- 評估債務賬齡；
- 評估客戶的信譽；
- 檢查客戶的其後結算款項；
- 評估綜合財務報表中對 貴集團所承擔信貸風險的披露。

吾等認為 貴集團對貿易應收款項的減值測試乃以可獲得的證據支持。

其他資料

董事須對其他資料負責。其他資料包括刊載於 貴公司年報的全部資料，但不包括綜合財務報表及吾等的核數師報告。預期吾等將於本核數師報告日期後獲得有關其他資料。



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 identified above when it becomes available 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.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of 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.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, 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

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審計綜合財務報表而言，吾等的責任為在取得上文所識別的其他資料時閱讀有關資料，從而考慮其他資料是否與綜合財務報表或吾等在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

董事就綜合財務報表須承擔的責任

董事須負責遵照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，編製反映真實而公平的綜合財務報表，並對董事認為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，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴公司清盤或停止經營，或別無其他實際之替代方案。

核數師就審計綜合財務報表承擔的責任

吾等的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下(作為整體)匯報吾等的意見，除此以外別無其他目的。吾等概不就本報告內容向任何其他人士承擔或負上責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>
This description forms part of our auditor's report.

的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關錯誤陳述被視作重大。

有關吾等就審計綜合財務報表須承擔責任的進一步說明載於香港會計師公會網站：
<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>
本說明構成吾等的核數師報告的一部分。

ZHONGHUI ANDA CPA Limited
Certified Public Accountants

Ngan Hing Hon
Audit Engagement Director
Practising Certificate Number P05294

Hong Kong, 23 June 2017

中匯安達會計師事務所有限公司
執業會計師

顏興漢
審計項目董事
執業證書編號 P05294

香港，2017年6月23日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2017 截至2017年3月31日止年度



| | | Notes | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|------------------------------|-------|-----------------------------|-----------------------------|
| REVENUE | 收益 | 7 | 395,513,512 | 374,024,102 |
| Cost of services | 服務成本 | | (312,205,562) | (295,755,913) |
| Gross profit | 毛利 | | 83,307,950 | 78,268,189 |
| Other revenue | 其他收益 | 8 | 338,310 | 1,493,796 |
| Administrative expenses | 行政開支 | | (51,957,774) | (53,823,218) |
| Other operating expenses | 其他營運開支 | | (17,984,352) | (18,991,473) |
| Finance costs | 融資成本 | 10 | (195,855) | (991,742) |
| PROFIT BEFORE TAX | 除稅前溢利 | | 13,508,279 | 5,955,552 |
| Income tax expense | 所得稅開支 | 13 | (3,320,101) | (3,140,684) |
| PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY | 本公司擁有人應佔年內溢利 | 11 | 10,188,178 | 2,814,868 |
| OTHER COMPREHENSIVE INCOME, NET OF TAX | 其他全面收益(扣除稅項) | | | |
| <i>Items that will not be reclassified to profit or loss:</i> | <i>將不會重新分類至損益的項目：</i> | | | |
| Loss on equity investment at fair value through other comprehensive income | 按公允值計入其他全面收益的股本投資的虧損 | 24 | (4,267,000) | (8,733,000) |
| TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY | 本公司擁有人應佔年內全面收益/(虧損)總額 | | 5,921,178 | (5,918,132) |
| EARNINGS PER SHARE (HK\$) | 每股盈利(港元) | 14 | | |
| — Basic | — 基本 | | 0.018 | 0.006 |
| — Diluted | — 攤薄 | | 0.018 | 0.006 |



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2017 於2017年3月31日

| | | | 2017 | 2016 |
|--|-------------------|-------|--------------------|-------------|
| | | Notes | 2017年 | 2016年 |
| | | 附註 | HK\$ | HK\$ |
| | | | 港元 | 港元 |
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 17 | 12,654,309 | 3,452,658 |
| Investment property | 投資物業 | 18 | 28,817,301 | – |
| Intangible assets | 無形資產 | 19 | 7,886,735 | – |
| Goodwill | 商譽 | 21 | 784,704 | – |
| Deposits placed for life insurance policies | 就人壽保險保單存入的按金 | 22 | 8,169,842 | 7,955,915 |
| Deposits for acquisition of an associate | 收購一間聯營公司的訂金 | 23 | 28,350,000 | – |
| Equity investment at fair value through other comprehensive income | 按公允值計入其他全面收益的股本投資 | 24 | – | 4,267,000 |
| Deferred tax assets | 遞延稅項資產 | 25 | 2,547,327 | 2,306,791 |
| | | | 89,210,218 | 17,982,364 |
| CURRENT ASSETS | 流動資產 | | | |
| Trade and other receivables | 貿易及其他應收款項 | 26 | 61,914,124 | 54,519,563 |
| Pledged bank deposits | 已抵押銀行存款 | 27 | 7,105,972 | 7,595,971 |
| Cash and cash equivalents | 現金及現金等價物 | 28 | 45,164,990 | 64,772,631 |
| | | | 114,185,086 | 126,888,165 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 29 | 64,006,351 | 46,101,883 |
| Bank borrowings — secured | 銀行借貸—有抵押 | 30 | 9,370,264 | 8,582,888 |
| Finance lease payables | 應付融資租賃款項 | 31 | 219,346 | 289,043 |
| Current tax liabilities | 即期稅項負債 | | 999,259 | 1,251,769 |
| | | | 74,595,220 | 56,225,583 |
| NET CURRENT ASSETS | 流動資產淨值 | | 39,589,866 | 70,662,582 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | 128,800,084 | 88,644,946 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2017 於2017年3月31日



| | | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|-------------------|-------------|-----------------------------|-----------------------------|
| | | Notes 附註 | | |
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Finance lease payables | 應付融資租賃款項 | 31 | 83,805 | 303,150 |
| Promissory notes payable | 應付承兌票據 | 32 | 12,157,882 | – |
| Deferred tax liabilities | 遞延稅項負債 | 25 | 288,108 | – |
| | | | 12,529,795 | 303,150 |
| NET ASSETS | 資產淨值 | | 116,270,289 | 88,341,796 |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 33 | 5,941,515 | 4,951,515 |
| Reserves | 儲備 | 34 | 110,328,774 | 83,390,281 |
| TOTAL EQUITY | 權益總額 | | 116,270,289 | 88,341,796 |

The consolidated financial statements on pages 84 to 171 were approved and authorised for issue by the board of directors on 23 June 2017 and are signed on its behalf by:

Approved by:

Eric Todd
達振標
Director
董事

第84至171頁的綜合財務財表已由董事會於2017年6月23日批准及授權刊發，並由以下人士代表簽署：

由以下人士批准：

Ho Ying Choi
何應財
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2017 截至2017年3月31日止年度

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | |
|--|---------------|---|----------------|-----------------------|-----------------|--|----------------------------|------------------|-------------|
| | | Share capital | Share premium* | Share option reserve* | Merger reserve* | Equity investment revaluation reserve* | Convertible notes reserve* | Retained profits | Total |
| | | 股本 | 股份溢價* | 購股權儲備* | 合併儲備* | 股本投資重估儲備* | 可換股票據儲備* | 保留溢利 | 合計 |
| Note | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| 附註 | | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 |
| At 1 April 2015 | 於2015年4月1日 | 4,000,000 | 24,087,947 | 745,360 | 4,750,108 | - | - | 5,703,488 | 39,286,903 |
| Recognition of share-based payments | 確認以股份支付的款項 | - | - | 3,126,640 | - | - | - | - | 3,126,640 |
| Issue of convertible notes | 發行可換股票據 | - | - | - | - | - | 640,000 | - | 640,000 |
| Issue of shares upon conversion of convertible notes | 轉換可換股票據時發行股份 | 151,515 | 20,488,485 | - | - | - | (640,000) | - | 20,000,000 |
| Placing of shares | 配售股份 | 800,000 | 30,406,385 | - | - | - | - | - | 31,206,385 |
| Total comprehensive income/(loss) for the year | 年內全面收益/(虧損)總額 | - | - | - | - | (8,733,000) | - | 2,814,868 | (5,918,132) |
| At 31 March 2016 | 於2016年3月31日 | 4,951,515 | 74,982,817 | 3,872,000 | 4,750,108 | (8,733,000) | - | 8,518,356 | 88,341,796 |
| At 1 April 2016 | 於2016年4月1日 | 4,951,515 | 74,982,817 | 3,872,000 | 4,750,108 | (8,733,000) | - | 8,518,356 | 88,341,796 |
| Placing of shares (note 33) | 配售股份(附註33) | 990,000 | 21,017,315 | - | - | - | - | - | 22,007,315 |
| Total comprehensive income/(loss) for the year | 年內全面收益/(虧損)總額 | - | - | - | - | (4,267,000) | - | 10,188,178 | 5,921,178 |
| At 31 March 2017 | 於2017年3月31日 | 5,941,515 | 96,000,132 | 3,872,000 | 4,750,108 | (13,000,000) | - | 18,706,534 | 116,270,289 |

* These reserve accounts comprise the consolidated reserves in the consolidated statement of financial position.

* 此等儲備賬組成綜合財務狀況表的綜合儲備。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2017 截至2017年3月31日止年度



| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|---------------------|-----------------------------|-----------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | 經營活動所得現金流量 | | |
| Profit before tax | 除稅前溢利 | 13,508,279 | 5,955,552 |
| Adjustments for: | 就下列各項作出調整： | | |
| Finance costs | 融資成本 | 195,855 | 991,742 |
| Interest income | 利息收入 | (303,310) | (288,731) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,163,297 | 1,445,965 |
| Premium charged on life insurance policies | 人壽保險保單所收取溢價 | 80,414 | 75,073 |
| Gain on waiver of amount due to ultimate holding company | 豁免應付最終控股公司 款項的收益 | - | (1,205,065) |
| Equity-settled share-based payments | 按股權結算以股份支付的 款項 | - | 3,126,640 |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備的收益 | (5,000) | - |
| Amortisation of intangible assets | 無形資產攤銷 | 717,512 | - |
| | | 15,357,047 | 10,101,176 |
| Change in trade and other receivables | 貿易及其他應收款項變動 | (6,347,003) | (8,015,216) |
| Change in trade and other payables | 貿易及其他應付款項變動 | 5,598,148 | 3,628,229 |
| Change in amount due to ultimate holding company | 應付最終控股公司款項變動 | - | (452,086) |
| Cash generated from operations | 經營產生之現金 | 14,608,192 | 5,262,103 |
| Interest paid | 已付利息 | (177,962) | (328,872) |
| Finance lease charges paid | 已付融資租賃支出 | (17,893) | (22,870) |
| Income tax paid | 已付所得稅 | (3,777,303) | (1,447,030) |
| Net cash flows generated from operating activities | 經營活動所得現金流量淨額 | 10,635,034 | 3,463,331 |



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2017 截至2017年3月31日止年度

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|--------------------------|-----------------------------|-----------------------------|
| CASH FLOWS FROM INVESTING ACTIVITIES | 投資活動所得現金流量 | | |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | (4,575,069) | (314,614) |
| Purchase of investment property | 購買投資物業 | (11,277,372) | – |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | 5,000 | – |
| Purchase of intangible assets | 購買無形資產 | (6,550,000) | – |
| Net cash outflow arising from business combination | 業務合併產生的現金流出淨額 | (2,499,851) | – |
| Deposit for acquisition of an associate | 收購一間聯營公司的按金 | (28,350,000) | – |
| Payment for equity investment at fair value through other comprehensive income | 支付按公允值計入其他全面收益的股本投資 | – | (13,000,000) |
| Decrease/(increase) in pledged bank deposits | 已抵押銀行存款減少/(增加) | 489,999 | (2,633,700) |
| Interest received | 已收利息 | 8,970 | 4,227 |
| Net cash flows used in investing activities | 投資活動所用現金流量淨額 | (52,748,323) | (15,944,087) |
| CASH FLOWS FROM FINANCING ACTIVITIES | 融資活動所得現金流量 | | |
| Repayment of bank loans | 償還銀行貸款 | (1,697,054) | (7,738,029) |
| Proceeds from placing of shares | 配售股份所得款項 | 22,770,000 | 32,000,000 |
| Share issue expenses paid | 已付股份發行開支 | (762,685) | (793,615) |
| Proceeds from issue of convertible notes | 發行可換股票據所得款項 | – | 20,000,000 |
| Repayment of finance lease payables | 償還應付融資租賃款項 | (289,042) | (400,505) |
| Net cash flows generated from financing activities | 融資活動所得現金流量淨額 | 20,021,219 | 43,067,851 |
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等價物(減少)/增加淨額 | (22,092,070) | 30,587,095 |
| Cash and cash equivalents at beginning of year | 年初現金及現金等價物 | 63,127,197 | 32,540,102 |
| Cash and cash equivalents at end of year | 年末現金及現金等價物 | 41,035,127 | 63,127,197 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等價物結餘分析 | | |
| Cash and bank balances | 現金及銀行結餘 | 45,164,990 | 64,772,631 |
| Bank overdrafts | 銀行透支 | (4,129,863) | (1,645,434) |
| | | 41,035,127 | 63,127,197 |



1. GENERAL INFORMATION

Kong Shum Union Property Management (Holding) Limited (the “Company”) was incorporated in the Cayman Islands with limited liability. Its shares were listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 October 2013. The address of its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Unit 906, 9/F., Wings Building, 110–116 Queen’s Road Central, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong Dollars (“HK\$”), unless otherwise stated.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 April 2016 and early adopted HKFRS 9 (2014) “Financial Instruments”. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations.

1. 一般資料

港深聯合物業管理(控股)有限公司(「本公司」)為於開曼群島註冊成立之有限公司。其股份於2013年10月11日於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及其主要營業地點位於香港皇后大道中110–116號永恆商業大廈9樓906室。

本公司為一間投資控股公司。其附屬公司主要業務載於綜合財務報表附註20。

除非另有指明，綜合財務報表以港元(「港元」)呈列。

2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納香港會計師公會(「香港會計師公會」)所頒佈與其營運有關及於2016年4月1日開始的會計年度生效的所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)，並提早採納香港財務報告準則第9號(2014年)「金融工具」。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 9 (2014) “Financial Instruments”

The Group has early adopted HKFRS 9 (2014). Available-for-sale investment is now classified as equity investment at fair value through other comprehensive income.

HKFRS 9 (2014) have been applied retrospectively and resulted in changes in the consolidated amounts reported in the consolidated financial statements as follows:

| | 31 March 2016 2016年 3月31日 HK\$ 港元 | 1 April 2015 2015年 4月1日 HK\$ 港元 |
|--|--|--|
| Decrease in available-for-sale investment | (4,267,000) | — |
| Increase in equity investment at fair value through other comprehensive income | 4,267,000 | — |
| | 4,267,000 | — |

The Group has not applied other new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

2. 採納新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號(2014年)「金融工具」

本集團已提早採納香港財務報告準則第9號(2014年)。可供出售投資現分類為按公允值計入其他全面收益的股本投資。

香港財務報告準則第9號(2014年)已追溯應用，導致綜合財務報表中所呈報綜合金額有下列變動：

本集團並無採納其他已頒佈但尚未生效的新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則的影響，但尚未能確定該等新訂及經修訂香港財務報告準則是否將對其經營業績及財務狀況構成重大影響。



3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment property which is carried at its fair value.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 4 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. Subsidiaries are entities over which the Group has control. 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 has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

3. 重大會計政策

此等綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則、香港公認會計原則以及香港聯合交易所有限公司創業板證券上市規則及香港公司條例規定的適用披露而編製。

此等綜合財務報表按歷史成本法編製，按重估投資物業作出修訂，有關重估物業按公允值列賬。

編製符合香港財務報告準則的綜合財務報表須採用若干主要假設及估計，並需要董事在應用會計政策過程中行使其判斷。涉及主要判斷的範疇及對綜合財務報表而言屬重大的假設及估計範疇於綜合財務報表附註4披露。

編製此等綜合財務報表應用的重大會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至3月31日的財務報表。附屬公司為受本集團控制的實體。當本集團因參與實體業務而承擔可變動回報或因此享有可變動回報，且有能力透過向實體施加權力而影響該等回報時，則本集團控制該實體。當本集團的現有權利賦予其現有能掌握有關活動（如重大影響實體回報的活動），本集團對該實體擁有權力。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

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

3. 重大會計政策(續)

(a) 綜合賬目(續)

於評估控制權時，本集團會考慮其潛在投票權以及其他各方持有的潛在投票權，以評估有否控制權。潛在投票權僅於持有人擁有實質能力行使該權利時才予以考慮。

附屬公司自本集團取得控制權當日起一直綜合入賬，直至失去控制權當日為止。

喪失控制權的附屬公司出售時引致的盈虧指以下兩項的差額：(i) 銷售代價公允值加附屬公司所保留的任何投資的公允值；及(ii) 本公司分佔該附屬公司資產淨值加與該附屬公司有關的任何其餘商譽及任何於外幣換算儲備內累計的相關金額。

所有集團內公司間交易、結餘、及未變現溢利均會對銷。除非交易中有證據顯示所轉讓資產出現減值，否則未變現虧損亦會對銷。附屬公司的會計政策於有需要時更改以確保與本集團所採納政策貫徹一致。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

3. 重大會計政策(續)

(b) 業務合併及商譽

於業務合併中收購附屬公司乃以收購法入賬。收購成本按有關資產於收購日期的公允值、所發行權益工具、所產生負債及或然代價計量。收購相關成本於產生成本及獲得服務的期間確認為開支。收購事項中附屬公司的可識別資產及負債按收購日期的公允值計量。

收購成本超出本公司所佔附屬公司可識別資產及負債的公允值淨值的部分入賬為商譽。本公司所佔附屬公司可識別資產及負債的公允值淨值超出收購成本的部分於綜合損益確認為本公司應佔議價購買收益。

本公司每年或於有事件或情況變動顯示商譽可能出現減值時更頻密地測試商譽減值。商譽按成本減累計減值虧損計量。計量商譽減值虧損的方法與下文會計政策所述計量其他資產所用者相同。商譽的減值虧損於綜合損益中確認，其後不會撥回。就減值測試而言，商譽分配至預期會受惠於收購事項的協同效應的現金產生單位。

附屬公司的非控股權益初步按非控股股東於收購日期所佔附屬公司可識別資產及負債的公允值淨值的比例計量。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation

(i) *Functional and presentation currency*

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

(ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

(iii) *Translation on consolidation*

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

3. 重大會計政策(續)

(c) 外幣換算

(i) 功能及呈報貨幣

本集團各實體財務報表內的項目，均以該實體經營所在主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，港元為本公司的功能貨幣及呈列貨幣。

(ii) 於每個實體財務報表的交易及結餘

外幣交易使用交易日的匯率在初步確認後換算為功能貨幣。外幣貨幣資產及負債按各報告期末的匯率進行換算。因換算政策而產生的盈虧於損益內確認。

(iii) 綜合賬目時的換算

功能貨幣與本公司呈報貨幣不同的所有本集團實體的業績及財務狀況按以下方式換算為本公司的呈報貨幣：

- 所呈報的每個財務狀況表的資產及負債按財務狀況表日期的收市匯率進行換算；



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation (continued)

- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

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

(d) Property, plant and equipment

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

3. 重大會計政策(續)

(c) 外幣換算(續)

(iii) 綜合賬目時的換算(續)

- 期內收入及開支按平均匯率進行換算(除非該平均數並非交易日現行匯率累計影響的合理概約數, 在該情況下, 收入及開支按交易日匯率進行換算); 及
- 所有因此而產生的匯兌差額於外幣換算儲備中確認。

於綜合賬目時, 因換算海外實體投資淨額及借款而產生的匯兌差額於外幣換算儲備中確認。當海外業務出售後, 該匯兌差額於綜合損益確認為出售盈虧的一部分。

收購海外實體所產生商譽及公允值調整列作有關海外實體的資產及負債, 並按收市匯率換算。

(d) 物業、廠房及設備

物業、廠房及設備乃按成本值減累計折舊和任何減值虧損列賬。物業、廠房及設備項目的成本值, 包括其購買價及使該項資產達至現時營運狀態和地點以用於其擬定用途的任何直接應佔成本。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment (continued)

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The estimated useful lives are as follows:

| | |
|-----------------------------|---------------------|
| Leasehold land and building | Over the lease term |
| Leasehold improvement | 20% |
| Furniture and fixture | 10% |
| Motor vehicles | 30% |
| Office equipment | 25% |

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

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

3. 重大會計政策(續)

(d) 物業、廠房及設備(續)

其後成本列入資產的賬面值或於單獨的資產內確認(如適用)，僅當與該項目相關的未來經濟利益有可能流向本集團及項目成本能可靠估計時。所有其他維修及保養於產生期間在損益內確認。

物業、廠房及設備的折舊按足以撇銷其成本的折舊率減其於估計可使用年期內的剩餘價值，以直線法計算。估計可使用年期如下：

| | |
|---------|-----|
| 租賃土地及樓宇 | 按租期 |
| 租賃物業裝修 | 20% |
| 傢俬及裝置 | 10% |
| 汽車 | 30% |
| 辦公室設備 | 25% |

剩餘價值、可使用年期和折舊方法於各報告期末進行檢討和調整(如適合)。

出售物業、廠房及設備之損益乃銷售所得款項淨額與有關資產賬面值兩者之差額，並於損益內確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An 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 its fair value 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.

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, and is recognised in profit or loss.

(f) Leases

The Group as lessee

(i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

3. 重大會計政策(續)

(e) 投資物業

投資物業為持作賺取租金及／或資本增值的土地及／或樓宇。投資物業初步按其成本(包括物業應佔所有直接成本)計量。

初步確認後，投資物業根據外聘獨立估值師的估值按其公允值列賬。投資物業公允值變動所產生收益或虧損益所產生期間的損益中確認。

出售投資物業的收益或虧損指銷售所得款項淨額與物業賬面值之間的差額，有關金額於損益中確認。

(f) 租賃

本集團作為承租人

(i) 經營租賃

並無將資產擁有權絕大部分風險及回報轉移至本集團的租賃列賬計入為經營租賃。租賃付款(扣除自出租人收取的任何獎勵)於租賃期間按直線法確認為開支。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Leases (continued)

The Group as lessee (continued)

(ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

The Group as lessor

(i) Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

3. 重大會計政策(續)

(f) 租賃(續)

本集團作為承租人(續)

(ii) 融資租賃

凡將資產擁有權絕大部分風險及回報轉移至本集團的租賃列賬計入為融資租賃。租賃期開始時，融資租賃按租賃資產公允值與最低租賃付款現值的較低者撥充資本，兩者均於訂立租賃時釐定。

出租人的相應負債於財務狀況表列作應付融資租賃。租賃付款按比例分配至融資開支及削減未償還負債。融資開支於各租賃期內分攤，以便就負債餘下結餘計算固定定期利率。

融資租賃項下資產按與自置資產相同的方式折舊。

本集團作為出租人

(i) 經營租賃

並無將資產擁有權絕大部分風險及回報轉移至承租人的租賃列賬計入為經營租賃。經營租賃的租金收入於有關租賃期間按直線法確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Intangible assets

Customer contracts

Customer contracts with finite useful lives that are acquired through business combination are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives of 5 years. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Computer software

Computer software are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 4 years.

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

3. 重大會計政策(續)

(g) 無形資產

客戶合約

透過業務合併收購具有有限可使用年期的客戶合約乃按成本減累計攤銷及累計減值虧損列賬。攤銷於估計可使用年期5年內按直線法確認。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動的影響按前瞻基準列賬。

電腦軟件

電腦軟件按成本減累計攤銷及減值虧損列賬。攤銷於其可使用年期4年內按直線法計算。

(h) 確認及終止確認金融工具

當本集團成為工具合同條文的訂約方時，在財務狀況報表內確認金融資產及金融負債。

當收取資產現金流量的合同權利屆滿時；本集團將資產所有權的大部分風險及回報轉移時；或本集團實質上既不轉移亦不保留資產所有權的大部分風險及回報但尚未保留對資產的控制權，則終止確認金融資產。於終止確認金融資產後，資產賬面值與已收代價和在其他全面收益內已確認的累計盈虧總和之間的差額在損益內確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Recognition and derecognition of financial instruments (continued)

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

(i) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost;
- Equity investments at fair value through other comprehensive income; and
- Investments at fair value through profit or loss.

3. 重大會計政策(續)

(h) 確認及終止確認金融工具(續)

當有關合同內規定的責任被解除、註銷或屆滿時終止確認金融負債。終止確認的金融負債的賬面值與已付代價之間的差額在損益內確認。

(i) 金融資產

金融資產按交易日基準確認或終止確認。金融資產根據合約進行買賣，且其中條款要求於市場所制定時限內交付金融資產時，有關金融資產按交易日基準確認及終止確認，並初步按公允值加直接相關交易成本計量，惟按公允值計入損益的收購投資直接相關交易成本即時於損益確認。

本集團將金融資產分類為以下類別：

- 按攤銷成本列賬的金融資產；
- 按公允值計入其他全面收益的股本投資；及
- 按公允值計入損益的投資。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial assets (continued)

(i) *Financial assets at amortised cost*

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

(ii) *Equity investments at fair value through other comprehensive income*

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

3. 重大會計政策(續)

(i) 金融資產(續)

(i) *按攤銷成本列賬的金融資產*

符合下列兩項條件的金融資產(包括貿易及其他應收款項)分類至此類別:

- 資產乃按目的為持有資產以收集合約現金流量的業務模式持有; 及
- 資產合約條款於特別日期產生現金流量, 有關現金流量僅為本金或就未償還本金的利息付款。

有關項目其後以實際利率法按攤銷成本減預期信貸虧損的虧損撥備計算。

(ii) *按公允值計入其他全面收益的股本投資*

於初步確認時, 本集團可不可撤回地選擇(按個別工具基準)將並非持作買賣的權益工具投資指定為按公允值計入其他全面收益。

按公允值計入其他全面收益的股本投資其後按公允值計量, 公允值變動所產生收益及虧損於其他全面收益確認及於股本投資重估儲備累計。終止確認投資時, 過往於股本投資重估儲備累計的累計收益或虧損不會重新分類至損益。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial assets (continued)

(ii) *Equity investments at fair value through other comprehensive income (continued)*

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

(iii) *Investments at fair value through profit or loss*

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investments at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. Interest income and dividend income are recognised in profit or loss.

(j) Cash and cash equivalents

For the purpose of the 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 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.

3. 重大會計政策(續)

(i) 金融資產(續)

(ii) *按公允值計入其他全面收益的股本投資(續)*

該等投資的股息於損益中確認，除非股息明顯屬收回投資成本的一部分。

(iii) *按公允值計入損益的投資*

倘金融資產不符合按攤銷成本計量的條件及按公允值計入其他全面收益的債務投資條件，除非本集團於初步確認時將並非持作買賣的股本投資指定為按公允值計入其他全面收益，則金融資產分類至此類別。

按公允值計入損益的投資其後按公允值計量，公允值變動產生的任何收益或虧損於損益中確認。利息收入及股息收入於損益中確認。

(j) 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭的現金、存放於銀行及其他金融機構的活期存款，以及短期高流動性的投資，即在沒有涉及重大價值變動的風險下可以容易地轉換為預知金額的投資。現金及現金等價物亦包括須按要求償還及為本集團整體現金管理一部分的銀行透支。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

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

(m) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 重大會計政策(續)

(k) 金融負債及權益工具

金融負債及權益工具乃根據所訂立合同安排的內容及金融負債及權益工具在香港財務報告準則項下的定義而進行分類。權益工具乃在扣除所有負債後顯示本集團資產的剩餘權益的任何合同。就特定金融負債及權益工具採納的會計政策載於下文。

(l) 借貸

借貸初步按公允值扣除所產生的交易成本確認，其後以實際利率法按攤銷成本計量。

除非本集團具有無條件權利將負債的結算遞延至報告期後最少12個月，否則借貸歸類為流動負債。

(m) 貿易及其他應付款項

貿易及其他應付款項初步按公允值列賬，其後以實際利率法按攤銷成本計量，除非貼現的影響並不重大，在此情況下按成本列賬。

(n) 權益工具

本公司所發行權益工具按已收所得款項(扣除直接發行成本)入賬。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

- (i) Revenue from property management services are recognised when services are rendered in accordance with the terms of the agreements. Revenue from the provision of other supporting services for the management of the property is recognised when the services are rendered.
- (ii) Interest income is recognised on a time-proportion basis using the effective interest method.

(p) Employee benefits

(i) 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.

(ii) 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.

3. 重大會計政策(續)

(o) 收益確認

收益按已收取或應收取代價的公允值計量，並於倘經濟利益有可能流入本集團，且收益金額能可靠地計量時確認。

- (i) 來自物業管理服務的收益於根據協議條款提供服務時確認。來自提供物業管理的其他配套服務的收益於提供服務時確認。
- (ii) 利息收入根據時間比例基準按實際利率法確認。

(p) 僱員福利

(i) 僱員的假期福利

僱員享有的年假及長期服務假期福利於僱員應獲得假期時確認，並就截至報告期末僱員提供服務而應得的年假及長期服務假期的估計負債計提撥備。

僱員的病假及產假福利於放假時才確認。

(ii) 退休金責任

本集團向所有僱員參與的定額供款退休計劃供款。本集團及僱員向計劃的供款按僱員基本薪金的百分比計算。自損益扣的退休福利計劃成本指本集團應付基金的供款。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Employee benefits (continued)

(iii) 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.

(iv) Bonus plan

The expected bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

(v) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees.

Equity-settled share-based payments to directors and employees 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 determined at the grant date 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.

3. 重大會計政策(續)

(p) 僱員福利(續)

(iii) 離職福利

離職福利於以下較早日期確認離職福利：於本集團不能取消提供該等福利時；及本集團確認重組成本及涉及支付離職福利時。

(iv) 花紅計劃

倘本集團因僱員提供服務而產生現有法律或推定責任，以及能夠可靠估計該責任時，預期花紅金額將確認為負債。花紅計劃的負債預期於12個月內付清，並以預期付清時應付的金額計算。

(v) 以股份支付的款項

本集團向若干董事及僱員發出按股權結算以股份支付的款項。

應付董事及僱員的按股權結算以股份支付的款項按權益工具於授出日期的公允值計量(不包括非市場歸屬條件的影響)。根據本集團對股份最終歸屬的估計及就非市場歸屬條件的影響作出調整，按股權結算以股份支付的款項於授出日期釐定的公允值於歸屬期按直線法支銷。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on 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.

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, 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)

(q) 稅項

所得稅指即期應繳稅項及遞延稅項的總和。

即期應繳稅項乃按年內應課稅溢利計算。應課稅溢利不計入其他年度的應課稅或可扣稅收支項目，以及毋須課稅或不獲扣稅項目，故有別於損益中確認之溢利。本集團即期稅項的負債使用於報告期末已頒佈或實質上已頒佈的稅率計算。

遞延稅項乃就財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基的差額予以確認。遞延稅項負債通常就所有應課稅暫時差額予以確認，而遞延稅項資產於可能有用於抵銷該等可扣減暫時差額之應課稅溢利，並可動用未使用稅項虧損或未使用稅項抵免時方予確認。如為自商譽所產生或初步確認(業務合併除外)一項交易中不影響應課稅溢利或會計溢利的其他資產及負債所產生的暫時差額，則有關資產及負債將不予確認。

自附屬公司的投資產生的應課稅暫時差額確認為遞延稅項負債，除非本集團能夠控制暫時差額的撥回，而暫時差額在可預見未來很可能不會撥回，則屬例外。

遞延稅項資產的賬面值乃於各報告期末進行檢討，並於不再可能有足夠應課稅溢利以收回全部或部分資產的金額時作調減。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Taxation (continued)

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.

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.

3. 重大會計政策(續)

(q) 稅項(續)

遞延稅項乃按預期適用於清還負債或變現資產期間的稅率，根據於報告期末已頒佈或實際上已頒佈的稅率計算。遞延稅項於損益確認，惟與其他全面收益或直接於權益中確認的項目有關者除外，在此情況下，遞延稅項亦於其他全面收益或直接於權益確認。

遞延稅項資產及負債的計量反映按照本集團預期於報告期末以可收回或結算其資產及負債的賬面值方式計算而得出的稅務結果。

就計量按公允值模式計量的投資物業的遞延稅項而言，假定該等物業的賬面值可透過出售收回，除非假定被駁回則另作別論。惟若該投資物業可予折舊，而本集團的業務目標為隨時間消耗該投資物業所包含絕大部分經濟利益（而非透過出售）的商業模式持有，此假定則被駁回。如假定被駁回，該等投資物業的遞延稅項按該等物業的預期收回方式計量。

當存在可依法強制執行權利以抵銷對沖現有稅務負債的現有稅項資產時及當彼等與同一稅務機關徵收的所得稅有關及本集團擬按淨額基準清償現有稅項資產及負債時，遞延稅項資產及負債將予抵銷。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) 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 parent of the Company.

(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 parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 重大會計政策(續)

(r) 關聯方

關聯方為與本集團有關連的個人或實體。

(a) 倘屬以下人士，即該人士或該人士的近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本集團母公司的主要管理層成員。

(b) 倘符合下列任何條件，即實體與本集團有關連：

- (i) 該實體與本公司屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Related parties (continued)

(b) (continued)

- (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 parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

(s) 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)

(r) 關聯方(續)

(b) (續)

- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。倘本集團本身屬有關計劃，提供資助的僱主亦與本集團有關連。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或其所屬集團旗下任何成員公司向本公司或本公司母公司提供主要管理人員服務。

(s) 分部報告

經營分部及財務報表所呈報的各分部項目金額取自向本集團最高行政管理人員定期提供以便其向本集團各業務及區域分配資源以及評估該等業務及區域表現的財務資料。

個別重大經營分部不會為財務報告而合併，除非相關分部具有類似的經濟特徵，且產品及服務性質、生產流程性質、客戶類型或類別、分銷產品或提供服務所用方法及監管環境的性質相似。符合上述多數標準的非個別重大經營分部可合併。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, investment property, deferred tax assets and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or 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. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3. 重大會計政策(續)

(t) 資產減值

於各報告期末，本集團檢討有形及無形資產(惟商譽、投資物業、遞延稅項資產及應收款項除外)的賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何有關跡象，則估計該資產的可收回金額以釐定減值虧損的程度。倘無法估計對單項資產的可收回金額，則本集團會估計該資產所屬的現金產生單位的可收回金額。

可收回金額乃公允值減銷售成本與使用價值的較高者。在評估使用價值時，估計日後現金流量按反映當時市場對貨幣時值及該項資產的風險的評估的稅前貼現率折算成現值。

倘資產或現金產生單位的可收回金額估計低於其賬面值，則資產或現金產生單位的賬面值將減至其可收回金額。減值虧損會即時於損益確認，除非有關資產按重估金額列賬，在該情況下減值虧損視為重估減值。

倘若減值虧損其後撥回，資產或現金產生單位的賬面值乃增加至其可收回金額的經修訂估計值，惟已增加賬面值並不超過如過往年度並無確認資產或現金產生單位減值虧損而釐定的賬面值(扣除攤銷或折舊)。減值虧損撥回會即時於損益確認，除非有關資產按重估金額列賬，在該情況下減值虧損撥回視為重估增值。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(v) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

3. 重大會計政策(續)

(u) 撥備及或然負債

本集團因已發生的事件須承擔現有法定或推定責任，而履行責任有可能導致經濟利益流出，並可準確估計責任金額的情況下，須對該等時間或金額不確定的負債確認撥備。倘時間價值重大，則撥備金額乃按預期用於解除該責任支出的現值列賬。

倘需要流出經濟利益的機會不大，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任存在與否將取決於日後是否會發生一宗或多宗事件而定，除非經濟利益流出之可能性極低，否則這些負債亦披露為或然負債。

(v) 報告期後事項

提供有關本集團於報告期末的狀況的額外資料或顯示持續經營假設並不合適的報告期後事項為調整事項，於財務報表中反映。並非調整事項的報告期後事項如屬重大，則於財務報表附註中披露。



4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(a) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

(b) 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.

(i) *Fair values of investment property*

The Group appointed an independent professional valuer to assess the fair value of the investment property. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

4. 重大會計判斷及估計不確定性的主要來源

(a) 應用會計政策時的重大判斷

應用會計政策時，董事已作出下列判斷，其對綜合財務報表內已確認的金額構成最大影響。

投資物業之遞延稅項

就計量按公允值計量的投資物業的遞延稅項而言，董事審閱本集團的投資物業組合並得出本集團投資物業並非按目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益的業務模型持有。因此，釐定本集團投資物業的遞延稅項時，董事所採納假設為按公允值模型計量的投資物業乃透過銷售收回。

(b) 估計不確定性的主要來源

以下為涉及日後的主要假設及於報告期末估計的不確定性的其他主要來源（均擁有導致下個財政年度資產及負債的賬面值出現大幅調整的重大風險）。

(i) *投資物業的公允值*

本集團委任獨立專業估值師評估投資物業的公允值。釐定公允值時，估值師已使用涉及若干估計的估值方法。董事已行使判斷並信納估值方法反映現時市況。



4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

(b) Key sources of estimation uncertainty (continued)

(ii) *Property, plant and equipment and depreciation*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(iii) *Impairment of property, plant and equipment*

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.

(iv) *Recoverability of intangible assets*

During the year, the Group reconsidered the recoverability of its intangible assets arising from the Group's development, which is included in its consolidated statement of financial position at 31 March 2017 at HK\$7,886,735. Detailed sensitivity analysis has been carried out and the Group is confident that the carrying amount of the assets will be recovered in full, even if returns are reduced. This situation will be closely monitored, and adjustments made in future periods, if future market activity indicates that such adjustments are appropriate.

4. 重大會計判斷及估計不確定性的主要來源(續)

(b) 估計不確定性的主要來源(續)

(ii) 物業、廠房及設備及折舊

本集團釐定本集團物業、廠房及設備的估計可使用年期、剩餘價值及相關折舊開支。此估計乃基於對性質及功能相似的物業、廠房及設備的實際可使用年期及剩餘價值的過往經驗。倘可使用年期及剩餘價值與先前估計不同，本集團將修訂折舊開支，或撇銷或撇減已廢棄或出售的技術上已過時或非策略性的資產。

(iii) 物業、廠房及設備減值

物業、廠房及設備於出現事件或情況變化顯示資產賬面值超過其可收回金額時作出減值檢討。可收回金額參考估計未來現金流量現值釐定。未來現金流量少於預期或出現不利事件或事實及情況有所變動導致須修訂估計未來現金流量時可能產生重大減值虧損。

(iv) 無形資產的可收回性

年內，本集團重新考慮本集團發展所產生無形資產的可收回性，有關數字計入於2017年3月31日綜合財務狀況表為7,886,735港元。本集團已進行詳細敏感度分析，本集團有信心，儘管回報減少，有關資產的賬面值將可全數收回。本集團密切監控有關情況，並將於未來市場活動顯示作出調整屬合適時於未來期間作出調整。



4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

(b) Key sources of estimation uncertainty (continued)

(v) Impairment of trade and other receivables

The directors periodically review the Group's receivables to assess whether impairment exists. In determining whether impairment should be provided, the directors evaluated individually each account for impairment after taking into account the value of each account's underlying collateral and the latest financial position of those clients in default of settlement.

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 through the optimisation of the debt and equity balance.

During the reporting period, the capital structure of the Group consist of debt which includes interest-bearing loans and equity attributable to owners of the Company, comprising issued share capital and reserves. The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the associated risks, and take appropriate actions to adjust the Group's capital structure. The Group's overall strategy remains unchanged from prior periods.

4. 重大會計判斷及估計不確定性的主要來源(續)

(b) 估計不確定性的主要來源(續)

(v) 貿易及其他應收款項減值

董事定期審閱本集團之應收款項以評估是否存在減值。董事於釐定減值應否作出撥備時就各賬戶作出獨立減值評估，並已計及各賬戶相關抵押品的價值及該等欠款客戶的最近財務狀況。

5. 資本風險管理

本集團管理其資本旨在確保本集團旗下實體可持續經營，同時透過優化債務及股本結餘，盡量為股東帶來最大回報。

於報告期間本集團的資本架構包括債務(包括計息貸款)及本公司擁有人應佔權益(包括已發行股本及儲備)。董事定期檢討資本架構。作為檢討其中一部分，董事考慮資本成本及相關風險，並採取合適行動調整本集團的資本架構。本集團的整體策略與過往期間一致，維持不變。



6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate 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 Group has certain exposure to foreign currency risk as the Group's deposits placed for life insurance policies are denominated in United States dollar ("US\$").

The Group considers the risk exposure to foreign currency fluctuation is limited as long as the HK\$ remains pegged to the US\$. This analysis is performed on the same basis for 2016.

(b) Interest rate risk

The Group's finance lease payables bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its pledged bank deposits and bank borrowings. These deposits and borrowings bear interests at variable rates varied with the then prevailing market condition.

The Group does not consider that it has any significant exposure to the risk of changes in market interest rates from its bank deposits and bank borrowings as a reasonably possible change of 50 basis points in the interest rates would have no material impact on the Group's consolidated profit or loss for the years ended 31 March 2017 and 2016.

6. 財務風險管理

本集團業務面臨多種財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃集中於金融市場的不可預測性及尋求將本集團的財務表現上潛在不利影響減至最低。

(a) 外匯風險

由於本集團就人壽保險保單存入的按金以美元(「美元」)列值，故本集團需承受若干外匯風險。

本集團認為承受外匯波動的風險有限，原因為港元仍與美元掛鈎。本分析乃按2016年的相同基準進行。

(b) 利率風險

本集團應付融資租賃款項以固定利率計息，因而面對公允值利率風險。

本集團面對已抵押銀行存款及銀行借貸所產生的利率風險。該等存款及借貸按當時市況以浮動利率計息。

由於利率合理可能變動50個基點對本集團截至2017年及2016年3月31日止年度的綜合損益表並無任何重大影響，故本集團認為其並無因銀行存款及銀行借款市場利率變動而面臨任何重大風險。



6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk

The carrying amount of the cash and bank balances, pledged bank deposits and trade and other receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk. It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to director's approval. Receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to bad debts is not significant.

At the end of the reporting period, the Group had a certain concentration of credit risk as 15.8% (2016: 32.2%) of the total trade receivables was due from the Group's five largest customers. Details of the credit quality of the trade receivables that are neither past due nor impaired were set out in note 26 to the consolidated financial statements.

The credit risk on cash and bank balances and pledged bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

6. 財務風險管理(續)

(c) 信貸風險

綜合財務狀況表內所列的現金及銀行結餘、已抵押銀行存款、貿易及其他應收款項的賬面值乃指本集團就本集團的金融資產所承受的最大信貸風險。

本集團並無信貸集中風險。本集團有政策確保向擁有適當信貸歷史的客戶進行銷售。

本集團僅與獲認可及信譽良好的第三方交易。本集團政策為所有有意按信貸條款交易的客戶均須獲董事批准。本集團持續監控應收款項結餘以確保本集團所承受壞賬並不重大。

於報告期末，本集團的貿易應收款項總額的信貸集中風險為15.8% (2016年：32.2%)，有關金額由本集團的五大客戶結欠。未逾期亦無減值的貿易應收款項的信貸質素詳情載於綜合財務報表附註26。

現金及銀行結餘及已抵押銀行存款的信貸風險有限，原因是交易對方乃獲國際信貸評級機構給予高度信貸評級的銀行。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



6. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity profile of the Company's financial liabilities as at the end of reporting period, based on the contracted undiscounted payments, was as follows:

2017

| | | On demand | Less than 1 year | More than 1 year but less than 5 years | Total contractual undiscounted cash flow | Carrying amounts |
|---------------------------|------------|------------------|---------------------|---|---|---------------------|
| | | 按要求 | 少於1年 | 超過1年 但少於5年 | 合約未貼現 現金流量總額 | 賬面值 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 |
| Trade and other payables | 貿易及其他應付款項 | - | 64,006,351 | - | 64,006,351 | 64,006,351 |
| Finance lease payables | 應付融資租賃款項 | - | 226,611 | 84,695 | 311,306 | 303,151 |
| Promissory notes payable | 應付承兌票據 | - | - | 14,000,000 | 14,000,000 | 12,157,882 |
| Bank borrowings — secured | 銀行借款 — 有抵押 | 9,370,264 | - | - | 9,370,264 | 9,370,264 |
| | | 9,370,264 | 64,232,962 | 14,084,695 | 87,687,921 | 85,837,648 |

2016

| | | On demand | Less than 1 year | More than 1 year but less than 5 years | Total contractual undiscounted cash flow | Carrying amounts |
|---------------------------|------------|------------------|---------------------|---|---|---------------------|
| | | 按要求 | 少於1年 | 超過1年 但少於5年 | 合約未貼現 現金流量總額 | 賬面值 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 |
| Trade and other payables | 貿易及其他應付款項 | - | 46,101,883 | - | 46,101,883 | 46,101,883 |
| Finance lease payables | 應付融資租賃款項 | - | 306,936 | 311,306 | 618,242 | 592,193 |
| Bank borrowings — secured | 銀行借款 — 有抵押 | 8,582,888 | - | - | 8,582,888 | 8,582,888 |
| | | 8,582,888 | 46,408,819 | 311,306 | 55,303,013 | 55,276,964 |

6. 財務風險管理(續)

(d) 流動資金風險

本集團政策為定期監控目前及預期的流動資金需求，以確保其維持充裕現金儲備，以應付長短期流動資金需求。

於報告期末，本公司金融負債按合約未貼現付款的到期分析如下：

2017年

| | | On demand | Less than 1 year | More than 1 year but less than 5 years | Total contractual undiscounted cash flow | Carrying amounts |
|---------------------------|------------|------------------|---------------------|---|---|---------------------|
| | | 按要求 | 少於1年 | 超過1年 但少於5年 | 合約未貼現 現金流量總額 | 賬面值 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 |
| Trade and other payables | 貿易及其他應付款項 | - | 64,006,351 | - | 64,006,351 | 64,006,351 |
| Finance lease payables | 應付融資租賃款項 | - | 226,611 | 84,695 | 311,306 | 303,151 |
| Promissory notes payable | 應付承兌票據 | - | - | 14,000,000 | 14,000,000 | 12,157,882 |
| Bank borrowings — secured | 銀行借款 — 有抵押 | 9,370,264 | - | - | 9,370,264 | 9,370,264 |
| | | 9,370,264 | 64,232,962 | 14,084,695 | 87,687,921 | 85,837,648 |

2016年

| | | On demand | Less than 1 year | More than 1 year but less than 5 years | Total contractual undiscounted cash flow | Carrying amounts |
|---------------------------|------------|------------------|---------------------|---|---|---------------------|
| | | 按要求 | 少於1年 | 超過1年 但少於5年 | 合約未貼現 現金流量總額 | 賬面值 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 |
| Trade and other payables | 貿易及其他應付款項 | - | 46,101,883 | - | 46,101,883 | 46,101,883 |
| Finance lease payables | 應付融資租賃款項 | - | 306,936 | 311,306 | 618,242 | 592,193 |
| Bank borrowings — secured | 銀行借款 — 有抵押 | 8,582,888 | - | - | 8,582,888 | 8,582,888 |
| | | 8,582,888 | 46,408,819 | 311,306 | 55,303,013 | 55,276,964 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

6. 財務風險管理(續)

(e) Categories of financial instruments

(e) 金融工具類別

| | | At 31 December | |
|--|----------------------|--------------------|-------------|
| | | 於3月31日 | |
| | | 2017 | 2016 |
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Financial assets: | 金融資產： | | |
| Equity investment at fair value through other comprehensive income | 按公允值計入其他全面收益的股本投資 | - | 4,267,000 |
| Loans and receivables (including cash and cash equivalents) | 貸款及應收款項(包括現金及現金等價物)： | | |
| — Deposits placed for life insurance policies | — 就人壽保險保單存入的按金 | 8,169,842 | 7,955,915 |
| — Trade and other receivables | — 貿易及其他應收款項 | 60,836,884 | 52,864,288 |
| — Pledged bank deposits | — 已抵押銀行存款 | 7,105,972 | 7,595,971 |
| — Cash and cash equivalents | — 現金及現金等價物 | 45,164,990 | 64,772,631 |
| | | 121,277,688 | 137,455,805 |
| Financial liabilities: | 金融負債： | | |
| Financial liabilities at amortised cost | 按攤銷成本計值的金融負債： | | |
| — Trade and other payables | — 貿易及其他應付款項 | 64,006,351 | 46,101,883 |
| — Promissory notes payable | — 應付承兌票據 | 12,157,882 | - |
| — Bank borrowings — secured | — 銀行借貸—有抵押 | 9,370,264 | 8,582,888 |
| | | 85,534,497 | 54,684,771 |

(f) Fair value

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) 公允值

綜合財務狀況所反映本集團金融資產及金融負債的賬面值與其各自的公允值相若。



6. FINANCIAL RISK MANAGEMENT (continued)

(f) Fair value (continued)

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 the inputs to valuation techniques used to measure fair value:

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.

6. 財務風險管理(續)

(f) 公允值(續)

公允值是市場參與者在計量日進行之有秩序交易中出售一項資產所收取或轉讓一項負債所支付的價格。以下披露的公允值計量使用公允值等級機制，有關機制將用以計量公允值之估值技術之輸入數據分為三級，詳情如下：

第一級輸入 本集團可在計量日數據：取得之相同資產或負債在活躍市場之報價(未經調整)。

第二級輸入 除第一級市場報價數據：以外，基於可直接或間接觀察取得之資產或負債輸入數據。

第三級輸入 資產或負債之無法數據：觀察輸入數據。

本集團的政策是於導致轉撥情況的事件或變動發生當日，確認三個級別的任何轉入及轉出。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(f) Fair value (continued)

(i) Disclosures of level in fair value hierarchy at 31 March 2017:

| Description: | 描述： | Fair value measurements using: | | Total 2017 總計 2017年 HK\$ 港元 |
|--|--------------------|--------------------------------|------------------------------|---|
| | | Level 2 第二級 HK\$ 港元 | Level 3 第三級 HK\$ 港元 | |
| Recurring fair value measurements: | 經常性公允價值計量： | | | |
| Equity investment at fair value through other comprehensive income | 按公允價值計入其他全面收益的股本投資 | | | |
| — Private equity investment | — 私募股權投資 | — | — | — |
| Investment property | 投資物業 | | | |
| Commercial — Hong Kong | 商業 — 香港 | 28,817,301 | — | 28,817,301 |
| Total recurring fair value measurements | 經常性公允價值計量總額 | 28,817,301 | — | 28,817,301 |

Disclosures of level in fair value hierarchy at 31 March 2016:

| Description: | 描述： | Fair value measurements using: | | Total 2016 總計 2016年 HK\$ 港元 |
|--|--------------------|--------------------------------|------------------------------|---|
| | | Level 2 第二級 HK\$ 港元 | Level 3 第三級 HK\$ 港元 | |
| Recurring fair value measurements: | 經常性公允價值計量： | | | |
| Equity investment at fair value through other comprehensive income | 按公允價值計入其他全面收益的股本投資 | | | |
| — Private equity investment | — 私募股權投資 | — | 4,267,000 | 4,267,000 |
| Total recurring fair value measurements | 經常性公允價值計量總額 | — | 4,267,000 | 4,267,000 |

During the year, there was no asset transferred from level 3 to other two levels of fair value hierarchy.

年內，並無資產由第三級轉撥至另外兩個公允價值層級。

6. 財務風險管理(續)

(f) 公允值(續)

(i) 於2017年3月31日的公允價值層級的披露：

| Description: | 描述： | Fair value measurements using: | | Total 2017 總計 2017年 HK\$ 港元 |
|--|--------------------|--------------------------------|------------------------------|---|
| | | Level 2 第二級 HK\$ 港元 | Level 3 第三級 HK\$ 港元 | |
| Recurring fair value measurements: | 經常性公允價值計量： | | | |
| Equity investment at fair value through other comprehensive income | 按公允價值計入其他全面收益的股本投資 | | | |
| — Private equity investment | — 私募股權投資 | — | — | — |
| Investment property | 投資物業 | | | |
| Commercial — Hong Kong | 商業 — 香港 | 28,817,301 | — | 28,817,301 |
| Total recurring fair value measurements | 經常性公允價值計量總額 | 28,817,301 | — | 28,817,301 |

於2016年3月31日的公允價值層級披露：

| Description: | 描述： | Fair value measurements using: | | Total 2016 總計 2016年 HK\$ 港元 |
|--|--------------------|--------------------------------|------------------------------|---|
| | | Level 2 第二級 HK\$ 港元 | Level 3 第三級 HK\$ 港元 | |
| Recurring fair value measurements: | 經常性公允價值計量： | | | |
| Equity investment at fair value through other comprehensive income | 按公允價值計入其他全面收益的股本投資 | | | |
| — Private equity investment | — 私募股權投資 | — | 4,267,000 | 4,267,000 |
| Total recurring fair value measurements | 經常性公允價值計量總額 | — | 4,267,000 | 4,267,000 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



6. FINANCIAL RISK MANAGEMENT (continued)

(f) Fair value (continued)

(ii) Reconciliation of assets measured at fair value based on level 3:

| Description | 描述 |
|---|-------------------------|
| At 1 April | 於4月1日 |
| Addition during the year | 年內添置 |
| Total gains/(losses) recognised in other comprehensive income | 於其他全面收益確認的 收益/(虧損)總額 |
| At 31 March | 於3月31日 |

The total gains or losses recognised in other comprehensive income are presented in loss on equity investment at fair value through other comprehensive income in the consolidated statement of profit or loss and other comprehensive income.

6. 財務風險管理(續)

(f) 公允值(續)

(ii) 以第三級公允值計量之資產對賬:

Equity investment at fair value through other comprehensive income
按公允值計入其他全面收益的股本投資

| 2017 | 2016 |
|-------------|-------------|
| 2017年 | 2016年 |
| HK\$ | HK\$ |
| 港元 | 港元 |
| 4,267,000 | – |
| – | 13,000,000 |
| (4,267,000) | (8,733,000) |
| – | 4,267,000 |

於其他全面收益確認的收益或虧損總額於綜合損益及其他全面收益表反映為按公允值計入其他全面收益的股本投資虧損。



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

For the year ended 31 March 2017 截至2017年3月31日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(f) Fair value (continued)

(iii) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 March:

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 four times a year.

The Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Level 2 fair value measurements

| Description 描述 | Valuation technique 估值技術 | Inputs 輸入數據 | Fair value 公允值 2017 2017年 HK\$ 港元 | Fair value 公允值 2016 2016年 HK\$ 港元 |
|-------------------|-----------------------------|----------------|---|--|
| | | | Commercial investment property — Hong Kong 商業投資物業 — 香港 | Market comparable approach 可資比較市場法 |

Level 3 fair value measurements

| Description 描述 | Valuation technique 估值技術 | Unobservable inputs 不可觀察 輸入數據 | Range 範圍 | Effect on fair value for increase of inputs 輸入數據增加對公允值的影響 | Fair value 公允值 2017 2017年 HK\$ 港元 | Fair value 公允值 2016 2016年 HK\$ 港元 |
|-------------------|-----------------------------|-------------------------------------|-------------|--|--|--|
| | | | | | Private equity investment 私募股權投資 | Asset approach 資產法 |

6. 財務風險管理(續)

(f) 公允值(續)

(iii) 本集團採用估值程序及估值技術以及公允值計量所採用輸入數據於3月31日之披露：

本集團財務總監負責進行財務申報所需資產及負債公允值計量，當中包括第三級公允值計量。財務總監直接向董事會匯報該等公允值計量。財務總監及董事會每年就估值程序及結果進行至少四次討論。

本集團一般委聘具認可專業資格及近期經驗的外部估值專家進行估值。

第二級公允值計量

第三級公允值計量

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



7. REVENUE

The Group is principally engaged in the provision of property management services during the year. An analysis of the Group's revenue recognised during the years is as follows:

7. 收益

本集團於年內主要從事提供物業管理服務。年內本集團的已確認收益分析如下：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|----------|-----------------------------|-----------------------------|
| Provision of property management services | 提供物業管理服務 | 395,513,512 | 374,024,102 |

8. OTHER REVENUE

8. 其他收益

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-------------------|-----------------------------|-----------------------------|
| Bank interest income | 銀行利息收入 | 8,969 | 4,227 |
| Interest income from deposits placed for life insurance policies | 就人壽保險保單存入的按金的利息收入 | 294,341 | 284,504 |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備的收益 | 5,000 | – |
| Consultancy income | 顧問收入 | 30,000 | – |
| Gain on waiver of amount due to former ultimate holding company | 豁免應付前最終控股公司款項的收益 | – | 1,205,065 |
| | | 338,310 | 1,493,796 |



9. SEGMENT INFORMATION

(a) Reportable segments

The Group has two (2016: one) reportable segments. The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments:

- (i) Provision of property management services
- (ii) Properties investment

The accounting policies of the operating segments are the same as those described in note 3 to the consolidated financial statements. Segment profits or losses do not include dividend income and gains or losses from investments. Segment assets do not include investments. Segment non-current assets do not include financial instruments and deferred tax assets.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

9. 分部資料

(a) 可呈報分部

本集團目前經營兩個(2016年：一個)可呈報分部。本集團的可呈報分部為提供不同產品及服務的策略性業務單位。有關單位獨立管理，原因為各業務需要不同的科技及營銷策略。下文概述本集團各可呈報分部的營運：

- (i) 提供物業管理服務
- (ii) 物業投資

經營分部的會計政策與綜合財務報表附註3所說明者相同。分部溢利或虧損不包括股息收入以及投資的收益或虧損。分部資產不包括投資。分部非流動資產不包括金融工具及遞延稅項資產。

本集團將分部間銷售及轉讓列賬計入，猶如有關銷售或轉讓乃向第三方(即按現時市價)作出。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



9. SEGMENT INFORMATION (continued)

(a) Reportable segments (continued)

(i) Business segments

| | | Provision of property management services 提供物業 管理服務 HK\$ 港元 | Properties investment 物業投資 HK\$ 港元 | Total 總計 HK\$ 港元 |
|--|--------------|--|--|---------------------------|
| Reportable segment revenue: | 可呈報分部收益： | | | |
| Revenue from external customers | 來自外界客戶的收益 | 395,513,512 | - | 395,513,512 |
| Reportable segment profit/(loss) | 可呈報分部溢利/(虧損) | 21,299,712 | - | 21,299,712 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,156,573 | - | 1,156,573 |
| Amortisation of intangible assets | 無形資產攤銷 | 717,512 | - | 717,512 |
| Income tax expense | 所得稅開支 | 3,320,101 | - | 3,320,101 |
| Interest revenue | 利息收益 | 303,310 | - | 303,310 |
| Interest expense | 利息開支 | 195,847 | - | 195,847 |
| Additions to property, plant and equipment | 添置物業、廠房及設備 | 806,686 | 9,512,507 | 10,319,193 |

At 31 March 2017
於2017年3月31日

| | | Provision of property management services 提供物業 管理服務 HK\$ 港元 | Properties investment 物業投資 HK\$ 港元 | Total 總計 HK\$ 港元 |
|--------------------------------|---------|--|--|---------------------------|
| Reportable segment assets | 可呈報分部資產 | 114,236,708 | 29,074,278 | 143,310,986 |
| Reportable segment liabilities | 可呈報分部負債 | 85,324,191 | 417,221 | 85,741,412 |

9. 分部資料(續)

(a) 可呈報分部(續)

(i) 業務分部

For the year ended 31 March 2017
截至2017年3月31日止年度

| | | Provision of property management services 提供物業 管理服務 HK\$ 港元 | Properties investment 物業投資 HK\$ 港元 | Total 總計 HK\$ 港元 |
|--|--|--|--|---------------------------|
|--|--|--|--|---------------------------|

| | | | | |
|--|--------------|-------------|-----------|-------------|
| Reportable segment revenue: | 可呈報分部收益： | | | |
| Revenue from external customers | 來自外界客戶的收益 | 395,513,512 | - | 395,513,512 |
| Reportable segment profit/(loss) | 可呈報分部溢利/(虧損) | 21,299,712 | - | 21,299,712 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,156,573 | - | 1,156,573 |
| Amortisation of intangible assets | 無形資產攤銷 | 717,512 | - | 717,512 |
| Income tax expense | 所得稅開支 | 3,320,101 | - | 3,320,101 |
| Interest revenue | 利息收益 | 303,310 | - | 303,310 |
| Interest expense | 利息開支 | 195,847 | - | 195,847 |
| Additions to property, plant and equipment | 添置物業、廠房及設備 | 806,686 | 9,512,507 | 10,319,193 |

At 31 March 2017
於2017年3月31日

| | | Provision of property management services 提供物業 管理服務 HK\$ 港元 | Properties investment 物業投資 HK\$ 港元 | Total 總計 HK\$ 港元 |
|--------------------------------|---------|--|--|---------------------------|
| Reportable segment assets | 可呈報分部資產 | 114,236,708 | 29,074,278 | 143,310,986 |
| Reportable segment liabilities | 可呈報分部負債 | 85,324,191 | 417,221 | 85,741,412 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

9. SEGMENT INFORMATION (CONTINUED)

(a) Reportable segments (continued)

(i) Business segments (continued)

| | |
|---|------------|
| Reportable segment revenue: | 可呈報分部收益： |
| Revenue from external customers | 來自外界客戶的收益 |
| Reportable segment profit | 可呈報分部溢利 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 |
| Amortisation of intangible assets | 無形資產攤銷 |
| Income tax expense | 所得稅開支 |
| Interest revenue | 利息收益 |
| Interest expense | 利息開支 |
| Additions to property, plant and equipment | 添置物業、廠房及設備 |

9. 分部資料(續)

(a) 可呈報分部(續)

(i) 業務分部(續)

For the year ended 31 March 2016
截至2016年3月31日止年度

| Provision of property management services 提供物業管理服務 HK\$ 港元 | Properties investment 物業投資 HK\$ 港元 | Total 總計 HK\$ 港元 |
|---|---|---------------------------|
|---|---|---------------------------|

| | | |
|-------------|---|-------------|
| 374,024,102 | – | 374,024,102 |
| 19,576,595 | – | 19,576,595 |
| 1,445,965 | – | 1,445,965 |
| – | – | – |
| 3,140,684 | – | 3,140,684 |
| 288,731 | – | 288,731 |
| 991,742 | – | 991,742 |
| 874,164 | – | 874,164 |

At 31 March 2016
於2016年3月31日

| Provision of property management services 提供物業管理服務 HK\$ 港元 | Properties investment 物業投資 HK\$ 港元 | Total 總計 HK\$ 港元 |
|---|---|---------------------------|
|---|---|---------------------------|

| | | | | |
|--------------------------------|---------|-------------|---|-------------|
| Reportable segment assets | 可呈報分部資產 | 110,327,273 | – | 110,327,273 |
| Reportable segment liabilities | 可呈報分部負債 | 55,247,173 | – | 55,247,173 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



9. SEGMENT INFORMATION (continued)

(a) Reportable segments (continued)

(ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

Year ended 31 March 截至3月31日止年度

Revenue

Reportable segment revenue and consolidated revenue

收益

可呈報分部收益及綜合收益

395,513,512 374,024,102

Profit or loss

Reportable segment profits

Inter-segment profits

Unallocated other income

Unallocated corporate expenses

Unallocated finance costs

溢利或虧損

可呈報分部溢利

分部間溢利

未分配其他收入

未分配企業開支

未分配融資成本

21,299,712 19,576,595

409,375 –

– 1,205,065

(8,200,800) (14,186,108)

(8) (640,000)

Consolidated profit before tax

除稅前綜合溢利

13,508,279 5,955,552



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

9. SEGMENT INFORMATION (continued)

(a) Reportable segments (continued)

(ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities: (continued)

| At 31 March | 於3月31日 | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---------------------------------------|-------------|-----------------------------|-----------------------------|
| Assets | 資產 | | |
| Reportable segment assets | 可呈報分部資產 | 143,310,986 | 110,327,273 |
| Unallocated cash and cash equivalents | 未分配現金及現金等價物 | 13,033,990 | 26,939,470 |
| Other unallocated corporate assets | 其他未分配企業資產 | 47,050,328 | 7,603,786 |
| Consolidated total assets | 綜合資產總值 | 203,395,304 | 144,870,529 |
| Liabilities | 負債 | | |
| Reportable segment liabilities | 可呈報分部負債 | 85,741,412 | 55,247,173 |
| Unallocated corporate liabilities | 未分配企業負債 | 1,383,603 | 1,281,560 |
| Consolidated total liabilities | 綜合負債總額 | 87,125,015 | 56,528,733 |

(b) Geographical information

During the two years ended 31 March 2017 and 2016, all revenue is derived from customers in Hong Kong and the Group's non-current assets as at 31 March 2017 and 2016 are all located in Hong Kong.

(c) Information about major customers

An analysis of the Group's revenue from major services is set out in note 7 above. No customer accounted for 10 percent or more of the total revenue for the years ended 31 March 2017 and 2016.

9. 分部資料(續)

(a) 可呈報分部(續)

(ii) 可呈報分部的收益、溢利或虧損、資產及負債的對賬：(續)

| At 31 March | 於3月31日 | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---------------------------------------|-------------|-----------------------------|-----------------------------|
| Assets | 資產 | | |
| Reportable segment assets | 可呈報分部資產 | 143,310,986 | 110,327,273 |
| Unallocated cash and cash equivalents | 未分配現金及現金等價物 | 13,033,990 | 26,939,470 |
| Other unallocated corporate assets | 其他未分配企業資產 | 47,050,328 | 7,603,786 |
| Consolidated total assets | 綜合資產總值 | 203,395,304 | 144,870,529 |
| Liabilities | 負債 | | |
| Reportable segment liabilities | 可呈報分部負債 | 85,741,412 | 55,247,173 |
| Unallocated corporate liabilities | 未分配企業負債 | 1,383,603 | 1,281,560 |
| Consolidated total liabilities | 綜合負債總額 | 87,125,015 | 56,528,733 |

(b) 地區資料

截至2017年及2016年3月31日止兩個年度，所有收益均來自香港客戶，而於2017年及2016年3月31日，本集團的非流動資產均位於香港。

(c) 有關主要客戶的資料

本集團來自主要服務的收益的分析載於上文附註7。截至2017年及2016年3月31日止年度，概無客戶佔總收益10%或以上。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



10. FINANCE COSTS

10. 融資成本

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|--------------|-----------------------------|-----------------------------|
| Interest expenses on: | 下列各項的利息開支： | | |
| — Bank borrowings | — 銀行借貸 | 177,962 | 328,872 |
| — Imputed interest on convertible notes | — 可換股票據的推定利息 | — | 640,000 |
| Finance lease charges | 融資租賃費用 | 17,893 | 22,870 |
| | | 195,855 | 991,742 |

11. PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

11. 本公司擁有人應佔年內溢利

The Group's profit for the year is arrived at after charging:

本集團年內溢利乃經扣除下列項目：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-----------------|-----------------------------|-----------------------------|
| Staff costs (including directors' remuneration): | 員工成本(包括董事薪酬)： | | |
| — Salaries, wages and allowances | — 薪金、工資及津貼 | 329,102,653 | 332,337,435 |
| — Equity-settled share-based payments | — 按股權結算以股份支付的款項 | — | 919,600 |
| — Retirement benefits scheme contributions | — 退休福利計劃供款 | 9,487,160 | 9,391,812 |
| | | 338,589,813 | 342,648,847 |
| Auditors' remuneration | 核數師酬金 | 540,000 | 550,000 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,163,297 | 1,445,965 |
| Amortisation of intangible assets | 無形資產攤銷 | 717,512 | — |
| Operating lease charges in respect of | 下列各項的經營租賃開支 | | |
| — Premises | — 物業 | 3,413,400 | 3,147,400 |
| — Motor vehicles | — 汽車 | 568,000 | — |
| Equity-settled consultancy fees | 按股權結算的顧問費用 | — | 2,207,040 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

12. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

(a) Directors' and senior management's emoluments

For the year ended 31 March 2017

12. 董事及五位最高薪人士薪酬

(a) 董事及高級管理人員薪酬

截至2017年3月31日止年度

| | Notes 附註 | Fees 袍金 HK\$ 港元 | Salaries, allowances and other benefits 薪金、津貼 及其他福利 HK\$ 港元 | Share-based payments 以股份 支付的款項 HK\$ 港元 | Contributions to retirement scheme 退休計劃供款 HK\$ 港元 | Total 合計 HK\$ 港元 |
|--|-------------|--------------------------|---|---|--|---------------------------|
| Executive directors: | | | | | | |
| 執行董事： | | | | | | |
| Yan Chi Ming | (i) | 196,774 | - | - | - | 196,774 |
| Ho Ying Choi | | - | 3,903,318 | - | 18,000 | 3,921,318 |
| Wu Yilin | (ii) | - | 281,667 | - | 9,000 | 290,667 |
| Lee Chin Ching, Cyrix | (iii) | - | 152,419 | - | 5,371 | 157,790 |
| Eric Todd (Chairman) | (iv) | - | 400,000 | - | 14,750 | 414,750 |
| Huang He | (v) | - | 94,087 | - | 4,121 | 98,208 |
| Non-executive director: | | | | | | |
| 非執行董事： | | | | | | |
| Wong Kui Shing, Danny | (vi) | 95,484 | - | - | - | 95,484 |
| Independent non-executive director: | | | | | | |
| 獨立非執行董事： | | | | | | |
| Tso Siu Lun, Alan | | 120,000 | - | - | - | 120,000 |
| Lam Kai Yeung | | 120,000 | - | - | - | 120,000 |
| Lo Chi Ho, Richard | | 120,000 | - | - | - | 120,000 |
| | | 652,258 | 4,831,491 | - | 51,242 | 5,534,991 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



12. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

(a) Directors' and senior management's emoluments (continued)

For the year ended 31 March 2016

| | Notes 附註 | Fees | Salaries, allowances and other benefits | Share-based payments | Contributions to retirement scheme | Total |
|--------------------------------------|-------------|------------------|---|----------------------------|--|------------------|
| | | 袍金 HK\$ 港元 | 薪金、津貼 及其他福利 HK\$ 港元 | 以股份 支付的款項 HK\$ 港元 | 退休計劃供款 HK\$ 港元 | 合計 HK\$ 港元 |
| Executive directors: | 執行董事： | | | | | |
| Yan Chi Ming | 甄子明 | 174,194 | - | - | - | 174,194 |
| Ho Ying Choi | 何應財 | - | 4,294,829 | - | 18,000 | 4,312,829 |
| Wu Yilin | 吳以琳 | 135,484 | - | - | - | 135,484 |
| Liu Dan | Liu Dan | - | 1,053,333 | - | - | 1,053,333 |
| Shen Ka Yip, Timothy | 沈嘉奕 | - | 1,451,613 | 459,800 | 15,000 | 1,926,413 |
| Lai Sze Yau, Vivien | 黎思攸 | - | 774,194 | 459,800 | 15,000 | 1,248,994 |
| Non-executive directors: | 非執行董事： | | | | | |
| Wong Kui Shing, Danny | 王鉅成 | 54,194 | - | - | - | 54,194 |
| Shum Lok To | 岑樂濤 | 101,032 | - | - | - | 101,032 |
| Independent non-executive directors: | 獨立非執行董事： | | | | | |
| Tso Siu Lun, Alan | 曹肇倫 | 120,000 | - | - | - | 120,000 |
| Lam Kai Yeung | 林繼陽 | 54,193 | - | - | - | 54,193 |
| Chow Siu Lui | 鄧小磊 | 65,806 | - | - | - | 65,806 |
| Lo Chi Ho, Richard | 羅志豪 | 34,839 | - | - | - | 34,839 |
| Bai Jin Rong | 白金榮 | 112,258 | - | - | - | 112,258 |
| | | 852,000 | 7,573,969 | 919,600 | 48,000 | 9,393,569 |

Notes:

- (i) Resigned on 29 July 2016
- (ii) Resigned on 19 September 2016
- (iii) Appointed on 20 December 2016
- (iv) Appointed as chairman of the board and executive director on 1 August 2016
- (v) Appointed on 13 October 2016 and resigned on 20 December 2016
- (vi) Resigned on 18 January 2017

附註：

- (i) 於2016年7月29日辭任
- (ii) 於2016年9月19日辭任
- (iii) 於2016年12月20日獲委任
- (iv) 於2016年8月1日獲委任為董事會主席及執行董事
- (v) 於2016年10月13日獲委任後於2016年12月20日辭任
- (vi) 於2017年1月18日辭任



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

For the year ended 31 March 2017 截至2017年3月31日止年度

12. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (continued)

(b) Five highest paid individual emoluments

One (2016: three) of the five highest paid individuals of the Group was the director whose emolument is set out in the above. For the year ended 31 March 2017, the remaining four (2016: two) employees' emoluments of the Group were as follows:

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|----------|-----------------------------|-----------------------------|
| Basic salaries and allowances | 基本薪金及津貼 | 5,325,371 | 3,994,389 |
| Discretionary bonus | 酌情花紅 | 873,428 | 1,227,293 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 54,000 | 34,500 |
| | | 6,252,799 | 5,256,182 |

The emoluments fell within the following bands:

| | | Number of individuals 人數 | |
|-----------------------------|-------------------------|-----------------------------|---------------|
| | | 2017 2017年 | 2016 2016年 |
| Emolument band: | 薪酬範圍： | | |
| Nil-HK\$1,000,000 | 零至1,000,000港元 | 2 | - |
| HK\$1,000,001-HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 1 | 1 |
| HK\$3,500,001-HK\$4,000,000 | 3,500,001港元至4,000,000港元 | 1 | - |
| HK\$4,000,001-HK\$4,500,000 | 4,000,001港元至4,500,000港元 | - | 1 |
| | | 4 | 2 |

(c) During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, none of the directors waived any emoluments during the reporting period (2016: Nil).

12. 董事及五位最高薪人士薪酬 (續)

(b) 五位最高薪人士薪酬

本集團的五位最高薪人士包括一名(2016年：三名)董事，其薪酬詳情載於上文。截至2017年3月31日止年度，餘下四名(2016年：兩名)本集團僱員的薪酬如下：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|----------|-----------------------------|-----------------------------|
| Basic salaries and allowances | 基本薪金及津貼 | 5,325,371 | 3,994,389 |
| Discretionary bonus | 酌情花紅 | 873,428 | 1,227,293 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 54,000 | 34,500 |
| | | 6,252,799 | 5,256,182 |

薪酬介乎下列範圍：

| | | Number of individuals 人數 | |
|-----------------------------|-------------------------|-----------------------------|---------------|
| | | 2017 2017年 | 2016 2016年 |
| Emolument band: | 薪酬範圍： | | |
| Nil-HK\$1,000,000 | 零至1,000,000港元 | 2 | - |
| HK\$1,000,001-HK\$1,500,000 | 1,000,001港元至1,500,000港元 | 1 | 1 |
| HK\$3,500,001-HK\$4,000,000 | 3,500,001港元至4,000,000港元 | 1 | - |
| HK\$4,000,001-HK\$4,500,000 | 4,000,001港元至4,500,000港元 | - | 1 |
| | | 4 | 2 |

(c) 年內，本集團概無向任何董事或最高薪人士支付薪酬，作為其加盟本集團或加盟後的獎金或離職補償。此外，概無董事於報告期間放棄任何薪酬(2016年：無)。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



13. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% (2016: 16.5%) based on the estimated assessable profit for the year.

13. 所得稅開支

香港利得稅已根據年內估計應課稅溢利按16.5% (2016年：16.5%) 作出撥備。

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|-------------------------------------|--------------|-----------------------------|-----------------------------|
| Current tax — Hong Kong Profits Tax | 即期稅項 — 香港利得稅 | | |
| — Provision for the year | — 年內撥備 | 3,691,480 | 3,447,352 |
| — Over-provision in prior years | — 過往年度超額撥備 | (80,000) | (56,381) |
| | | 3,611,480 | 3,390,971 |
| Deferred tax (note 25) | 遞延稅項(附註25) | (291,379) | (250,287) |
| | | 3,320,101 | 3,140,684 |

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

所得稅開支與除稅前溢利乘香港利得稅稅率的對賬如下：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|--------------------------------|-----------------------------|-----------------------------|
| Profit before tax | 除稅前溢利 | 13,508,279 | 5,955,552 |
| Tax calculated at the domestic tax rate of 16.5% (2016: 16.5%) | 按本地稅率16.5% (2016年：16.5%) 計算的稅項 | 2,228,866 | 982,666 |
| Tax effect of income that is not taxable | 毋須課稅收入的稅務影響 | (122,764) | (47,641) |
| Tax effect of expenses that are not deductible | 不可扣減開支的稅務影響 | 1,293,999 | 2,262,040 |
| Over-provision in prior years | 過往年度超額撥備 | (80,000) | (56,381) |
| Income tax expense | 所得稅開支 | 3,320,101 | 3,140,684 |



14. EARNINGS PER SHARE

Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of HK\$10,188,178 (2016: HK\$2,814,868) and the weighted average number of ordinary shares of 551,296,720 (2016: 446,719,656) in issue during the year.

Diluted earnings per share

The effect of the Company's outstanding share options for the year ended 31 March 2017 did not give rise to any dilution effect to the earnings per share.

As the exercise of the Group's outstanding convertible bonds for the year ended 31 March 2016 would be anti-dilutive and there was no dilutive potential ordinary shares for the Company's outstanding share options, no diluted earnings per share was presented for the year ended 31 March 2016.

15. DIVIDEND

No dividend was paid or proposed for the year ended 31 March 2017, nor has any dividend been proposed since the end of the reporting period (2016: Nil).

16. RETIREMENT BENEFIT SCHEMES

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of contribution of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

14. 每股盈利

每股基本盈利

本公司擁有人應佔每股基本盈利乃按本公司擁有人應佔年內溢利10,188,178港元(2016年：2,814,868港元)及年內已發行普通股加權平均數551,296,720股(2016年：446,719,656股)計算。

每股攤薄盈利

截至2017年3月31日止年度，本公司的尚未行使購股權的影響並無對每股盈利產生任何攤薄影響。

由於截至2016年3月31日止年度行使本集團的未償還可換股債券具反攤薄作用及本公司的尚未行使購股權並無潛在攤薄普通股，故並無呈列截至2016年3月31日止年度的每股攤薄盈利。

15. 股息

截至2017年3月31日止年度概無支付或建議任何股息，自報告期間結束以來亦無建議任何股息(2016年：無)。

16. 退休福利計劃

本集團根據香港強制性公積金計劃條例為所有香港的合資格僱員設立強制性公積金計劃(「強積金計劃」)。本集團對強積金計劃的供款乃根據薪金及工資5%計算(每位員工每月最高金額為1,500港元)，且供款於支付予強積金計劃時完全歸僱員所有。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

| | | Land and Buildings 土地及樓宇 HK\$ 港元 | Leasehold improvement 租賃物業裝修 HK\$ 港元 | Furniture and fixture 傢俬及裝置 HK\$ 港元 | Office equipment 辦公室設備 HK\$ 港元 | Motor vehicle 汽車 HK\$ 港元 | Total 合計 HK\$ 港元 |
|--|---------------------------|--|--|---|--|--------------------------------------|---------------------------|
| COST | 成本 | | | | | | |
| At 1 April 2015 | 於2015年4月1日 | - | 3,909,557 | 1,701,254 | 2,614,112 | 2,886,368 | 11,111,291 |
| Additions | 添置 | - | 16,210 | 21,370 | 277,034 | 559,550 | 874,164 |
| At 31 March 2016 and 1 April 2016 | 於2016年3月31日及 2016年4月1日 | - | 3,925,767 | 1,722,624 | 2,891,146 | 3,445,918 | 11,985,455 |
| Additions | 添置 | 9,512,507 | 138,350 | 109,237 | 604,854 | - | 10,364,948 |
| Disposal | 出售 | - | - | - | - | (181,724) | (181,724) |
| At 31 March 2017 | 於2017年3月31日 | 9,512,507 | 4,064,117 | 1,831,861 | 3,496,000 | 3,264,194 | 22,168,679 |
| ACCUMULATED DEPRECIATION AND IMPAIRMENT | 累計折舊及減值 | | | | | | |
| At 1 April 2015 | 於2015年4月1日 | - | 2,437,479 | 467,946 | 2,065,630 | 2,115,777 | 7,086,832 |
| Provided during the year | 年內撥備 | - | 420,052 | 155,382 | 283,981 | 586,550 | 1,445,965 |
| At 31 March 2016 and 1 April 2016 | 於2016年3月31日及 2016年4月1日 | - | 2,857,531 | 623,328 | 2,349,611 | 2,702,327 | 8,532,797 |
| Provided during the year | 年內撥備 | - | 339,483 | 163,367 | 328,748 | 331,699 | 1,163,297 |
| Disposal | 出售 | - | - | - | - | (181,724) | (181,724) |
| At 31 March 2017 | 於2017年3月31日 | - | 3,197,014 | 786,695 | 2,678,359 | 2,852,302 | 9,514,370 |
| CARRYING AMOUNT | 賬面值 | | | | | | |
| At 31 March 2017 | 於2017年3月31日 | 9,512,507 | 867,103 | 1,045,166 | 817,641 | 411,892 | 12,654,309 |
| At 31 March 2016 | 於2016年3月31日 | - | 1,068,236 | 1,099,296 | 541,535 | 743,591 | 3,452,658 |

At 31 March 2017 the carrying amount of motor vehicle held by the Group under finance leases amounted to HK\$411,892 (2016: HK\$ 670,057).

於2017年3月31日，本集團根據融資租賃持有的汽車的賬面值為411,892港元(2016年：670,057港元)。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

18. INVESTMENT PROPERTY

18. 投資物業

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|-------------|--------|-----------------------------|-----------------------------|
| At 1 April | 於4月1日 | – | – |
| Additions | 添置 | 28,817,301 | – |
| At 31 March | 於3月31日 | 28,817,301 | – |

Investment property was revalued at 31 March 2017 on the open market value basis by reference to market evidence of recent transactions for similar properties by Grant Sherman Appraisal Limited, an independent professional valuer.

投資物業由獨立專業估值師中證評估有限公司參考類似物業的近期交易市場證據按公開市值基準於2017年3月31日重估。

19. INTANGIBLE ASSETS

19. 無形資產

| | | Customer contracts 客戶合約 HK\$ 港元 | Computer software 電腦軟件 HK\$ 港元 | Total 合計 HK\$ 港元 |
|---|------------------|---|--|---------------------------|
| COST | 成本 | | | |
| At 1 April 2016 | 於2016年4月1日 | – | – | – |
| Addition | 添置 | – | 6,550,000 | 6,550,000 |
| Acquired through business combination | 透過業務合併收購 | 2,054,247 | – | 2,054,247 |
| At 31 March 2017 | 於2017年3月31日 | 2,054,247 | 6,550,000 | 8,604,247 |
| ACCUMULATED AMORTISATION AND IMPAIRMENT LOSSES | 累計攤銷及減值虧損 | | | |
| At 1 April 2016 | 於2016年4月1日 | – | – | – |
| Amortisation for the year and at 31 March 2017 | 年內攤銷及於2017年3月31日 | 308,137 | 409,375 | 717,512 |
| CARRYING AMOUNT: | 賬面值： | | | |
| At 31 March 2017 | 於2017年3月31日 | 1,746,110 | 6,140,625 | 7,886,735 |



19. INTANGIBLE ASSETS (continued)

The customer contracts are the property management business's critical value driver. They represent the value of rights that arise from contractual arrangement. The average remaining amortisation period of the customer contracts is 4 years.

The computer software is an internal management system which functions address book management for office usage, office communication and office bulletin for property management business. The average remaining amortisation period of the computer software is 4 years.

19. 無形資產(續)

客戶合約為物業管理業務的主要價值動力，指合約安排產生的權利價值。客戶合約的平均剩餘攤銷期為4年。

電腦軟件為內部管理系統，用作辦公室用途的通訊錄管理、物業管理業務的辦公室通訊及辦公室公佈。電腦軟件的平均剩餘攤銷期為4年。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

20. SUBSIDIARIES

Particulars of the Company's major subsidiaries are set out below:

20. 附屬公司

本公司主要附屬公司之詳情載列如下：

| Name | Place of incorporation/ registration | Issued and paid-up capital | Percentage of ownership interest attributable to the Company | Principal activities |
|---|---|---|---|---|
| 名稱 | 註冊成立/ 登記地點 | 已發行及實繳股本 | 本公司 應佔擁有人 權益的百分比 | 主要業務 |
| Kong Shum Union Property Management Group Limited ("KSG") 港深聯合物業管理集團有限公司(「KSG」) | British Virgin Islands 英屬處女群島 | 11 shares of US\$1.00 each 11 股每股面值 1.00 美元的股份 | 100% direct 100% 直接 | Investment holding 投資控股 |
| Kong Shum Union Property Management Company Limited ("KSU") 港深聯合物業管理有限公司(「港深聯合」) | Hong Kong 香港 | HK\$22,000,000 22,000,000 港元 | 100% indirect 100% 間接 | Provision of property management services 提供物業管理服務 |
| K-King Cleaning Services Limited ("K-King") 其勁清潔服務有限公司(「其勁」) | Hong Kong 香港 | HK\$100 100 港元 | 100% indirect 100% 間接 | Provision of cleaning services 提供清潔服務 |
| Q&V Security Company Limited ("Q&V") 僑璋警衛有限公司(「僑璋」) | Hong Kong 香港 | HK\$2,100,000 2,100,000 港元 | 100% indirect 100% 間接 | Provision of security services 提供保安服務 |
| Yorkshire Property Management Limited ("YSL") 約克夏物業管理服務有限公司(「YSL」) | Hong Kong 香港 | HK\$1,000,000 1,000,000 港元 | 100% indirect 100% 間接 | Provision of property management services 提供物業管理服務 |
| More Rise Investment Limited ("MRIL") 添昇投資有限公司(「MRIL」) | Hong Kong 香港 | HK\$2.00 2.00 港元 | 100% indirect 100% 間接 | Properties investment 物業投資 |
| Fortune Trend Investment Limited ("FTIL") 升運投資有限公司(「FTIL」) | Hong Kong 香港 | HK\$2.00 2.00 港元 | 100% indirect 100% 間接 | Properties investment 物業投資 |
| Lucky Stone Investments Limited ("LSI") Lucky Stone Investments Limited (「LSI」) | British Virgin Islands 英屬處女群島 | 1 share of US\$1.00 each 1 股每股面值 1.00 美元的股份 | 100% direct 100% 直接 | Investment holding 投資控股 |
| Lucky Stone Property Investment Limited Lucky Stone Property Investment Limited | Hong Kong 香港 | HK\$100 100 港元 | 100% indirect 100% 間接 | Dormant 暫無營業 |
| Lucky Stone Finance Limited Lucky Stone Finance Limited | Hong Kong 香港 | HK\$100 100 港元 | 100% indirect 100% 間接 | Dormant 暫無營業 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



21. GOODWILL

21. 商譽

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|---------------|-----------------------------|-----------------------------|
| COST | 成本 | | |
| Arising from business combination (note 36) | 因業務合併產生(附註36) | 784,704 | - |
| Impairment loss recognised in the current year | 本年度確認的減值虧損 | - | - |
| At 31 March | 於3月31日 | 784,704 | - |
| CARRYING AMOUNTS | 賬面值 | | |
| At 31 March | 於3月31日 | 784,704 | - |

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units (“CGUs”) that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

業務合併所獲商譽會於收購時分配至預期將受益於該業務合併的現金產生單位(「現金產生單位」)。商譽的賬面值分配如下：

| | | Total 合計 | |
|---|--------------------------|-----------------------------|-----------------------------|
| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
| Provision of property management services | 提供物業管理服務 | | |
| Yorshire Property Management Limited (“YSL”) | 約克夏物業管理服務有限公司 (「YSL」) | 784,704 | - |



21. GOODWILL (continued)

Impairment testing of goodwill

Provision of property management services

The recoverable amounts of the CGUs are determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years. The recoverable amount of the relevant assets has been determined based on a value in use calculation using cash flow projections based on the financial budgets approved by the management covering a 5 year period. Key assumptions used by the management in the value in use calculations of the cash-generating unit include budgeted gross profit margin. The pre-tax discount rate used for estimating the value in use is 19.97%.

The assumptions have been determined based on past performance and management's expectations in respect of the property management market in the Hong Kong.

The management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

21. 商譽(續)

商譽減值測試

提供物業管理服務

現金產生單位的可收回金額乃採用貼現現金流量法以計算使用價值釐定。貼現現金流量法的主要假設與期內貼現率、增長率、預算毛利率及收入有關。本集團採用可反映目前市場對貨幣時間價值的評估及現金產生單位特定風險的稅前比率以估計貼現率。增長率乃以現金產生單位經營業務所在地區的長期平均經濟增長率為基準。預算毛利率及收入乃以過往慣例及對市場發展的預期為基準。

本集團編製的現金流量預測乃按最近由董事批准的未來五年財務預算計算。相關資產的可收回金額已按管理層批准的五年期財務預算為基準編製的現金流量預測以使用價值計算釐定。管理層於現金產生單位使用價值計算所用主要假設包括預算毛利率。用作估計使用價值的稅前貼現率為19.97%。

有關假設已根據過往表現及管理層對於香港物業管理市場的期望而釐定。

管理層現時並不知悉任何其他可能變化會令其必須改變其主要估計。



22. DEPOSITS PLACED FOR LIFE INSURANCE POLICIES

22. 就人壽保險保單存入的按金

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-----------------------------|-----------------------------|
| Deposits placed for life insurance policies 就人壽保險保單存入的按金 | 8,169,842 | 7,955,915 |

The Group can terminate the policy at any time and receive cash refund based on the cash value of the policies at the date of withdrawal, which is determined by the upfront payment plus accumulated interest earned and minus the expense charged at inception, the accumulated insurance charge and policy expense charge.

本集團可於任何時候終止該保單及根據退保時該保單之現金價值收回現金退款，此乃根據預付款及所賺取之累計利息及扣減開立保單時須支付之開支費用、累計保費及保單費用開支而釐定。

23. DEPOSITS FOR ACQUISITION OF AN ASSOCIATE

23. 收購一間聯營公司的訂金

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-----------------------------|-----------------------------|
| Deposits for acquisition of equity interest of an associate 就收購一間聯營公司股權的按金 | 28,350,000 | - |

On 13 February 2017, LSI, a wholly-owned subsidiary of the Company, entered into the sales and purchase agreement with Mr. Chang Tin Duk, Victor (“Mr. Chang”) to purchase 30% of the equity interest of Dakin Holdings Inc. (“Dakin”), a company incorporated in the British Virgin Islands with limited liability, at a total consideration of HK\$31,500,000. As at 31 March 2017, the Group had paid deposits in the sum of HK\$ 28,350,000 in cash. Upon completion, the Group shall pay to Mr. Chang HK\$ 3,150,000, being the remaining balance of the consideration in cash. Further details are set out in the Company’s announcements dated 20 January 2017 and 13 February 2017.

於2017年2月13日，本公司全資附屬公司LSI與張天德先生（「張先生」）訂立買賣協議以收購Dakin Holdings Inc.（「Dakin」）30%股權，總代價為31,500,000港元。Dakin為於英屬處女群島註冊成立的有限公司。於2017年3月31日，本集團以現金支付按金28,350,000港元。於完成時，本集團將以現金向張先生支付代價餘額3,150,000港元。進一步詳情載於本公司日期為2017年1月20日及2017年2月13日的公佈。

The transaction was completed on 28 April 2017. Upon completion, the Group is holding 30% of the equity interest of Dakin which has become an associate of the Group.

交易已於2017年4月28日完成。完成後，本集團持有Dakin的30%股權，而Dakin成為本集團的聯營公司。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

24. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

24. 按公允值計入其他全面收益的股本投資

| | | 2017 | 2016 |
|---|--------------|--------------------|-------------|
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Unlisted equity investment, at fair value | 非上市股本投資，按公允值 | 4,267,000 | 13,000,000 |
| Change in fair value | 公允值變動 | (4,267,000) | (8,733,000) |
| | | - | 4,267,000 |

The unlisted equity investment as at 31 March 2016 and 31 March 2017 represents 10% equity interest in All Profit Alliance Limited (“All Profit”) held by the Group, in connection with business corporation by jointly (i) developing a mobile application, namely “Yes Master!”, aims to provide one-stop household support to the users of “Yes Master!” to gain access to a number of value-added services surrounding their households, in the areas of market place, social networking, resident bulletin and community services; and (ii) setting up a two-way communication internet platform among the property management companies, incorporated owners, service providers and its users in any building or property estates in Hong Kong.

The fair value of investment in All Profit as at 31 March 2016 was calculated based on asset approach by Peak Vision Appraisals Limited, an independent valuer appointed by the Company.

The fair value of investment in All Profit as at 31 March 2017 was calculated based on asset approach by the directors. The carrying amount of the Group’s equity investment at fair value through other comprehensive income is denominated in HK\$.

於2016年3月31日及2017年3月31日，非上市股本投資指本集團所持All Profit Alliance Limited (「All Profit」) 10%股權，有關共同(i)開發流動應用程式，即「Yes Master!」，旨在向「Yes Master!」用戶提供一站式家居支援，以接駁至多項圍繞其家居的增值服務，當中涵蓋市集平台、社交網絡、居民通報及社區服務等領域；及(ii)於香港任何樓宇或物業房產設立物業管理公司、業主立案法團、服務提供者與其用戶之間的雙向通信網絡平台之業務合作。

本公司委任的獨立估值師滙鋒評估有限公司按資產法計算All Profit投資於2016年3月31日的公允值。

All Profit投資於2017年3月31日的公允值乃由董事採用資產法計算。本集團按公允值計入其他全面收益的股本投資的賬面值以港元計值。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



25. DEFERRED TAX ASSETS/LIABILITIES

The following are the major deferred tax liabilities and assets recognised by the Group.

25. 遞延稅項資產／負債

以下為本集團確認的主要遞延稅項負債及資產。

| | | Accelerated tax depreciation | Decelerated tax depreciation | Provisions (note) | Fair value adjustment arising from business combination | Total |
|---|------------------------|------------------------------------|------------------------------------|--|---|------------------|
| | | 加速稅項 折舊 HK\$ 港元 | 減速稅項 折舊 HK\$ 港元 | 撥備 (附註) HK\$ 港元 (Note) (附註) | 業務合併 產生的 公允值調整 HK\$ 港元 | 合計 HK\$ 港元 |
| At 1 April 2015 | 於2015年4月1日 | (312,575) | 255,744 | 2,113,335 | – | 2,056,504 |
| Credit to profit or loss for the year | 於年內計入損益 | | | | | |
| — Origination and reversal of temporary differences | — 暫時差額的來源及撥回 | 282,813 | (255,724) | 223,198 | – | 250,287 |
| At 31 March 2016 and 1 April 2016 | 於2016年3月31日及2016年4月1日 | (29,762) | 20 | 2,336,533 | – | 2,306,791 |
| Arising from business combination | 因業務合併產生 | | | | | |
| Charge/(credit) to profit or loss for the year | 於年內自損益扣除/(計入損益) | – | – | – | (338,951) | (338,951) |
| — Origination and reversal of temporary differences | — 暫時差額的來源及撥回 | (18,428) | 4,807 | 254,157 | 50,843 | 291,379 |
| At 31 March 2017 | 於2017年3月31日 | (48,190) | 4,827 | 2,590,690 | (288,108) | 2,259,219 |

Note: Provisions represent the temporary differences of provision for certain expenses (including provisions for long service payments, unrealised annual leaves and bonuses) made in the consolidated financial statements of the Group which would only be allowed for tax deduction when these expenses were actually paid.

附註：撥備指本集團綜合財務報表的若干開支撥備(包括長期服務金、未變現年假撥備及花紅撥備)的暫時性差異，其僅於實際支付該等開支後可作扣稅。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

25. DEFERRED TAX ASSETS/LIABILITIES (continued)

The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--------------------------|--------|-----------------------------|-----------------------------|
| Deferred tax liabilities | 遞延稅項負債 | (288,108) | (29,762) |
| Deferred tax assets | 遞延稅項資產 | 2,547,327 | 2,336,553 |
| | | 2,259,219 | 2,306,791 |

26. TRADE AND OTHER RECEIVABLES

| | |
|---|----------------|
| Trade receivables | 貿易應收款項 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 |

The Group does not grant credit terms to its customers (2016: Nil). The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the senior management and directors.

25. 遞延稅項資產／負債(續)

為財務狀況表的遞延稅項結餘(經抵銷後)分析如下：

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-----------------------------|-----------------------------|
| | (288,108) | (29,762) |
| | 2,547,327 | 2,336,553 |
| | 2,259,219 | 2,306,791 |

26. 貿易及其他應收款項

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-----------------------------|-----------------------------|
| | 47,009,460 | 42,267,950 |
| | 14,904,664 | 12,251,613 |
| | 61,914,124 | 54,519,563 |

本集團並無向其客戶授予信貸期(2016年：無)。本集團致力嚴格控制其未償還應收款項。高級管理層及董事定期檢討逾期結餘。



26. TRADE AND OTHER RECEIVABLES
(continued)

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

| | |
|---------------|-----------|
| 1 to 30 days | 1 至 30 日 |
| 31 to 60 days | 31 至 60 日 |
| 61 to 90 days | 61 至 90 日 |
| Over 90 days | 超過 90 日 |

As of 31 March 2017, trade receivables of HK\$47,009,460 (2016: HK\$42,267,950) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default.

Receivables that were past due but not impaired relate to a number of customers that have good settlement records with the Group. Based on past experience, the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

26. 貿易及其他應收款項(續)

貿易應收款項按發票日期及扣除撥備後的賬齡分析如下：

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-----------------------------|-----------------------------|
| | 10,193,862 | 9,646,212 |
| | 28,261,606 | 26,908,043 |
| | 3,924,994 | 1,603,052 |
| | 4,628,998 | 4,110,643 |
| | 47,009,460 | 42,267,950 |

於2017年3月31日，貿易應收款項47,009,460港元(2016年：42,267,950港元)已逾期但並未減值。其與數名並無近期不良信貸記錄的獨立客戶有關。

已逾期但未減值應收款項乃與多名與本集團有良好付款記錄的客戶有關。根據過往經驗，董事認為信貸質素並無重大變動，且有關結餘仍被視為可全數收回，故此毋須就該等結餘計提減值撥備。



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

26. TRADE AND OTHER RECEIVABLES (continued)

Details of the prepayments, deposits and other receivables are as follows:

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--------------------------|------------|-----------------------------|-----------------------------|
| Prepayments | 預付款項 | 1,077,240 | 1,655,275 |
| Deposits | 按金 | 3,631,991 | 2,195,584 |
| Other receivables (note) | 其他應收款項(附註) | 10,195,433 | 8,400,754 |
| | | 14,904,664 | 12,251,613 |

Note: Other receivables mainly included amounts paid on behalf of incorporated owners for property management.

26. 貿易及其他應收款項(續)

預付款項、按金及其他應收款項詳情如下：

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--------------------------|-----------------------------|-----------------------------|
| Prepayments | 1,077,240 | 1,655,275 |
| Deposits | 3,631,991 | 2,195,584 |
| Other receivables (note) | 10,195,433 | 8,400,754 |
| | 14,904,664 | 12,251,613 |

附註：其他應收款項主要包括代業主立案法團支付物業管理款項。

27. PLEDGED BANK DEPOSITS

Pledged bank deposits

The Group's pledged bank deposits represented deposits pledged to banks to secure banking facilities granted to the Group as set out in note 30 to the consolidated financial statements. The pledged bank deposits are denominated in HK\$ and are made for varying periods of between one day and one year depending on the immediate cash requirement of the Group and earn interest at the respective short-term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default. The annual interest rate of 0.01% to 0.3% (2016: 0.01% to 0.1%) as at 31 March 2017.

27. 已抵押銀行存款

| | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|-----------------------|-----------------------------|-----------------------------|
| Pledged bank deposits | 7,105,972 | 7,595,971 |

本集團之已抵押銀行存款指綜合財務報表附註30所載已抵押予銀行之存款，作為本集團獲授銀行融資的抵押。已抵押銀行存款以港元計值，期限由一日至一年不等，視乎本集團之即時現金需求而定，按有關短期定期存款利率計息。銀行結餘及已抵押存款存置在近期並無拖欠記錄、信譽良好之銀行。於2017年3月31日的年利率為0.01%至0.3% (2016年：0.01%至0.1%)。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



28. CASH AND CASH EQUIVALENTS

28. 現金及現金等價物

| | | 2017 | 2016 |
|---------------|------|-------------------|------------|
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Cash on hand | 手頭現金 | 304,006 | 188,005 |
| Bank balances | 銀行結餘 | 44,860,984 | 64,584,626 |
| | | 45,164,990 | 64,772,631 |

The cash and bank balances are denominated in HK\$.

現金及銀行結餘以港元計值。

29. TRADE AND OTHER PAYABLES

29. 貿易及其他應付款項

| | | 2017 | 2016 |
|---------------------------------------|--------------|-------------------|------------|
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Trade payables | 貿易應付款項 | 1,147,980 | 1,221,476 |
| Building management deposits received | 已收樓宇管理按金 | 4,297,586 | 4,062,887 |
| Accruals and other payables | 應計提費用及其他應付款項 | 50,494,669 | 33,316,454 |
| Provision for long service payment | 長期服務金撥備 | 8,066,116 | 7,501,066 |
| | | 64,006,351 | 46,101,883 |

The ageing analysis of trade payables, based on the invoice date, is as follows:

貿易應付款項按發票日期的賬齡分析如下：

| | | 2017 | 2016 |
|--------------|-------|------------------|-----------|
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| 1 to 30 days | 1至30日 | 1,147,980 | 1,221,476 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

29. TRADE AND OTHER PAYABLES (continued)

Details of the accruals and other payables are as follows:

| | | 2017 | 2016 |
|--------------------------------------|--------------|-------------------|------------|
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Accrued staff cost and staff benefit | 應計提員工成本及員工福利 | 20,148,888 | 19,623,032 |
| Accrued staff bonus and annual leave | 應計提員工花紅及年假 | 7,635,048 | 6,659,742 |
| Accrued expenses | 應計提開支 | 1,268,952 | 1,614,404 |
| Amount due to a director | 應付一名董事款項 | 5,500,000 | – |
| Amount due to a related party | 應付一名關聯方款項 | 5,500,000 | – |
| Other payables | 其他應付款項 | 10,441,781 | 5,419,276 |
| | | 50,494,669 | 33,316,454 |

Movement of provision for long services payment is stated as follows:

| | | 2017 | 2016 |
|--------------------------------|--------|--------------------|-----------|
| | | 2017年 | 2016年 |
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| At 1 April | 於4月1日 | 7,501,066 | 5,198,013 |
| Provision made during the year | 年內撥備 | 2,195,177 | 3,029,773 |
| Paid during the year | 年內付款 | (1,630,127) | (726,720) |
| At 31 March | 於3月31日 | 8,066,116 | 7,501,066 |

29. 貿易及其他應付款項(續)

應計提費用及其他應付款項詳情如下：

長期服務金撥備變動載列如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



30. BANK BORROWINGS — SECURED

30. 銀行借貸 — 有抵押

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--------------------------|----------|-----------------------------|-----------------------------|
| Bank loans, secured | 銀行貸款，有抵押 | 5,240,401 | 6,937,454 |
| Bank overdrafts, secured | 銀行透支，有抵押 | 4,129,863 | 1,645,434 |
| | | 9,370,264 | 8,582,888 |

The borrowings are repayable as follows:

應償還借貸如下：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-------------------------|-----------------------------|-----------------------------|
| On demand or within one year | 按要求或於一年內 | 9,370,264 | 8,582,888 |
| Less: Amount due for settlement within 12 months (shown under current liabilities) | 減：於12個月內到期支付的款項(列為流動負債) | (9,370,264) | (8,582,888) |
| Amount due for settlement after 12 months | 於12個月後到期支付的款項 | — | — |

The average interest rates at 31 March were as follows:

於3月31日的平均利率如下：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--------------------------|----------|-----------------------------|-----------------------------|
| Bank loans, secured | 銀行貸款，有抵押 | 2.61% | 2.51% |
| Bank overdrafts, secured | 銀行透支，有抵押 | 6.25% | 6.25% |

As at 31 March 2017, borrowings of the Group denominated in HK\$.

於2017年3月31日，本集團借貸以港元列值。



30. BANK BORROWINGS — SECURED (continued)

The Group's banking facilities were secured by:

- (a) Pledge of deposits placed for life insurance (*note 22*);
- (b) Pledge of the Group's fixed bank deposits (*note 27*);
- (c) Pledge of unlimited guarantee by related companies (*note 41*);
- (d) Joint and several unlimited personal guarantees of directors (*note 41*) and;
- (e) Various Counter Indemnities for issuance of performance bonds.

As at 31 March 2017, banking facilities granted to the Group are approximately HK\$58.5 million (2016: approximately HK\$40.7 million)

As at 31 March 2017, approximately HK\$29.8 million (2016: HK\$17.5 million) of the banking facilities have been utilised by the Group.

30. 銀行借貸 — 有抵押(續)

本集團的銀行融資由下列各項作抵押：

- (a) 抵押就人壽保險存入的按金(附註22)；
- (b) 抵押本集團的定期銀行存款(附註27)；
- (c) 抵押關連公司的無限額擔保(附註41)；
- (d) 董事的共同及個別無限額個人擔保(附註41)；及
- (e) 就發出履約保證金作出多項反彌償保證。

於2017年3月31日，授予本集團的銀行融資約5,850萬港元(2016年：約4,070萬港元)。

於2017年3月31日，約2,980萬港元(2016年：1,750萬港元)的銀行融資已獲本集團動用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



31. FINANCE LEASE PAYABLES

31. 應付融資租賃款項

| | | Minimum lease payments | | Present value of minimum lease payments | |
|--|------------------------|------------------------|----------|---|-----------|
| | | 最低租約付款 | | 最低租約付款現值 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | 2017年 | 2016年 | 2017年 | 2016年 |
| | | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 |
| Within one year | 一年內 | 226,611 | 306,936 | 219,346 | 289,043 |
| In the second to fifth years, inclusive | 第二年至第五年 (包括首尾兩年) | 84,695 | 311,306 | 83,805 | 303,150 |
| | | 311,306 | 618,242 | 303,151 | 592,193 |
| Less: Future finance charge | 減：未來融資開支 | (8,155) | (26,049) | - | - |
| Present value of lease obligations | 租賃承擔現值 | 303,151 | 592,193 | | |
| Less: Amount due for settlement within 12 months (shown under current liabilities) | 減：十二個月內到期支付的款項(列為流動負債) | | | (219,346) | (289,043) |
| Amount due for settlement after 12 months | 十二個月後到期支付的款項 | | | 83,805 | 303,150 |

It is the Group's policy to lease certain of its motor vehicles under finance leases. The average lease term is 3 years. At 31 March 2017, the average effective borrowing rate was at the rate per annum of 3.8% to 4.27% (2016: 2.18% to 5%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. At the end of each lease term, the Group has the option to purchase the motor vehicles at nominal prices.

All finance lease payables are denominated in Hong Kong dollars.

本集團政策為以融資租賃租借若干汽車。平均租期為3年。於2017年3月31日，平均實際借貸利率為每年3.8%至4.27% (2016年：2.18%至5%)。利率於合約日期釐定，本集團因此承擔公允值利率風險。所有租約按固定還款基準，並無就或然租金付款訂立安排。於各租期屆滿時，本集團有選擇權按面值購買汽車。

全部應付融資租賃款項均以港元計值。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

32. PROMISSORY NOTES PAYABLES

On 31 March 2017, the Company issued two promissory notes of HK\$7,000,000 each to settle part of the consideration in the acquisition of the 100% equity interest in MRIL and FTIL.

The amount is unsecured and interest free. The sum of HK\$14,000,000 is to be repaid on the date following 18 months after the date of issuance. The fair value of the promissory notes were HK\$ 12,157,882 on initial recognition which was measured by computing the present value of estimated future cash flows at the effective interest rate of 10%. Further details are set out in the Company's announcements dated 8 February 2017 and 31 March 2017.

During the year, imputed interest of HK\$ nil was charged to the consolidated profit or loss.

32. 應付承兌票據

於2017年3月31日，本公司發行兩張金額各為7,000,000港元的承兌票據，以償付收購MRIL及FTIL全部股權的部分代價。

有關金額為無抵押及免息。為數14,000,000港元的款項須於發行日期後18個月內償還。於初步確認時，承兌票據的公允值為12,157,882港元，乃按實際利率10%計算估計未來現金流量的現值而計算得出。進一步詳情載於本公司日期為2017年2月8日及2017年3月31日的公佈。

年內，推算利息零港元已自綜合損益扣除。

33. SHARE CAPITAL

33. 股本

| Ordinary shares of HK\$0.01 each 每股面值0.01港元的普通股 | | Number of shares 股份數目 | HK\$ 港元 |
|---|--|-----------------------------|------------|
| Authorised: | 法定： | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元的普通股 | | |
| At 1 April 2015, 31 March 2016 and 31 March 2017 | 於2015年4月1日、 2016年3月31日 及2017年3月31日 | 5,000,000,000 | 50,000,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元的普通股 | | |
| At 1 April 2015 | 於2015年4月1日 | 400,000,000 | 4,000,000 |
| Issue of shares on placement | 配售時發行股份 | 80,000,000 | 800,000 |
| Issue of shares on conversion of the convertible loans | 轉換可換股貸款時 發行股份 | 15,151,515 | 151,515 |
| At 31 March 2016 | 於2016年3月31日 | 495,151,515 | 4,951,515 |
| Issue of shares on placement | 配售時發行股份 | 99,000,000 | 990,000 |
| At 31 March 2017 | 於2017年3月31日 | 594,151,515 | 5,941,515 |



33. SHARE CAPITAL (continued)

On 18 August 2016, the Company and a placing agent entered into a placing agreement in respect of the placement of 99,000,000 ordinary shares of HK\$0.01 each to independent investors at a price of HK\$0.23 per share. The placement was completed on 6 September 2016 and the premium on the issue of shares, amounting to approximately HK\$21.0 million, net of share issue expenses of approximately HK\$0.8 million, was credited to the Company's share premium account.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debts less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, share premium, retained profits and other reserves)

33. 股本(續)

於2016年8月18日，本公司與配售代理訂立配售協議，以按每股0.23港元的價格向獨立投資者配售99,000,000股每股面值0.01港元的普通股。配售事項已於2016年9月6日完成，發行股份溢價約2,100萬港元(已扣除股份發行開支約80萬港元)已撥入本公司股份溢價賬。

本集團資本管理的目標為保障本集團持續經營的能力及透過優化債務及權益結餘為股東帶來最大回報。

本集團按比例設定風險資本金額。本集團管理其資本結構，並因應經濟狀況及相關資產風險特徵的變化而調整。為維持或調整資本結構，本集團可能會調整股息派付、發行新股份、回購股份、籌措新債、贖回現有債務或出售資產以減少債務。

本集團以債務與經調整資本比率監控資本。該比率按債務淨額除以經調整資本計算。債務淨額按總債務減現金及現金等價物計算。經調整資本包括權益的所有組成部分(即股本、股份溢價、保留溢利及其他儲備)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

34. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

The amounts of the Company's reserves and the movements therein for the year ended 31 March 2017 are as follows:

34. 儲備

(a) 本集團

本集團儲備的金額及其中的變動在綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 本公司

本公司於截至2017年3月31日止年度的儲備金額及其中的變動如下：

| | | Share premium | Share option reserve | Contributed surplus | Equity investment revaluation reserve | Convertible notes reserve | Accumulated losses | Total |
|---|------------------------|-------------------|----------------------|---------------------|---------------------------------------|---------------------------|---------------------|-------------------|
| | | 股份溢價 | 購股權儲備 | 繳入盈餘 | 股本投資重估儲備 | 可換股票據儲備 | 累計虧損 | 合計 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 |
| At 1 April 2015 | 於2015年4月1日 | 24,087,947 | 745,360 | 4,750,108 | - | - | (6,920,382) | 22,663,033 |
| Equity-settled share-based payments | 按股權結算以股份支付的款項 | - | 3,126,640 | - | - | - | - | 3,126,640 |
| Issue of convertible note | 發行可換股票據 | - | - | - | - | 640,000 | - | 640,000 |
| Issue of shares on conversion of convertible note | 於兌換可換股票據時發行股份 | 20,488,485 | - | - | - | (640,000) | - | 19,848,485 |
| Issue of shares on placement | 配售時發行股份 | 30,406,385 | - | - | - | - | - | 30,406,385 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | (8,733,000) | - | (13,613,143) | (22,346,143) |
| At 31 December 2015 and 1 January 2016 | 於2015年12月31日及2016年1月1日 | 74,982,817 | 3,872,000 | 4,750,108 | (8,733,000) | - | (20,533,525) | 54,338,400 |
| Issue of shares on placement | 配售時發行股份 | 21,017,315 | - | - | - | - | - | 21,017,315 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | (4,267,000) | - | (7,760,613) | (12,027,613) |
| At 31 March 2017 | 於2017年3月31日 | 96,000,132 | 3,872,000 | 4,750,108 | (13,000,000) | - | (28,294,138) | 63,328,102 |



34. RESERVES (continued)

(c) Nature and purpose of reserves

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Merger reserve

The merger reserve represents the aggregated amounts of issued capital of KSG, KSU, K-King and Q&V as at 31 March 2013, the date on which the aggregated issued capital was reallocated to merger reserve after the Group's reorganisation for the purpose of the listing of the Company's shares on the GEM of the Stock Exchange.

(iii) Contributed surplus

The contributed surplus of the Company arose as a result of the Group reorganisation implemented in preparation for the listing of the Company's shares on GEM of the Stock Exchange and represented the excess of the then consolidated net assets of the subsidiaries acquired, over the nominal value of the share capital of the Company issued in exchange therefore.

(iv) Share option reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors and consultants of the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 3(q) to the financial statements.

34. 儲備(續)

(c) 儲備的性質及宗旨

(i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。

(ii) 合併儲備

合併儲備指於2013年3月31日KSG、港深聯合、其勁及僑璋之已發行股本之總金額，就本公司股份於聯交所創業板上市而言，於該日上述股本總額於本集團之重組後已重新分配至合併儲備。

(iii) 繳入盈餘

本公司繳入盈餘乃就本公司股份於聯交所創業板上市進行集團重組而產生，指當時所收購附屬公司綜合資產淨值超過本公司發行以作交換的股本面值部分。

(iv) 購股權儲備

購股權儲備指授予本公司董事及顧問之未行使購股權之實際或估計數目之公允值，其按照財務報表附註3(q)就按股權結算以股份支付的款項而採納之會計政策確認。



34. RESERVES (continued)

(c) Nature and purpose of reserves (continued)

(v) *Equity investment revaluation reserve*

The equity investment revaluation reserve comprises the cumulative net change in the fair value of equity investment through other comprehensive income held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 3(i)(ii) to the consolidated financial statements.

(vi) *Convertible notes reserve*

The convertible notes reserve represents the equity component of the convertible notes at initial recognition, representing the value of the embedded option for the holder to convert the note into equity of the Company.

35. SHARE-BASED PAYMENTS

On 19 September 2013, the Company has adopted a share option scheme (the “Share Option Scheme”) under which the board of directors is authorised to grant share options to any employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any director of the Company or any subsidiary) who is in full-time or part-time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the board, has contributed or may contribute to the Group (the “Eligible Participants”) as incentive or reward for their contribution to the Group.

34. 儲備 (續)

(c) 儲備的性質及宗旨 (續)

(v) *股本投資重估儲備*

股本投資重估儲備包括於報告期末所持計入其他全面收益的股本投資的公允值的累計變動淨額，並根據綜合財務報表附註3(i)(ii)的會計政策處理。

(vi) *可換股票據儲備*

可換股票據儲備指於可換股票據於初步確認時的權益部分，即持有人將票據轉換成本公司權益的內嵌期權的價值。

35. 以股份支付的款項

於2013年9月19日，本公司已採納一項購股權計劃（「購股權計劃」），據此，董事會獲授權向本公司或任何附屬公司的任何僱員、諮詢人、顧問、服務供應商、代理、客戶、夥伴或合營夥伴（包括本公司或任何附屬公司的董事）授出購股權，而向該等僱員、諮詢人、顧問、服務供應商、代理、客戶、夥伴或合營夥伴或董事會全權酌情認為曾經或可能對本集團作出貢獻的任何人士（「合資格參與人士」）授出購股權時，彼等必須為本公司或任何附屬公司的全職或兼職僱員或以其他方式獲聘用，藉此鼓勵或獎勵彼等對本集團作出的貢獻。



35. SHARE-BASED PAYMENTS (continued)

- (i) Subject to (ii) below, the maximum number of shares of the Company (“Shares”) in respect of which options may be granted at any time under the Share Option Scheme together with options which may be granted under any other share option schemes for the time being of the Group shall not exceed such number of Shares as equals 10% of the issued share capital of the Company at the date of approval of the Share Option Scheme. On 14 August 2015, the Company successfully sought approval by its shareholders in general meeting to refresh the 10% limit (the “Refreshment”). Upon the Refreshment approved by the shareholders of the Company at the annual general meeting on 14 August 2015, the Company may grant Options entitling holders thereof to subscribe for up to a maximum number of 40,000,000 Shares. A Options previously granted under the Share Option Scheme and any other share option schemes of the Group (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or any other share option schemes and exercised options) will not be counted for the purpose of calculating the limit as refreshed. No further share option was granted after 14 August 2015, Options entitling holders thereof to subscribe for up to a maximum number of 40,000,000 Shares may be granted by the Company under the Share Option Scheme, representing 6.7% of the issued shares as at 31 March 2017;
- (ii) The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under any other share option schemes of the Group must not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Group if this will result in the limit being exceeded; and

35. 以股份支付的款項(續)

- (i) 受下文(ii)所限，於任何時間根據購股權計劃可能授出的購股權連同根據本集團當時任何其他購股權計劃可能授出的購股權所涉及本公司股份(「股份」)數目上限，不得超過相等於批准購股權計劃當日本公司已發行股本10%的股份數目。於2015年8月14日，本公司於股東大會上成功取得股東批准以更新10%限額(「更新事項」)。於2015年8月14日本公司股東在股東週年大會上批准更新事項後，本公司可授出購股權，以賦予持有人認購數目上限最多為40,000,000股股份的權利。就計算經更新限額而言，早前根據購股權計劃及本集團任何其他購股權計劃授出的購股權將不會計算在內，包括根據購股權計劃或任何其他購股權計劃尚未行使、已註銷、失效及已行使的購股權。由於在2015年8月14日後並無授出更多購股權，故本公司根據購股權計劃可能授出賦予持有人權利認購數目上限最多為40,000,000股股份的購股權，相當於2017年3月31日已發行股份的6.7%；
- (ii) 根據購股權計劃已授出但有待行使的所有尚未行使購股權，以及根據本集團任何其他購股權計劃已授出但有待行使的任何其他購股權獲行使時可予發行的股份數目上限，不得超過不時已發行股份的30%。倘授出購股權將導致超出該限額，則不得根據購股權計劃或本集團任何其他購股權計劃授出購股權；及



35. SHARE-BASED PAYMENTS (continued)

- (iii) Unless approved by the shareholders of the Company, the total number of Shares issued and to be issued upon exercise of the options granted to each grantee (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue. Where any further grant of options to an Eligible Participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by the shareholders of the Company in general meeting with such Eligible Participant and his associates abstaining from voting. The Company must send a circular to the shareholders of the Company and the circular must disclose the identity of the Eligible Participant, the number and terms of the options to be granted (and options previously granted to such Eligible Participant), and such information as may be required under the GEM Listing Rules from time to time. The number and terms (including the subscription price) of options to be granted to such Eligible Participant must be fixed before approval of the shareholders of the Company and the date of meeting of the Board for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price. The exercise of any option shall be subject to the shareholders of the Company in general meeting approving any necessary increase in the authorised share capital of the Company. Subject thereto, the Directors shall make available sufficient of the then authorised but unissued share capital of the Company to allot the Shares on the exercise of any option.

35. 以股份支付的款項(續)

- (iii) 除非獲本公司股東批准，否則於任何12個月期間向各承授人授出的購股權(包括已行使及尚未行使的購股權)獲行使時已發行及將予發行的股份總數，不得超過已發行股份的1%。倘向合資格參與人士進一步授出任何購股權，將會導致於截至進一步授出日期止12個月期間向該名人士授出及將予授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將予發行的股份數目合共超過已發行股份1%，有關進一步授出須獲本公司股東於股東大會另行批准，而有關合資格參與人士及彼的聯繫人士須放棄表決。本公司須向本公司股東寄發通函，通函內須披露合資格參與人士的身份、將予授出及早前已向該合資格參與人士授出的購股權數目及條款以及創業板上市規則可能不時規定的有關資料。將向有關合資格參與人士授出的購股權數目及條款(包括認購價)須於取得本公司股東批准前釐定，而就計算認購價而言，建議進一步授出的董事會會議日期將被視為授出日期。任何購股權須待本公司股東於股東大會，批准本公司法定股本的任何必要增加後，方可行使。在此規限下，董事須預留足夠的本公司當時法定但未發行股本，以於任何購股權獲行使時配發股份。



35. SHARE-BASED PAYMENTS (continued)

An option may be exercised at any time during the period to be determined and identified by the Board to each grantee at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of grant but subject to the early termination of the Share Option Scheme.

Though there is no specified minimum period under the Share Option Scheme for which an option must be held or the performance target which must be achieved before an option can be exercised under the terms and conditions of the Share Option Scheme, the Directors may make such grant of options, subject to such terms and conditions in relation to the minimum period of such options to be held and/or the performance targets to be achieved as the Directors may determine in their absolute discretion.

Subject to the terms of the Share Option Scheme, the Directors may, in their absolute discretion, make offer to the Eligible Participants. An offer shall be made to an Eligible Participant in writing in such form as the Directors may from time to time determine. An offer shall be deemed to have been accepted by an Eligible Participant concerned in respect of all Shares which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the offer duly signed by the Eligible Participant, together with a non-refundable remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer.

The subscription price for Shares under the Share Option Scheme shall be determined at the discretion of the Directors but in any event will not be less than the highest of (a) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the particular option, which must be a business day; (b) the average of the closing price of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date of the particular option; and (c) the nominal value of a Share on the offer date of the particular option.

35. 以股份支付的款項(續)

購股權可於董事會向各承授人提呈授出購股權時所釐定及確定之期間內任何時間行使，惟於任何情況下最遲為授出日期起計10年(須受提早終止購股權計劃所限)。

儘管購股權計劃的條款及條件並無訂明，於購股權獲行使前須根據購股權計劃持有購股權的指定最短期限或須達到的表現目標，惟董事可就授出購股權施加有關持有購股權最短期限及／或董事可能全權酌情決定須達到的表現目標的條款及條件。

在購股權計劃條款規限下，董事可全權酌情決定向合資格參與人士提呈購股權。購股權須按董事不時決定的格式以書面向合資格參與人士提呈。當本公司在提呈可能指定有關時限內收訖經合資格參與人士正式簽署的接納提呈函件複本，連同作為獲授購股權代價向本公司支付的1.00港元不可退還付款時，合資格參與人士將被視為已就彼所獲提呈購股權涉及的所有股份接納有關提呈。

購股權計劃項下股份的認購價將由董事酌情釐定，惟於任何情況下不得低於下列最高者：(a) 股份於特定購股權授出日期(必須為營業日)在聯交所每日報價表所報的收市價；(b) 股份於緊接特定購股權授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(c) 股份於特定購股權授出日期的面值。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

35. SHARE-BASED PAYMENTS (continued)

The Share Option Scheme shall be valid and effective commencing from the adoption date of the Share Option Scheme (i.e. 19 September 2013) until the termination date as provided therein which being the close of business of the Company on the date which falls ten years from the date of the adoption of the Share Option Scheme (i.e. 18 September 2023). The principal terms of the Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix IV to the Prospectus of the Company dated 30 September 2013.

Details of the specific categories of options are as follows:

35. 以股份支付的款項(續)

購股權計劃自購股權計劃採納日期(即2013年9月19日)起至該計劃所規定終止日期,即購股權計劃採納日期起計滿十年之日(即2023年9月18日)本公司營業時間結束為止有效及生效。購股權計劃的主要條款於本公司日期為2013年9月30日的招股章程附錄四「購股權計劃」一節內概述。

購股權的特定分類詳情如下:

| Categories 類別 | Date of grant 授出日期 | Vesting period 歸屬期 | Exercise period 行使期 | Exercise price 行使價 HK\$ 港元 |
|------------------|-----------------------|------------------------------------|---------------------------------------|-------------------------------------|
| 2015(A) | 6 February 2015 | N/A | 6 February 2015 to 5 February 2018 | 1.09 |
| | 2015年2月6日 | 不適用 | 2015年2月6日至 2018年2月5日 | |
| 2015(B) | 6 February 2015 | 6 February 2015 to 29 June 2015 | 30 June 2015 to 5 February 2018 | 1.09 |
| | 2015年2月6日 | 2015年2月6日至 2015年6月29日 | 2015年6月30日至 2018年2月5日 | |
| 2015(C) | 6 February 2015 | N/A | 6 February 2015 to 5 February 2018 | 1.09 |
| | 2015年2月6日 | 不適用 | 2015年2月6日至 2018年2月5日 | |
| 2015(D) | 6 February 2015 | 6 February 2015 to 29 June 2015 | 30 June 2015 to 5 February 2018 | 1.09 |
| | 2015年2月6日 | 2015年2月6日至 2015年6月29日 | 2015年6月30日至 2018年2月5日 | |



35. SHARE-BASED PAYMENTS (continued)

Details of the share options outstanding during the year are as follows:

| | 2017 2017年 | | 2016 2016年 | |
|--|---|--|-------------------------------------|--|
| | Number of share options 購股權數目 | Weighted average exercise price 加權平均 行使價 HK\$ 港元 | Number of share options 購股權數目 | Weighted average exercise price 加權平均 行使價 HK\$ 港元 |
| Outstanding at the beginning and the end of the year | 於年初及年末 尚未行使 <u>20,000,000</u> | <u>1.09</u> | <u>20,000,000</u> | <u>1.09</u> |

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.09. The options outstanding at the end of the year have a weighted average remaining contractual life of 1 year (2016: 2 years) and the exercise price of all options is HK\$1.09 (2016: HK\$1.09). The options were granted on 6 February 2015.

The fair value of the share option granted during the year ended 31 March 2015 was calculated using the Binomial pricing model. The inputs into the model are as follows:

| | |
|---------------------------------|----------|
| Weighted average share price | HK\$0.99 |
| Weighted average exercise price | HK\$1.09 |
| Expected volatility | 35.98% |
| Expected life | 3 years |
| Risk free rate | 0.72% |
| Expected dividend yield | 4.59% |

Expected volatility was determined by reference to the volatilities of companies operating in the same industry as the Company.

35. 以股份支付的款項(續)

年內尚未行使購股權的詳情如下：

年內已行使的購股權於行使日期的加權平均股價為1.09港元。於年末尚未行使購股權的加權平均剩餘合約年期為1年(2016年：2年)，而所有購股權的行使價為1.09港元(2016年：1.09港元)。購股權於2015年2月6日授出。

於截至2015年3月31日止年度授出的購股權的公允值乃採用二項式定價模式計算。該模式的輸入數據如下：

| | |
|---------|--------|
| 加權平均股價 | 0.99港元 |
| 加權平均行使價 | 1.09港元 |
| 預期波幅 | 35.98% |
| 預期年期 | 3年 |
| 無風險利率 | 0.72% |
| 預期股息收益率 | 4.59% |

預期波幅乃參考與本公司於相同行業經營的各公司的波幅釐定。



35. SHARE-BASED PAYMENTS (continued)

The expected life used in the model is the duration of the option life.

Risk-free rate adopted in the model was based on the yield of HK\$ Hong Kong Sovereign Curve.

The historical dividend yield of the Company's stock is used to estimate the future dividend yield of the stock during the option validity period.

36. BUSINESS COMBINATION

On 30 June 2016, the Group acquired 100% of the issued share capital of Yorkshire Property Management Company Limited ("YSL") for a cash consideration of HK\$2,500,000. YSL was engaged in provision of property management services during the year. The acquisition is for the purpose of expanding the Group's existing property management business.

35. 以股份支付的款項(續)

該模式採用的預期年期為期權年期的持續期間。

該模式採納的無風險利率乃按港元香港主權債券曲線的收益率釐定。

本公司股份的過往股息收益率已獲採用以估計於期權有效期間的股份未來股息收益率。

36. 業務合併

於2016年6月30日，本集團收購約克夏物業管理服務有限公司(「YSL」)全部已發行股本，現金代價為2,500,000港元。YSL於年內從事提供物業管理服務。是項收購旨在拓展本集團現有物業管理業務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



36. BUSINESS COMBINATION (continued)

The fair value of the identifiable assets and liabilities of YSL acquired as at their date of acquisition is as follows:

36. 業務合併(續)

所收購YSL的可識別資產及負債於收購日期的公允值如下：

| Net assets acquired: | 所收購資產淨值： | HK\$ 港元 |
|---|----------------|------------|
| Intangible asset | 無形資產 | 2,054,247 |
| Trade receivables | 貿易應收款項 | 993,001 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 10,752 |
| Bank and cash balances | 銀行及現金結餘 | 149 |
| Trade and other payables | 貿易及其他應付款項 | (950,173) |
| Current tax liabilities | 即期稅項負債 | (2,815) |
| Provision of unrealised annual leave payment and long service payment | 未變現年假及長期服務金撥備 | (50,914) |
| Deferred tax liabilities | 遞延稅項負債 | (338,951) |
| | | <hr/> |
| | | 1,715,296 |
| Goodwill | 商譽 | 784,704 |
| | | <hr/> |
| | | 2,500,000 |
| | | <hr/> |
| Satisfied by: | 由下列方式償付： | |
| Cash consideration | 現金代價 | 2,500,000 |
| | | <hr/> |
| Net cash outflow arising on acquisition: | 因收購產生的現金流出淨額： | |
| Cash consideration paid | 已付現金代價 | 2,500,000 |
| Cash and cash equivalents acquired | 所收購現金及現金等價物 | (149) |
| | | <hr/> |
| | | 2,499,851 |
| | | <hr/> |



36. BUSINESS COMBINATION (continued)

The fair value of the trade and other receivables of YSL acquired is HK\$1,003,753. The gross amount due under the contracts of YSL is HK\$1,003,753. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

The goodwill arising on the acquisition of YSL is attributable to the anticipated profitability of the distribution of the Group's products in the new markets and the anticipated future operating synergies from the combination.

YSL contributed approximately HK\$8,163,160 and HK\$994,102 to the Group's revenue and profit for the year respectively for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 April 2016, total Group revenue for the year would have been HK\$398,303,750, and profit of the Group for the year would have been HK\$9,296,783. The proforma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2016, nor is intended to be a projection of future results.

Acquisition related costs recognised as expenses include legal and professional fee of HK\$105,000.

37. MAJOR NON-CASH TRANSACTION

During the year, the Group acquired leasehold land and buildings of HK\$9,512,507 and investment property of HK\$28,817,301 from a director and a related party, at a cash consideration of HK\$26,000,000 and promissory notes of sum of HK\$12,157,882, among which cash consideration of HK\$11,000,000 was include in other payables as amounts due to a director and a related party.

36. 業務合併(續)

已收購YSL貿易及其他應收款項的公允值為1,003,753港元。YSL合約項下應收款項總額為1,003,753港元。概無該等應收款項已減值，預期全部合約金額可予收回。

收購YSL所產生商譽源自預期本集團於新市場分銷產品的盈利能力以及預期合併所帶來日後營運協同效應。

自收購日期起至報告期末止期間，YSL分別向本集團年內收入及溢利貢獻約8,163,160港元及994,102港元。

倘收購已於2016年4月1日完成，本集團年內的收入總額應為398,303,750港元，而本集團年內溢利應為9,296,783港元。備考資料僅供說明用途，並非本集團在收購已於2016年4月1日完成的情況下實際所得收入及經營業績的指標，亦並不擬作為未來業績的預測。

確認為開支的收購相關成本包括法律及專業費用105,000港元。

37. 重大非現金交易

年內，本集團以現金代價26,000,000港元及價值為12,157,882港元的承兌票據向一名董事及一名關聯方收購價值為9,512,507港元的租賃土地及樓宇及價值為28,817,301港元的投資物業，當中現金代價11,000,000港元計入其他應付款項的應付一名董事及一名關聯方款項。



38. CONTINGENT LIABILITIES

(a) Performance bond and incorporated owners' fund

Performance bond has been issued by several banks as the Group maintains certain incorporated owners' funds in the form of client accounts which were held on trust for and on behalf of the incorporated owners. These client accounts are not recognised as assets and associated liabilities in the financial statements of the Group. At the end of reporting period, the Directors do not consider it probable that a claim on the performance bonds will be made against the Group.

As at 31 March 2017, the amount of outstanding performance bond was approximately HK\$20.4 million (2016: HK\$17.5 million).

As at 31 March 2017, the aggregate amount of the bank balances in the client accounts not dealt with in the consolidated financial statements of the Group is approximately HK\$40.8 million (2016: HK\$32.4 million).

(b) Legal cases

In carrying out the ordinary course of business, the Group is subject to the risk of being named as defendant in legal actions, claims and disputes in connection with its business activities. The nature of the legal proceedings initiated against the Group generally include (i) claims for employees' compensation by the Group's employees; (ii) claims for personal injury caused by the negligence of the Group and owners' corporations of the properties by passers-by, residents or other users of the respective properties; (iii) claims for property damage or economic loss caused by the negligence of the Group and owners' corporations of the properties by residents or other users of the respective properties; and (iv) claims for property damage caused by the negligence of individual flat owners by other residents or users of the respective properties. The Group maintains insurance cover and, in the opinion of the directors of the Company, based on current evidence, any such existing claims have no material financial impact to the Group as at 31 March 2017.

38. 或然負債

(a) 履約保證金及業主立案法團資金

多間銀行已發出履約保證金，原因為本集團以客戶賬戶（為及代表業主立案法團信託持有形式）保留若干業主立案法團資金。該等客戶賬戶並無於本集團財務報表確認為資產及相關負債。於報告期末，董事認為對本集團作出履約保證金索償的可能性不大。

於2017年3月31日，未償付履約保證金約為2,040萬港元（2016年：1,750萬港元）。

於2017年3月31日，客戶賬戶內未有於本集團綜合財務報表處理的銀行結餘總金額約為4,080萬港元（2016年：3,240萬港元）。

(b) 法律個案

於進行日常業務過程中，本集團因其業務活動可能於法律行動、索償及爭議中成為被告而面對風險。向本集團提出法律程序的性質大致上包括(i)本集團的僱員就僱員賠償提出的索償；(ii)本集團及物業的業主立案法團因疏忽引致的人身受傷，由相關物業的路人、住客或其他使用人士提出的索償；(iii)本集團及物業的業主立案法團因疏忽引致物業損害賠償或經濟損失，由相關物業的住客或其他使用人士提出的索償；及(iv)個別單位業主疏忽引致物業損害賠償，由相關物業的其他住客或使用人士提出的索償。本集團的保險提供保障，而本公司董事認為，根據目前證據，於2017年3月31日，任何該等現有索償概不會對本集團造成重大財務影響。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

39. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

| | | | |
|---|-----------------------|------------------|---|
| Investment in an associate | 於一家聯營公司的投資 | | |
| Contracted but not provided for in the financial statements in respect of unpaid balance of capital contributions | 已訂約但未於財務報表就未付注資結餘作出撥備 | | |
| | | 3,150,000 | — |

40. LEASE COMMITMENTS

Commitments under operating leases

As lessee

At 31 March 2017 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

| | | | |
|---|-----------------|------------------|-----------|
| Within one year | 一年內 | 2,998,800 | 2,822,300 |
| In the second to fifth years, inclusive | 第二年至第五年(包括首尾兩年) | 2,202,200 | 2,863,200 |
| | | 5,201,000 | 5,685,500 |

Operating lease payments represent rentals payable by the Group for certain of its offices, a carpark space and a motor vehicle. Leases are negotiated for an average term of 2 years and rentals are fixed over the lease terms and do not include contingent rentals.

39. 資本承擔

本集團於報告期末的資本承擔如下：

| | |
|--------------|-------|
| 2017 | 2016 |
| 2017年 | 2016年 |
| HK\$ | HK\$ |
| 港元 | 港元 |

40. 租約承擔

經營租約項下承擔

作為承租人

於2017年3月31日，不可撤銷經營租約項下的應付未來最低租約付款總額如下：

| | |
|--------------|-------|
| 2017 | 2016 |
| 2017年 | 2016年 |
| HK\$ | HK\$ |
| 港元 | 港元 |

經營租約付款指本集團就其若干辦公室、一個車位及一輛汽車應付的租金。協定租約期平均為兩年，而租賃期內租金為固定，並不包括或然租金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度



40. LEASE COMMITMENTS (continued)

Commitments under operating leases (continued)

As lessor

The Group leases out its investment property. At the end of reporting period, the future minimum lease payments under non-cancellable leases are receivables as follows:

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|-----------------|-----------------------------|-----------------------------|
| Within one year | 一年內 | 812,600 | — |
| In the second to fifth years, inclusive | 第二年至第五年(包括首尾兩年) | 388,700 | — |
| | | 1,201,300 | — |

Operating lease income represent rentals receivables by the Group for its investment property. Leases are negotiated for terms of 2 years and rentals are fixed over the lease terms and do not include contingent rentals.

41. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|---------------------------|-----------------------------|-----------------------------|
| Rental paid to related companies | 已付關連公司租金 | | |
| — MRIL | — MRIL | 384,000 | 336,000 |
| — Kong Shum Union (China) Limited (“KSU China”) | — 港深聯合(中國)有限公司 (「港深聯合中國」) | 568,000 | 368,000 |
| Compensation paid to directors | 已付董事酬金 | 5,534,991 | 9,393,569 |

40. 租約承擔(續)

經營租約項下承擔(續)

作為出租人

本集團出租其投資物業。於報告期末，不可撤銷租約項下的應收未來最低租約付款如下：

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|---|-----------------|-----------------------------|-----------------------------|
| Within one year | 一年內 | 812,600 | — |
| In the second to fifth years, inclusive | 第二年至第五年(包括首尾兩年) | 388,700 | — |
| | | 1,201,300 | — |

經營租約收入指本集團就投資物業應收的租金。協定租約期為兩年，而租賃期內租金為固定，並不包括或然租金。

41. 關聯方交易

除綜合財務報表其他部分所披露關聯方交易及結餘外，本集團於年內與其關聯方有以下交易：



41. RELATED PARTY TRANSACTIONS (continued)

Mr. Ho Ying Choi and Mr. Ho Ying Cheung, directors of the Company (Mr. Ho Ying Cheung resigned as an executive director of the Company on 6 February 2015 and remain as a director of KSU, have control over the related companies, KSU China, MRIL and FTIL.

At 31 March 2017 and 2016, Mr. Ho Ying Choi and Mr. Ho Ying Cheung had provided joint and several unlimited personal guarantees in favour of banking facilities granted to certain subsidiaries within the Group (note 30).

At 31 March 2016, MRIL and FTIL had provided unlimited guarantees and pledged of their properties to secure banking facilities granted to certain subsidiaries within the Group (note 30). At 31 March 2017, the properties have been released from charge.

On 8 February 2017, KSU, a wholly-owned subsidiary of the Company and Mr. Ho Ying Choi, an executive Director of the Company and Mr. Ho Ying Cheung, a director of KSU and brother of Mr. Ho Ying Choi entered into sale and purchase agreement to acquire assets and liabilities by way of acquisition of the entire equity interest in MRIL and FTIL at a cash consideration of HK\$26,000,000 and promissory notes of sum of HK\$12,157,882 (face value: HK\$14,000,000). MRIL and FTIL owned properties located in Hong Kong and were engaged properties investment business during the year. The acquisition is for the purpose of expanding the Group's business diversity and was completed on 31 March 2017.

41. 關聯方交易(續)

本公司董事何應財先生及何應祥先生(何應祥先生於2015年2月6日辭任本公司執行董事,惟仍留任港深聯合董事)對關連公司港深聯合中國、MRIL及FTIL擁有控制權。

於2017年及2016年3月31日,何應財先生及何應祥先生就本集團旗下若干附屬公司獲授銀行信貸提供共同及個別無限額個人擔保(附註30)。

於2016年3月31日,MRIL及FTIL為取得授予本集團旗下若干附屬公司的銀行信貸而作出無限額擔保並抵押其物業(附註30)。於2017年3月31日,該等物業的抵押已獲解除。

於2017年2月8日,本公司全資附屬公司港深聯合與何應財先生(本公司執行董事)及何應祥先生(港深聯合董事兼何應財先生的胞兄)訂立買賣協議,以現金代價26,000,000港元及價值為12,157,882港元(面值:14,000,000港元)的承兌票據收購MRIL及FTIL全部股權的方式收購資產及負債。MRIL及FTIL於香港擁有物業,於年內從事物業投資業務。是項收購旨在多元化拓展本集團業務,並已於2017年3月31日完成。



42. EVENTS AFTER THE END OF THE REPORTING PERIOD

Acquisition of a financial service company

As detailed in note 23 to the consolidated financial statements, On 13 February 2017, the Group entered into a sale and purchase agreement with an independent third party to purchase the 30% of the issue share capital of Dakin at a total consideration of HK\$31,500,000 to be satisfied by cash (the “Acquisition”). On 28 April 2017, the Acquisition has been completed. Following the completion, the Company is holding 30% of the equity interest in Dakin, and Dakin has become an associate of the Company and the investment of the Group will be classified as investment in an associate. Details of above are set out in the Company’s announcements dated 20 January 2017, 13 February 2017 and 28 April 2017.

Placing of new shares

On 11 May 2017, the Company entered into placing agreement with a placing agent, pursuant to which the Company has conditionally agreed to place through the placing agent up to 118,800,000 placing shares at the placing price of HK\$0.24 per placing share. The net proceeds from the placing is expected to be approximately HK\$27,656,640. The placing was completed on 26 May 2017. Details of above are set out in the Company’s announcements dated 11 May 2017 and 26 May 2017.

Granting of Money Lender’s Licence

On 15 June 2017, a money lender’s licence has been granted by the licensing court to a wholly-owned subsidiary of the Company. The Group has decided to and will commence its money lending business under the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as one of its principal business activities from 15 June 2017. Details of which are set out in the announcement of the Company dated 15 June 2017.

42. 報告期後事件

收購一間金融服務公司

誠如綜合財務報表附註23所詳述，於2017年2月13日，本集團與獨立第三方訂立買賣協議，以收購Dakin已發行股本30%，總代價為31,500,000港元，將以現金償付（「收購事項」）。於2017年4月28日，收購事項已完成。完成後，本公司持有Dakin的30%股權，而Dakin成為本公司的聯營公司，且本集團的投資將分類為於一家聯營公司的投資。以上事項的詳情載於本公司日期為2017年1月20日、2017年2月13日及2017年4月28日的公佈。

配售新股份

於2017年5月11日，本公司與配售代理訂立配售協議，據此，本公司有條件同意透過配售代理按每股配售股份0.24港元的配售價配售最多118,800,000股配售股份。預期配售事項所得款項淨額約為27,656,640港元。配售事項已於2017年5月26日完成。以上事項的詳情載於本公司日期為2017年5月11日及2017年5月26日的公佈。

獲授放債人牌照

於2017年6月15日，本公司全資附屬公司獲牌照法庭發出放債人牌照。本集團決定自2017年6月15日起，根據香港法例第163章放債人條例展開其放債業務，作為其主要業務活動之一。有關詳情載於本公司日期為2017年6月15日的公佈。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2017 截至2017年3月31日止年度

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

43. 本公司財務狀況表

| | | 2017 2017年 HK\$ 港元 | 2016 2016年 HK\$ 港元 |
|--|-------------------|-----------------------------|-----------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 32,264 | – |
| Investments in subsidiaries | 投資附屬公司 | 4,750,116 | 4,750,108 |
| Loan to a subsidiary | 貸款予一間附屬公司 | 15,000,000 | 15,000,000 |
| Deposits for acquisition of an associate | 收購一間聯營公司的按金 | 28,350,000 | – |
| Equity investment at fair value through other comprehensive income | 按公允值計入其他全面收益的股本投資 | – | 4,267,000 |
| | | 48,132,380 | 24,017,108 |
| CURRENT ASSETS | 流動資產 | | |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 456,804 | 1,029,996 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 12,864,201 | 12,805,321 |
| Cash and cash equivalents | 現金及現金等價物 | 12,988,230 | 26,881,771 |
| | | 26,309,235 | 40,717,088 |
| CURRENT LIABILITIES | 流動負債 | | |
| Accruals and other payables | 應計提費用及其他應付款項 | 1,073,012 | 1,281,561 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 4,098,986 | 4,162,720 |
| | | 5,171,998 | 5,444,281 |
| NET CURRENT ASSETS | 流動資產淨值 | 21,137,237 | 35,272,807 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | 69,269,617 | 59,289,915 |
| NET ASSETS | 資產淨值 | 69,269,617 | 59,289,915 |
| EQUITY | 權益 | | |
| Share capital | 股本 | 5,941,515 | 4,951,515 |
| Reserves | 儲備 | 63,328,102 | 54,338,400 |
| TOTAL EQUITY | 權益總額 | 69,269,617 | 59,289,915 |

44. APPROVAL OF FINANCIAL STATEMENTS

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 23 June 2017.

44. 批准刊發財務報表

此等綜合財務報表已於2017年6月23日獲董事會批准及授權刊發。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要



| | | Year ended/As at 31 March 截至3月31日止年度/於3月31日 | | | | |
|--|---------------------------------|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2017 2017年 HK\$'000 千港元 | 2016 2016年 HK\$'000 千港元 | 2015 2015年 HK\$'000 千港元 | 2014 2014年 HK\$'000 千港元 | 2013 2013年 HK\$'000 千港元 |
| OPERATING RESULT | 經營業績 | | | | | |
| Revenue | 收益 | 395,514 | 374,024 | 339,722 | 324,981 | 284,063 |
| Cost of services | 服務成本 | (312,206) | (295,756) | (269,280) | (258,781) | (231,764) |
| Gross profit | 毛利 | 83,308 | 78,268 | 70,442 | 66,200 | 52,299 |
| Other revenue | 其他收益 | 338 | 1,494 | 349 | 279 | – |
| Administrative expenses | 行政開支 | (51,958) | (53,823) | (44,122) | (37,980) | (30,422) |
| Other operating expenses | 其他營運開支 | (17,984) | (18,991) | (18,717) | (19,775) | (13,084) |
| Finance costs | 融資成本 | (196) | (992) | (658) | (1,105) | (1,559) |
| Profit before taxation | 除稅前溢利 | 13,508 | 5,956 | 7,294 | 7,619 | 7,234 |
| Income tax expense | 所得稅開支 | (3,320) | (3,141) | (2,320) | (2,591) | (1,664) |
| Net profit for the year | 年內溢利淨額 | 10,188 | 2,815 | 4,974 | 5,028 | 5,570 |
| Other comprehensive loss | 其他全面虧損 | | | | | |
| Loss on equity investment at fair value through other comprehensive income | 按公允值計入其他全面收益的股本投資虧損 | (4,267) | (8,733) | – | – | – |
| Other comprehensive loss for the year, net of tax | 年內其他全面虧損 (扣除稅項) | (4,267) | (8,733) | – | – | – |
| Profit and total comprehensive income/(loss) for the year attributable to owners of the Company | 本公司擁有人應佔年內溢利及全面收益/(虧損)總額 | 5,921 | (5,918) | 4,974 | 5,028 | 5,570 |
| ASSETS AND LIABILITIES | 資產及負債 | | | | | |
| Total assets | 資產總值 | 203,395 | 144,871 | 100,563 | 115,994 | 105,023 |
| Total liabilities | 負債總額 | (87,125) | (56,529) | (61,276) | (62,427) | (84,572) |
| Net assets | 資產淨值 | 116,270 | 88,342 | 39,287 | 53,567 | 20,451 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 116,270 | 88,342 | 39,287 | 53,567 | 20,451 |

Unit 906, 9/F., Wings Building,
110-116 Queen's Road Central, Central, Hong Kong
香港中環皇后大道中110-116號永恆商業大廈9樓906室

Tel 電話 : (852) 3970 4060
Fax 傳真 : (852) 3970 4065
Email 電郵 : prop@kongshum.com.hk

www.kongshum.com.hk