

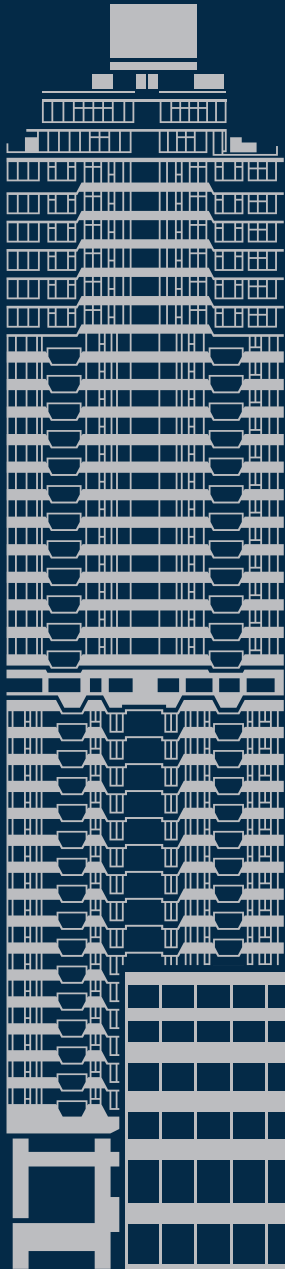


英皇集團(國際)有限公司  
Emperor International Holdings Limited

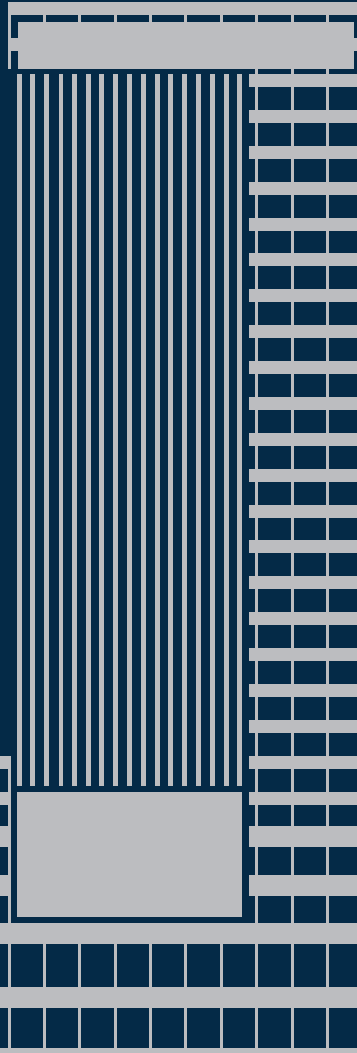
Incorporated in Bermuda with limited liability (Stock Code:163)

於百慕達註冊成立之有限公司 (股份代號:163)

RESIDENTIAL  
住宅



COMMERCIAL BUILDING  
商業大廈



HOTEL  
酒店



Annual Report  
2015/2016 年報

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# CORPORATE INFORMATION AND KEY DATES

## 公司資料及重要日期

### Directors

Luk Siu Man, Semon\* (Chairperson)  
Wong Chi Fai (Managing Director)  
Fan Man Seung, Vanessa (Managing Director)  
Cheung Ping Keung  
Cheng Ka Yu\*\*  
Wong Tak Ming, Gary\*\*  
Chan Hon Piu\*\*

\* Non-executive Director

\*\* Independent Non-executive Directors

### Company Secretary

Liu Chui Ying

### Audit Committee

Wong Tak Ming, Gary (Chairman)  
Cheng Ka Yu  
Chan Hon Piu

### Remuneration Committee

Chan Hou Piu (Chairman)  
Wong Chi Fai  
Cheng Ka Yu

### Nomination Committee

Cheng Ka Yu (Chairperson)  
Fan Man Seung, Vanessa  
Wong Tak Ming, Gary

### Corporate Governance Committee

Fan Man Seung, Vanessa (Chairperson)  
Chan Hon Piu  
Wong Tak Ming, Gary  
a representative of company secretarial function  
a representative of finance and accounts function

### Executive Committee

Wong Chi Fai (Chairman)  
Fan Man Seung, Vanessa  
Cheung Ping Keung

### Auditor

Deloitte Touche Tohmatsu

### Investor Relations Contact

Luk Man Ching, Anna  
Email: ir163@emperorgroup.com

### Website

<http://www.EmperorInt.com>

### Stock Code

Hong Kong Stock Exchange: 163

### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### Principal Office

28th Floor  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

### 董事

陸小曼\* (主席)  
黃志輝 (董事總經理)  
范敏嫦 (董事總經理)  
張炳強  
鄭嘉裕\*\*  
黃德明\*\*  
陳漢標\*\*

\* 非執行董事

\*\* 獨立非執行董事

### 公司秘書

廖翠英

### 審核委員會

黃德明 (主席)  
鄭嘉裕  
陳漢標

### 薪酬委員會

陳漢標 (主席)  
黃志輝  
鄭嘉裕

### 提名委員會

鄭嘉裕 (主席)  
范敏嫦  
黃德明

### 企業管治委員會

范敏嫦 (主席)  
陳漢標  
黃德明  
一名公司秘書職能之代表  
一名財務及會計職能之代表

### 執行委員會

黃志輝 (主席)  
范敏嫦  
張炳強

### 核數師

德勤•關黃陳方會計師行

### 投資者關係聯繫資訊

陸文靜  
電郵: ir163@emperorgroup.com

### 網站

<http://www.EmperorInt.com>

### 股份代號

香港聯合交易所: 163

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 主要辦事處

香港  
灣仔  
軒尼詩道288號  
英皇集團中心  
28樓

## Registrar (in Bermuda)

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## Registrar (in Hong Kong)

Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## Principal Bankers

Bank of China (Hong Kong) Limited  
Bank of China Limited, Macau Branch  
Bank of Communications Co., Ltd.  
China Construction Bank (Asia) Corporation Limited  
Chong Hing Bank Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Industrial and Commercial Bank of China (Macau) Limited  
The Bank of East Asia, Limited  
The Hongkong and Shanghai Banking Corporation Limited  
OCBC Wing Hang Bank Limited

## American Depository Bank

BNY Mellon Shareowner Services  
P.O. Box 30170  
College Station, TX 77842-3170

## Key Dates

Annual Results Announcement	22 June 2016
Book Close Dates	
– For 2016 AGM	15 and 16 August 2016
– For Final Dividend	23 and 24 August 2016
Record Dates	
– For 2016 AGM	16 August 2016
– For Final Dividend	24 August 2016
2016 Annual General Meeting	16 August 2016
Payment of Final Dividend	15 September 2016 (HK\$0.055 per share)

## Corporate Communications

This Annual Report (in both English and Chinese versions) is available to any shareholder either in printed form or on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkex.com.hk>) and the Company. In order to protect the environment, the Company highly recommends the shareholders to receive electronic copy of this Annual Report. Shareholders may have the right to change their choice of receipt of our future Corporate Communications at any time by reasonable notice in writing to the Company or the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, by post or by email at [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com).

## 過戶登記處 (百慕達)

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 過戶登記處 (香港)

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

## 主要往來銀行

中國銀行(香港)有限公司  
中國銀行股份有限公司澳門分行  
交通銀行股份有限公司  
中國建設銀行(亞洲)股份有限公司  
創興銀行有限公司  
恒生銀行有限公司  
中國工商銀行股份有限公司  
中國工商銀行(亞洲)有限公司  
中國工商銀行(澳門)股份有限公司  
東亞銀行有限公司  
香港上海滙豐銀行有限公司  
華僑永亨銀行有限公司

## 美國預託證券銀行

BNY Mellon Shareowner Services  
P.O. Box 30170  
College Station, TX 77842-3170

## 重要日期

年度業績公告	2016年6月22日
暫停辦理股份過戶登記日期	
– 就2016股東週年大會	2016年8月15日及16日
– 就末期股息	2016年8月23日及24日
記錄日期	
– 就2016股東週年大會	2016年8月16日
– 就末期股息	2016年8月24日
2016股東週年大會	2016年8月16日
派付末期股息	2016年9月15日 (每股0.055港元)

## 公司通訊

此年報(中英文版本)可供任何股東以印付形式或於香港聯合交易所有限公司之網站(<http://www.hkex.com.hk>)及本公司之網站內查閱。為支持環保,本公司極力推薦各股東收取此年報之電子版本。股東有權隨時以合理之書面通知,或透過郵寄或電郵([is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com))向本公司或本公司之香港股份過戶登記分處卓佳秘書商務有限公司,更改所選擇收取未來公司通訊之方式。

# FINANCIAL SUMMARY

## 財務概要

For the year ended 31 March

截至3月31日止年度

	2016 HK\$'000 千港元	2015 HK\$'000 千港元	Changes 變動
Total Revenue 總收入	<b>5,602,894</b>	2,821,473	<b>+98.6%</b>
– Investment Property – 投資物業	<b>836,074</b>	730,497	<b>+14.5%</b>
– Property Development – 物業發展	<b>2,971,634</b>	12,750	<b>+23,206.9%</b>
– Hotel Operation and Related Services – 酒店經營及相關服務	<b>1,795,186</b>	2,078,226	<b>-13.6%</b>
Gross profit 毛利	<b>3,098,088</b>	2,124,427	<b>+45.8%</b>
Revaluation (loss)/gain on properties 物業重估(虧損)/收益	<b>(3,167,583)</b>	737,708	<b>N/A</b> 不適用
Total segment profit (excluding revaluation (loss)/gain) 分部溢利總額 (不包括重估(虧損)/收益)	<b>1,827,612</b>	1,249,067	<b>+46.3%</b>



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

Emperor International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) principally engage in property investments, property development and hospitality in the Greater China and overseas.

### Market Review

The US Federal Reserve kicked off a new cycle of interest-rate hikes during the year ended 31 March 2016 (the “Year”), which coupled with an adjustment of the Renminbi (“RMB”) exchange rate and the ongoing decline in oil prices, sparked turmoil in global financial markets.

The recent volatility in the global financial markets and concerns over the slowdown in the Mainland economy have posed a drag on the economic growth in Hong Kong. Despite the modest interest-rate increment, the prevailing mortgage rate in Hong Kong remains low, which gives considerable support to home buyers.

The retail property market in Hong Kong was highly affected by the decline in the number of inbound visitors and spending by Mainland visitors. Although the retail industry in Hong Kong was undergoing a downward cycle, the limited supply and entry of newly listed enterprises stimulated the demand for quality office complexes in the key commercial districts.

英皇集團(國際)有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要在大中華地區及海外從事物業投資、物業發展及酒店業務。

### 市場回顧

於截至2016年3月31日止年度(「本年度」),美國聯邦儲備局啟動新一輪加息週期,加上人民幣(「人民幣」)匯率調整及油價持續下滑,掀起環球金融市場動盪。

近期環球金融市場波動,加上對內地經濟放緩的憂慮,均對香港經濟增長構成壓力。儘管利率溫和上升,但目前香港按揭息率尚處於低水平,仍能支持買家之置業意欲。

內地旅客之訪港人次及消費減少對香港零售物業市場產生重大影響。儘管香港零售業處於下行週期,但市場對主要商業區優質辦公大樓的需求卻因供應緊絀及新上市企業的出現而帶動。



Russell Street  
羅素街

The Hong Kong property market continues to consolidate as a result of economic and property-related policies. The government actively increased the land supply and property developers have introduced new projects and provided various concessionary offers, boosting the primary market to the fore. Due to the various market uncertainties as the business environment in Hong Kong may turn more difficult, both sales volume and transaction price showed a modest decrease.

It was a challenging period for tourism and the hospitality industry in Hong Kong. With countries around the world stepping up their efforts to attract Mainland visitors, both business and leisure travellers to Hong Kong have reduced. Strengthening of the US dollar against other currencies has made shopping and travelling to Hong Kong less appealing.

受經濟環境及房地產相關政策的影響，香港物業市場繼續整固。政府積極增加土地供應，加上物業發展商推出新項目，並提供各種優惠促銷，令一手市場成為主導。由於市場中多個不明朗因素，香港營商環境或會變得更加困難，銷量及成交價均錄得溫和下降。

香港旅遊及酒店業正處於艱難時期。隨著世界各國加強吸引內地旅客，訪港的商務及消閒旅客均減少。美元兌其他貨幣轉強令來港購物及旅遊的吸引力下降。

Canton Road  
廣東道





# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Financial Review

#### Overall Review

During the Year, the Group reported a significant revenue growth by 98.6% to HK\$5,602.9 million (2015: HK\$2,821.5 million) which is mainly attributable to the sales of residential flats. The performance of rental income from the Group's investment properties portfolio remained resilient, with growth of 14.5% to HK\$836.1 million (2015: HK\$730.5 million), representing 14.9% (2015: 25.9%) of total revenue. Since majority of the sold units of **Upton** had been delivered to the customers during the Year, revenue from property development reached HK\$2,971.6 million (2015: HK\$12.8 million), representing 53.0% (2015: 0.4%) of total revenue. Due to a softening in demand for gaming and hospitality services in Macau, revenue from the hospitality segment was HK\$1,795.2 million (2015: HK\$2,078.2 million), accounting for 32.1% (2015: 73.7%) of the total revenue.

### 財務回顧

#### 整體回顧

於本年度，主要受惠於住宅銷售，本集團之收入錄得大幅增加98.6%至5,602,900,000港元（2015年：2,821,500,000港元）。本集團投資物業組合之租金收入仍具較強的抗跌能力，增加14.5%至836,100,000港元（2015年：730,500,000港元），佔總收入之14.9%（2015年：25.9%）。於本年度，由於**維港峰**項目大部份已出售單位已交付予客戶，來自物業發展之收入達2,971,600,000港元（2015年：12,800,000港元），佔總收入之53.0%（2015年：0.4%）。由於澳門博彩及酒店服務需求放緩，故酒店分部之收入為1,795,200,000港元（2015年：2,078,200,000港元），佔總收入之32.1%（2015年：73.7%）。

### The Pulse

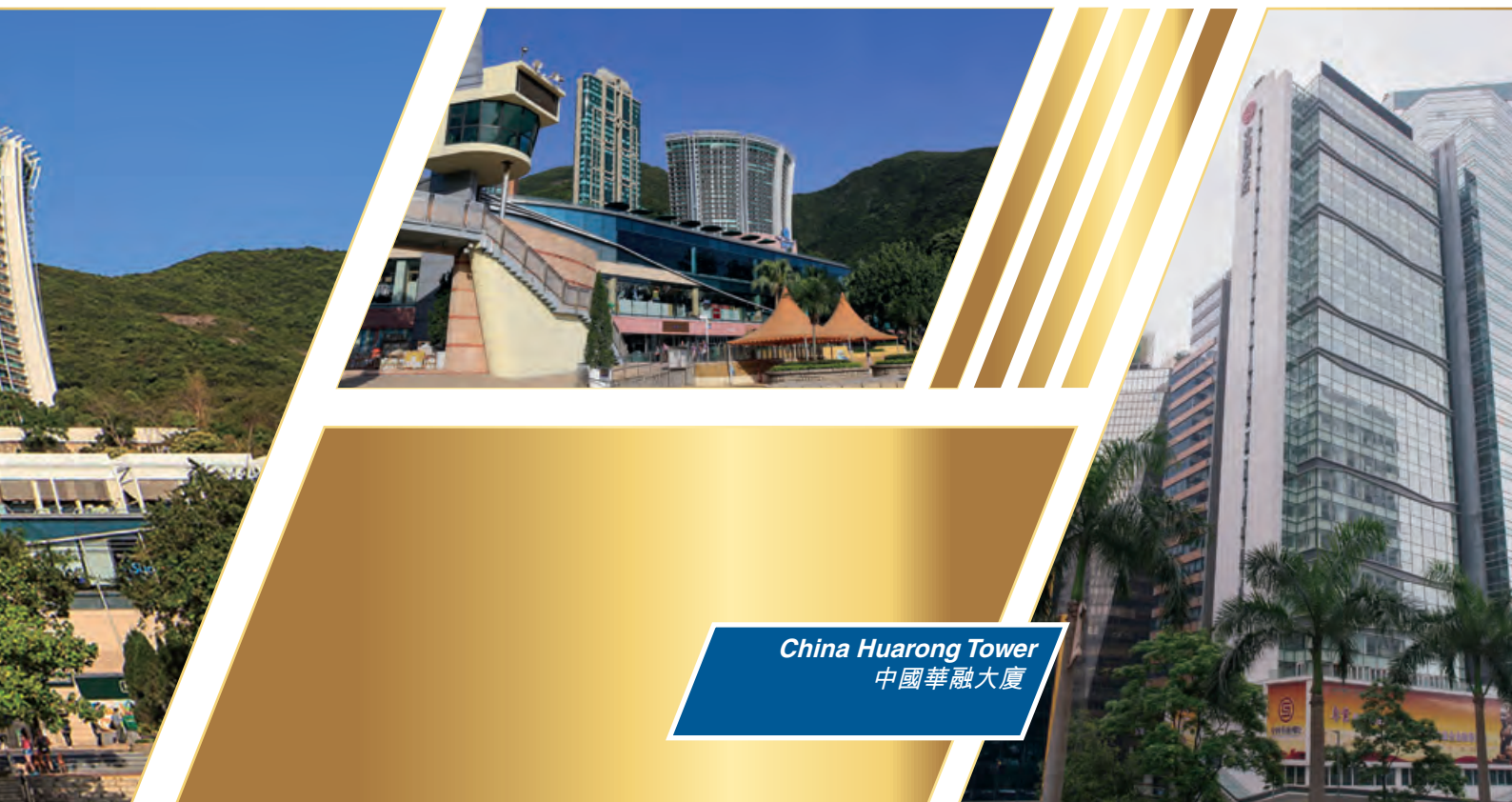


Gross profit increased to HK\$3,098.1 million (2015: HK\$2,124.4 million). Due to the weakening consumption market sentiment and recent downtrend of market rental of investment properties in prime locations, the assessment of market property valuation was downward adjusted, and hence, a revaluation loss on investment properties of HK\$3,167.6 million was recorded during the Year, compared with the revaluation gain on properties of HK\$737.7 million in last year. The total segment profit excluding revaluation loss/gain on properties increased significantly by 46.3% to HK\$1,827.6 million (2015: HK\$1,249.1 million). With the presence of the revaluation loss on properties, loss for the Year attributable to owners of the Company was HK\$2,391.2 million, compared with the profit for the year attributable to owners of the Company of HK\$898.1 million in last year.

Basic loss per share was HK\$0.65 (2015: basic earnings per share of HK\$0.24). The board of directors of the Company (the "Board" or "Directors") recommended the payment of a final dividend of HK\$0.055 (2015: HK\$0.06) per share. Together with the interim dividend of HK\$0.045 (2015: HK\$0.05) per share, the total dividends for the Year are HK\$0.10 (2015: HK\$0.11) per share.

毛利增加至3,098,100,000港元(2015年: 2,124,400,000港元)。由於消費市場氣氛疲弱及近期位處黃金地段之投資物業市場租金呈下行趨勢,市場物業估值因而向下調整,因此於本年度錄得投資物業重估虧損3,167,600,000港元,相對去年則錄得物業重估收益737,700,000港元。分部溢利總額(不包括物業重估虧損/收益)大幅增加46.3%至1,827,600,000港元(2015年: 1,249,100,000港元)。連同物業重估虧損,本公司擁有人應佔本年度虧損為2,391,200,000港元,相對去年則錄得本公司擁有人應佔年度溢利898,100,000港元。

每股基本虧損為0.65港元(2015年: 每股基本盈利0.24港元)。本公司之董事會(「董事會」或「董事」)建議派付末期股息每股0.055港元(2015年: 0.06港元)。連同中期股息每股0.045港元(2015年: 0.05港元),本年度合計每股股息0.10港元(2015年: 0.11港元)。



China Huarong Tower  
中國華融大廈

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Liquidity And Financial Resources

The Group owned a key property portfolio with an area of over 5 million square feet. As at 31 March 2016, the Group's net asset value and net asset value per share amounted to HK\$22,752.7 million (2015: HK\$25,558.9 million) and HK\$6.19 (2015: HK\$6.96) per share, respectively.

The Group has cash, bank balances and bank deposits amounted to HK\$3,833.3 million as at 31 March 2016 (2015: HK\$3,807.6 million). The total external borrowings (excluding payables) amounted to approximately HK\$19,272.0 million (2015: HK\$16,959.6 million) and the Group's debt to total asset ratio was 40.1% (2015: 34.6%) (measured by total external borrowings as a percentage to the total asset value of the Group). In addition to its share capital and reserves, the Group made use of cash flow generated from operations, bank borrowings, unsecured notes and unsecured loans from a related company to finance its operation. During the Year, the Company issued unsecured notes of US\$38.0 million and HK\$500.0 million for the purpose of providing general working capital to the Group. Such notes will be repayable by 2021 and carry fixed coupon rate of 4.4% per annum, payable semi-annually in arrears. The Group's bank borrowings were denominated in Hong Kong dollars and RMB and their interest rates followed market rates. The Group's bank balances and cash were also denominated in Hong Kong dollars, RMB and Macau Pataca ("MOP"). Due to the fluctuations in exchange rates over the past few months, the Group had certain exposure of foreign currency risks especially in RMB. However, the Group will closely monitor and take appropriate measures in order to mitigate the currency risks.

### 流動資金及財務資源

本集團擁有主要物業組合面積逾5,000,000平方呎。於2016年3月31日，本集團之資產淨值及每股資產淨值分別為22,752,700,000港元（2015年：25,558,900,000港元）及每股6.19港元（2015年：6.96港元）。

於2016年3月31日，本集團現金、銀行結餘及銀行存款為3,833,300,000港元（2015年：3,807,600,000港元）。對外借貸（不計應付款項）總額約為19,272,000,000港元（2015年：16,959,600,000港元）及本集團之負債對資產總值比率（即本集團對外借貸總額佔資產總值之百分比）為40.1%（2015年：34.6%）。除股本及儲備外，本集團利用經營業務產生之現金流、銀行借貸、無抵押票據及向一間關連公司借取之無抵押貸款為其業務運作提供資金。於本年度，本公司發出38,000,000美元及500,000,000港元之無抵押票據，以為本集團提供一般營運資金。有關票據將於2021年前償還及票面固定息率為每年4.4%，每半年派息一次。本集團之銀行借貸以港元及人民幣計值，並跟隨市場息率計息。本集團之銀行結餘及現金亦以港元、人民幣及澳門元（「澳門元」）計值。由於過去幾個月匯率出現波動，本集團面對一定程度的外幣風險，尤其是人民幣方面。然而，本集團將緊密監察及採取合適措施以降低貨幣風險。



Emperor Group Centre  
英皇集團中心

## Capital Structure

During the Year, a total of 5,769,475 share options of the Company were exercised. The number of shares of the Company was then increased by 5,769,475. The Company's share capital and share premium were increased by approximately HK\$57,000 and HK\$11.3 million respectively, and the share option reserve of the Company reduced by approximately HK\$1.2 million.

## Business Review

### Investment Property

The Group's investment properties primarily focus on quality street-level retail spaces and commercial buildings at prominent locations. In recent years, the Group strives to enhance the proportion of commercial buildings among its existing property investment portfolio, aiming to diversify its rental income streams and ensure the Group is in a more resilient position to withstand market volatility.

## 資本架構

於本年度，合共5,769,475份本公司之購股權已獲行使。本公司股份數目因此增加5,769,475股。本公司的股本及股份溢價分別增加約57,000港元及11,300,000港元，以及本公司購股權儲備減少約1,200,000港元。

## 業務回顧

### 投資物業

本集團之投資物業主要為位置優越的優質零售地舖及商業大廈。近年來，本集團致力提升旗下商業大廈佔現有物業投資組合的比例，旨在擴大租金收入來源及確保本集團具更佳抗跌能力以抵禦市場波動。



Wincome Centre  
永傑中心

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Hong Kong – Retail Premises

During the Year, the overall occupancy rate of the Group's retail properties was over 97.0%, attributable to the majority of its premises being in prime locations. The Group owns many premium investment properties, with a strong focus on street level retail space at the key shopping districts in Hong Kong. Key investment properties include the retail spaces at **Nos. 8, 20, 22-24 and 50-56 Russell Street, No. 76 Percival Street** and **Nos. 474-476, 479-484, 507, 523 Lockhart Road** in Causeway Bay; **Nos. 4-8 Canton Road, Nos. 81, 83 Nathan Road, Nos. 35-37 Haiphong Road** and **Nos. 25-29 Hankow Road** in Tsim Sha Tsui; **The Pulse** in Repulse Bay; **Fitfort Shopping Arcade** in North Point; and **Level 3, New Town Mansion Shopping Arcade** in Tuen Mun. During the Year, **Nos. 22-24 Russell Street** was leased to La Perla, an Italian luxury lingerie brand, on a whole block basis, as La Perla's largest flagship store worldwide.

#### Hong Kong – Office, Commercial & Residential Complexes

In addition to the above-mentioned retail spaces, the Group's rental income from complexes mainly includes **Emperor Group Centre, China Huarong Tower** and **Nos. 75-85 Lockhart Road** in Wan Chai; a residential site at **Nos. 17-19 Yik Yam Street** in Happy Valley; an industrial complex at **Nos. 45-51 Kwok Shui Road** in Kwai Chung; and **New Media Tower** in Kwun Tong. The renovation and upgrading of **China Huarong Tower** has been completed during the Year, which has been hand-over to the single tenant, on a whole block basis. The residential site at **Nos. 17-19 Yik Yam Street** is planned to be developed into 21-storey residential complex with 68 units for leasing-out, with anticipated completion in 2018. During the Year, the Group completed the acquisition of **Wincome Centre** in Central. **Wincome Centre** is a 16-storey (including basement) building comprising three storeys of retail spaces and 13 storeys of office premises, with a total gross floor area of approximately 39,000 square feet. Situated at the junction of Des Voeux Road Central and Douglas Street, it is the busiest transportation hub in Central, in close proximity to Hong Kong MTR station.

#### 香港 – 零售物業

於本年度，由於本集團之物業大部份坐落於黃金地段，旗下零售物業的整體出租率超過97.0%。本集團持有大量優質投資物業，主要為位於香港主要購物地區之零售地舖。主要投資物業包括位於銅鑼灣羅素街8、20、22-24及50-56號、波斯富街76號及駱克道474-476、479-484、507、523號、尖沙咀廣東道4-8號、彌敦道81、83號、海防道35-37號及漢口道25-29號之零售商舖；淺水灣The Pulse，以及北角健威坊購物商場及屯門新都商場三樓。於本年度，羅素街22-24號整幢物業已出租予意大利名貴貼身服品牌La Perla，作為La Perla全球最大旗艦店。

#### 香港 – 辦公、商業及住宅大樓

除上述零售舖位外，本集團之大樓租金收入主要來自位於灣仔英皇集團中心、中國華融大廈及駱克道75-85號；跑馬地奕蔭街17-19號之住宅地盤；葵涌國瑞路45-51號之工業大樓以及觀塘新傳媒集團中心。於本年度，中國華融大廈之翻新及升級工程已經完成，整幢大樓已交付予單一租戶。奕蔭街17-19號之住宅地盤，計劃發展為21層高、擁有68個單位的住宅樓宇，作出租用用途，預計於2018年完工。於本年度，本集團完成收購中環永傑中心。永傑中心樓高16層（連地庫），由三層零售舖位及13層寫字樓組成，總樓面面積約39,000平方呎。位於德輔道中及德忌利士街交界，該大廈座落中環最繁忙的交通樞紐，毗鄰港鐵香港站。



New Town Mansion  
Shopping Arcade  
新都商場

## Macau

In Macau, construction work at **Nos. 71-75 Avenida do Infante D. Henrique & Nos. 514-540 Avenida da Praia Grande** was in progress. Located at the city-centre shopping spot on the Peninsula, a traditional gaming area in Macau, it will become a signature complex in the town.

## Mainland China

In the Mainland China, work was in progress during the Year on the superstructure of the prime commercial site on **Chang'an Avenue East**, Beijing. The site is set to be developed into a Grade-A office tower, with a gross floor area of approximately 1,000,000 square feet. The development will include a multi-storey retail podium, entertainment hot spots and parking facilities, and will become another landmark building along this prominent street of China's capital city in 2017.

Located in Yuyuan, Huangpu District, Shanghai, **Emperor Star City** will be developed into a shopping arcade and hotel or serviced apartment complex, at a prime site adjacent to the Shanghai M10 subway route. Foundation and basement excavation work for the development has been completed. With an expected gross floor area of approximately 1,300,000 square feet, the complex will include a multi-storey shopping arcade as its major component. The Group expects that upon completion, this project will generate substantial and stable rental revenue.

## 澳門

在澳門方面，**殷皇子大馬路71-75號及南灣大馬路514-540號**地盤之建築工程正在進行中。位於澳門傳統博彩地區澳門半島的市中心購物熱點，該項目將成為城中具標誌性的建築物。

## 中國內地

中國內地方面，於本年度位於北京黃金商業地段**長安東大街**的項目正在進行封頂工程。該地盤計劃發展成為一幢甲級辦公大樓，總樓面面積約1,000,000平方呎。該大樓將包含多層零售平台、娛樂熱點及停車場設施，並將於2017年成為這中國首都著名街道的另一個地標建築物。

位於上海黃浦區豫園之**英皇明星城**將發展成為一幢購物商場及酒店或服務式公寓綜合大樓，毗鄰上海M10號地鐵線之黃金地段。本集團已完成該發展項目之地基打樁及地庫挖掘工程。預計該綜合大樓的總樓面面積約1,300,000平方呎，主體將為一個多層購物商場。本集團預期，該項目完成後將帶來可觀且穩定的租金收入。



**Office tower on Chang'an Avenue East, Beijing (image photo)**  
北京長安東大街之辦公大樓 (效果圖)

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### London

The Group owns a seven-storey (including basement) retail and office complex at **Nos. 181-183 Oxford Street**, London. During the Year, the Group further acquired an eight-storey (including basement) retail and office complex at **Nos. 25-27 Oxford Street**, London, with a floor area of approximately 12,000 square feet. Such expansion can help to diversify the Group's property investment portfolio beyond Greater China. With premises at a prominent London shopping hub that is among the popular tourist spots for international visitors, the Group is optimistic regarding the potential rental increment and capital appreciation in the long-term.

#### Property Development

There is good progress with the Group's various development projects. **Upton**, a 42-storey luxury residential tower with panoramic views of Victoria Harbour, is on schedule for completion during the Year. It has a gross floor area of approximately 185,000 square feet, with 125 flats. There was an overwhelming market response, and 92.0% of the flats have been sold as at 31 March 2016. Majority of its sales proceeds has been recognised during the Year.

During the Year, all of the remaining units of **The Prince Place** and part of the remaining units of **Harbour One** and **18 Upper East** were sold. Such sales proceeds has been recognised during the Year.

Another site, at **Tuen Mun Town Lot No. 436, Kwun Fat Street, Siu Lam**, Tuen Mun, with a gross floor area of approximately 39,000 square feet, will be developed into 14 low-rise detached or semi-detached houses. During the Year, majority of its construction work was completed. The sale of completed units will commence subsequent to the Year. The related sales proceeds will be recognised in the 2016/2017 financial year.

#### 倫敦

本集團持有倫敦**牛津街181-183號**的一幢樓高7層(連地庫)之零售及辦公樓。於本年度,本集團進一步收購倫敦**牛津街25-27號**的一幢樓高8層(連地庫)之零售及辦公樓,樓面面積約12,000平方呎。該等擴展項目使本集團之投資物業組合邁向多元化,延伸至大中華以外之地區。物業位於倫敦最著名購物中心,為國際旅客的旅遊熱點之一,本集團對其長遠的租金增長潛力及資本增值持樂觀態度。

#### 物業發展

本集團各個發展項目進度良好。飽覽維多利亞港景觀之豪宅大樓**維港峰**樓高42層,已按計劃於本年度落成,其總樓面面積約185,000平方呎,設有125個單位。因市場反應熱烈,於2016年3月31日已售出92.0%的單位。大部份銷售所得款項已於本年度確認。

於本年度,御•太子餘下之所有單位以及**維壹**及**港島東18**餘下之部份單位已售出。該等銷售所得款項已於本年度確認。

另一項位於屯門**小欖冠發街屯門市地段第436號**之地盤,總樓面面積約39,000平方呎,將發展成為14座低層獨立或半獨立洋房。於本年度,其大部份建造工程已完成。現樓將於本年度後開售。相關銷售所得款項將於2016/2017年財政年度確認。



A residential site with a sea view, at **Tuen Mun Town Lot No. 490, Tai Lam**, Tuen Mun, with a gross floor area of approximately 29,000 square feet, will be developed into a luxurious low-rise development comprising a mixture of detached houses and apartments. This project is expected to be completed in late-2018. This site, together with the site in Siu Lam, will be well served by a superb transportation network of Hong Kong–Shenzhen Western Corridor as well as the future Tuen Mun–Chek Lap Kok Link and Hong Kong–Zhuhai–Macau Bridge. The sites are also close to Harrow International School Hong Kong, the Hong Kong branch of the prestigious, UK-based Harrow School.

Another luxury residential project (in collaboration with two partners) at **Rural Building Lot No. 1198, Shouson Hill**, Hong Kong, with a gross floor area of approximately 88,000 square feet, will be developed into 18 low-density luxury houses, with comprehensive auxiliary facilities. This development opportunity is very precious as it is in a traditional luxury residential area. The entire project is expected to be completed in 2019.

During the Year, the Group won the bid for development of a residential site at **New Kowloon Lot No. 6538, Fuk Wing Street**, Sham Shui Po, Kowloon, and undertook an urban redevelopment project with a gross floor area of approximately 54,000 square feet. This is planned to be redeveloped into a 26-storey residential tower with more than 130 flats, with completion scheduled for 2018. The Group also acquired a six-storey residential building with a gross floor area of approximately 14,000 square feet at **Nos. 8-10A Mosque Street**, Mid-Levels, Hong Kong. This is planned to be redeveloped into a luxury residential tower with a gross floor area of approximately 34,000 square feet in 2019.

位於屯門大欖屯門市地段第490號之海景住宅用地，總樓面面積約29,000平方呎，將發展成為以獨立洋房及公寓組成之低層豪宅項目。預期該項目於2018年年底落成。隨著深港西部通道開通，加上日後落成的屯門至赤臘角連接路與港珠澳大橋，將使該地段及小欖之發展用地享有四通八達的交通網絡；而該兩個發展項目亦鄰近英國貴族級學府哈羅公學在香港開設的分校—哈羅香港國際學校 (Harrow International School Hong Kong)。

另一個位於香港壽臣山鄉郊建屋地段第1198號之豪宅項目（與兩名合作夥伴聯手進行），總樓面面積約88,000平方呎，計劃發展為18幢低密度豪華洋房，備有完善配套設施。該項目位處傳統豪宅地段，其發展機遇極為罕有。預期整個項目於2019年落成。

於本年度，本集團投得位於九龍深水埗福榮街新九龍地段第6538號之住宅地盤，並將承建市區重建項目，總樓面面積約54,000平方呎。該項目計劃重建為一幢26層高的住宅大樓，擁有逾130個單位，計劃於2018年落成。本集團亦收購位於香港半山摩羅廟街8-10A號一幢樓高6層之住宅大廈，總樓面面積約14,000平方呎。該項目計劃於2019年重建為豪宅大樓，總樓面面積約34,000平方呎。



Upton  
維港峰



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Hotel Operation and Related Services

Emperor Hotels Group has been established to cover several hotels and serviced apartments in Hong Kong and Macau, and is dedicated to the Group's ongoing efforts and comprehensive development of hotel operation. In Hong Kong, it currently covers **Emperor (Happy Valley) Hotel**, **Inn Hotel Hong Kong**, **MORI MORI Serviced Apartments** and a new hotel development project in Wanchai. In Macau, it covers **Grand Emperor Hotel ("GEH")** and **Inn Hotel Macau**, where income from hospitality and gaming has been consolidated with the Group.

Located in Happy Valley, **Emperor (Happy Valley) Hotel** is the Group's flagship project, with the classic beauty of European architecture and décor. It is a 26-storey hotel offering 150 guest rooms, with a gross floor area of approximately 84,000 square feet. Golden Valley, a restaurant offering Cantonese and Sichuan cuisine in the hotel, has been awarded Michelin one-star for the sixth consecutive year.

Located in Yau Ma Tei, Kowloon, **Inn Hotel Hong Kong** is a 30-storey hotel offering 200 guest rooms, with a gross floor area of approximately 48,000 square feet. With easy access to established shopping areas and Ladies' Market in Mong Kok, as well as Jade Market in Yau Ma Tei, it is conveniently located in a major entertainment, shopping and dining district, ensuring guests will truly experience Hong Kong as a vibrant and fascinating city.

Situated at the vibrant junction of Wanchai and Causeway Bay, **MORI MORI Serviced Apartments** provides 18 stylish serviced apartments for expats, MICE visitors, business travellers and overseas professionals on short- and long-term leases. With state-of-the-art facilities and professional customer services, **MORI MORI Serviced Apartments** redefines the contemporary way of living.

Meanwhile, superstructure work at **No. 373 Queen's Road East, Wan Chai**, was almost completed during the Year. With a gross floor area of approximately 115,000 square feet, this will be developed into a 29-storey hotel offering 300 guest rooms as well as leisure, dining and parking facilities. The hotel is expected to be completed in 2016. It will be a signature hotel project under **Emperor Hotels Group**, which can further enhance brand recognition in the hospitality segment.

### 酒店經營及相關服務

英皇酒店集團已經成立，涵蓋香港及澳門幾家酒店及服務式公寓，致力投入於本集團酒店業務的持續及全面發展。在香港，其目前涵蓋**英皇駿景酒店**、**香港盛世酒店**、**MORI MORI服務式公寓**及灣仔一個新酒店發展項目。在澳門，其涵蓋**英皇娛樂酒店**（「**英皇娛樂酒店**」）及**澳門盛世酒店**，其中來自酒店及博彩業的收入已併入本集團。

**英皇駿景酒店**位於跑馬地，為本集團的旗艦項目，擁有歐式建築及裝潢的古典美。其為一幢26層高的酒店，提供150間客房，總樓面面積約84,000平方呎。位於該酒店內之川粵菜餐廳**一駿景軒**連續第六年獲評為**米芝蓮一星食府**。

位於九龍油麻地的**香港盛世酒店**樓高30層，提供200間客房，總樓面面積約48,000平方呎。酒店位於主要娛樂、購物及餐飲地區，交通便利，可迅速抵達旺角的購物地帶、女人街以及油麻地的玉器市場，確保賓客真正體驗到香港作為一個充滿活力及迷人的城市。

**MORI MORI服務式公寓**坐落於灣仔及銅鑼灣心臟地帶的交界處，按短期及長期租約，為外籍人士、會展旅客、商務旅客及海外專業人士提供18個時尚的服務式公寓。憑藉先進設施及專業客戶服務，**MORI MORI服務式公寓**重新定義現代生活方式。

同時，灣仔**皇后大道東373號**之封頂工程已於本年度內大致完成，其總樓面面積約115,000平方呎，將發展為一幢29層高的酒店，設300間客房，並提供消閒、餐飲及泊車設施，預期於2016年落成。該酒店將被視為**英皇酒店集團**旗下標誌性的酒店項目，可進一步提高酒店分部之品牌認受性。

**GEH** is another of the Group's flagship projects, located on the Peninsula, Macau. With a gross floor area of approximately 655,000 square feet, it is a 26-storey hotel with 307 exquisite guest rooms, fine dining restaurants and bars, as well as gaming facilities. It has won an array of prestigious industry awards.

**Inn Hotel Macau** is a 17-storey hotel with a gross floor area of approximately 209,000 square feet, and 287 guest rooms. Through extending coverage from the Peninsula to Taipa, the Group can fully capture the potential of Macau's hospitality market.

## Outlook

The Group will continue to source quality and upscale investment properties with good potential in Greater China and also in major cities in the world, to enhance its investment property portfolio and continue to provide a significant source of recurrent rental income in the long-run. In order to leverage the potential decline of rental income from retail spaces, the Group is adopting a pro-active approach to optimise the balance between retail and non-retail premises, given that the leasing demand of commercial complexes in the key local commercial district areas remains strong. Leveraging on its sustained high occupancies and contributions from new investment properties, the Group's rental income is expected to stay steady.

The residential market is anticipated to remain positive, given the solid demand from end-users, with ongoing growth in household formation and rising personal incomes. The Group is building a steady development projects pipeline for providing long-term contributions through the sale of residential units. **Upton**, the luxury residential sites in **Siu Lam** and **Shouson Hill**, along with the redevelopment project at **Mosque Street** once again demonstrate the Group's strategic focus on premium residential projects. The sales proceeds of the luxury low-rise houses in **Siu Lam** are expected to be reflected in the earnings of the 2016/2017 financial year. Looking ahead, the Group will continue to replenish its land bank for strengthening earnings and shareholders' value.

Supported by "One Belt, One Road" economic development strategy initiated by Chinese Government, Hong Kong should benefit from its geographical proximity, bringing ample opportunities and building a solid foundation for long-term economic development. Despite the global uncertainties, the Group will continue to manage its core businesses with prudence to achieve stable growth and sustain profitability. The Group is constantly looking for business opportunities through property assembly, acquisition of old buildings and tenders for government land. With its management execution strength and market insight, the Group will strive to further enhance its competitive position, and aim to become a key property player in the Greater China region.

**英皇娛樂酒店**乃本集團另一旗艦項目，位於澳門半島，總樓面面積約655,000平方呎，為一幢樓高26層的酒店，擁有307間精緻客房，並配備高級餐廳、酒吧以及博彩設施。該酒店獲得多個業界享負盛名的獎項。

**澳門盛世酒店**乃一幢樓高17層的酒店，總樓面面積約209,000平方呎，擁有287間客房。透過從半島擴大覆蓋範圍至氹仔，本集團可全面捕捉澳門酒店市場的潛力。

## 前景

本集團將繼續於大中華地區以及全球主要城市搜尋具有良好潛力的優質及高檔投資物業，增強其投資物業組合，並繼續提供長期經常性租金收入之主要來源。有見本地主要商業區之商業大廈租賃需求仍然強勁，本集團正採取積極措施優化零售與非零售物業之比例，以緩減零售商舖的租金收入潛在的下行趨勢。憑藉其出租率持續高企及來自新投資物業之貢獻，預期本集團之租金收入將維持穩定。

鑑於新組成家庭持續增加及個人收入提升，帶動最終用家的強勁需求，預期住宅市場維持正面。本集團的發展項目正在平穩地按計劃推進，為住宅單位銷售帶來長遠貢獻。**維港峰**項目、位於**小欖**及**壽臣山**的豪宅用地，連同**摩羅廟街**之重建項目，再次突顯本集團以優質住宅項目為策略發展核心。**小欖**低層豪宅的銷售款項預期反映於2016/2017年財政年度之盈利上。展望未來，本集團將繼續補充土地儲備，以增加盈利及提高股東價值。

受中國政府發起之「一帶一路」經濟發展戰略所支持，香港憑藉其相鄰的地理優勢有望受惠其中，並帶來豐裕機會及為長遠經濟發展建立穩固的根基。儘管全球前景不明朗，本集團仍將審慎地管理其核心業務，以實現穩步增長及維持盈利能力。本集團一直透過物業整合、收購舊樓宇及競投政府土地之方式尋求商機。憑藉管理層穩健的執行能力及市場洞察力，本集團將致力進一步提升其競爭優勢，旨在成為大中華地區之主要地產發展商。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Employees and Remuneration Policy

The total cost incurred for staff including Directors' emoluments amounted to HK\$669.5 million during the Year (2015: HK\$648.5 million). The number of staff was 1,780 as at 31 March 2016 (2015: 1,733). Employee's remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance, as well as market pay levels. Staff benefits include medical and life insurance, retirement benefits and other competitive fringe benefits.

To provide incentives or rewards to staff, the Company has adopted a share option scheme, particulars of which will be set out in the section headed "Share Options" of the annual report of the Company.

### Assets Pledged

As at 31 March 2016, assets with carrying value of HK\$36,388.5 million (31 March 2015: HK\$39,355.4 million) were pledged as security for banking facilities.

### Other Information

#### Acquisition of subsidiaries

- (i) On 26 February 2015, the Group entered into the legal-binding memorandum of understanding with independent third parties in relation to the purchase of Apex Delight Holdings Limited ("Apex Delight") that ultimately held Nos. 75-79 Lockhart Road in Wan Chai ("Wanchai Property") and the loan due and payable by Apex Delight to the vendors at the total consideration of HK\$683 million for the Wanchai Property and approximately HK\$64 million for the receivable in relation to the Wanchai Property. This transaction constituted a discloseable transaction of the Company under the Listing Rules and was completed on 15 June 2015.
- (ii) On 2 September 2015, the Group entered into the sale and purchase agreement with independent third parties in relation to the purchase of Versa Ltd. that ultimately held Nos. 39 and 41 Des Voeux Road Central, Hong Kong and the loan due and payable by Versa Ltd. to the vendor at the total consideration of approximately HK\$1,300 million. This transaction constituted a discloseable transaction of the Company under the Listing Rules and was completed on 2 March 2016.

### 僱員及薪酬政策

本年度之員工成本總額（包括董事酬金）為669,500,000港元（2015年：648,500,000港元）。於2016年3月31日，本集團聘用1,780名僱員（2015年：1,733名）。僱員之薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。員工福利包括醫療及人壽保險、退休福利及其他具競爭力之額外福利。

為鼓勵或嘉獎員工，本公司已採納一項購股權計劃，有關詳情列載於本公司年度報告「購股權」一節內。

### 資產抵押

於2016年3月31日，本集團已將賬面值36,388,500,000港元（2015年3月31日：39,355,400,000港元）之資產用作為銀行融資之抵押。

### 其他資料

#### 收購附屬公司

- (i) 於2015年2月26日，本集團與獨立第三方訂立一份具法律約束力的諒解備忘錄，以購買Apex Delight Holdings Limited（「Apex Delight」）（其最終持有灣仔駱克道75-79號（「灣仔物業」））及Apex Delight結欠和應付賣方之貸款，總代價為683,000,000港元（就灣仔物業而言）及約64,000,000港元（就有關灣仔物業之應收款而言）。是項交易根據上市規則構成本公司之一項須予披露交易，並已於2015年6月15日完成。
- (ii) 於2015年9月2日，本集團與獨立第三方訂立買賣協議，以購買Versa Ltd.（其最終持有香港德輔道中39及41號）及Versa Ltd.結欠和應付賣方之貸款，總代價約為1,300,000,000港元。是項交易根據上市規則構成本公司之一項須予披露交易，並已於2016年3月2日完成。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The report aims to provide the Group's stakeholders with an overview of the Group's efforts regarding environmental, social and governance (ESG) impacts arising from its daily operations.

### Relationship with Major Stakeholders

The Group continues to engage with its employees, customers, suppliers, institutional investors, shareholders, and other stakeholders through different channels to develop mutually beneficial relationship and promote sustainability.

Employees are remunerated equitably and competitively. Details of continuing training and development opportunities provided to them are set out in the "Development and training" section below.

The Group is committed to deliver excellent customer services and high quality products to its customers. As a result of these commitments, the Group's property residential projects and hotel operation have attained leading awards. For details, please refer to the "Product responsibility and customer services" section below.

The Group uses suppliers that reflect its values and commitment and maintains a solid relationship with them. For details, please refer to the "Supply chain management" section below.

The Company maintains ongoing dialogues with its institutional investors and shareholders. For details, please refer to the section "Communication with Shareholders" on page 72 of the Corporate Governance Report.

### Environmental Protection

#### Environmental policies and performance

The Company is committed to maintain good corporate governance, and aim to integrate corporate social responsibility ("CSR") into its business strategy and management approach. During the Year, the Group has continued to use its best endeavours to protect the environment from its business activities and workplace. The Group also educates its employees on their awareness in promoting a "green" environment. The Group seeks to identify and manage environment impacts attributable to its operational activities, in order to minimise these impacts if possible. Various measures were adopted to reduce energy and other resource use, minimise waste and increase recycling and promote environmental protection in its supply chain and marketplace. Details of such measures are set out below:

本報告旨在向本集團的持份者概述本集團在環境、社會及管治方面(ESG)的工作，以減低日常營運對環境、社會及管治所構成的影響。

### 與主要持份者之關係

本集團通過不同渠道繼續與其僱員、客戶、供應商、機構投資者、股東及其他持份者發展互惠關係及促進可持續發展。

僱員乃獲得公平及具競爭力的薪酬。向彼等提供持續培訓及發展機會之詳情乃載於下文「發展及培訓」一節。

本集團致力向其客戶提供優秀客戶服務及優質產品。該等承諾亦使本集團的住宅物業項目及酒店業務取得領先的獎項。有關詳情，請參閱下文「產品責任及客戶服務」一節。

本集團採用能反映其價值觀及承諾的供應商以及與彼等維持穩固關係。有關詳情，請參閱下文「供應鏈管理」一節。

本公司與其機構投資者及股東保持持續的對話。有關詳情，請參閱企業管治報告第72頁「與股東之溝通」一節。

### 環境保護

#### 環境政策及表現

本公司致力維持良好的企業管治，以及旨在將企業社會責任（「企業社會責任」）融合入其業務策略及管理模式。於本年度，本集團繼續致力於其業務活動及工作場所實踐保護環境。本集團亦教育其僱員提升對「綠色」環境的意識。本集團努力辨識及管理其經營活動對環境造成之影響，務求將該等影響減至最低。在其供應鏈及市場中，已採取多項措施以降低能源及其他資源消耗、減少浪費及增加循環再用及宣傳環境保護。該等措施詳情載列如下：

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Use of resources

Global warming and climate change are among the major environmental problems in every part of the world. Several measures have been implemented in order to mitigate emissions produced by the Group's offices, such as minimising use of chiller units during night-time, using LED lamps, switching off passenger lifts after office hours, etc. Also, the Group prefers energy-saving appliances with energy labels when purchasing essential equipment for projects, and installs high efficiency LED lighting to reduce energy use and carbon emissions.

For the hospitality business, the Group is devoted to providing a green experience for customers, by promoting efficient use of resources and adopting green technologies. The Group has implemented the following environmental initiatives, and achieved positive results, with obvious improvements in energy efficiency:

- Reusing waste heat, generated from the heat recovery air-conditioning system, for the boiler;
- Adopting cooling tower systems to maximise chiller energy efficiency;
- Minimising use of chiller units during night-time;
- Using lift energy-saving devices;
- Switching off some of the passenger lifts during non-peak hours;
- Installing LED lamps;
- Ensuring proper steam leakage and insulation management;
- Shutting-off lighting and air-conditioning when a guest room is not in use;
- Installing thermostats with outdoor temperature sensors, to maintain and control room temperature at a desired energy efficient level; and
- Installing ventilation fan controls in kitchen areas.

To identify energy efficiency opportunities, the Group measures and records the energy consumption intensity from time to time.

During the Year, **GEH** received the Macao Green Hotel Silver Award 2013-2016, organised by the Macao Environmental Protection Bureau and the Macao Government Tourist Office. The recognition demonstrates the Group's commitment and continuous efforts in environmental protection by adopting green initiatives in the hotel.

### 資源利用

全球暖化及氣候變化乃世界上每一個角落所面對的主要環境問題。本集團已實施若干措施，以減輕旗下辦公室所產生的排放，例如在夜間減少使用製冷機組、採用LED燈、於辦公時間後關掉乘客升降機等。此外，本集團於為項目添置主要的設備時，傾向購買貼有能源標籤的節能電器，並安裝大功率的LED照明，以減少能源使用及碳排放。

酒店業務方面，本集團藉著促進善用資源及採納綠色科技，致力為客戶提供綠化體驗。本集團已實施下列環保舉措並取得正面成果，使能源效益得以顯著提升：

- 將空調餘熱回收系統所產生之廢棄熱能，循環再用至鍋爐；
- 採用冷卻塔系統以提升制冷設備的能源效益；
- 在夜間減少使用製冷機組；
- 使用升降機省電裝置；
- 於非繁忙時間關掉部份乘客升降機；
- 安裝LED燈；
- 確保妥善管理蒸汽洩漏及隔熱；
- 於客房無人使用時關掉照明及空調；
- 安裝附室外溫度感應器的恆溫器，使室溫保持並控制在理想的能源效益的水平；及
- 在廚房範圍安裝抽氣扇系統。

本集團不時量度及記錄能源消耗情況，以發掘提高能源效率的機會。

於本年度，**英皇娛樂酒店**勇奪2013-2016年度澳門環保酒店銀獎。該獎項由澳門環境保護局與澳門特別行政區旅遊局合辦，嘉許本集團透過在酒店採用各項環保措施，堅守及持續投入環境保護的工作。

## The environment and natural resources

Creating a paperless working environment not only reduces environmental damage but also fits commercial goals, as it can save physical space, facilitate information sharing via IT networks, and reduce complicated documentation procedures. In recent years, the Group has also implemented paperless processing in its internal communications, including for employees' time sheets, payrolls and finance. Moreover, duplex printing and copying has become the norm within the Group, greatly reducing paper consumption and saving costs. Data on printing is regularly collected and assessed, to monitor the efficiency of the paperless environment.

The Group incorporated various environmental initiatives in its hotel operation to minimise waste generation. The Group participates in soap recycling programme organised by the University of Hong Kong, enabling the distribution of recycled soap to underprivileged communities, and collects reusable items and materials such as box files, cartons, and linen. In addition, shower gel bottles are reused after special hygiene treatment.

Externally, by the introduction of electronic means of corporate communications (including annual reports and interim reports, etc.) to registered shareholders (since 2009) and non-registered shareholders (since 2015), the Company highly recommends the shareholders to take advantage of accessing its corporate communications through the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company instead of receiving hard copy documents. This paperless practice helps protect the environment, as well as save costs on stationery, printing and administrative charges etc. for the benefit of the Company and its shareholders. The adoption of such practice largely reduced the printing of corporate communications. In financial year 2015/2016, roughly 85% of individual shareholders received financial reports of the Company via electronic means.

A cartoon character, "Sam", has been created during the Year as the ambassador for promoting staff's environmental awareness. Sam has encouraged the staff to take action for creating a green working environment by spreading a set of eco-friendly tips on the staff's screensaver:

- Keeping air-conditioned room temperature at 25°C
- Shutting off lighting when leaving a room for more than an hour
- Switching off the computer after working hours
- Performing duplex printing

## 環境及天然資源

營造無紙化的工作環境可節省空間、促進透過資訊科技網絡互享資訊及削減繁複文書程序，既能減少對環境造成破壞，亦合乎商業考慮。近年來，本集團亦已於其內部通訊（包括僱員工時表、工資單及財務）實行無紙化程序。另外，雙面列印及複製已成為本集團的慣常做法，大大減少紙張消耗及節省成本。本集團定時收集及評估有關列印之數據，藉此監控無紙化環境之成效。

本集團在其酒店業務加入各項環保措施，務求減少製造廢物。本集團參與香港大學舉辦的香皂循環再用計劃，讓經循環再造的香皂分發到弱勢社群，並收集可重複使用的物品及材料（例如文件夾、紙箱及床單）。此外，沐浴露瓶經過特別衛生處理後循環再用。

對外而言，通過向註冊股東（自2009年起）及非註冊股東（自2015年起）引入電子版公司通訊（包括年報及中期報告等），本公司極力推薦股東利用香港聯合交易所有限公司（「聯交所」）及本公司網站獲取公司通訊而非收取印刷文件。此無紙化行動既可保護環境，亦可節約文儀用品、印刷及行政費用等，惠及本公司及其股東。採取該做法大量減少了公司通訊印刷。於2015/2016財政年度，約85%之個人股東以電子方式收取本公司之財務報告。

於本年度，創作了卡通人物「森森」成為環保大使，以推廣員工的環保意識。森森透過員工電腦的螢幕保護程式發佈一系列環保提示，鼓勵員工為營造綠色的工作環境採取行動：

- 保持空調室溫為攝氏25度
- 離開房間超過一小時應關燈
- 下班後應關閉電腦
- 採用雙面影印

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



During the Year, the Group has partnered with the printing vendor, to introduce “Follow You” print solution which helps the Group become more energy efficient through smarter printing. The print solution enables the Group to achieve environmental objectives by reducing unclaimed printing, as printing is released only upon the presentation of ID swipe-card.

於本年度，本集團與列印供應商合作，引入「Follow You」列印方案，透過智能列印有助本集團達致更佳能源效益。由於列印方案需要出示身份識別磁卡方能進行打印，這樣便減少無人認領列印的情況，從而助本集團達到環保目的。



### Green construction

Apart from daily office and operational practices, the Group endeavours to build up a green living environment by pursuing green building certification for its ongoing projects, and extends its commitment to environmental protection to other parts of the society.

Construction processes are strictly supervised according to the Building Environmental Assessment Method (“BEAM”) or BEAM Plus. During the Year, eight of the Group’s under construction projects in Hong Kong followed the BEAM or BEAM Plus requirements. In Mainland China, Emperor Group Centre in Beijing was precertified at the gold level under the Leadership in Energy & Environmental Design (LEED) for Core and Shell (CS) Development program, demonstrating the Group’s commitment to delivering a green and clean working environment in commercial projects, and further strengthening the Group’s leading position in environmentally friendly property development.

### 綠色建築

除了在日常的辦公室及營運方面實踐環保，本集團亦致力為旗下正在進行的項目爭取綠色建築認證，建立綠色生活環境，並將其環保承諾延伸至社會其他方面。

建築程序乃根據香港建築環境評估法（「BEAM」）或BEAM Plus的指引進行嚴格監督。於本年度，本集團於香港的八個在建項目符合BEAM或BEAM Plus的規定。在中國，位於北京的英皇集團中心獲領先能源與環境設計(LEED)結構體(CS)黃金級的預先認證，顯示本集團致力於商業項目中提供綠化及潔淨工作環境的決心，並進一步強化本集團於環保物業發展的領先地位。

## Workplace Quality

### Workforce

The Group believes that a motivated and balanced workforce is crucial for building a sustainable business model and delivering long-term returns.

As at 31 March 2016, the permanent employees of the Group totalled 1,780, working in the headquarters in Hong Kong, regional offices in Macau and Mainland China as well as the hotel and hotel related operations in Hong Kong and Macau.

The demographics of the Group's workforce (as at 31 March 2016) are summarised below:

By Region 地區分佈	
Hong Kong 香港	24%
Macau 澳門	69%
Mainland China 中國內地	7%
	100%

The Group has a diverse workforce in terms of gender and age, providing a variety of ideas and levels of competency that contribute to the Group's success. The Group is firmly committed to gender equality, and therefore particularly encourages female participation in the Board, and at managerial and operational levels. Women represent approximately 52% of the total employees in the Group.

The management believes that people are important assets for the Group, and remains committed to attracting and retaining talent with diverse backgrounds for achieving sustainable growth. As at 31 March 2016, approximately 33% of the staff have worked for the Group for five years or more. Staff turnover rate among managerial positions is relatively low, reflecting a high level of employee satisfaction and engagement with the Group.

## 工作環境質素

### 員工

本集團深信，一支積極主動且具均衡比例之員工團隊，為建立可持續經營模式及帶來長遠回報的關鍵元素。

於2016年3月31日，本集團擁有合共1,780名全職僱員，主要於香港總部、澳門及中國內地區域辦事處，以及香港及澳門的酒店及酒店相關業務任職。

於2016年3月31日，本集團之員工分佈資料概述如下：

Age Distribution 年齡分佈	
≤25	11%
26-35	35%
36-45	23%
46-55	20%
≥56	11%
	100%

本集團的員工團隊來自不同年齡層及性別，提供多元化的意念及各種程度的技能，對本集團的成功作出貢獻。本集團一直堅守兩性平等原則，尤其支持女性在董事會、管理及營運層面之參與。女性佔本集團整體員工約52%。

管理層相信，員工乃本集團之重要資產，並致力吸引及挽留來自不同背景的優秀員工，以取得持續增長。於2016年3月31日，約33%員工於本集團任職達5年或以上。管理人員之流失率相對較低，反映員工對本集團之滿意度及歸屬感甚高。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Health and safety

The Group prides itself on providing a safe, effective and congenial work environment for its staff. Adequate arrangements, training courses and guidelines are implemented to ensure the working environment is healthy and safe. An office memo on occupational health and safety is issued to each staff member as they commence employment. Workshops and seminars on different topics were held during the Year, to present the latest information and raise awareness of occupational health and safety issues for employees in offices, hotels and project sites.

All construction work is carried out by construction workers via outsourced contractors. All contractors engaged by the Group are obliged to follow the Group's environmental and safety policies. They are given a safety briefing to ensure safety measures are strictly followed. The rate of accidents and injuries during the Year, as reported by the engaged contractors, remained at low level.

The Group proactively identifies potential occupational hazards to reduce staff exposure to accidents. Employees assigned to work on construction sites are required to observe additional safety guidelines. In hotel operation, all restaurants staff are required to wear antiskid shoes and anti-cutting gloves to prevent injuries. Every case of injury (if any) is required to be reported to the Group Human Resources Department and be individually assessed under the internal guideline procedures.

The Group values the health and well-being of staff. In order to provide employees with health coverage, staff are entitled to benefits including medical and life insurance as well as other competitive fringe benefits.

### 健康及安全

本集團致力為員工提供安全、高效及舒適之工作環境，並以此自豪。本集團落實合適安排、培訓課程及指引，以確保健康及安全的工作環境。於入職時，每名員工均獲發職業健康與安全的辦公室備忘錄。於本年度，本集團舉辦不同主題的工作坊及研討會，以展示最新資訊，及加強辦公室、酒店及項目地盤工作的僱員對職業健康及安全方面的意識。

所有的建築工作均由外包承包商的建築工人進行。本集團所委聘的所有承包商均必須遵守本集團的環保及安全政策。彼等均獲得安全簡介，以確保安全的措施得以嚴格遵守。據聘用的承包商所報告，於本年度，意外及工傷率保持在低水平。

本集團積極地識別潛在的職業性風險，以減低員工發生意外的機會。獲指派於建築地盤工作之員工必須遵守附加的安全指引。於酒店業務方面，所有餐廳員工須穿防滑鞋及防切傷手套，以防受傷。一旦發生工傷事故（如有），必須通報集團人力資源部，並根據內部指引程序進行獨立評估。

本集團重視員工的健康及福祉。為了向員工提供健康保障，彼等享有各項福利，包括醫療及人壽保險及其他具競爭力之附加福利。

## Development and training

To promote long-term career development for staff, the Group strongly supports staff participation in training programmes organised by external professional bodies, and provides funds and subsidies to staff based on their career development needs. During the Year, staff enrolled in training programmes organised by professional institutions such as the Hong Kong Institute of Architects, the Hong Kong Institute of Surveyors, the Chartered Institute of Building and the Royal Institution of Chartered Surveyors to enhance their architectural and surveying professions.

In hotel operation, various training courses are regularly conducted to promote occupational safety, personal and food hygiene, fire and emergency response, first aid and customer serving skills. The Group also provides professional training programmes to its frontline staff under the Macao Occupational Skills Recognition System ("MORS") certification scheme, to enhance their occupational proficiencies. As at 31 March 2016, around 148 frontline staff had obtained MORS certifications in accordance with their professions: assistant cook, Chinese dim sum and cuisine, bartender, bell attendant, front desk agent, guest relations officer, room attendant, security officer, waiter/waitress of western restaurant and Chinese restaurant. During the Year, the Group dedicated around 20,035 hours to staff training, representing approximately 11 hours per employee.

The Group believes that maintaining a work-life balance is essential for sustainability and a sound body and mind for every employee. To support employees in maintaining work-life balance, the Group actively provides a variety of charitable and staff activities for employees, such as sports day, voluntary visits, rural outings and team-building activities. All these activities help to strengthen relationships between employees, and promote a healthy and harmonious working environment.

## Operating Practices

### Supply chain management

During the Year, the Group engaged more than 100 contractors and suppliers for property projects in Hong Kong, Macau and Mainland China. The Group places high importance on quality of its operations and products. To maintain a high standard as a responsible developer, the Group sets rules and policies on the selection of suppliers, contractors and tenderers, and it always works closely with third-parties. This is to maintain high reputation and customer satisfaction on the Group's services and products.

## 發展及培訓

為了促進員工的長遠事業發展，本集團大力支持員工參加外部專業機構舉辦的培訓課程，並根據員工的職業發展需要向彼等提供資助及補貼。於本年度，旗下員工參加由專業機構如香港建築師學會、香港測量師學會、英國特許建造學會及英國皇家特許測量師學會所舉辦的培訓課程，以提高彼等之建築及測量方面的專業水平。

在酒店業務方面，本集團定期舉辦各項培訓課程，以加強員工之職業安全、個人及食物衛生、火警及緊急事故應對、急救及客戶服務技巧。本集團亦為前線員工提供澳門職業技能認可基準（「MORS」）認證計劃認可的專業培訓課程，以提升員工之職業技能水平。於2016年3月31日，約148位前線員工已按所屬專業範疇取得MORS認證，包括助理廚師、港澳點心及粵菜烹調師、調酒員、行李員、前堂服務員、客戶關係主任、房務員、保安員、西餐及中菜侍應生。於本年度，本集團於員工培訓方面投放約20,035小時，相當於每名僱員參與約11小時之培訓。

本集團相信，保持工作與生活的平衡對每一位員工的持續發展及身心健康至為重要。為了支持員工保持工作與生活的平衡，本集團積極為員工提供各種慈善及員工活動，例如運動會、志願探訪、郊區戶外活動及建立團隊精神之活動。該等活動有助於加強員工之間的關係，並促進健康和諧的工作環境。

## 經營常規

### 供應鏈管理

於本年度，本集團為香港、澳門及中國內地之物業項目聘用超過100個承包商及供應商。本集團非常重視其營運及產品的質素。本集團經常與第三方密切合作，在選擇供應商、承包商及投標人方面制定規則及政策，以繼續成為高度負責任的發展商。這使本集團的服務及產品持續享有良好聲譽及客戶滿意度。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Group believes that the key to sustainable business development is to be detail-oriented and deliver customer care from the heart. The Group aims to deliver the highest possible quality for its customers, while expecting the same quality from selected tenderers. Thus, the Group has a strict process for selecting tenderers. During the tendering procedure, tenderers are requested to submit their environmental plan, quality control plan and safety plan as key factors for consideration. In the outsourcing process, company history, industry reputation and past job references are taken into consideration before choosing reliable suppliers. Site visits ensure the selected contractors meet the Group's safety standards and product quality. Visits to sites by inspection staff are made regularly, and weekly progress reports are provided to the quality control team, to ensure high standards are met. Professional consultants, such as architects and engineers, are also hired to inspect sites on request, and provide specific professional advice.

As for hotel operation, the Group works closely with a number of suppliers in providing a range of hospitality goods, including guestroom consumables, tableware, furniture and food and beverage. The selection of suppliers is based on criteria such as quality, price, delivery timeliness, supplier's capability and experience, with preference be given to those who demonstrate their environmental commitment.

### Product responsibility and customer services

The Group's strong commitment to quality is underscored by its professional team which comprises of a wide array of expertise covering project management, leasing services, interior design, etc. **Upton**, a signature luxury residential tower developed by the Group, won two awards during the Year, reflecting its high quality construction and superior renovation standard. The awards are listed below,

- "Quality Building – 2015 Building Inspectors Academy Awards", Hong Kong Professional Building Inspectors Academy
- "Elite Luxury Architectural Aesthetics Award – Elite Awards 2015", Ming Pao Weekly

本集團認為，可持續業務發展的關鍵在於注重細節，並從心出發提供客戶服務。本集團致力為客戶提供最高品質，同時希望從所選的投標者獲得相同的品質。因此，本集團在選擇投標者方面遵從嚴格流程。在招標過程中，投標者需要提交彼等的環保計劃、品質控制計劃及安全計劃作為主要考慮因素。在外包過程中，於選擇可靠的供應商之前，會考慮公司歷史、於業界之聲譽及過往工作的參考。實地考察確保所選的承包商符合本集團的安全標準及產品品質。定期讓監督人員到地盤考察，並向品質監控小組提供每週進度報告，以確保品質符合高水準。本集團亦聘請專業顧問（例如建築師及工程師）按要求檢驗地盤，並提供具體的專業意見。

至於酒店業務，本集團與多名提供各種酒店用品（包括客房消耗品、餐具、傢俬及食物飲品）的供應商保持緊密合作。供應商乃根據質素、價格、送貨時效、供應商的實力及經驗等準則進行甄選，若能履行環保責任的供應商更可獲優先考慮。

### 產品責任及客戶服務

本集團擁有涵蓋項目管理、租賃服務、室內設計等多個專業領域的專業團隊，以履行本集團提供高質素的堅定承諾。本集團開發的標誌性豪華住宅大樓**維港峰**於年內獲兩大獎項，體現了其高質素的建造及卓越的裝修水平。獎項載列如下，

- 「優秀屋苑—2015年度建造及裝修業優秀大獎」，香港專業驗樓學會
- 「星級豪宅建築美學大獎—星級企業大獎 2015」，《明報周刊》



Customer relationships help the Group to better understand its markets. To improve the Group's overall operation performance via monitoring customer satisfaction, questionnaires are used to collect customer feedback. Occasional courtesy calls and visits are made to agents, for comments and recommendations.

In hotel operation, the Group's experienced and well-trained customer servicing team delivers consistently high quality customer services. During the Year, **GEH** was granted "TripAdvisor Certificate of Excellence Award 2015" by TripAdvisor, the world's largest travel site, in recognition of its outstanding hospitality performance. **GEH** had also included into TripAdvisor's "Hall of Fame 2011-2015", an accolade for winners who earned Certificate of Excellence for five consecutive years.

客戶關係有助本集團更了解其市場。本集團採用問卷調查以收集客戶反饋意見，透過監察客戶滿意度以提高整體營運表現；亦會偶爾誠意拜訪代理商，以徵求意見及建議。

在酒店業務方面，本集團經驗豐富及訓練有素之客戶服務團隊持續提供優質的客戶服務。本年度**英皇娛樂酒店**榮獲全球最大的旅遊網站TripAdvisor頒發「2015年TripAdvisor卓越獎」，以表彰其傑出的酒店服務。**英皇娛樂酒店**亦入選TripAdvisor之「2011-2015年名人堂」，此乃授予連續五年獲得卓越獎者的榮譽。



### Protection of data

The Group places the utmost importance on protecting the privacy of its customers, partners and staff in the collection, processing and use of their personal data. The Group adheres to the applicable data protection regulations and ensures appropriate technical measures are in place to protect personal data against unauthorised use or access. The Group also ensures that customers' personal data is securely kept and processed only for the purpose for which it has been collected. Staff are provided with adequate training in compliance with applicable laws on data privacy protection, to strengthen their awareness of safeguarding personal data.

### Protection of intellectual property

The Group builds up and protects its intellectual property rights by prolonged use and registration of domain names and various trademarks including "Emperor". The Group has applied or registered trademarks in various classes in Hong Kong, Macau, Mainland China and other relevant jurisdictions. In addition, trademarks and domain names of the Group are being constantly monitored and renewed upon their expiration.

### 資料保護

本集團在收集、處理及使用所有客戶、合作夥伴及員工的個人資料過程中，對保障彼等的私隱給予最高度的重視。本集團嚴格依循適用的資料保護法例並確保設立適當之技術措施，保障個人資料免被未經授權挪用或存取。本集團亦確保客戶個人資料獲安全妥善地保存，並只會按收集時指定的用途使用。本集團根據保護私隱資料的適用法例向員工提供充足培訓，以提高彼等對保護個人資料的意識。

### 保障知識產權

本集團透過持續使用及登記域名與各類商標（包括「英皇」）而建立及保障其知識產權。本集團已就多個類別的商標在香港、澳門、中國內地及其他相關司法權區遞交申請或註冊。此外，本集團商標及域名會獲持續監控及於屆滿時續期。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Anti-corruption/Anti-money laundering

In order to build up an ethical corporate culture and practices, the Group has established policies and procedures for anti-corruption and anti-money laundering.

Employees were given induction briefing organised by the Group or seminars regularly organised by the Independent Commission Against Corruption of Hong Kong and the Commission Against Corruption of Macau on anti-corruption while employees responsible for carrying out transactions, initiating or establishing business relationships have undergone anti-money laundering underling training. The Group has also adopted a whistleblowing system and procedures for all levels and operations under the Group to raise concerns, in confidence, about possible improprieties in any matter related to the Group such as misconduct and malpractice. The above polices and procedures can be found in the employee handbook and the Company's intranet.

Additionally, a tendering procedure is adopted for all projects to prevent corruption, and all tender documents are kept confidentially, restricted to concerned parties. Tender evaluations are systematically based on the Group's internal policies.

During the Year, no legal case regarding corrupt practices was brought against the Group or its employees. Also, no whistleblowing concerning a criminal offence or misconduct was reported.

### Compliance with laws and regulations

The Group's Corporate Governance Committee is delegated by the Board to monitor and review its policies and practices on compliance with legal and regulatory requirements such as "The Residential Properties (First-hand Sales) Ordinance", "Employment Ordinance", "Legal Framework for the Operations of Casino Games of Fortune" (Law No. 16/2001) and "Macau Labour, "Relation Law" (Law No. 7/2008) which have significant impact on the Group. Updates on the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

The Group holds relevant required licences for provision of product and services, such as estate agent licence (for property agency services), Junket Promoter Licence issued by the Gaming Inspection and Coordination Bureau, Administrative Licence issued by Macau Government Tourist Office (for entertainment and hospitality services in Macau), etc. and the management must ensure that the conduct of business is in conformity with the applicable laws and regulations.

### 防止貪污／防止洗黑錢

為建立一套企業道德的文化及常規，本集團已建立防止貪污及防止洗黑錢之政策及程序。

員工於本集團舉辦之入職簡介會或香港廉政公署及澳門廉政公署定期舉辦之研討會獲取防止貪污之資訊，同時負責進行交易、啟動或建立業務關係之員工均已參與防止洗黑錢培訓。本集團亦採納一套舉報制度及程序，就有關本集團之所有層面及業務可暗中提出對任何可能關於本集團之不當事宜（如不當及不法行為）之關注。上述政策及程序可在員工手冊及本公司內聯網中找到。

此外，為防止貪污，所有項目均採用招標程序，而所有投標文件均保密，並限制予有關人士。招標評審乃根據本集團的內部政策有系統地進行。

於本年度內，概無對本集團或其員工就貪污行為提出起訴之法律案件。同時，亦無接獲刑事罪行或不當行為之舉報。

### 遵守法律及法規

本集團之企業管治委員會由董事會委派，以監察及檢討其政策及常規對有關法律及法規之要求的遵從情況，例如對本集團有重大影響的《一手住宅物業銷售條例》、《僱傭條例》、《娛樂場幸運博彩經營法律制度》（法律編號：16/2001）及《澳門勞動關係法》（法律編號：7/2008）。相關員工及相關經營單位會不時獲悉所適用法律、規則及法規之更新資訊。

本集團持有提供產品及服務所需之相關牌照，例如地產代理牌照（物業代理服務）、博彩監察協調局簽發的博彩中介人執照及澳門政府旅遊局頒發的營運牌照（於澳門提供娛樂及酒店服務）等，而管理層須確保所從事業務乃符合適用之法律及法規。

## Community Involvement

The Group is committed to the improvement of community well-being and social services. Aligning with the mission “From the Community, To the Community”, the Group has formulated various community activities spanning elderly welfare and hospice care services, healthcare, education, sports, environmental conservation, and helping underprivileged children. The Group’s management team plays an important role in mobilising staff to join all these activities, which are held in tandem with its commitment to sustainable development. The Group believes that by encouraging staff to participate in a wide range of charitable events, concern for the community will be raised, inspiring more people to take part in serving the community.

During the Year, the Group supported a wide range of community sponsorship and donation programmes for the aging population. In the Dragon Boat Festival in 2015, staff volunteers paid a visit to Kwong On Home of the Aged in Aberdeen and donated handmade Dragon Boat Festival rice dumplings, to show their love and care to senior citizens. In September 2015, staff volunteers returned and celebrated the Mid-Autumn Festival in the same elderly home, providing mooncakes and playing games. During annual participation in an outbound volunteering activity organised by Emperor Foundation, staff joined a tour to Hebei Province of Mainland China, in October 2015 for a four-day service in Albert Yeung Sau Shing Charity Foundation (Xiongzhou) Elderly Care Centre and Albert Yeung Sau Shing Charity Foundation Baoding Child Care Centre. They later made their first move in 2016 in January to Haven of Hope Woo Ping Care & Attention Home, sharing their early Chinese New Year wishes to the elderly there, with financial support to furnish the Rehabilitation Room with new equipment.



## 參與社區活動

本集團致力改善社區福利及社會服務。以「取諸社會，用諸社會」為使命，本集團已制定各種社區活動，涵蓋長者福利及善終關懷服務、保健、教育、體育、環保及幫助貧困兒童。該等活動與本集團之可持續發展之承諾相輔相承，本集團管理層團隊在動員參與此等活動方面擔任重要角色。本集團相信，鼓勵員工參與廣泛的慈善活動將提高及推動對社區之關懷，啟發更多人參與社區服務。

於本年度，本集團為一系列幫助長者的社區贊助及捐贈計劃伸出援手。於2015年端午節，志願員工拜訪香港仔廣安護老院，並捐贈手工製作的端午節粽子，表達對年長市民的愛與關懷。於2015年9月，志願員工再次拜訪並與同一間護老院的院友慶祝中秋節，派發月餅及玩遊戲。在英皇慈善基金於2015年10月舉辦之年度外展義工活動中，員工組團到中國湖北省探訪，該活動為期四天，旨在服務楊受成慈善基金（雄州）老年服務中心及楊受成公益慈善基金保定兒童福利院。隨後作為2016年的首場慈善活動，員工於1月份到訪靈實胡平頤養院，向長者拜早年，並給予頤養院財務資助，供其為康復治療室配置新設施。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Other than services to the elderly, the Group has also supported “Oxfam Rice Event”. Staff members helped run a sale counter in the street to raise fund for Oxfam. A similar charity sale was held for Hong Kong Seeing Eye Dogs Services. Volunteers from the Group encouraged the passer-by to interact with a tamed guide dog, and educated them on the importance of guide dog to visually-impaired users. With the support of green charities, the Group organises various activities to reduce its environmental damage to society, and engages its staff in these initiatives. In June 2015, the Group supported a used book recycling campaign organized by Hong Kong Federation of Education Work. Used books were collected, and funds raised from reselling them were donated to Sowers Action for educational aid in rural areas of Mainland China.

The Group is devoted to promoting environmental awareness through green education. In cooperation with Tai Po Environmental Association, the Group arranged a guided tour in May 2015 for staff members and their families to Hong Kong Global Geopark of China. The staff also enjoyed pleasant outings to Hoi Ha Wan Marine Reserve, where they could explore marine life in Hong Kong, including corals and coral fishes. These delightful tours encouraged participants to support environmental conservation and sustainable development by bringing them closer to beautiful nature.

To promote a green culture, the Group organises various activities to engage its staff. “Green Monday Fruit Day” has been launched, with each staff member receiving a fresh fruit every Monday. This helped staff to raise awareness about eco-friendly diets and maintaining a healthy lifestyle. The Group has also launched “Second-hand Exchange Platform” to encourage staff to post any unwanted but reusable items onto the internal Second-hand Exchange Platform for donation or for sale at a nominal charge. It aims to facilitate the exchange of unwanted but still usable items to help reduce, reuse and recycle waste in Hong Kong.

Tens of staff have taken part in Hike for Hospice, the annual fundraising event of Society for the Promotion of Hospice Care, for 9 consecutive years, either as helpers or participants.

除為長者服務外，本集團亦支持「樂施米義賣大行動」。員工協助於街道上設置義賣攤位以為樂施會款。我們為香港導盲犬服務中心舉辦了類似的慈善活動。本集團志願者鼓勵過路行人與經過訓練的導盲犬互動，使人們了解導盲犬對視力受損人群的重要性。在各環保機構的支持下，本集團組織多項活動，以減少其對社會環境造成的損害，並鼓勵員工參與其中。於2015年6月，本集團支持由香港教育工作者聯會舉辦之舊書回收活動，收集舊書後再轉售，籌集所得的資金捐贈予苗圃行動以於中國農村提供教育援助。

本集團致力通過綠色教育宣揚環保意識。本集團與大埔環保會合作，在2015年5月安排員工及其家人遊覽中國香港世界地質公園。員工亦在海下灣海岸公園享受愉悅的旅途，探索香港海洋生物，包括珊瑚及珊瑚魚。該等富有意義的遊覽讓參與者更親近美麗的大自然，鼓勵彼等支持環境保育及可持續發展工作。

為促進綠色文化，本集團舉辦多項活動讓員工參與。本集團已推出「生果星期一」活動，每名員工於每週一均收到一個新鮮水果。此舉有助員工提高綠色飲食的意識並保持健康生活方式。本集團亦推出「二手交易平台」，鼓勵人們將閒置可用物品上傳至內部二手交易平台以供捐贈或以名義價格出售。此舉旨在促進閒置但可用物品的交易，從而促進於香港減少、循環利用及回收棄置物。

數十位員工以志願者或參與者身份連續九年參與善寧會舉行的登山善行年度籌款活動。



During the Year, the Group has been named as 10 Years Plus Caring Company, recognising its ongoing commitment to fulfilling its corporate social responsibilities.

於年內，本集團獲評為10年Plus「商界展關懷」公司，以認可其履行企業社會責任的持久承諾。

# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGERS

## 董事及高級管理人員之履歷

### Non-Executive Director (Chairperson)

**LUK SIU MAN, SEMON**, aged 60, the Chairperson of the Company. She joined the Company in June 1999. Ms. Luk is also the non-executive director and chairperson of Emperor Entertainment Hotel Limited (Stock Code: 296) ("Emperor E Hotel"), a subsidiary of the Company. She worked in the banking industry for almost 10 years. She graduated from The University of Toronto with a Bachelor's Degree in Commerce.

### Executive Director and Managing Directors

**WONG CHI FAI**, aged 60, the Managing Director of the Company. Mr. Wong joined the Company in 1991. He has been responsible for the Group's strategic planning, business growth and development and overseeing the financial management of the Group. He is also a Chairman of the Executive Committee and a member of the Remuneration Committee of the Company as well as a director of certain subsidiaries of the Company. He is also a director of two listed companies in Hong Kong, namely Emperor E Hotel and Emperor Watch & Jewellery Limited (Stock Code: 887) ("Emperor W&J"), both being associated companies of the Company. He was previously a director of another Hong Kong listed company, New Media Group Holdings Limited ("New Media") (now known as Evergrande Health Industry Group Limited) (Stock Code: 708) and resigned on 27 March 2015. Having over 30 years of finance and management experience, Mr. Wong has diversified experience in different businesses ranging from manufacturing to property investment and development, hotel and hospitality, retailing of watch and jewellery, financial and securities services, artiste management, entertainment production as well as media and publication. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

**FAN MAN SEUNG, VANESSA**, aged 53, the Managing Director of the Company. Ms. Fan joined the Company in 1990. She has been responsible for the Group's strategic planning, business growth and development as well as overseeing different functions within the Group. Ms. Fan is also the Chairperson of the Corporate Governance Committee, a member of the Executive Committee and the Nomination Committee of the Company as well as a director of certain subsidiaries of the Company. Ms. Fan is also a director of Emperor E Hotel and Emperor W&J. She was previously a director of New Media and resigned on 27 March 2015. Having over 27 years of corporate management experience, she possesses diversified experience in different businesses ranging from property investment and development, hotel and hospitality, financial and securities services, retailing of watch and jewellery, artiste management, entertainment production as well as media and publication. She is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration.

### 非執行董事 (主席)

**陸小曼**，現年60歲，為本公司主席。彼於1999年6月加盟本公司。陸女士現亦擔任英皇娛樂酒店有限公司（股份代號：296）（「英皇娛樂酒店」）之非執行董事兼主席，該家公司為本公司之附屬公司。彼於銀行業任職近10年。彼畢業於多倫多大學，持有商業學士學位。

### 執行董事兼董事總經理

**黃志輝**，現年60歲，為本公司董事總經理。黃先生於1991年加盟本公司。彼負責本集團之策略規劃、業務增長及發展，以及監察本集團之財務管理。彼亦為本公司執行委員會主席及薪酬委員會成員以及本公司若干附屬公司之董事。彼亦為兩間香港上市公司之董事，其為英皇娛樂酒店及英皇鐘錶珠寶有限公司（股份代號：887）（「英皇鐘錶珠寶」），該等公司為本公司之相聯公司。彼曾為另一間香港上市公司新傳媒集團控股有限公司（「新傳媒」）（現名為恒大健康產業集團有限公司）（股份代號：708）之董事，直至於2015年3月27日辭任。黃先生擁有逾30年之財務及管理經驗，於多項業務包括製造業以至物業投資及發展、酒店經營、鐘錶珠寶零售、金融證券、藝人管理、以及娛樂製作和傳媒及出版業務等範疇具有廣泛經驗。黃先生為香港會計師公會會計師及特許公認會計師公會資深會員。

**范敏嫦**，現年53歲，為本公司之董事總經理。范女士於1990年加盟本公司。彼負責本集團之策略規劃、業務增長及發展，以及監察本集團內之不同功能。范女士亦為本公司企業管治委員會主席及執行委員會和提名委員會成員及本公司若干附屬公司之董事。范女士亦為英皇娛樂酒店及英皇鐘錶珠寶之董事。彼曾為新傳媒之董事，直至於2015年3月27日辭任。彼擁有逾27年之企業管理經驗，於多項業務包括物業投資及發展、酒店經營、金融證券、鐘錶珠寶零售、藝人管理、以及娛樂製作和傳媒及出版業務等範疇具有廣泛經驗。彼具備香港專業律師資格及為合資格會計師，並持有工商管理碩士學位。



# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGERS

## 董事及高級管理人員之履歷

### Executive Director

**CHEUNG PING KEUNG**, aged 60, joined the Company in 2005 and was appointed as Executive Director of the Company in February 2007. He is a member of the Executive Committee and a director of certain subsidiaries of the Company. Mr. Cheung is currently responsible for overseeing the Group's property investment, development and management businesses. During the period from 1997 to 2005, Mr. Cheung was an executive director of Henderson Investment Limited (Stock Code: 97). He has over 40 years of experience in professional general practice surveying as well as property development and marketing in Hong Kong, Macau, Mainland China and Canada. He graduated from University of London with a Bachelor's Degree (Hons) in Arts. He is a Chartered Valuation Surveyor and a Fellow of both the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors.

### Independent Non-Executive Directors

**CHENG KA YU**, aged 43, was appointed as Independent Non-executive Director of the Company in August 2012. She is the Chairperson of the Nomination Committee as well as a member of the Audit Committee and Remuneration Committee of the Company. She has been admitted as a solicitor in Hong Kong since 1998 and is now a Partner of P.C. Woo & Co., Solicitors. Ms. Cheng graduated from the University of Hong Kong with a Bachelor's Degree in Laws in 1995.

**WONG TAK MING, GARY**, aged 40, was appointed as Independent Non-executive Director of the Company in August 2013. He is the Chairman of the Audit Committee as well as a member of the Nomination Committee and Corporate Governance Committee of the Company. He now runs a professional accountancy firm in Hong Kong and has over 10 years of experience in the field of auditing and accounting. Mr. Wong is also an independent non-executive director of Century Legend (Holdings) Limited (Stock Code: 79), a listed company on the Main Board of the Stock Exchange. Mr. Wong is a certified public accountant (practising) and a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong.

**CHAN HON PIU**, aged 56, was appointed as Independent Non-executive Director of the Company in August 2015. He is the Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Corporate Governance Committee of the Company. Mr. Chan has been admitted as a solicitor in Hong Kong since 1991 and is now a partner of a law firm in Hong Kong. He was an independent non-executive director of Emperor W&J and retired on 25 May 2016. Mr. Chan graduated from The University of Hong Kong with a Bachelor's Degree in Social Sciences. He also obtained the Certificate of Education and a Master's Degree in Laws from The University of Hong Kong.

### 執行董事

**張炳強**，現年60歲，於2005年加盟本公司並於2007年2月獲委任為本公司執行董事。彼為本公司執行委員會成員及本公司若干附屬公司之董事。張先生目前負責監督本集團之物業投資、發展及管理業務。於1997年至2005年期間，張先生曾擔任恆基兆業發展有限公司（股份代號：97）之執行董事。彼於香港、澳門、中國及加拿大之專業產業測量以及物業發展及推廣方面擁有逾40年經驗。彼畢業於倫敦大學，持有文學士（榮譽）學位。彼為特許估價測量師及英國皇家特許測量師學會及香港測量師學會之資深會員。

### 獨立非執行董事

**鄭嘉裕**，現年43歲，於2012年8月獲委任為本公司之獨立非執行董事。彼為本公司提名委員會主席及審核委員會和薪酬委員會之成員。彼自1998年於香港獲取律師資格，現為胡百全律師事務所合夥人。鄭女士於1995年畢業於香港大學，持有法律學士學位。

**黃德明**，現年40歲，於2013年8月獲委任為本公司之獨立非執行董事。彼為本公司審核委員會主席及提名委員會和企業管治委員會之成員。彼現於香港經營一家專業會計公司並於審計及會計行業擁有逾10年經驗。黃先生現亦為聯交所主板上市公司世紀建業（集團）有限公司（股份代號：79）的獨立非執行董事。黃先生為香港執業會計師及為英格蘭及威爾士特許公認會計師協會會員，且為英國特許公認會計師公會及香港稅務學會資深會員。

**陳漢標**，現年56歲，於2015年8月獲委任為本公司之獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會和企業管治委員會成員。陳先生於1991年成為香港之事務律師，現為香港一家律師行之合夥人。他曾為英皇鐘錶珠寶之獨立非執行董事，直至於2016年5月25日退任。陳先生畢業於香港大學，持有社會科學學士學位。彼亦獲香港大學頒授教育文憑及法律碩士學位。

# DIRECTORS' REPORT

## 董事會報告

The Directors are pleased to present this annual report and the audited consolidated financial statements of the Group for the Year.

### Principal Activities

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 46 to the consolidated financial statements.

### Results and Dividends

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 78. The dividend paid during the Year and proposed to be paid for the Year are set out in note 14 to the consolidated financial statements.

An interim dividend of HK\$0.045 per share for the Year (2014/2015: HK\$0.05 per share), amounting to approximately HK\$165.5 million (2014/2015: HK\$183.6 million), was paid to the shareholders of the Company ("Shareholders") during the Year.

The Directors recommended the payment of a final dividend of HK\$0.055 per share (2015: HK\$0.06 per share) for the Year, amounting to approximately HK\$202.3 million (2015: HK\$220.3 million) to those shareholders whose names appear on the register of members on 24 August 2016 (Wednesday) subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on 16 August 2016 (Tuesday) ("2016 AGM").

### Business Review and Performance

A fair review of the Group's business, a discussion and analysis of the Group's performance during the Year and an analysis of the likely future development of the Group's business are set out in the Management Discussion and Analysis from pages 5 to 18. Description of the principal risks and uncertainties facing the Group are set out in the Corporate Governance Report from pages 67 to 69 and notes 5 and 6(b) to the consolidated financial statements respectively.

There is no important event affecting the Company that had occurred since the end of the Year up to the date of this report.

In addition, discussion on the Group's environmental policy and performance, key relationships with the Group's key stakeholders as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the Environmental, Social and Governance Report from pages 19 to 30.

董事會欣然提呈本年度報告及本集團於本年度之經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司。其主要附屬公司之業務載於綜合財務報表附註46。

### 業績及股息

本集團於本年度之業績載於第78頁之綜合損益及其他全面收益表內。本年度內已派付及本年度建議派付之股息載於綜合財務報表附註14內。

於本年度已向本公司股東（「股東」）派付每股0.045港元之中期股息（2014年／2015年年度：每股0.05港元），總額約為165,500,000港元（2014年／2015年年度：183,600,000港元）。

董事建議向於2016年8月24日（星期三）名列股東登記冊之股東派付每股0.055港元（2015年：每股0.06港元）之本年度末期股息，總額約為202,300,000港元（2015年：220,300,000港元），惟須待股東於2016年8月16日（星期二）舉行之應屆股東週年大會（「2016股東週年大會」）上批准後方可作實。

### 業務回顧及表現

本集團業務的中肯回顧、本集團本年度表現的討論與分析及本集團業務相當可能有的未來發展的分析載於第5至第18頁之管理層討論與分析。有關本集團所面對主要風險及不明朗因素的闡述分別載於企業管治報告第67至第69頁及綜合財務報表附註5及6(b)。

於本年度結算日後至本報告日期並無發生對本公司有影響的重大事件。

此外，有關本集團環保政策及表現、與本集團主要持份者之重要關係及遵守對本公司有重大影響的相關法律及規例之討論載於第19至第30頁之環境、社會及管治報告。

# DIRECTORS' REPORT

## 董事會報告

### Five-Year Financial Summary

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 191 of the annual report.

### Investment Properties

During the Year, the Group acquired investment properties at a cost of approximately HK\$2,140,461,000 and incurred costs of approximately HK\$1,208,699,000 on investment properties under development.

As at 31 March 2016, the Group revalued all of its investment properties on an open market value basis. The decrease in fair value amounting to approximately HK\$3,167,583,000 has been debit to the consolidated statement of profit or loss and other comprehensive income.

Details of changes in the investment properties of the Group are set out in note 16 to the consolidated financial statements.

A summary of major properties of the Group as at 31 March 2016 is set out on pages 192 to 200.

### Property, Plant and Equipment

During the Year, the Group acquired property, plant and equipment at a cost of approximately HK\$95,151,000 and incurred costs of approximately HK\$214,711,000 on hotel properties under construction.

Details of changes in the property, plant and equipment of the Group are set out in note 17 to the consolidated financial statements.

### Share Capital

Details of movements in the share capital of the Company during the Year are set out in note 35 to the consolidated financial statements.

### Debentures

Details of the debentures of the Company in the form of unsecured notes issued during the Year are set out in note 32 to the consolidated financial statements.

### Reserves

Details of movements in the reserves of the Group during the Year are set out on pages 81 and 82.

### 五年財務概要

本集團過去五個財政年度之業績及資產與負債之概要載於年報第191頁。

### 投資物業

於本年度內，本集團以約2,140,461,000港元之成本收購投資物業及動用約1,208,699,000港元之成本於發展中之投資物業上。

於2016年3月31日，本集團按公開市值基準重估名下全部投資物業。約3,167,583,000港元之公允價值之減少已計入綜合損益及其他全面收益表內。

有關本集團投資物業之變動詳情載於綜合財務報表附註16。

本集團於2016年3月31日之主要物業之概述載於第192至第200頁。

### 物業、機器及設備

於本年度內，本集團以約95,151,000港元之成本購入物業、機器及設備及動用約214,711,000港元之成本於在建酒店物業上。

有關本集團物業、機器及設備之變動詳情載於綜合財務報表附註17。

### 股本

有關本公司股本於本年度內之變動詳情載於綜合財務報表附註35。

### 債權證

本公司於本年度內所發行之債權證（以無抵押票據形式）之詳情載於綜合財務報表附註32。

### 儲備

本集團於本年度內之儲備變動詳情載於第81及82頁。

## Distributable Reserves of the Company

The contributed surplus of the Company represents the aggregate of (a) the difference between the consolidated net assets of the Company's subsidiaries and the nominal value of the Company's shares issued pursuant to the group reorganisation effective in December 1991; (b) the surplus arising on reduction of share capital effective in March 2003; and (c) the subsequent dividends paid and bonus issues by way of capitalisation of contributed surplus.

Under the Companies Act in 1981 of Bermuda, the contributed surplus of the Company is available for distribution to shareholders. However, a company cannot declare or pay a dividend or make a distribution out of contributed surplus if there are reasonable grounds for believing that:

- (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The Company's reserves available for distribution to shareholders as at 31 March 2016 represented the aggregate of contributed surplus and accumulated profits amounting to HK\$4,419,840,000 (2015: HK\$3,903,978,000).

## Equity-Linked Agreements

For the year ended 31 March 2016, the Company has not entered into any equity-linked agreement other than the Share Option Scheme adopted in 2013 which summary details are set out in note 36 to the consolidated financial statements.

## Directors

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

### Non-executive Director:

Ms. Luk Siu Man, Semon (*Chairperson*)

### Executive Directors:

Mr. Wong Chi Fai (*Managing Director*)

Ms. Fan Man Seung, Vanessa (*Managing Director*)

Mr. Cheung Ping Keung

### Independent Non-executive Directors:

Ms. Cheng Ka Yu

Mr. Wong Tak Ming, Gary

Mr. Chan Hon Piu (elected on 18 August 2015)

Mr. Liu Hing Hung (retired on 18 August 2015)

## 本公司之可分派儲備

本公司之繳入盈餘乃(a)本公司附屬公司之綜合資產淨值與本公司依據於1991年12月生效之集團重組而發行之股份面值兩者差額; (b)於2003年3月股本削減生效時所產生之盈餘; 及(c)其後已派發之股息及透過繳入盈餘撥充資本方式之紅利發行之總額。

根據百慕達1981年公司法,本公司之繳入盈餘可分派予股東。然而,倘若基於合理原因相信一間公司出現下列情況,則不可從繳入盈餘撥款宣派或派發股息或作出分派:

- (i) 該公司現時無力或於派發股息後將無力償還到期負債; 或
- (ii) 該公司資產之可變現價值將因此而少於其負債與已發行股本及股份溢價賬之總額。

於2016年3月31日,本公司可分派予股東之儲備為繳入盈餘及累計溢利之總額4,419,840,000港元(2015年: 3,903,978,000港元)。

## 股票掛鈎協議

除於綜合財務報表附註36概述的於2013年採納的購股權計劃外,於截至2016年3月31日止年度,本公司並無訂立任何股票掛鈎協議。

## 董事

於本年度內及直至本報告日期止之董事如下:

### 非執行董事:

陸小曼女士(主席)

### 執行董事:

黃志輝先生(董事總經理)

范敏嫦女士(董事總經理)

張炳強先生

### 獨立非執行董事:

鄭嘉裕女士

黃德明先生

陳漢標先生(於2015年8月18日獲選)

廖慶雄先生(於2015年8月18日退任)

# DIRECTORS' REPORT

## 董事會報告

Biographical details of the Directors and senior managers as at the date of this report are set out from pages 31 to 32. Details of Directors' remuneration are set out in note 12 to the consolidated financial statements.

In accordance with Bye-laws 87(1) and 87(2) of the Company's Bye-laws, Ms. Luk Siu Man, Semon ("Ms. Semon Luk"), Mr. Wong Chi Fai and Ms. Cheng Ka Yu shall retire by rotation at the 2016 AGM and, being eligible, offer themselves for re-election thereat.

None of the Directors offering themselves for re-election at the 2016 AGM has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### Management Contracts

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Group's business were entered into or existed during the Year.

### Permitted Indemnity Provisions

During the Year and up to the date of this Report, the Company has in force the permitted indemnity provisions which are provided for in the Company's Bye-laws and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against the Directors and the directors of the Group respectively.

於本報告日期董事及高級管理人員之履歷詳情載於第31至第32頁。董事薪酬詳情載於綜合財務報表附註12。

根據本公司之章程細則第87(1)條及第87(2)條，陸小曼女士（「陸女士」）、黃志輝先生及鄭嘉裕女士將於2016股東週年大會上輪值告退，並符合資格及願意於會上膺選連任。

概無願意於2016股東週年大會上重選之董事與本公司或其任何附屬公司訂有本集團不可於一年內免付賠償（法定賠償除外）而終止之未屆滿服務合約。

### 管理合約

於本年度內，除僱傭合約外，並無訂立或存有關於本集團整體或任何重大部分業務的管理及行政事宜的合約。

### 獲准許的彌償條文

於本年度內及截至本報告日期為止就董事及本集團董事分別可能面對的法律訴訟而產生的潛在責任及費用，本公司備有獲准許的彌償條文，該等條文均載於本公司之章程細則以及本集團投購之董事及高級管理人員責任險內。

## Directors' and Chief Executives' Interests and Short Positions in Securities

At 31 March 2016, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors adopted by the Company ("EIHLC Securities Code") were as follows:

### (a) Long position interests in the Company

#### (i) Ordinary shares of HK\$0.01 each of the Company (the "Shares") 本公司每股面值0.01港元之普通股 (「股份」)

Name of Director 董事姓名	Capacity/Nature of interests 身份／權益性質	Number of issued Shares held 所持已發行股份數目	Approximate% holding 概約持股百分比
Ms. Semon Luk 陸女士	Interest of spouse 配偶權益	2,747,610,489 (Note 1) (附註1)	74.7%
Ms. Fan Man Seung, Vanessa 范敏嫦女士	Beneficial Owner 實益擁有人	11,600,000	0.3%

#### (ii) Debentures 債權證

Name of Director 董事姓名	Capacity/Nature of interests 身份／權益性質	Amount of debentures held 所持債權證金額
Ms. Semon Luk 陸女士	Interest of spouse 配偶權益	HK\$450,000,000 (Note 2) 450,000,000港元 (附註2)

## 董事及主要行政人員之證券權益及淡倉

於2016年3月31日，董事及本公司主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有本公司根據「證券及期貨條例」第352條備存之登記冊所記錄之權益及淡倉；或根據本公司採納之董事進行證券交易的標準守則（「英皇國際證券守則」）須知會本公司及聯交所之權益及淡倉如下：

### (a) 於本公司之好倉權益

# DIRECTORS' REPORT

## 董事會報告

### Directors' and Chief Executives' Interests and Short Positions in Securities – *continued*

#### (a) Long position interests in the Company – *continued*

Notes:

1. These Shares were held by Emperor International Group Holdings Limited ("Emperor International Group Holdings"), a wholly-owned subsidiary of Albert Yeung Holdings Limited ("AY Holdings"). AY Holdings is held by STC International Limited ("STC International") in trust of The Albert Yeung Discretionary Trust ("AY Trust"), a discretionary trust set up by Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung"). By virtue of being the spouse of Dr. Albert Yeung as founder of the AY Trust, Ms. Semon Luk had deemed interests in the same Shares.
2. These debentures were ultimately owned by the AY Trust as founded by Dr. Albert Yeung. By virtue of being the spouse of Dr. Albert Yeung, Ms. Semon Luk had deemed interests in the debentures.

#### (b) Long position interests in ordinary shares of associated corporations

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/ Nature of interests 身份／權益性質	Number of issued ordinary share(s) held 所持已發行普通股數目	Approximate % holding 概約持股百分比
Ms. Semon Luk 陸女士	Emperor E Hotel 英皇娛樂酒店	Interest of spouse 配偶權益	824,622,845	63.3%
	Emperor W&J 英皇鐘錶珠寶	Interest of spouse 配偶權益	3,617,860,000	52.6%

Note:

Emperor E Hotel and Emperor W&J are companies with their shares listed on the Stock Exchange. These respective shares were ultimately owned by the AY Trust whose founder is Dr. Albert Yeung. By virtue of being the spouse of Dr. Albert Yeung, Ms. Semon Luk had deemed interests in the same shares.

Save as disclosed above, as at 31 March 2016, none of the Directors nor chief executives 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).

### 董事及主要行政人員之證券權益及淡倉－續

#### (a) 於本公司之好倉權益－續

附註：

1. 該等股份由英皇集團（國際）控股有限公司（「英皇集團國際控股」）持有，其為楊受成產業控股有限公司（「楊受成產業控股」）之全資附屬公司。楊受成產業控股由STC International Limited（「STC International」）持有，而STC International為楊受成博士（「楊博士」）成立之全權信託The Albert Yeung Discretionary Trust（「AY Trust」）之受託人。鑒於陸女士為楊博士（為AY Trust之創立人）之配偶，彼被視為擁有該等股份的權益。
2. 該等債權證由楊博士所創立之AY Trust最終擁有。鑒於陸女士為楊博士之配偶，彼被視為擁有該等債權證的權益。

#### (b) 於相聯法團普通股之好倉權益

附註：

英皇娛樂酒店及英皇鐘錶珠寶均為股份於聯交所上市之公司。各有關股份乃由AY Trust最終擁有，楊博士為AY Trust之創立人。鑒於陸女士為楊博士之配偶，彼被視為擁有該等股份的權益。

除上文所披露者外，於2016年3月31日，概無董事或本公司之主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有任何權益或淡倉。

## Share Options

The share option scheme adopted by the Company on 9 September 2003 ("Old Share Option Scheme") has lapsed automatically in September 2013 upon the expiry of the 10-year period. Following the expiry of the Old Share Option Scheme, no further share options can be granted thereunder, outstanding share options granted under the Old Share Option Scheme shall continue to be valid and exercisable until their expiry date.

In order to ensure the continuity of a share option scheme for the Company to provide incentives or rewards to participants including the Directors and eligible employees of the Group, the Shareholders passed an ordinary resolution at the annual general meeting of the Company held on 8 August 2013 to approve the adoption of a new share option scheme ("New Share Option Scheme"). No share options were granted thereunder since its adoption.

The major terms of the Old Share Option Scheme and the New Share Option Scheme are summarized and set out in note 36 to the consolidated financial statements. Details of share options under the Old Share Option Scheme and their movements during the Year are set out below:

## 購股權

本公司於2003年9月9日所採納之購股權計劃（「舊購股權計劃」）已於2013年9月在十年之期限屆滿時自動失效。於舊購股權計劃屆滿後，概不得根據該計劃進一步授出購股權，惟根據舊購股權計劃已授出而尚未行使之購股權將繼續有效並可予行使，直至其屆滿日期為止。

為確保本公司購股權計劃之持續性，以向包括董事及本集團合資格僱員在內之參與者提供激勵或獎勵，股東於2013年8月8日舉行之本公司股東週年大會通過普通決議案，批准採納一項新購股權計劃（「新購股權計劃」）。自該購股權計劃採納以來，概無購股權獲授出。

舊購股權計劃及新購股權計劃之主要條款概述及載列於綜合財務報表附註36。舊購股權計劃項下之購股權及其於本年度內之變動詳情載列如下：

Name of grantee 承授人姓名	Date of grant 授出日期 (D/M/Y) (日/月/年)	Exercise period 行使期 (D/M/Y) (日/月/年)	Exercise price per share 每股行使價 HK\$ 港元	Number of share options 購股權數目			
				Outstanding as at 1 April 2015 於2015年4月1日 尚未行使	Exercised during the Year 已於本年度 內行使	Lapsed during the Year 已於本年度 內失效	Outstanding as at 31 March 2016 於2016年3月31日 尚未行使
<i>Director</i> 董事							
Mr. Wong Chi Fai 黃志輝先生	11/8/2005	11/8/2005 – 10/8/2015	1.746	10,769,475	–	(10,769,475)	–
Ms. Fan Man Seung, Vanessa 范敏嫦女士	11/8/2005	11/8/2005 – 10/8/2015	1.746	5,769,475	(5,769,475)	–	–
				16,538,950	(5,769,475)	(10,769,475)	–

During the Year, no option was cancelled under the Old Share Option Scheme.

於本年度內，概無購股權根據舊購股權計劃被註銷。



# DIRECTORS' REPORT

## 董事會報告

### Arrangements to Purchase Shares or Debentures

Other than as stated above, at the end of the Year and at no time during the Year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company or their spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### Other Persons' Interests and Short Positions in Securities

As at 31 March 2016, so far as is known to any Director or chief executives of the Company, the persons or corporations (other than a Director or a chief executive of the Company) who had, or were deemed or taken to have an interest and short positions in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO ("SFO Register") or as otherwise notified to the Company were as follows:

#### Long position in the Shares

於股份之好倉

Name 名稱／姓名	Capacity/Nature of interests 身份／權益性質	Number of Shares interested in or deemed to be interested 擁有權益或 被視為擁有權益 之股份數目	Approximate % holding 概約持股百分比
AY Holdings 楊受成產業控股	Interest in a controlled corporation 於受控制法團中之權益	2,747,610,489	74.7%
STC International	Trustee of the AY Trust AY Trust之受託人	2,747,610,489	74.7%
Dr. Albert Yeung 楊博士	Founder of the AY Trust AY Trust之創立人	2,747,610,489	74.7%

Note: These Shares were the same shares as those set out under Section (a)(i) of "Directors' and Chief Executives' Interests and Short Positions in Securities" above.

### 購買股份或債權證之安排

除上文所述外，於本年度末及本年度內任何時間，本公司、其任何控股公司、附屬公司或同系附屬公司概無訂有任何安排，致使董事或本公司主要行政人員或彼等之配偶或未滿十八歲子女可透過收購本公司或任何其他法團的股份或債權證而獲取利益。

### 其他人士之證券權益及淡倉

於2016年3月31日，就任何董事或本公司主要行政人員所知，除董事或本公司主要行政人員外，下列人士或法團於股份或相關股份中擁有或被視為或被當作擁有記錄於按照證券及期貨條例第336條須存置之登記冊（「證券及期貨條例登記冊」）或須知會本公司之權益及淡倉如下：

附註：此等股份乃上文「董事及主要行政人員之證券權益及淡倉」之第(a)(i)節所載之相同股份。

All interests stated above represent long positions. As at 31 March 2016, no short positions were recorded in the SFO Register of the Company.

所有上述權益均為好倉。於2016年3月31日，於本公司之證券及期貨條例登記冊並無淡倉記錄。

Save as disclosed above, as at 31 March 2016, the Directors or chief executives of the Company were not aware of any other person or corporation (other than the Directors and chief executives of the Company) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company.

除上文所披露者外，於2016年3月31日，董事或本公司主要行政人員概不知悉任何其他人士或法團（董事及本公司主要行政人員除外）於股份或相關股份中擁有或被視為或當作擁有記錄於按照證券及期貨條例第336條須存置之登記冊或須知會本公司之任何權益或淡倉。

## Directors' Interests in Competing Business

As at 31 March 2016, the interests of Directors or their respective associates in the businesses which are considered to compete or are likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules were as follows:

## 董事於競爭業務之權益

於2016年3月31日，根據上市規則須予披露董事或彼等各自之聯繫人於被視為目前與或可能與本集團業務直接或間接構成競爭之業務中擁有之權益如下：

Name 姓名	Name of Company 公司名稱	Nature of interests 權益性質	Competing business 競爭業務
Ms. Semon Luk and her associates 陸女士及其聯繫人	Certain subsidiaries of AY Holdings as owned by the AY Trust AY Trust所擁有之楊受成產業控股之若干附屬公司	Family interests 家族權益	Property development/ investment 物業發展／投資
Ms. Fan Man Seung, Vanessa 范敏嫦女士	Bacchus International Limited and its subsidiary Bacchus International Limited及其附屬公司	Director and shareholder 董事及股東	Property investment 物業投資
Mr. Wong Chi Fai and his associate 黃志輝先生及其聯繫人	Wintex Services Limited 威達服務有限公司	Substantial shareholder and Director 主要股東及董事	Property investment 物業投資

No non-competition undertaking was given by the above Directors. The properties held by the Group are mainly for commercial purpose while those held by the above Directors and/or their associate(s) are mainly for residential purpose.

上述董事並無作出不競爭承諾。本集團持有之物業主要作商業用途，而上述董事及／或其聯繫人持有者則主要作住宅用途。

# DIRECTORS' REPORT

## 董事會報告

### Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions

During the Year, the Group had the following transactions with connected persons (as defined in the Listing Rules) of the Company:

### 董事於交易、安排或合約之權益及持續關連交易

於本年度內，本集團曾與本公司關連人士（定義見上市規則）進行下列交易：

#### A. Leasing of properties – Operating lease rental/license fee received

#### A. 物業租賃 – 收取經營租約租金／授權費

Name of counterparty 對方名稱	Date of agreement 協議日期 (D/M/Y) (日/月/年)	Leased premises 所出租物業	Terms 租期 (D/M/Y) (日/月/年)	Amount for the Year 本年度之金額 (HK\$'000) (千港元)
<b>Companies under Emperor W&amp;J 英皇鐘錶珠寶旗下公司</b>				
(1) Beauty Royal Limited ("Beauty Royal") (note 1) 麗盟有限公司（「麗盟」）（附註1）	14/11/2014	Shops G01-G05, G/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong ("EGC") 香港灣仔軒尼詩道288號英皇集團中心（「英皇集團中心」）地下G01-G05號舖	17/11/2014 – 16/11/2017	7,492
(2) Beauty Royal (note 1) 麗盟（附註1）	28/03/2013*	The whole of 25/F & Car Parking Space No. 27, B2/F, EGC 英皇集團中心25樓整層及地庫二層第27號泊車位	01/04/2013 – 31/03/2016	3,480
(3) Beauty Royal (note 1) 麗盟（附註1）	12/09/2014  31/08/2015 (supplemental) (補充)	Shops 1 & 2, G/F, together with a right to use (i) External Wall Unit 1 on 1/F; (ii) External Wall Unit 2 on 6/F – 29/F and Roof; (iii) a LED Display on the External Wall on 5/F; (iv) 2 Signboards on External Wall on 1/F – 3/F; (v) 2 Signboards on External Wall on 5/F; and (vi) Signage Space A on 1/F, Emperor Watch and Jewellery Centre, 8 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街8號英皇鐘錶珠寶中心地下第1及第2號店舖，連同(i)1樓外牆廣告位1號、(ii)6至29樓及天台外牆廣告位2號、(iii)5樓外牆液晶顯示屏、(iv)1至3樓2個外牆廣告牌、(v)5樓2個外牆廣告牌及(vi)1樓外牆廣告位A之使用權	12/09/2014 – 11/09/2017 (rental revised with effect from 1 October 2015) (經修訂租金自2015年10月1日生效)	31,210
(4) Beauty Royal (note 1) 麗盟（附註1）	14/11/2014	Signage space B on 1/F, Emperor Watch and Jewellery Centre, 8 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街8號英皇鐘錶珠寶中心1樓外牆廣告位B	30/11/2014 – 29/11/2017 (early terminated on 31 December 2015) (於2015年12月31日提早終止)	2,250

Directors' Interests in Transactions,  
Arrangements or Contracts and Continuing  
Connected Transactions – *continued*

董事於交易、安排或合約之權益及  
持續關連交易 – 續

**A. Leasing of properties – Operating lease rental/license  
fee received – *continued***

**A. 物業租賃 – 收取經營租約租金／授權費  
– 續**

Name of counterparty 對方名稱	Date of agreement 協議日期 (D/M/Y) (日/月/年)	Leased premises 所出租物業	Terms 租期 (D/M/Y) (日/月/年)	Amount for the Year 本年度之金額 (HK\$'000) (千港元)
(5) Beauty Royal (note 1) 麗盟 (附註1)	22/10/2014	Shops 3 & 5, G/F, Emperor Watch and Jewellery Centre, 8 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街8號英皇鐘錶珠寶中心地下第3及5號舖	30/11/2014 – 29/11/2017 (early terminated on 31 October 2015) (於2015年10月31日提早終止)	15,760
(6) Beauty Royal (note 1) 麗盟 (附註1)	28/05/2014  31/08/2015 (supplemental) (補充)	G/F (Shop A including the yard), and Office A (50 Russell Street) on 1/F, Tak Fat Building, 50-52 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街50-52號德發大廈地下 (A號舖連後院) 及1樓A室 (羅素街50號)	01/07/2014 – 30/06/2017 (rental revised with effect from 1 October 2015) (經修訂租金自2015年10月1日生效)	18,972
(7) Beauty Royal (note 1) 麗盟 (附註1)	29/05/2014	Flat B and the adjacent flat roofs on 4/F, Tak Fat Building, 50-52 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街50-52號德發大廈4樓B室 (連平台)	01/06/2014 – 31/05/2016	115
(8) Beauty Royal (note 1) 麗盟 (附註1)	22/10/2014  31/08/2015 (supplemental) (補充)	The whole of Nos. 54-56 Russell Street, together with the right to use a LED display on external wall on 1/F – 5/F and 9 advertising signboards, Causeway Bay, Hong Kong (formerly known as G/F, M/F and Flat A and Flat B on 1/F including the flat roof together with the right to use a LED display on external wall from 1/F to 5/F facing Russell Street and advertising signboards facing Russell Street and Tang Lung Street, Nos. 54-56 Russell Street, Causeway Bay, Hong Kong) 香港銅鑼灣羅素街54至56號連同1-5樓外牆LED展示屏及9個廣告牌之使用權 (前稱香港銅鑼灣羅素街54至56號地下、閣樓及1樓A室 (連平台) 及B室 (連平台) 連同1-5樓面向羅素街之外牆LED展示屏及面向羅素街及登龍街之廣告牌之使用權)	23/10/2014 – 22/10/2017 (rental revised with effect from 1 October 2015) (經修訂租金自2015年10月1日生效)	51,638

# DIRECTORS' REPORT

## 董事會報告

Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

董事於交易、安排或合約之權益及持續關連交易 – 續

### A. Leasing of properties – Operating lease rental/license fee received – *continued*

### A. 物業租賃 – 收取經營租約租金／授權費 – 續

Name of counterparty 對方名稱	Date of agreement 協議日期 (D/M/Y) (日/月/年)	Leased premises 所出租物業	Terms 租期 (D/M/Y) (日/月/年)	Amount for the Year 本年度之金額 (HK\$'000) (千港元)
(9) Beauty Royal (note 1) 麗盟 (附註1)	22/10/2014  31/08/2015 (supplemental) (補充)	G/F (Shop B including the yard), Office B and the balcony adjacent thereto on 1/F and Office B and the balcony adjacent thereto on 2/F, Tak Fat Building, 50-52 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街50-52號德發大廈地下(B舖連後院)及1樓B室(連露台)以及2樓B室(連露台)	23/10/2014 – 22/10/2017 (rental revised with effect from 1 October 2015) (經修訂租金自2015年10月1日生效)	19,217
(10) Beauty Royal (note 1) 麗盟 (附註1)	23/12/2014  31/08/2015 (supplemental) (補充)	G/F and 1/F, Tenements A & B on 3/F and roof, 4-8 Canton Road, Kowloon, Hong Kong together with a right to use four outdoor advertising signs on the external walls to the building 香港九龍廣東道4-8號地下及1樓、3樓A及B單位及4樓A單位之A部份及天台連同樓宇外牆4個戶外廣告牌之使用權	04/01/2015 – 03/01/2018 (rental revised with effect from 1 October 2015) (經修訂租金自2015年10月1日生效)	51,901
(11a) Beauty Royal (note 1) 麗盟 (附註1)	30/01/2015	Projected signage of 4-8 Canton Road, Kowloon, Hong Kong 香港九龍廣東道4-8號之伸延廣告牌	February, August, October and December 2015 2015年2月、8月、10月及12月	1,940
(11b) Beauty Royal (note 1) 麗盟 (附註1)	30/12/2015	Projected signage of 4-8 Canton Road, Kowloon, Hong Kong 香港九龍廣東道4-8號之伸延廣告牌	January and February 2016 2016年1月及2月	730
(12) Beauty Royal (note 1) 麗盟 (附註1)	28/02/2014	Shops A, D2 & E2 on G/F and the projected signage on external wall, Harilela Mansion, 81 Nathan Road, Hong Kong 香港彌敦道81號喜利大廈地下A、D2及E2號舖及外牆伸延廣告牌	01/04/2014 – 31/03/2017	15,000
(13) EWJ Watch and Jewellery (Macau) Limited ("EWJ Macau") (note 1) 英皇鐘錶珠寶(澳門)有限公司 (「EWJ澳門」) (附註1)	30/06/2014	EM Macau, Avenida Do Infante D., Henrique N°S 67-69, Res-Do-Chao B & EM Macau, Rua Do Dr., Pedro Jose Lobo N°5, Res-Do-Chao C2, Macau 澳門殷皇子大馬路67至69號地下B座及羅保博士街地下5號立興大廈C2座	01/07/2014 – 30/06/2017	5,667

Directors' Interests in Transactions,  
Arrangements or Contracts and Continuing  
Connected Transactions – *continued*

董事於交易、安排或合約之權益及  
持續關連交易 – 續

**A. Leasing of properties – Operating lease rental/license  
fee received – *continued***

**A. 物業租賃 – 收取經營租約租金／授權費  
– 續**

	<b>Name of counterparty</b> 對方名稱	<b>Date of agreement</b> 協議日期 (D/M/Y) (日/月/年)	<b>Leased premises</b> 所出租物業	<b>Terms</b> 租期 (D/M/Y) (日/月/年)	<b>Amount for the Year</b> 本年度之金額 (HK\$'000) (千港元)
(14)	EWJ Macau ( <i>note 1</i> ) EWJ澳門(附註1)	30/06/2014	EM Macau, Avenida Do Infante D., Henrique N° 65-A, 1° Andar B, Macau 澳門殷皇子大馬路65-A號1樓B座	01/07/2014 – 30/06/2017	102
(15)	EWJ Macau ( <i>note 1</i> ) EWJ澳門(附註1)	31/03/2015	Shop Nos. 1-4, G/F, EM Macau, Travessa Central Da Praia Grande NoS 11-41, Hotel Animacao Imperial (also known as Shop Nos. 1 – 4 on G/F., Grand Emperor Hotel, 251-292D Avenida Comercial De Macau, Macau) 澳門南灣中巷11-41號英皇娛樂酒店地 下1-4號舖(亦即澳門商業大馬路251- 292號D英皇娛樂酒店地下1至4號舖)	01/04/2015 – 31/03/2018	3,899
(16)	EWJ Macau ( <i>note 1</i> ) EWJ澳門(附註1)	30/06/2014	Shop No. 5, G/F., EM Macau, Travessa Central Da Praia Grande Nos. 11-41, Hotel Animacao Imperial (also known as Shop No. 5 on G/F., Grand Emperor Hotel, 251-292D Avenida Commercial De Macau, Macau) 澳門南灣中巷11-41號英皇娛樂酒店地 下5號舖(亦即澳門商業大馬路251-292 號D英皇娛樂酒店地下5號舖)	01/07/2014 – 30/06/2017	2,246
<b>Companies under Emperor Capital Group Limited (“Emperor Capital Group”)</b> 英皇證券集團有限公司(「英皇證券集團」)旗下公司					
(17)	Profit Broad Development Limited (“Profit Broad”) ( <i>note 2</i> ) 嘉奇發展有限公司(「嘉奇」) (附註2)	13/09/2013*	Unit 603, 6/F, EGC 英皇集團中心6樓603室	15/09/2013 – 31/03/2016	285
(18)	Profit Broad ( <i>note 2</i> ) 嘉奇(附註2)	23/12/2014*	Unit 604, 6/F, EGC 英皇集團中心6樓604室	01/01/2015 – 31/03/2016	728
(19)	Profit Broad ( <i>note 2</i> ) 嘉奇(附註2)	13/09/2013*	Unit 606, 6/F, EGC 英皇集團中心6樓606室	15/09/2013 – 31/03/2016	505

# DIRECTORS' REPORT

## 董事會報告

Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

董事於交易、安排或合約之權益及持續關連交易 – 續

### A. Leasing of properties – Operating lease rental/license fee received – *continued*

### A. 物業租賃 – 收取經營租約租金 / 授權費 – 續

Name of counterparty 對方名稱	Date of agreement 協議日期 (D/M/Y) (日/月/年)	Leased premises 所出租物業	Terms 租期 (D/M/Y) (日/月/年)	Amount for the Year 本年度之金額 (HK\$'000) (千港元)
(20) Profit Broad (note 2) 嘉奇 (附註2)	13/09/2013	Unit 2006, 20/F, EGC 英皇集團中心20樓2006室	15/09/2013 – 31/03/2016 (Early terminated on 3 April 2015) (於2015年4月3日提早終止)	1
(21) Profit Broad (note 2) 嘉奇 (附註2)	31/03/2014	24/F, EGC 英皇集團中心24樓	01/04/2014 – 31/03/2017	3,593
<b>Other companies under the AY Trust AY Trust 旗下其他公司</b>				
(22) Emperor Entertainment (Hong Kong) Limited (note 3) 英皇娛樂(香港)有限公司 (附註3)	28/03/2013*	27/F, EGC 英皇集團中心27樓	01/04/2013 – 31/03/2016	3,624
(23) Emperor Motion Picture (Hong Kong) Limited ("EMP(HK)") (note 3) 英皇電影(香港)有限公司 (「英皇電影香港」) (附註3)	31/03/2014	Portion of 12/F, The Ulferts Centre, No. 4 Kin Fat Lane, Tuen Mun, New Territories, Hong Kong 香港新界屯門建發里4號歐化 傢俬中心12樓部分	01/04/2014 – 31/03/2017	252
(24) EMP(HK) (note 3) 英皇電影香港 (附註3)	29/11/2013	Unit 2001, 20/F, EGC 英皇集團中心20樓2001室	01/12/2013 – 30/06/2016 (early terminated on 31 May 2015) (於2015年5月31日提早終止)	100
(25) EMP(HK) (note 3) 英皇電影香港 (附註3)	28/05/2015	20/F, EGC 英皇集團中心20樓	01/06/2015 – 31/05/2018	3,077
(26) EMP(HK) (note 3) 英皇電影香港 (附註3)	31/03/2015	Units 901-902, 9/F, EGC 英皇集團中心9樓901-902室	01/04/2015 – 30/09/2015 (early terminated on 30 June 2015) (於2015年6月30日提早終止)	260
(27) EMP(HK) (note 3) 英皇電影香港 (附註3)	31/03/2015	Unit 1505, 15/F, EGC 英皇集團中心15樓1505室	01/04/2015 – 30/09/2015 (early terminated on 31 July 2015) (於2015年7月31日提早終止)	96
(28) Emperor Motion Picture Enterprise Limited (note 3) 英皇電影企業有限公司 (附註3)	02/12/2015	Partial floor of each of B1, B2M, B2, Beijing Emperor Group Centre, Jianguomen Outer Street, Chaoyang District, Beijing, PRC 中國北京朝陽區建國門外大街北京英皇 集團中心第B1、B2M、B2樓各層之部份	10 years commencing from 1 July 2016 (or such other date as postponed by Emperor Beijing Property Development Limited (Landlord)) 自2016年7月1日(或英皇(北 京)房地產開發有限公司(業主) 推遲之其他日期)起10年	N/A 不適用

Directors' Interests in Transactions,  
Arrangements or Contracts and Continuing  
Connected Transactions – *continued*

董事於交易、安排或合約之權益及  
持續關連交易 – 續

**A. Leasing of properties – Operating lease rental/license  
fee received – *continued***

**A. 物業租賃 – 收取經營租約租金／授權費  
– 續**

Name of counterparty 對方名稱	Date of agreement 協議日期 (D/M/Y) (日/月/年)	Leased premises 所出租物業	Terms 租期 (D/M/Y) (日/月/年)	Amount for the Year 本年度之金額 (HK\$'000) (千港元)
(29) Emperor Agency Limited ("Emperor Agency") (note 3) 英皇代理有限公司(「英皇代理」) (附註3)	31/03/2015*	Unit 601, 6/F, EGC 英皇集團中心6樓601室	01/04/2015 – 31/03/2017	795
(30) Emperor Agency (note 3) 英皇代理 (附註3)	31/03/2014	Unit 801, 8/F, EGC 英皇集團中心8樓801室	01/04/2014 – 31/03/2016	863
(31) Emperor Agency (note 3) 英皇代理 (附註3)	31/03/2015	Unit 1701-1707, 17/F, EGC 英皇集團中心17樓1701-1707室	01/04/2015 – 31/03/2017	3,636
(32) Emperor Agency (note 3) 英皇代理 (附註3)	31/03/2014*	23/F and Unit A, 28/F, EGC 英皇集團中心23樓及28樓A室	01/04/2014 – 31/03/2016	5,520
(33) Wealthy House Limited ("Wealthy House") (note 3) 寶屋有限公司(「寶屋」) (附註3)	31/03/2015	Shops 7-11 on G/F, 1/F & 2/F (including the entrance hall on G/F to 1/F and 2/F), Wei King Building, 275 Chatham Road North, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡漆咸道北275號蔚景樓地 下7-11號舖、1樓全層及2樓全層(包括 地下至1樓及2樓之大堂入口)	01/04/2015 – 31/03/2018	4,457
(34) Wealthy House (note 3) 寶屋 (附註3)	31/03/2015	M/F, 1-9/F and parking spaces (excluding Nos. 9 and 10) on G/F, The Ulferts Centre, 4 Kin Fat Lane, Tuen Mun, New Territories, Hong Kong 香港新界屯門建發里4號歐化傢俬中心 閣樓全層、1-9樓全層及地下泊車位(不 包括第9號及10號泊車位)	01/04/2015 – 31/03/2018	9,685
(35) Ulferts of Sweden (Far East) Limited (note 3) 瑞典歐化(遠東)有限公司(附註3)	31/03/2014*	Units 1206-1207, 12/F, EGC 英皇集團中心12樓1206-1207室	01/04/2014 – 31/03/2016	1,127

\* These tenancy agreements were expired on 31 March 2016 and new tenancy agreements were entered into on the same day to renew such tenancies.

\* 該等租賃協議已於2016年3月31日到期，亦已於同日訂立新的租賃協議以重續該等租約。



# DIRECTORS' REPORT

## 董事會報告

Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

### B. Financial Services under the Financial Services Agreement

The Company made an announcement on 4 July 2014 in relation to the Financial Services Agreement entered into between Emperor Capital Group (*note 4*) and AY Holdings (*note 5*) on 28 September 2012, pursuant to which Emperor Capital Group has provided to other listed members under AY Holdings, including the Company, (i) financial services including brokerage services for securities, futures and options trading and acting as placing agent, underwriter or sub-underwriter; (ii) margin loans; (iii) IPO loans; (iv) term loans; and (v) financial advisory services, from time to time from 1 October 2012 to 30 September 2015 in order for the listed group companies under AY Holdings to enjoy the flexibility of obtaining financial services from Emperor Capital Group at a cost efficient and timely manner so as to cope with the corporate exercise and/or the investment opportunities of individual listed companies.

In order to continue the above similar financial services, a new Financial Services Agreement dated 10 September 2015 was entered into between Emperor Capital Group and AY Holdings for renewing the services for 3 years up to 30 September 2018.

During the Year, a total sum of HK\$1,020,000 being financial services fee was paid by the Group to Emperor Capital Group.

### C. Master Purchase Agreement

On 4 July 2014, the Company entered into the Master Purchase Agreement with AY Holdings (*note 5*) pursuant to which AY Holdings agreed to procure its subsidiaries and associates to provide products and services to the Group in relation to the Group's future development projects, which includes hotels, residential and commercial developments. This agreement shall expire on 31 March 2017. During the Year, the Group has purchased products and services in a total sum of HK\$7,353,000 from the group members of AY Holdings.

董事於交易、安排或合約之權益及持續關連交易 – 續

### B. 金融服務協議項下之金融服務

本公司於2014年7月4日發表公佈，內容有關英皇證券集團（附註4）與楊受成產業控股（附註5）於2012年9月28日訂立之金融服務協議，根據該項協議，英皇證券集團已於2012年10月1日至2015年9月30日期間不時向楊受成產業控股旗下其他上市成員公司（包括本公司）提供(i)金融服務（包括證券、期貨及期權買賣之經紀服務），並擔任配售代理、包銷商或分包銷商；(ii)孖展貸款；(iii)首次公开发售貸款；(iv)定期貸款；及(v)金融諮詢服務，以讓楊受成產業控股旗下之上市集團公司能更靈活地按符合成本效益之方式，適時獲得英皇證券集團提供金融服務，配合個別上市集團公司之企業活動及／或投資機遇之需要。

為延續上述類似金融服務，英皇證券集團與楊受成產業控股於2015年9月10日訂立新的金融服務協議，以將該服務續期3年至2018年9月30日。

於本年度，本集團向英皇證券集團支付合共1,020,000港元之金融服務費。

### C. 總採購協議

於2014年7月4日，本公司與楊受成產業控股（附註5）訂立總採購協議，據此，楊受成產業控股同意，就本集團未來之發展項目（包括酒店、住宅及商業發展項目）促使其附屬公司及聯營公司向本集團提供產品及服務。此協議將於2017年3月31日屆滿。於本年度，本集團已向楊受成產業控股之集團成員公司採購合共7,353,000港元之產品及服務。

## Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

Notes:

- (1) These companies were indirectly wholly-owned subsidiaries of Emperor W&J which was indirectly controlled by the AY Trust.
- (2) This company was a wholly-owned subsidiary of Emperor Capital Group which was indirectly controlled by the AY Trust.
- (3) These companies were indirectly wholly-owned by the AY Trust.
- (4) Emperor Capital Group was indirectly controlled by the AY Trust.
- (5) AY Holdings was indirectly wholly-owned by the AY Trust.

Ms. Semon Luk, a Director of the Company, has deemed interests in the above transactions, by virtue of being an associate of the eligible beneficiaries of the AY Trust.

### D. Accommodation Contract with Group Consultant

As announced on 31 March 2014, Emperor Investment (Management) Limited, a wholly-owned subsidiary of the Company, entered into the Accommodation Contract on 31 March 2014 with Dr. Albert Yeung, the deemed substantial shareholder of the Company, pursuant to which the Group would continue to provide him and his associates (including Ms. Semon Luk, Chairperson of the Company, being the spouse of Dr. Albert Yeung who has not been receiving any emolument from the Group for his consultancy services rendered since 1 April 2002), a quarter located at No.2 Belleview Drive, Hong Kong for accommodation (including related expenses in relation to the usage of the property) as his emolument for his consultancy services to the Group for a period from 1 April 2014 to 31 March 2017. The market rental value as calculated by an independent firm of professional valuers and related expense of the quarter up to 31 March 2016 was approximately HK\$9,930,000.

The consultancy services provided by Dr. Albert Yeung benefit the Group in overall strategic planning and business development of the Company as well as in business liaisons. Being one of the senior executives of the Group, Dr. Albert Yeung is also entitled to enjoy the fringe benefits offered by the Group, including the non-exclusive use of motor vehicles, yachts, club debentures and membership owned by the Group.

## 董事於交易、安排或合約之權益及持續關連交易 – 續

附註：

- (1) 該等公司為英皇鐘錶珠寶之間接全資附屬公司，而英皇鐘錶珠寶由AY Trust間接控制。
- (2) 該公司為英皇證券集團之全資附屬公司，而英皇證券集團由AY Trust間接控制。
- (3) 該等公司乃由AY Trust間接全資擁有。
- (4) 英皇證券集團乃由AY Trust間接控制。
- (5) 楊受成產業控股乃由AY Trust間接全資擁有。

本公司董事陸女士因其為AY Trust合資格受益人之聯繫人而被視為於上述交易中擁有權益。

### D. 與集團顧問訂立之住所合約

如於2014年3月31日所公佈，本公司之一間全資附屬公司Emperor Investment (Management) Limited於2014年3月31日與楊博士（被視作本公司之主要股東）訂立住所合約，據此，本集團將繼續向自2002年4月1日起為本集團提供顧問服務但並未收取任何薪酬之楊博士及其聯繫人（包括本公司之主席及楊博士之配偶陸女士）提供位於香港麗景道2號之住所（包括有關使用該物業之相關費用），作為其於2014年4月1日至2017年3月31日期間向本集團提供顧問服務之薪酬。截至2016年3月31日，由一間獨立專業估值師行計算之市場租值及該宿舍之相關開支約為9,930,000港元。

楊博士所提供之顧問服務對於本集團之整體策略規劃、本公司之業務發展及業務聯繫帶來助益。作為本集團之高級行政人員，楊博士亦有權享受本集團提供之額外福利，包括非獨家使用本集團擁有之汽車、遊艇、會所債券及會籍。

# DIRECTORS' REPORT

## 董事會報告

Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

### E. Service agreement in relation to the operation of the Grand Emperor Hotel

#### **Date of agreement**

19 February 2010

#### **Name of parties**

- (1) Tin Hou Limited (“Tin Hou”), a company incorporated in Macau, an indirect wholly-owned subsidiary of Emperor E Hotel which is an indirect non wholly-owned subsidiary of the Company; and
- (2) Sociedade de Jogos de Macau, S.A., (“SJM”), a company incorporated in Macau, which is principally engaged in gaming business in Macau and is one of the six concessionaires/subconcessionaries licensed to carry on casino operations in Macau. SJM has 19.99% equity interest in Luck United Holdings Limited, an indirect non wholly-owned subsidiary of Emperor E Hotel, and is a connected person within the meaning of the Listing Rules by virtue of being a substantial shareholder of a subsidiary of the Company.

#### **Nature of transaction**

The provision of services comprising management services and promotion services by Tin Hou to SJM in relation to the operation of the Grand Emperor Hotel whereas Tin Hou together with the nominated junket promoter (a fellow subsidiary of Tin Hou and wholly-owned by Emperor E Hotel) shall be entitled to a share of the gross win and gross loss in respect of the monthly operating performance of the gaming area of the GEH and bear all necessary operational expenses in relation to the operation of the gaming area.

#### **Terms**

From 1 October 2009 to termination upon occurrence of certain events, including the expiration of SJM's gambling license under the Gaming Concession Contract on 31 March 2020 or any earlier termination thereof or winding up or cessation of business of either party.

#### **Amount for the year ended 31 March 2016**

During the Year, the Group's net receipt under the agreement amount to HK\$1,280,458,000.

董事於交易、安排或合約之權益及持續關連交易 – 續

### E. 有關經營英皇娛樂酒店之服務協議

#### **訂約日期**

2010年2月19日

#### **訂約方名稱**

- (1) 天豪有限公司(「天豪」)，一間於澳門註冊成立之公司，為本公司之間接非全資附屬公司英皇娛樂酒店之間接全資附屬公司；及
- (2) 澳門博彩股份有限公司(「澳門博彩」)，一間於澳門註冊成立之公司，主要於澳門從事博彩業務，為六家可於澳門經營娛樂場博彩業務之持牌特許營辦商／次特許營辦商之一。澳門博彩擁有Luck United Holdings Limited 19.99%之股本權益，Luck United Holdings Limited為英皇娛樂酒店之間接非全資附屬公司，因屬本公司一附屬公司之主要股東，故按照上市規則之涵義屬於關連人士。

#### **交易性質**

作為向澳門博彩提供該等與英皇娛樂酒店經營相關服務(包括管理服務及宣傳服務)之代價，天豪連同指定之博彩中介人代理(為天豪之同系附屬公司，由英皇娛樂酒店全資擁有)將有權攤分英皇娛樂酒店博彩區每月營運表現之總博彩收益及總博彩虧損，並須承擔營運博彩區之一切所需營運開支。

#### **年期**

由2009年10月1日起至特定事件發生後終止，包括澳門博彩於博彩專營權合約項下之博彩特許權於2020年3月31日屆滿或該博彩特許權提前終止，或任何一方清盤或終止業務。

#### **截至2016年3月31日止年度之款項**

於本年度，本集團就協議項下所收取之淨額為1,280,458,000港元。

## Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

### Compliance with Disclosure Requirements

Save as “Financial services expenses to related companies” and “Rental income from related companies” in the amount of HK\$270,223,000 for the Year as shown in note 44(a) and the transactions as shown in note 44(c) and (d) to the consolidated financial statements which constituted connected transactions of the Company under Chapter 14A of the Listing Rules, all other transactions as shown in note 44 (save as “Interest income from a shareholder of a joint venture” which is not a connected transaction) are connected transactions exempted from announcement, reporting, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the above connected transactions.

### Auditor's Letter on Disclosed Continuing Connected Transactions

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” (the “Auditor's Letter”) issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group (“Disclosed CCTs”) on pages 42 to 50 of this annual report in accordance with Main Board rule 14A.56 of the Listing Rules. A copy of the Auditor's Letter has been provided by the Company to the Stock Exchange.

## 董事於交易、安排或合約之權益及持續關連交易 – 續

### 遵守披露規定

除綜合財務報表附註44(a)所載本年度「向關連公司支付金融服務費」及「向關連公司收取之租金」（為數270,223,000港元）及附註44(c)及(d)所載交易根據上市規則第14A章構成本公司關連交易外，附註44所載之所有其他交易（「來自一間合營企業之股東之利息收入」除外，其並非關連交易）乃根據上市規則第14A章獲豁免遵守公告、匯報、年度審閱及獨立股東批准規定之關連交易。本公司已就上述關連交易遵守上市規則第14A章之披露要求。

### 有關已披露持續關連交易之核數師函件

本公司核數師已獲委聘按照香港會計師公會頒佈之《香港審驗應聘服務準則3000》的「歷史財務資料審計或審閱以外的審驗應聘」，並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」（「核數師函件」），匯報本集團之持續關連交易。

核數師已按照主板上市規則第14A.56條發出無保留意見函件，內含其就本年報第42至第50頁有關本集團披露之持續關連交易（「已披露持續關連交易」）之發現及結論。本公司已向聯交所提供核數師函件副本。

# DIRECTORS' REPORT

## 董事會報告

### Directors' Interests in Transactions, Arrangements or Contracts and Continuing Connected Transactions – *continued*

#### Confirmation of Independent Non-executive Directors

Pursuant to rule 14A.55 of the Listing Rules, the Company's Independent Non-executive Directors ("INEDs") have reviewed the Disclosed CCTs and the Auditor's Letter and have confirmed that these transactions have been entered into by the Group:

- (1) in the ordinary and usual course of its business of the Group;
- (2) on normal commercial terms or better (as the case may be); and
- (3) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Save as disclosed above, there was no transaction, arrangement or contract which is significant to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

#### Confirmation of Independence of Independent Non-executive Directors

The Company has received from each of the INEDs an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

#### Emolument Policy

The emoluments of the Executive Directors were decided by the Board as recommended by the Remuneration Committee having regard to a written remuneration policy (which ensures a clear link to business strategy and a close alignment with the shareholders' interest and current best practice), the Group's operating results, individual performance and comparable market statistics. The INEDs are paid fees in line with market practice. No individual should determine his or her own remuneration.

### 董事於交易、安排或合約之權益及持續關連交易 – 續

#### 獨立非執行董事之確認

根據上市規則第14A.55條，本公司獨立非執行董事（「獨立非執行董事」）已審閱已披露持續關連交易及核數師函件，並確認該等交易乃由本集團：

- (1) 於本集團日常業務中訂立；
- (2) 按一般商業條款或更佳條款（視情況而定）訂立；及
- (3) 乃按照該等交易的協議內之條款進行，而交易條款屬公平合理並符合股東之整體利益。

除上文披露者外，於本年度末或本年度內任何時間，概無存在本公司或其任何控股公司、附屬公司或同系附屬公司為訂約方而董事於其中直接或間接擁有重大權益之重大交易、安排及合約。

#### 獨立非執行董事獨立性之確認

本公司已收到每位獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。本公司認為，所有獨立非執行董事均為獨立人士。

#### 薪酬政策

執行董事之酬金由薪酬委員會參照一套書面薪酬政策（以確保與業務策略緊密聯繫，並符合股東之權益及現行最佳常規）、本集團之營運業績、個別人士表現及比較市場統計數字提供推薦意見，並由董事會釐定。獨立非執行董事之酬金則以符合市場情況之基準而支付。並無個別人士可釐定其本身之酬金。

## Emolument Policy – *continued*

Employees remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Remuneration package includes, as the case may be, basic salaries, Directors' fees, housing allowances, contribution to pension schemes, discretionary bonus relating to the profit of the Group and individual performance, ad hoc rewards, share options and other competitive fringe benefits such as medical and life insurances. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in note 12 to the consolidated financial statements.

## Purchase, Sale or Redemption of the Company's Listed Securities

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## Pre-Emptive Rights

There are no provision for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## Charitable Donations

During the Year, the Group made charitable donations amounting to approximately HK\$14,039,000.

## Major Customers and Suppliers

During the Year, the aggregate amount of revenue attributable to the Group's five largest customers represented 34% of the Group's total revenue. The largest customer accounted for 26% to the Group's total revenue.

During the Year, the aggregate amount of purchases and services received attributable to the Group's five largest suppliers represented 34% of the Group's total purchases and services received. The largest supplier accounted for 7% to the Group's total purchases and services received.

## 薪酬政策一續

僱員薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。薪酬組合包括（視情況而定）基本薪金、董事袍金、住房津貼、退休金計劃供款以及與本集團溢利及個人表現掛鈎之酌情花紅、特別獎勵、購股權及其他具有競爭力之額外福利（如醫療及人壽保險）。董事及本集團五名最高薪酬人士之薪酬詳情載於綜合財務報表附註12。

## 購回、出售或贖回本公司上市證券

於本年度內，本公司及各附屬公司概無購回、出售或贖回任何本公司上市證券。

## 優先購買權

本公司之章程細則或百慕達法例概無關於本公司須按比例向現有股東發售新股份之優先購買權規定。

## 捐獻

於本年度，本集團之慈善捐款合共約14,039,000港元。

## 主要客戶及供應商

於本年度，本集團首五大客戶應佔收入合佔本集團總收入之34%。最大客戶佔本集團總收入之26%。

於本年度，本集團首五大供應商應佔採購貨品及聘用服務金額合佔本集團採購貨品及聘用服務總額之34%。最大供應商佔本集團採購貨品及聘用服務總額之7%。

# DIRECTORS' REPORT

## 董事會報告

### Major Customers and Suppliers – *continued*

None of the Directors, their close associates, or any Shareholders which, to the knowledge of the Directors, owning more than 5% of the Company's issued share capital, had a beneficial interest in the share capital of any of the above major customers or suppliers of the Group.

### Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 55 to 75.

### Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of the annual report, there was sufficient public float of at least 25% of the Company's issued Shares as required under the Listing Rules.

### Auditor

A resolution will be submitted to the 2016 AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Luk Siu Man, Semon**

*Chairperson*

Hong Kong  
22 June 2016

### 主要客戶及供應商－續

概無董事、彼等之緊密聯繫人或就董事所知擁有本公司已發行股本5%以上之任何股東於任何上述本集團主要客戶或供應商之股本中擁有實益權益。

### 企業管治

本公司所採納之主要企業管治常規載於第55至第75頁之企業管治報告。

### 足夠公眾持股量

根據本公司可得之公開資料及據董事所知，於刊發年報前之最後實際可行日期，本公司已發行股份維持上市規則所規定至少25%之足夠公眾持股量。

### 核數師

於2016股東週年大會上將提呈一項動議重新委聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

主席  
陸小曼

香港  
2016年6月22日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board is committed to maintaining a high standard of corporate governance for the Company within a sensible framework. The Company has fully complied with all the provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Listing Rules throughout the Year.

### The Board

#### Board Composition

As at 31 March 2016, the Board comprised seven Directors, with one Non-executive Director who is also the Chairperson of the Board, three Executive Directors and three INEDs. The Board considers that this composition ensures a strong independent element with a balance of power and influence between individuals on the Board. The biographies of the Directors are set out on pages 31 to 32 of this annual report under the “Biographies of Directors and Senior Managers” section.

#### Chairperson and Chief Executives

Ms. Semon Luk has been appointed as the Chairperson since 1999 and provides leadership for the Board. With the support of the company secretary of the Company (“Company Secretary”), she ensures that all directors receive, in a timely manner, adequate information and are properly briefed on issues arising at board meeting. She is responsible for ensuring that the Board works effectively and performs its responsibilities. She holds meetings with the INEDs at least once a year.

Both Mr. Wong Chi Fai and Ms. Fan Man Seung, Vanessa have been appointed as Managing Directors of the Company, and are responsible for the Group’s strategic planning, business growth and development.

#### Independent Non-executive Directors

The INEDs are all professionals with valuable experience and expertise in legal, accounting or auditing in business areas who contribute impartial view and make independent judgment on issues to be discussed at Board meetings. Each of them has been appointed for an initial term of one year and shall continue thereafter on a yearly basis subject to early termination with written notice being served by either party. The terms of the INEDs are also subject to retirement by rotation and re-election provision under the Bye-Laws of the Company.

The Company has received a confirmation of independence from each of the INEDs. The Board considers each of them to be independent by reference to the factors as set out in Rule 3.13 of the Listing Rules. The INEDs have been expressly identified as such in all corporate communications of the Company that disclose the names of Directors.

董事會致力於在合情理之框架內維持本公司之高水平企業管治。於本年度內，本公司一直全面遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）之所有條文。

### 董事會

#### 董事會之組成

於2016年3月31日，董事會由七名董事組成，包括一名非執行董事（亦為董事會主席）、三名執行董事及三名獨立非執行董事。董事會認為該組合能確保董事會擁有強健的獨立元素，成員之間的權力及影響得以均衡。董事履歷載於本年報第31至32頁「董事及高級管理人員之履歷」一節。

#### 主席及行政總裁

陸小曼女士自1999年起獲委任為主席，負責領導董事會。在本公司公司秘書（「公司秘書」）協助下，彼確保全體董事可及時收取充份資訊，及於董事會會議上均獲適當知悉當前的事項。彼亦負責確保董事會有效地運作及履行其職責。彼與獨立非執行董事每年至少舉行一次會議。

黃志輝先生及范敏嫦女士均獲委任為本公司之董事總經理，負責本集團之策略規劃、業務增長及發展。

#### 獨立非執行董事

獨立非執行董事均為於業務範疇內之法律、會計或審計方面擁有寶貴經驗及專業知識之專業人士，就將於董事會會議上討論之事宜提供中立觀點及作出獨立判斷。彼等各人之初步任期為一年，其後按年重續，惟可由任何一方發出書面通知提早終止。獨立非執行董事亦須根據本公司章程細則之條文輪值退任及可膺選連任。

本公司已接獲各獨立非執行董事之獨立性確認書。董事會參照上市規則第3.13條所載因素認為各獨立非執行董事屬獨立人士。本公司在所有公司通訊中披露董事姓名，並明確說明獨立非執行董事之身份。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### The Board – *continued*

#### Roles and Responsibilities of the Board

The Board is responsible for the leadership, control and promotion of the success of the Group by directing and supervising its affairs in the best interests of the Company and by formulating strategic directions and monitoring the financial and management performance of the Group.

#### Delegation to the Management

The management is led by the Executive Committee of the Company (which comprises all the Executive Directors of the Board) and has delegated powers and authorities to carry out the day-to-day management and operation of the Group, formulate business policies and make decision on key business issues. The Executive Committee shall have all power and authorities of the Board except the following matters as set out in a formal schedule of matters specifically reserved by the Board:

- Publication of final and interim results of the Company
- Dividend distribution or other distribution
- Major issues of treasury policy, accounting policy and remuneration policy
- Major changes to group structure or Board composition requiring notification by announcements
- Publication of the announcements for notifiable transactions and non-exempted connected transactions/continuing connected transactions
- Non-exempted connected transactions/continuing connected transactions
- Notifiable transaction requiring Shareholders' approval
- Capital restructuring and issue of new securities of the Company
- Financial assistance to Directors
- 刊發本公司之末期及中期業績
- 股息分派或其他分派
- 有關財務政策、會計政策及薪酬政策之主要事宜
- 須以公告形式公佈有關集團架構或董事會組成之重大變動
- 就須予公佈的交易及非豁免關連交易／持續關連交易刊發公告
- 非豁免關連交易／持續關連交易
- 需要股東批准之須予公佈交易
- 本公司之資本重組及發行新證券
- 對董事之財務援助

### 董事會一續

#### 董事會之角色及職責

董事會負責以本公司之最佳利益為首統管及監督本集團之事務，並透過制定策略方向及監察本集團之財務及管理表現，從而領導、監控及促進本集團之成功。

#### 授權予管理層

管理層由本公司之執行委員會（由董事會之全體執行董事組成）領導，並擁有獲轉授之權力及授權，以進行本集團之日常管理及營運、制定業務政策及就主要業務事項作出決定。執行委員會擁有董事會之所有權力及授權，惟列載於正式預定計劃表由董事會特別保留之下列事項除外：

## The Board – *continued*

### Induction, Support and Professional Development of Directors

All Directors have been given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors. All Directors have been updated on the latest developments regarding the Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. There is a procedure agreed by the Board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses in order to assist them to perform their duties to the Company.

The Directors confirmed that they have complied with the Code Provision A.6.5 of the CG Code on Directors' training. During the Year, each Director has participated in continuous professional development by attending seminars/workshops/reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company:

#### Name of Directors

#### 董事姓名

Ms. Luk Siu Man, Semon	陸小曼女士
Mr. Wong Chi Fai	黃志輝先生
Ms. Fan Man Seung, Vanessa	范敏嫦女士
Mr. Cheung Ping Keung	張炳強先生
Ms. Cheng Ka Yu	鄭嘉裕女士
Mr. Wong Tak Ming, Gary	黃德明先生
Mr. Chan Hon Piu	陳漢標先生

<i>Notes: 附註:</i>	
(1) corporate governance	企業管治
(2) regulatory	規管
(3) finance	財務
(4) industry-specific	行業相關

### Relationship between the Board Members

None of the members of the Board has any relationship (including financial, business, family or other materials/relevant relations) among each other.

### Directors' Insurance

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

## 董事會 – 續

### 董事之啟導、支援及專業發展

所有董事均已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例、權益披露之責任及本集團業務之相關指引資料，而於新任董事獲委任為董事後，亦會於短期內向其提供該等就任須知資料。全體董事已就上市規則及其他適用監管要求之最新發展獲得最新資料，從而確保遵例，同時加強彼等對良好企業管治常規之意識。董事會已議定程序，使董事可在適當情況下經合理要求後尋求獨立專業意見以協助彼等為本公司履行職責，費用由本公司承擔。

董事確認，彼等已遵守企業管治守則內有關董事培訓之守則條文第A.6.5條。於本年度，各董事均已參與持續專業發展，透過出席有關以下主題之座談會／工作坊／閱讀材料，以發展及更新彼等之知識及技能，並已向本公司提供培訓紀錄：

#### Topics on training covered <sup>(Notes)</sup> 所涵蓋之培訓主題 <sup>(附註)</sup>

(1) & (2)
(1), (2), (3) & (4)
(1), (2) & (3)
(1), (2), (3) & (4)
(1), (2) & (3)
(1), (2) & (3)
(1) & (2)

### 董事會成員間之關係

董事會成員之間概無任何關係（包括財務、業務、家屬或其他重大／相關關係）。

### 董事之保險

本公司已就董事可能會面對之法律訴訟作出適當之投保安排。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### The Board – *continued*

#### Directors' Attendance and Time Commitment

The attendance of Directors at the meetings during the Year is set out below:

### 董事會一續

#### 董事之出席情況及時間投入

本年度董事出席會議之情況載列如下：

Name of Directors 董事姓名	No. of meetings attended/held 出席會議／舉行會議次數						
	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	Corporate Governance Committee 企業管治委員會	Executive Committee 執行委員會	General Meeting 股東大會
<b>Non-executive Director</b> 非執行董事							
Ms. Luk Siu Man, Semon 陸小曼女士	14/14	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
<b>Executive Directors</b> 執行董事							
Mr. Wong Chi Fai (Note 1) 黃志輝先生 (附註1)	14/14	N/A 不適用	2/2	N/A 不適用	N/A 不適用	16/18	1/1
Ms. Fan Man Seung, Vanessa (Note 2) 范敏嫦女士 (附註2)	14/14	N/A 不適用	N/A 不適用	1/1	1/1	18/18	1/1
Mr. Cheung Ping Keung 張炳強先生	14/14	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	12/18	1/1
<b>Independent Non-executive Directors</b> 獨立非執行董事							
Ms. Cheng Ka Yu (Note 3) 鄭嘉裕女士 (附註3)	14/14	3/3	2/2	1/1	N/A 不適用	N/A 不適用	1/1
Mr. Wong Tak Ming, Gary (Note 4) 黃德明先生 (附註4)	14/14	3/3	N/A 不適用	1/1	1/1	N/A 不適用	1/1
Mr. Chan Hon Piu (note 5) 陳漢標先生 (附註5)	9/9	2/2	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Liu Hing Hung (Note 6) 廖慶雄先生 (附註6)	5/5	1/1	1/1	N/A 不適用	1/1	N/A 不適用	1/1
Total number of meetings held 舉行會議之總數	14	3	2	1	1	18	1

#### Notes:

- Chairman of Executive Committee
- Chairperson of Corporate Governance Committee
- Chairperson of Nomination Committee
- Chairman of Audit Committee
- Mr. Chan Hon Piu was elected as Director in the annual general meeting held on 18 August 2015 ("2015 AGM") and was also appointed as the Chairman of the Remuneration Committee as well as a member of Audit Committee and Corporate Governance Committee on the same date.
- Mr. Liu Hing Hung retired as Director on 18 August 2015 and automatically ceased to act as the Chairman of the Remuneration Committee as well as a member of Audit Committee and Corporate Governance Committee.

#### 附註：

- 執行委員會主席
- 企業管治委員會主席
- 提名委員會主席
- 審核委員會主席
- 陳漢標先生於2015年8月18日舉行的股東週年大會(「2015年股東週年大會」)上獲選舉為董事，並於同一日獲委任為薪酬委員會主席以及審核委員會及企業管治委員會成員。
- 廖慶雄先生於2015年8月18日退任董事一職，並自動終止擔任薪酬委員會主席以及審核委員會與企業管治委員會成員之職務。

## The Board – *continued*

### **Directors' Attendance and Time Commitment – *continued***

Upon reviewing (1) the annual confirmation on time commitment given by each Director; (2) the directorships and major commitments of each Director; and (3) the attendance rate of each Director on full Board and the respective Board committee meetings, the Board is satisfied that all Directors have spent sufficient time in performing their responsibilities during the Year.

### **Board Meetings and Proceedings**

Regular board meetings were held at approximately quarterly interval. The Directors have access to the advice and services of the Company Secretary and key officers of the company secretarial team for ensuring that the Board procedures, all applicable rules and regulations are followed.

With the assistance of the Company Secretary, the meeting agenda is set by the Chairperson of the meeting in consultation with other Board members. Board meeting notice was sent to the Directors at least 14 days prior to each regular Board meeting. Board papers together with all appropriate, accurate, clear complete and reliable information are generally sent to all Directors at least 3 days before each regular Board meeting and Board Committee meeting to enable the Directors to make informed decision.

Draft and final versions of the minutes of Board meetings and Board committee meetings, drafted in sufficient details by the secretary of the meetings, were circulated to the Directors for their comment and record respectively. Originals of such minutes, being kept by the Company Secretary, are open for inspection at any reasonable time on reasonable notice by any Director.

If a Director has conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the Director will abstain from voting on the relevant Board resolution in which he/she or any of his/her associates have a material interest and he/she shall not be counted in the quorum present at the Board meeting.

## 董事會 – 續

### **董事之出席情況及時間投入 – 續**

經檢討(1)各董事就其投入時間發出之年度確認；(2)各董事所持之董事職務及主要任命；及(3)各董事於董事會全體會議及各董事委員會會議之出席率後，董事會認為，於本年度內，全體董事均已付出足夠時間履行彼等職責。

### **董事會會議及程序**

董事會定期會議約每季舉行。董事會可獲取公司秘書及公司秘書團隊主要職員之意見及服務，確保遵循董事會程序及所有適用之規則及規例。

在公司秘書之協助下，會議議程乃由會議主席在諮詢其他董事會成員後設定。董事會定期會議之通告至少於各會議前14日發送予董事。各個董事會定期會議及董事委員會會議舉行前最少3日，一般會向全體董事寄發董事會會議文件連同所有適用、準確清晰及完備可靠資料，以讓彼等作出知情決策。

經由會議秘書作出足夠詳細起草之董事會會議及董事委員會會議記錄之初稿及最終定稿均會交予董事，分別供彼等表達意見及備案之用。有關會議紀錄之正本由公司秘書保存，可供任何董事於發出合理通知後在任何合理時間查閱。

若董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則該董事將就彼或其任何聯繫人具有重大權益之相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### The Board – *continued*

#### Board Committees

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to the Audit Committee, Remuneration Committee, Nomination Committee, Corporate Governance Committee and Executive Committee.

The majority of the members of the Audit Committee, Remuneration Committee and Nomination Committee are INEDs. Clear written terms of reference of all the Board Committees are given to the respective members of these Committees. Details of the Board Committees are set out below:

#### 1. **Audit Committee (set up on 23 September 2004)**

The Audit Committee consists of three INEDs, namely Mr. Wong Tak Ming, Gary (Chairman of the Committee), Ms. Cheng Ka Yu and Mr. Chan Hon Piu.

The specific written terms of reference of the Audit Committee which was re-adopted on 18 November 2015 in light of the amendments of the Listing Rules, is available on the websites of the Stock Exchange and the Company. The Audit Committee is primarily responsible for (1) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor; (2) approving the remuneration and terms of engagement of external auditor; and (3) reviewing financial information and overseeing the financial reporting system, risk management and internal control procedures. The Audit Committee held three meetings during the Year.

A summary of the work performed by the Audit Committee during the Year is set out below:

- i. reviewed with the management/finance-in-charge and/or the external auditor the effectiveness of audit process and the accounting principles and practices adopted by the Group, the accuracy and fairness of the annual financial statements for the financial year ended 31 March 2015 and the interim financial statements for the six months ended 30 September 2015;
- ii. reviewed with management and finance-in-charge the effectiveness of the internal control system of the Group;
- iii. annual review of the non-exempted continuing connected transactions of the Group for the year ended 31 March 2015;

### 董事會一續

#### 董事委員會

為協助董事會履行其職責及促進有效管理，董事會若干職能已由董事會委派予審核委員會、薪酬委員會、提名委員會、企業管治委員會及執行委員會。

審核委員會、薪酬委員會及提名委員會大多數成員為獨立非執行董事。所有董事委員會之清晰書面職權範圍已提供予此等委員會之各自成員。董事委員會詳情載列如下：

#### 1. **審核委員會（於2004年9月23日成立）**

審核委員會由三名獨立非執行董事組成，分別為黃德明先生（委員會主席）、鄭嘉裕女士及陳漢標先生。

審核委員會依照上市規則之修訂而於2015年11月18日重新採納之具體書面職權範圍可於聯交所及本公司網站查閱。審核委員會主要負責(1)就委任、重新委任及罷免外聘核數師向董事會提供推薦意見；(2)批准外聘核數師之酬金及委聘條款；及(3)審閱財務資料及監察財務報告制度及風險管理與內部監控程序。審核委員會於本年度舉行了三次會議。

於本年度內，審核委員會履行之工作之概要載列如下：

- i. 與管理層／財務主管及／或外聘核數師審閱本集團所採納之核數程序以及會計原則及實務之成效，以及截至2015年3月31日止財政年度之年度財務報表及截至2015年9月30日止六個月之中期財務報表之準確性及公平性；
- ii. 與管理層及財務主管檢討本集團內部監控程序之成效；
- iii. 對本集團於截至2015年3月31日止年度之非豁免持續關連交易進行年度審閱；

## The Board – *continued*

### Board Committees – *continued*

#### 1. **Audit Committee (set up on 23 September 2004) – *continued***

- iv. approved the audit plan for the financial year ended 31 March 2016, reviewed the independence of the external auditor and approved the engagement of external auditor;
- v. recommended the Board on the re-appointment of external auditor; and
- vi. recommended the Board to adopt the revised terms of reference of the Audit Committee in light of the amendments in Listing Rules regarding additional role of the Audit Committee to review the risk management system of the Company.

#### 2. **Remuneration Committee (set up on 19 July 2005)**

The Remuneration Committee consists of three members, namely Mr. Chan Hon Piu (Chairman of the Committee) and Ms. Cheng Ka Yu, both being INEDs, and Mr. Wong Chi Fai, being the Managing Director.

The specific written terms of reference of the Remuneration Committee is available on the websites of the Stock Exchange and the Company. The Remuneration Committee is primarily responsible for making recommendation to the Board on (1) Company's policy and structure for the remuneration of Directors and senior management; (2) the remuneration of Non-executive Directors; and (3) the specific remuneration packages for individual Executive Directors and senior management. Details of the remuneration of each of the Directors for the Year are set out in note 12 to the consolidated financial statements. The Remuneration Committee held two meetings during the Year.

A summary of the work performed by the Remuneration Committee during the Year is set out as follows:

- i. reviewed and recommended the Board to approve the Directors' fee;
- ii. reviewed the current remuneration structure/package of the Executive Directors and senior management and recommended the Board; and
- iii. reviewed the remuneration policy for Directors and senior management and made recommendation to the Board.

## 董事會 – 續

### 董事委員會 – 續

#### 1. **審核委員會 (於2004年9月23日成立) – 續**

- iv. 審批截至2016年3月31日止財政年度之審核計劃，檢討外聘核數師之獨立性，批准委聘外聘核數師；
- v. 就重新委聘外聘核數師向董事會提供推薦建議；及
- vi. 建議董事會依照上市規則之修訂，採納經修訂審核委員會職權範圍，該範圍有關審核委員會審查本公司風險管理系統之額外職責。

#### 2. **薪酬委員會 (於2005年7月19日成立)**

薪酬委員會由三名成員組成，其分別為獨立非執行董事陳漢標先生（委員會主席）與鄭嘉裕女士，以及董事總經理黃志輝先生。

薪酬委員會之具體書面職權範圍可於聯交所及本公司網站查閱。薪酬委員會之主要職責為(1)就本公司之董事及高級管理層之薪酬政策及架構；(2)非執行董事之薪酬；及(3)個別執行董事及高級管理層之特定薪酬待遇向董事會提供推薦意見。本年度各董事之薪酬詳情載於綜合財務報表附註12。薪酬委員會於本年度舉行了兩次會議。

於本年度內，薪酬委員會所履行之工作概要載列如下：

- i. 檢討董事袍金，並就批准董事袍金向董事會提供推薦建議；
- ii. 檢討執行董事及高級管理層之現時薪酬架構／待遇水平，並向董事會提供推薦建議；及
- iii. 檢討董事及高級管理層之薪酬政策及向董事會提供推薦建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### The Board – *continued*

#### Board Committees – *continued*

##### 3. **Nomination Committee (set up on 28 March 2012)**

The Nomination Committee consists of three members, namely Ms. Cheng Ka Yu (Chairperson of the Committee) and Mr. Wong Tak Ming, Gary, both being INEDs, and Ms. Fan Man Seung, Vanessa, being the Managing Director.

The specific written terms of reference of the Nomination Committee is available on the websites of the Stock Exchange and the Company. The primary duties of the Nomination Committee are (1) reviewing the structure, size and diversity of the Board; (2) reviewing the Board Diversity Policy; (3) determining the policy for the nomination of Directors and identifying suitable candidates for directorship; (4) making recommendations to the Board on the appointment or re-appointment of Directors; (5) assessing the independence of INEDs; and (6) reviewing the time commitment of each Director. The Nomination Committee held one meeting during the Year.

A summary of the work performed by the Nomination Committee during the Year is set out as follows:

- i. reviewed the structure, size and diversity of the Board;
- ii. reviewed the independence of INEDs;
- iii. reviewed the confirmation from the Directors on their time commitment in performing their duties as Directors; and
- iv. recommended to the Board the nomination of Directors for election and re-election at the 2015 AGM.

As adopted by the Board, the Board Diversity Policy aims to achieve diversity on Board in the broadest sense in order to have a balance of skills, experience and diversity of perspectives appropriate to the business nature of the Company. Selection of candidates on the Board is based on a range of diversity perspectives, including gender, age, length of service, professional qualification and experience. The Nomination Committee will also assess the merits and contribution of any Director proposed for re-election or any candidate nominated to be appointed as Director and against the objective criteria, with due regard for the benefits of diversity on the Board that would complement the Company's corporate strategy.

### 董事會一續

#### 董事委員會一續

##### 3. **提名委員會 (於2012年3月28日成立)**

提名委員會由三名成員組成，其分別為獨立非執行董事鄭嘉裕女士 (委員會主席) 與黃德明先生，以及董事總經理范敏嫦女士。

提名委員會之具體書面職權範圍可於聯交所及本公司網站查閱。提名委員會之主要職責包括：(1) 檢討董事會的架構、人數及成員多元性；(2) 檢討董事會多元化政策；(3) 釐定董事提名之政策及物色合適人士擔任董事職務；(4) 就董事委任或重新委任向董事會提供推薦建議；(5) 評核獨立非執行董事的獨立性；及(6) 檢討各董事所投入的時間。提名委員會於本年度舉行了一次會議。

提名委員會於本年度內履行之工作概要載列如下：

- i. 檢討董事會的架構、人數及多元化；
- ii. 檢討獨立非執行董事之獨立性；
- iii. 檢討董事就履行董事之職責所投入之時間作出之確認；及
- iv. 就提名董事於2015年股東週年大會上參選及重選向董事會提供推薦建議。

誠如董事會所採納，董事會多元化政策旨在從最廣義角度實現董事會多元化，以達致適合本公司業務性質之均衡的技巧、經驗及多樣的觀點與角度。選擇董事會候任董事乃基於多方面考慮，包括性別、年齡、服務期、專業資格及經驗。提名委員會亦評估任何建議重選的董事或獲提名委任為董事之候選人之優點及貢獻，並以客觀準則評選，充分考慮董事會多元化的裨益，從而完善本公司企業策略。

## The Board – *continued*

### Board Committees – *continued*

#### 4. **Corporate Governance Committee (set up on 28 March 2012)**

The Corporate Governance Committee consists of five members, namely Ms. Fan Man Seung, Vanessa (Chairperson of the Committee), being the Managing Director, Mr. Wong Tak Ming, Gary and Mr. Chan Hon Piu, both being INEDs, a representative of company secretarial function and a representative of finance and accounts function. The specific written terms of reference of the Corporate Governance Committee is available on the Company's website. The primary duties of the Corporate Governance Committee are (1) reviewing the policies and practices on corporate governance and compliance with legal and regulatory requirements of the Company; (2) reviewing and monitoring the training and continuous professional development of Directors and senior management; (3) reviewing the code of conduct applicable to Directors and relevant employees of the Group on dealings with the Company's securities; and (4) reviewing the Company's compliance with the CG Code and disclosure in this report. The Corporate Governance Committee held one meeting during the Year.

A summary of the work performed by the Corporate Governance Committee during the Year is set out as follows:

- i. reviewed the Corporate Governance Policy and made recommendation to the Board;
- ii. reviewed the Company's compliance with the CG Code and disclosure in Corporate Governance Report;
- iii. reviewed the training and continuous professional development of Directors and senior management;
- iv. reviewed the policies and practices on compliance with legal and regulatory requirements; and
- v. reviewed the code of conduct applicable to Directors and relevant employees of the Group.

#### 5. **Executive Committee (set up on 22 October 2014)**

The Executive Committee consists of three members, namely Mr. Wong Chi Fai (Chairman of the Committee), Ms. Fan Man Seung, Vanessa and Mr. Cheung Ping Keung, all being the Executive Directors. The Executive Committee has all power and authorities of the Board except those matters specifically reserved for the full Board as set out in the "Formal Schedule on matters reserved for and delegated by the Board" adopted by the Board from time to time.

## 董事會 – 續

### 董事委員會 – 續

#### 4. **企業管治委員會 (於2012年3月28日成立)**

企業管治委員會由五名成員組成，其分別為董事總經理范敏嫦女士（委員會主席）、獨立非執行董事黃德明先生及陳漢標先生、一名公司秘書職能代表及一名財務及會計職能代表。企業管治委員會之具體書面職權範圍可於本公司網站查閱。企業管治委員會之主要職責包括(1)檢討本公司在企業管治及遵守法規及監管規定方面之政策及常規；(2)檢討及監察董事及高級管理層之培訓及持續專業發展；(3)檢討董事及本集團有關員工買賣本公司證券的行為守則；及(4)檢討本公司遵守企業管治守則之情況及在本報告內之披露。企業管治委員會於本年度舉行了一次會議。

企業管治委員會於本年度所履行之工作概要載列如下：

- i. 檢討企業管治政策並向董事會提供推薦建議；
- ii. 檢討本公司遵守企業管治守則之情況及於企業管治報告內之披露；
- iii. 檢討董事及高級管理層之培訓及持續專業發展；
- iv. 檢討遵守法規及監管規定方面之政策及常規；及
- v. 檢討董事及本集團有關員工之行為守則。

#### 5. **執行委員會 (於2014年10月22日成立)**

執行委員會由三名成員組成，其分別為黃志輝先生（委員會主席）、范敏嫦女士及張炳強先生，彼等均為執行董事。執行委員會擁有董事會之所有權力及權限，惟董事會不時採納之「需要董事會決定及由董事會授權之事項之正式列表」所載指定具體由全體董事會成員作決定之事項除外。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Securities Transaction of Directors

The Company has adopted EHL Securities Code on terms no less exacting than the required standards set out in the Model Code for Securities Transactions of Directors of Listed Issuers (the “Model Code”) in Appendix 10 of the Listing Rules. Having made specific enquiry to all Directors, all of them confirmed that they have complied with the required standard of dealings in the Model Code and EHL Securities Code throughout the Year.

### Accountability and Audit

The Directors acknowledged their responsibilities to prepare the consolidated financial statements of the Group and other financial disclosures required under the Listing Rules and the management has provided such explanation and information to the Board to enable it to make an informed assessment of the financial and other Board decisions. The Directors believed that they have selected suitable accounting policies and applied them consistently, made judgment and estimates that are prudent and reasonable and ensured the consolidated financial statements are prepared on a “going concern” basis. The auditor of the Company has made a statement about their reporting responsibilities in the Independent Auditor’s Report.

The management has provided all members of the Board with monthly updates on internal financial statements which give a balanced and understandable assessment of the Group’s performance, position and prospects.

### Risk Management and Internal Control

#### Goals and objectives

The Board acknowledges that it is their responsibility to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems. Such systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

### 董事之證券交易

本公司已採納英皇國際證券守則，其條款不遜於上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）的規定標準。經向全體董事作出特定查詢後，全體董事確認，彼等於本年度內均已遵守標準守則及英皇國際證券守則所載之規定買賣準則。

### 問責及核數

董事知悉彼等負責編製本集團之綜合財務報表及上市規則所規定之其他財務披露事項，而管理層已向董事會提供解釋及資料以使其就財務及其他董事會決定作出知情評估。董事相信，彼等已選擇合適之會計政策，並貫徹應用該等政策，作出審慎及合理之判斷及估計，並確保綜合財務報表按「持續經營」基準編製。本公司之核數師已就彼等之匯報責任於獨立核數師報告內作出聲明。

管理層已每月向董事會全體成員提供內部財務報表更新資料，當中載有本集團之表現、財務狀況及前景的公正及易於理解的評估。

### 風險管理及內部監控

#### 宗旨及目標

董事會知悉董事會之職責乃確保本公司設立及維持合適及有效之風險管理及內部監控系統。此系統旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

## Risk Management and Internal Control – continued

### Main features of the risk management and internal control systems (“Systems”)

#### Control structure

The Board	<ul style="list-style-type: none"> <li>ensure the maintenance of appropriate and effective Systems in order to safeguard the Shareholders’ investment and assets of the Group;</li> <li>define management structure with clear lines of responsibility and limit of authority;</li> <li>determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Group’s risk management strategies.</li> </ul>
Audit Committee	<ul style="list-style-type: none"> <li>oversee the Systems of the Group;</li> <li>review and discuss with the management annually to ensure that the management has performed its duty to have effective Systems;</li> <li>consider major findings on internal control matters raised by internal or external auditors;</li> <li>provide confirmation to the Board on the effectiveness of the Systems.</li> </ul>
The management (includes heads of business units, departments and divisions)	<ul style="list-style-type: none"> <li>design, implement and monitor the Systems properly and ensure the Systems are executed effectively;</li> <li>monitor risks and take measures to mitigate risks in day-to-day operations;</li> <li>give prompt responses to, and follow up the findings on internal control matters raised by internal or external auditors.</li> </ul>
Internal Audit Department	<ul style="list-style-type: none"> <li>carry out the analysis and independent appraisal of adequacy and effectiveness of the Systems.</li> </ul>

## 風險管理及內部監控 – 續

### 風險管理及內部監控系統(「該等系統」)之主要特點

#### 監控架構

董事會	<ul style="list-style-type: none"> <li>確保維持合適及有效的該等系統，以保障股東投資及本集團資產；</li> <li>制定有明確責任及權限的管理架構；</li> <li>釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。</li> </ul>
審核委員會	<ul style="list-style-type: none"> <li>監察本集團之該等系統；</li> <li>每年檢討並與管理層討論，以確保管理層履行其職責以維持該等系統之有效性；</li> <li>考慮內部或外部核數師提出之有關內部監控事宜的重要調查結果；</li> <li>向董事會確認該等系統之有效性。</li> </ul>
管理層(包括業務單位、部門及分部主管)	<ul style="list-style-type: none"> <li>妥善設計、實施及監督該等系統，並確保該等系統得到有效執行；</li> <li>監督風險並採取措施降低日常營運風險；</li> <li>對內部或外部核數師提出之有關內部監控事宜之調查結果作出及時的回應及跟進。</li> </ul>
內部審核部門	<ul style="list-style-type: none"> <li>對該等系統之充足性及有效性進行分析及獨立審核。</li> </ul>

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk Management and Internal Control – continued

#### Main features of the risk management and internal control systems (“Systems”) – continued

##### Control approach and tools

During the Year, the management analysed the control environment identified risks pertaining thereto, and implemented various controls therein.

- i. **Approach taken:** The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system and evaluating findings of any deficiencies in the design of the Group’s internal control system, providing recommendations for improvement and assessing the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee annually.
- ii. **Procedure manuals and operational guidelines:** They are in place to safeguard the assets against unauthorized use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.
- iii. **Management information system and technology:** Such use to control over the business activities allows close tracking of various inputs and outputs of the Company’s business such as raw materials, human resources, products and customer relationships. It also tracks audit trails in the authorization system, in which permissions and responsibility of authorization are clearly identified and adequate records can be maintained in the system.
- iv. **Reports and variance analysis:** Such reports and analysis of each segment in the upstream, midstream and downstream are conducted on a regular basis such that the performance of each point of sales and each product category can be easily accessible.
- v. **Information flow:** The transparent information flow alerts us promptly of any deviations. Benchmarking with historical database and comparisons with the same also act as a detecting device for spotting unusual activities.

### 風險管理及內部監控 – 續

#### 風險管理及內部監控系統(「該等系統」)之主要特點 – 續

##### 監控方法及方式

於本年度內，管理層已對監控環境及其相關已識別風險作分析，並就此實施多項監控。

- i. **所採取方法：**管理層與相關員工進行面談，並審閱內部監控系統相關文件及評估本集團內部監控系統設計中所發現之任何不足，就改善措施提供推薦建議及評估實施有關建議之有效性(倘適用)。對風險管理及內部監控審閱的範圍及結果會每年呈報審核委員會並經其審核。
- ii. **程序手冊及運作指引：**制定該等手冊及指引以保障資產，以免未經授權使用或處置，確保遵守適用法律、法規及規則維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。
- iii. **管理資訊系統及技術：**此用於控制業務活動，允許密切追蹤本集團業務之輸入及輸出，如原材料、人力資源、產品及客戶關係。其亦於授權系統追蹤審核程序，據此，授權許可及責任獲明確識別及該系統可維持足夠記錄。
- iv. **報告及差異分析：**定期對上游、中游及下游各階段進行有關報告及分析，故可易於了解各銷售點及各產品類別之表現。
- v. **信息流：**透明的信息流及時提醒我們任何偏差。以過往數據庫為基準及與之比較亦為檢測現場不尋常活動之方式。

## Risk Management and Internal Control – continued

### Risk Management

The risk management process includes risk identification, risk evaluation, risk management measures and risk control and review.

The management is entrusted with duties to identify, analyse, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. It endeavours to evaluate and compare the level of risk against predetermined acceptable levels of risk. For risk control and monitoring, it involves making decisions regarding which risks are acceptable and how to address those that are not. The management will develop contingency plans for possible loss scenarios. Accidents and other situations involving loss or near-loss will be investigated and properly documented as part of the effort to manage risks.

### Significant Risks and Strategies

Certain significant risks have been identified through the process of risk identification and assessment. Such significant risks of the Group and their respective key strategies/control measures are set out below:

#### Significant Risks

##### • Key Strategies/Control Measures

##### *Investment strategy:*

Acquisition of land, investment and development properties carry inherent risks related to meeting budgets, incurring debts, missing targets and managing contractor relationships.

- Investment decisions are subject to a robust risk and return evaluation by executives and supervision by the Finance and Investment Committee;
- Potential projects are subject to an extensive due diligence review by in-house specialists and external advisers. Offers are only made for projects with reasonable return or of strategic value;
- Ensure experienced managers are in place to manage projects; and
- Completed projects are subject to continual monitoring and internal audit, with regular performance reports to the Management.

## 風險管理及內部監控 – 續

### 風險管理

風險管理過程包括風險識別、風險評估、風險管理措施及風險監控及審查。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監控及傳達與任何活動、職務或程序有關風險。其致力評估風險水平並與預先釐定之可接納風險水平進行比較。就風險監控及監管而言，其涉及對可接納風險及如何應對非可接納者作出決定。管理層將對可能出現之損失情況制定應急方案。造成損失或險些造成損失的事故及其他情況將被調查及妥為存檔作為致力管理風險之一部份。

### 重大風險及策略

本集團已透過風險識別及評估程序識別若干重大風險。本集團所面臨的該等重大風險及彼等各自的主要策略／控制措施載列如下：

#### 重大風險

##### • 主要策略／控制措施

##### *投資策略：*

收購土地、投資及開發物業均會面臨符合預算、所涉債務、未能達標及管理承建商關係相關的固有風險。

- 待行政人員在融資及投資委員會的監督下進行詳盡的風險與回報評估後方作出投資決策；
- 潛在項目均須接受由內部專家及外部顧問進行的廣泛的盡職調查。僅有具合理回報或戰略價值的項目方獲批准；
- 確保有經驗豐富的經理參與項目管理；及
- 對已完成的項目進行持續監察及內部審計，並定期向管理層提交表現報告。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk Management and Internal Control – continued

#### Risk Management – continued

##### Significant Risks

###### • Key Strategies/Control Measures

###### *Rental income sustainability:*

Loss of major tenants due to changes in tenants' own strategy or competition among landlords would adversely impact the revenue of the Group.

- Maintain a well-balanced and quality tenant mix;
- Maintain high property marketability by timely renovation;
- Invite targeted tenants or anchor tenants to our existing or new properties from time to time. Custom-made arrangements are offered where appropriate to cater to their specific needs;
- Propose short term lease restructure for quality tenants in order to help sustain their businesses; and
- Carry out pre-lease campaigns to replace the undesirable tenants.

###### *Business/Portfolio concentration:*

A significant portion of the Group's revenues is derived from Hong Kong. Unfavourable events in the city could disrupt our overall business, lower our revenues and impact the valuation of our assets.

- The Group has a diversified portfolio of investment properties across Hong Kong, Macau, Mainland cities and London, the United Kingdom. The Group will keep sourcing quality investment properties around the world; and
- The Group has expanded its investment property portfolio to offices in recent years. This enables the Group to mitigate the undesirable impact on retail sector.

###### *Property development risks:*

Supply of land is subject to the change of land policies in different markets. Acquisition of land in Hong Kong, the PRC and other overseas markets may be subject to various regulatory requirements and restrictions and competition from other developers. Future growth prospects of property development business are therefore affected by the availability and price levels of prime sites in Hong Kong, the PRC and other overseas markets. Failure to manage cost of construction, labour and materials could adversely affect the competitiveness of property development business.

- Participate actively in the land auctions;
- Engage in more joint-venture projects with partners in private and public sectors;
- Maintain a long-term strategic plan on property redevelopment projects;
- Implement well established policies in our tendering system;
- Monitor project costs closely with strict adherence to budget;
- Extract advantages from economies of scale based on our portfolio size, if possible; and
- Monitor closely the labour cost and materials stock/price trends in the industry before awarding building contracts.

### 風險管理及內部監控 – 續

#### 風險管理 – 續

##### 重大風險

###### • 主要策略/控制措施

###### *租金收入的可持續性:*

倘由於租戶自身策略變動或業主間競爭而導致失去主要租戶，將會對本集團收入造成不利影響。

- 維持均衡優質的租戶組合；
- 通過及時翻新使物業維持較高的可售性；
- 不時邀請目標租戶或主要租戶參觀我們的現有或新建物業，並為客戶提供特定安排以適應彼等的特定需求（視情況而定）；
- 向優質租戶提供短期租約調整以幫助彼等維持經營；及
- 於租賃前舉辦競租活動以篩選不合適的租戶。

###### *業務/組合集中:*

本集團大部分收入來自香港，香港發生的不利事件會妨礙我們的整體業務，導致收入減少並影響資產的價值。

- 本集團已於香港、澳門、內地多個城市及英國倫敦進行物業投資以實現投資組合多樣化。本集團將繼續於全球範圍內物色優質的投資物業；及
- 近年來，本集團已將其投資物業組合擴展至辦公物業，這將降低零售業下滑對本集團的不利影響。

###### *物業發展風險:*

土地供應情況因應不同市場的土地政策調整而變動。於香港、中國及其他海外市場收購土地可能須遵守不同的監管規定及限制，並面臨與其他發展商的競爭。因此，物業發展業務的未來增長前景會受到香港、中國及其他海外市場土地供應的充足程度及地價水平的影響。倘未能控制建築、人力及材料成本，則可能對物業發展業務的競爭力造成不利影響。

- 積極參與土地拍賣；
- 參與更多與政府及私營機構合作的合營項目；
- 為物業重建項目制定長期策略規劃；
- 建立完善的投標政策及系統；
- 嚴格遵照預算，密切監控項目成本；
- 根據我們投資組合的規模，在可能的情況下發揮規模經濟優勢；及
- 於授出建築合約前密切監控行業內人力成本及原料庫存/價格趨勢。

## Risk Management and Internal Control – continued

### Risk Management – continued

#### Significant Risks

##### • Key Strategies/Control Measures

###### *Keen Competition in hotel and gaming industry:*

Increased competition in hotel and gaming industry in Macau due to opening of more luxury hotels and casinos, upgrade of existing hotels by competitors as well as increasing in number of VIP rooms, gaming tables and slot machines from existing casinos and among other Asian countries (e.g. Malaysia, Singapore, Vietnam and Cambodia). No assurance that the growth of Macau's tourism industry would increase in line with or outpace the supply of hotel accommodation, casino gaming tables and slot machines and this could adversely affect the Group's business.

- Enlarge and expand our footprint in sourcing hotel and gaming patrons;
- Devote to provide the best personalised service to the guests in order to give them a memorable experience; thereby differentiating GEH from other hotels and enabling them to make GEH be their first choice when they come back to Macau;
- Cooperate with travel agencies and airline companies to develop long-haul visitor market;
- Launch promotions featuring GEH's excellent location to attract guests to extend length of overnight stay, integrating with local tourism resources, especially World Cultural Heritage scenic spots; and
- Improve marketing strategy and enhance promotions and publicities from time to time in order to encourage existing gaming patrons to come back to Macau and attract new customers from around the world

###### *Anti-Money Laundering:*

No assurance that our existing anti-money laundering ("AML") policies are in compliance with applicable AML laws and that the policies in place could sufficiently prevent or detect the occurrence of money laundering activities at casinos.

- Review the existing compliance policies regularly;
- Comply with the reporting and compliance procedures as request by Gaming Inspection and Coordination Bureau or the AML compliance department of SJM;
- Stay alert of the industrial practices; and
- Give regular training to the staff.

###### *Concession Contract:*

Reliance on SJM Concession Contract which will expire on 31 March 2020 and the existing services agreement with SJM to run the Group's gaming business. Termination of the SJM's Concession Contract or the service agreement with SJM for whatever reasons or the renewal thereof is not granted to or made by SJM or unfavourable change in the terms of the services agreement would have impact on the gaming business of the Group.

- Stay alert to the policy and government practice and the industrial practices or make changes to the existing business plans or strategies, as and when appropriate; and
- Keep close communications with SJM in this respect.

## 風險管理及內部監控 – 續

### 風險管理 – 續

#### 重大風險

##### • 主要策略/控制措施

###### *酒店及博彩行業競爭激烈:*

由於競爭對手在亞洲其他國家(如馬來西亞、新加坡、越南及柬埔寨)開設更多豪華酒店及賭場、升級現有酒店以及增加現有賭場的VIP房間、賭枱及角子機數量,故澳門之酒店及博彩業競爭加劇。概不能保證澳門旅遊業的增長將相若於或超過酒店住宿、賭場賭枱及角子機的供應量,而此將對本集團的業務產生不利影響。

- 擴大及拓展我們物色酒店及博彩主顧的範圍;
- 致力於向我們的賓客提供最佳的個人化服務,為彼等提供難忘的體驗,藉此使英皇娛樂酒店從其他酒店中脫穎而出,進而令彼等於再訪澳門時將英皇娛樂酒店作為首選;
- 與旅行社及航空公司合作以開發長途遊客市場;
- 以英皇娛樂酒店之區位為亮點進行推廣,結合當地的旅遊資源,尤其是世界文化遺產景點,吸引賓客延長過夜的時間;及
- 不時改進營銷策略並加強推廣及宣傳,以促進現有博彩主顧再訪澳門及吸引世界各地的新客戶

###### *防洗黑錢:*

概不能保證我們現有的防洗黑錢(「防洗黑錢」)政策符合適用的防洗黑錢法律及該等政策可有效避免或偵察賭場的洗黑錢活動。

- 定期審閱現有的合規政策;
- 遵守博彩監察協調局或澳門博彩防洗黑錢法遵部規定之報告及合規程序;
- 留意行業常規;及
- 定期為員工提供培訓。

###### *專營權合約:*

倚賴澳門博彩將於2020年3月30日屆滿之專營權合約及澳門博彩經營本集團賭場業務的現有服務協議。因任何理由終止澳門博彩之專營權合約或與澳門博彩之服務協議,或澳門博彩未能獲重續有關合約或未能獲澳門博彩重續有關協議,或服務協議之條款出現不利變動將對本集團的博彩業務造成影響。

- 留意有關政策以及政府常規及行業常規,並適時就現有業務計劃或策略作出變動;及
- 就此與澳門博彩保持緊密聯繫。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk Management and Internal Control – continued

#### Internal Controls

The Internal Audit Department is assigned with the task to perform regular reviews on internal control system of the Group in respect of operational, financial and compliance aspects and will alert the management on the audit review findings or irregularities, if any, advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group. The result of internal audit reviews and agreed action plans are reported to the Audit Committee and the Board.

Other than review of the Systems, the Audit Committee has also reviewed and is satisfied with the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

The Board acknowledged that the management had been progressively implementing an adequate internal control system to ensure the effective functioning of the Group's operational, financial and compliance areas, including the following key measures, policies and procedures:–

- i. **Control on leasing of properties:** Policies and checklists on control of rental revenue, lease terms & conditions, appointment of agency, asset security and performance review are in place for leasing of Group's premises;
- ii. **Control on acquisition of properties:** Internal procedures on the acquisition of properties are in place;
- iii. **Safeguard of assets:** Surprise physical count of cash, chips and client deposits held in casino and coupons for casino are performed by Internal Audit Department to safeguard the assets;
- iv. **Service quality control:** Regular review on operational systems of hotel and gaming business segments to ensure the service quality; and questionnaires are provided in different outlets to welcome customers' feedbacks for our service improvement;

### 風險管理及內部監控 – 續

#### 內部監控

內部審核部門被委派定期檢討本集團有關經營、財務及合規方面的內部監控系統，並向管理層報告審核檢討結果或不規範行為（如有）及就實施必要步驟及行動以提高本集團內部控制向彼等提供意見。內部審核檢討之結果及經協定之執行計劃乃向審核委員會及董事會匯報。

除檢討該等系統外，審核委員會亦已檢討本公司會計及財務匯報職能之資源、員工資格及經驗以及彼等之培訓計劃及預算之充足性並對此感到滿意。

董事會知悉，管理層已逐步實施充分內部監控系統以確保本集團之營運、財務及合規範疇之有效運作，包括下列主要措施、政策及程序：—

- i. **控制租賃物業：**就租賃本集團物業而言，已就租金收入、租賃條款及條件、委任代理、資產安全及表現審閱之監控制定政策及檢查清單；
- ii. **控制收購物業：**已設有收購物業的內部程序；
- iii. **保障資產：**內部審計部門對於賭場內持有之現金、籌碼及客戶存碼及賭場優惠券進行突擊點算，以保障資產；
- iv. **服務品質控制：**定期審閱酒店及博彩業務分部的運營系統以保證服務品質；在多個門店亦進行問卷調查以徵求客戶有關改進服務的回饋；

## Risk Management and Internal Control – continued

### Internal Controls – continued

#### v. **Financial reporting management:**

- Proper controls are in place for the recording of complete, accurate and timely accounting and management information;
- Regular reports on revenue, market receivables' ageing and debtors' ageing and internal financial reports are prepared to the management which give a balanced and understandable assessment of the Group's financial performance;
- Monthly updates on key financial information are provided to all Directors, which give a balanced and understandable assessment of the Group's performance, financial position and prospects in sufficient details; and
- Annual audits by external auditors are carried out to ensure that the financial statements are in accordance with generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations.

vi. the **Systems and Procedures on Disclosure of Inside Information** to ensure, with the assistance of an internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board;

vii. the **policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the Corporate Governance Committee as delegated by the Board;

viii. the establishment of a **CCT Compliance Committee** to monitor, control and regularly review continuing connected transactions of the Company and ensure proper compliance with all relevant laws and regulations and the Listing Rules and disclosure requirements; and

ix. a **whistle-blowing policy** for employees of the Group to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. Such arrangement will be reviewed by the Audit Committee which ensures that proper arrangement is in place for fair and independent investigation of the matters.

## 風險管理及內部監控 – 續

### 內部監控 – 續

#### v. **財務報告管理:**

- 已建立適當的監控程序，確保全面、準確及適時記錄會計及管理資料；
- 定期為管理層編製收入、借據簽單應收款賬齡及應收款賬齡的報告和內部財務報告，以提供本集團財務表現的持平及易於理解的評估；
- 每月向全體董事提供主要財務資料的更新，載有本集團表現、財務狀況及前景的持平及易於理解的評估，並具有充足詳情；及
- 外部核數師進行年度審核以保證財務報表符合公認會計準則、本集團的會計政策及適用法律及法規。

vi. **內幕資料披露機制及程序**，以在內部工作組（如需要）協助下，確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交（倘適用）董事會，供彼等決定是否須予披露；

vii. **有關遵守法律及監管規定之政策與常規**會由董事會委派之企業管治委員會定期檢討及監督；

viii. 成立**持續關連交易合規委員會**以監察、控制及定期檢討本公司之持續關連交易，確保妥為遵守一切相關法律及法規及上市規則以及披露規定；及

ix. 設立**舉報政策**以讓本集團僱員在秘密情況下就財務匯報、內部監控或其他事宜中的可能不當行為提出關注。該等安排將由審核委員會檢討，確保有恰當安排就有關事項進行公平及獨立之調查。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk Management and Internal Control – continued

#### Internal Controls – continued

The Board and Audit Committee have reviewed the Group's risk management and internal control systems and are not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the risk management and internal control systems of the Group.

### Communication with Shareholders

The Company had established a shareholders' communication policy and the Board shall review it on a regular basis to ensure its effectiveness. The Company communicates with the Shareholders mainly in the following ways: (a) the holding of annual general meetings and special general meetings, if any, which may be convened for specific purposes which provide opportunities for the Shareholders to communicate directly with the Board; (b) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and press releases providing updated information of the Group; (c) the availability of latest information of the Group in the Company's website at [www.EmperorInt.com](http://www.EmperorInt.com); and (d) the holding of press conference(s) from time to time.

There is regular dialogue with institutional Shareholders and general presentations are made when financial results are announced. Shareholders and investors are welcome to visit the Company's website to raise enquiries through our Investor Relations Department whose contact details are available on the Company's website and the "Corporate Information and Key Dates" section of this annual report.

In order to protect the environment and save costs for the benefit of Shareholders, the Company has introduced electronic means for receiving corporate communication by Shareholders. Shareholders may still elect to receive printed or electronic copies of corporate communication. However, the Shareholders are encouraged to access corporate communication from the Company through the Company's website.

Separate resolutions are proposed at the general meetings for such substantial issues, including the re-election of retiring Directors. The Company's notice to the Shareholders for the 2015 AGM was sent to Shareholders at least 20 clear business days before the meeting and notices of all other general meetings will be sent to the Shareholders at least 10 clear business days before the meetings.

### 風險管理及內部監控 – 續

#### 內部監控 – 續

董事會及審核委員會已審閱本集團之風險管理及內部監控系統，亦並無知悉任何可能對本集團風險管理及內部監控系統之有效性及充足性產生不利影響的重大問題。

### 與股東之溝通

本公司已經制定股東溝通政策，董事會須定期檢討以確保其成效。本公司主要以下列方式與股東溝通：(a)舉行股東週年大會及就特定目的召開之股東特別大會（如有），藉以提供機會讓股東直接與董事會溝通；(b)根據上市規則之規定刊發公佈、年報、中期報告及／或通函，及提供本集團最新資料之新聞稿；(c)於本公司網站[www.EmperorInt.com](http://www.EmperorInt.com)刊發本集團之最新資料；及(d)不時舉行記者招待會。

本公司與機構股東定期對話，發佈財務業績時舉行簡報會。歡迎股東及投資者瀏覽本公司網站及透過本公司投資者關係部門查詢，該部門之聯絡資料可於本公司網站及本年報「公司資料及重要日期」一節查閱。

為支持環保及減省成本以保障股東之利益，本公司已引入以電子版本方式供股東閱覽公司之通訊。股東仍可選擇收取公司通訊之印刷本或電子版本。然而，本公司推薦各股東選擇以瀏覽本公司網站形式讀取公司通訊。

重大事項（包括重選退任董事）均會於股東大會上提呈個別決議案。本公司就2015股東週年大會致股東之通告已於該大會舉行前至少足二十個營業日向股東發送，而所有其他股東大會之通告將在該大會舉行前至少足十個營業日向股東發送。

## Communication with Shareholders – *continued*

The Chairperson of the 2015 AGM and the chairman/members of the Audit Committee, the Remuneration Committee, Nomination Committee and Corporate Governance Committee and the external auditor were available at the 2015 AGM to answer questions from the Shareholders. With the assistance of the Company Secretary, the Chairperson of the meeting had explained the procedures for conducting poll voting during such meeting.

## Shareholders' Rights

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the CG Code.

### Convening a Special General Meeting (“SGM”) and Putting Forward Proposals at General Meetings

Pursuant to the Bermuda Companies Act 1981 and Bye-laws of the Company, Shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a SGM to be called by the Board. The written requisition (a) must state the object(s) of the meeting, and (b) must be signed by the requisitionists and deposited at the principal office of the Company for attention of the Company Secretary, and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Company's Hong Kong Branch Share Registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all Shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM for a day not more than two months after the date of deposit of a proper requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. A meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

## 與股東之溝通—續

2015股東週年大會主席、審核委員會、薪酬委員會、提名委員會及企業管治委員會之主席／成員及外聘核數師均有出席2015股東週年大會，以解答股東所提出之疑問。透過公司秘書之協助，大會主席已於該大會上解釋以點票方式進行表決之程序。

## 股東權利

根據企業管治守則須予披露之若干股東權利之概要如下。

### 召開股東特別大會（「股東特別大會」）及於股東大會上提呈議案

根據百慕達1981年公司法及本公司之章程細則，於請求遞呈日期持有本公司附帶權利可於本公司股東大會上投票之繳足股本不少於十分之一（10%）的一名或多名股東有權遞交書面請求以請求董事會召開股東特別大會。書面請求(a)須列明大會的目的，及(b)須由呈請人簽署並送交本公司之主要辦事處（註明收件人為公司秘書），書面請求可包含數份同樣格式的文件，每份由一名或多於一名呈請人簽署。有關請求將由本公司之香港股份過戶登記分處核實，倘書面請求獲確認屬妥善及符合程序，公司秘書將請求董事會向全體股東送達足夠通知以召開股東特別大會。反之，若有關請求經核實為不符合程序，則呈請人將獲通知有關結果，而股東特別大會將不會應要求召開。

如董事在屬妥善之請求遞呈日期起計21日內，未有在請求遞呈日期後兩個月內妥為安排召開股東特別大會，則該等呈請人或佔全體呈請人總投票權一半以上之任何呈請人，可召開股東特別大會，但任何如此召開之股東特別大會不得在上述請求遞呈日期起計三個月屆滿後舉行。由呈請人召開之大會，須盡可能以接近董事將召開大會之相同方式召開。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Shareholders' Rights – *continued*

#### Convening a Special General Meeting (“SGM”) and Putting Forward Proposals at General Meetings – *continued*

Pursuant to the Bermuda Companies Act 1981, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (“Requisitionists”), or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to the Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists must be deposited at the principal office of the Company for attention of the Company Secretary with a sum reasonably sufficient to meet the Company’s relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the principal office of the Company, an annual general meeting is called for a date six weeks or less after the copy has been deposited, such requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

#### Enquiries from Shareholders

Shareholders should direct their enquiries about their shareholdings to the Company’s Hong Kong Branch Share Registrar, Tricor Secretaries Limited. Other Shareholders’ enquiries can be directed to the Investor Relations Department of the Company whose contact details are shown on the “Corporate Information and Key Dates” section of this Annual Report.

#### Constitutional Documents

There are no significant changes in the Company’s constitutional documents during the Year.

### 股東權利—續

#### 召開股東特別大會（「股東特別大會」）及於股東大會上提呈議案—續

根據百慕達1981年公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之任何數目的登記股東（「呈請人」），或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東週年大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之任何決議案所述事宜或將處理之事項。由所有呈請人簽署之請求須送交本公司主要辦事處（註明收件人為公司秘書），並須在不少於（倘為要求決議案通知之請求）大會舉行前六週或（倘為任何其他請求）大會舉行前一週遞交及須支付足以支付本公司相關開支之款項。惟倘在遞交要求決議案通知之請求至本公司主要辦事處後六週或較短期間內的某一日召開股東週年大會，則該請求雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

#### 股東查詢

股東可向本公司之香港股份過戶登記分處「卓佳秘書商務有限公司」查詢彼等之持股情況。股東之其他查詢可向本公司投資者關係部門作出，其聯絡資料已列載於本年報「公司資料及重要日期」一節。

#### 組織章程文件

於本年度，本公司之組織章程文件並無任何重大變動。

## Auditor's Independence and Remuneration

The Audit Committee is mandated to review and monitor the independence of the auditor to ensure objectivity and effectiveness of the audit process of the consolidated financial statements in accordance with applicable standards. Members of the Committee were of the view that the Company's auditor, Messrs. Deloitte Touche Tomatsu is independent and has recommended the Board to re-appoint it as the Company's auditor at the 2015 AGM. During the Year, Messrs. Deloitte Touche Tohmatsu, has rendered audit services and certain non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

## 核數師之獨立性及酬金

審核委員會獲授權根據適用之準則審閱及監察核數師之獨立性，以確保綜合財務報表審計過程之客觀性及有效性。該委員會之成員認為，本公司之核數師德勤•關黃陳方會計師行屬獨立人士，並建議董事會於2015股東週年大會上續聘其為本公司之核數師。於本年度內，德勤•關黃陳方會計師行已向本集團提供核數服務及若干非核數服務，而本集團已付／應付予其之酬金載列如下：

Service rendered 所提供服務		Fees paid/payable 已付／應付費用 HK\$' 000 千港元
Audit services	核數服務	8,040
Non-audit services – Corporate exercise in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 400 “Comfort Letters and Due Diligence Meetings” issued by the Hong Kong Institute of Certified Public Accountants.	非核數服務 – 根據香港會計師公會所頒佈香港投資通函申報委聘準則第400號「告慰函及盡職審查會議」之企業行動	480

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

# Deloitte.

## 德勤

### TO THE SHAREHOLDERS OF EMPEROR INTERNATIONAL HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Emperor International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 78 to 190, which comprise the consolidated statement of financial position as at 31 March 2016, 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 a summary of significant accounting policies and other explanatory information.

### Directors' Responsibility for the Consolidated Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

### 致英皇集團(國際)有限公司之股東

*(於百慕達註冊成立之有限公司)*

本核數師行已審核載於第78至第190頁英皇集團(國際)有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表。此綜合財務報表包括於2016年3月31日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合股東權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

### 董事就綜合財務報表須承擔之責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製該等真實兼公平之綜合財務報表，並對董事釐定就編製並無重大錯誤陳述(不論是由欺詐或錯誤引起)之綜合財務報表而言屬必要之有關內部監控負責。

### 核數師之責任

本行之責任是根據本行之審核對該等綜合財務報表發表意見，並根據百慕達公司法第90條僅向全體股東報告，除此之外，本報告別無其他目的。本行不會就本報告的內容向任何其他人士負有或承擔任何責任。本行已根據香港會計師公會頒佈之香港審計準則進行審核。該等準則要求本行遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

## Auditor's Responsibility – continued

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 March 2016, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
22 June 2016

## 核數師之責任－續

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估綜合財務報表存在重大錯誤陳述（不論是由欺詐或錯誤引起）之風險。在評估該等風險時，核數師考慮與實體編製及真實兼公平之綜合財務報表相關之內部監控，以設計適合當時環境之審核程序，但並非為對實體之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適程度及所作出會計估計之合理程度，以及評價綜合財務報表的整體呈列方式。

本行相信，本行已獲得充足及適當之審核憑證為本行之審核意見提供基礎。

## 意見

本行認為，綜合財務報表已根據香港財務報告準則真實及公平地反映 貴集團於2016年3月31日之財政狀況及 貴集團截至該日止年度之財務表現和現金流量，並已按照香港公司條例之披露要求妥善編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
2016年6月22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 2016 截至2016年3月31日止年度

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Revenue	收入	7	5,602,894	2,821,473
Cost of properties sales	物業銷售成本		(1,779,584)	(8,322)
Cost of hotel and hotel related operations	酒店及酒店相關業務成本		(658,591)	(635,647)
Direct operating expenses in respect of leasing of investment properties	租賃投資物業之直接經營開支		(66,631)	(53,077)
Gross profit	毛利		3,098,088	2,124,427
Other income	其他收入		135,721	129,598
Fair value changes of investment properties	投資物業公允價值之變動		(3,167,583)	737,708
Other losses	其他虧損	9	(369,602)	(62,296)
Selling and marketing expenses	銷售及市場推廣費用		(655,312)	(563,316)
Administrative expenses	行政費用		(467,917)	(443,627)
Finance costs	財務費用	10	(423,948)	(296,432)
Share of result of a joint venture	分佔一間合營企業之業績	19	(80)	(71)
(Loss) profit before taxation	除稅前(虧損)溢利	11	(1,850,633)	1,625,991
Taxation	稅項	13	(379,032)	(350,298)
(Loss) profit for the year	年度(虧損)溢利		(2,229,665)	1,275,693
<b>Other comprehensive (expense) income</b>	<b>其他全面(開支)收益</b>			
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益之項目:</i>			
Revaluation surplus of properties transferred to investment properties	轉撥至投資物業的物業重估盈餘		72,796	–
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>			
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額		(203,193)	5,725
Other comprehensive (expense) income for the year	年度其他全面(開支)收益		(130,397)	5,725
Total comprehensive (expense) income for the year	年度全面總(開支)收益		(2,360,062)	1,281,418
(Loss) profit for the year attributable to:	應佔年度(虧損)溢利:			
Owners of the Company	本公司擁有人		(2,391,188)	898,129
Non-controlling interests	非控股權益		161,523	377,564
			(2,229,665)	1,275,693
Total comprehensive (expense) income for the year attributable to:	應佔年度全面總(開支)收益:			
Owners of the Company	本公司擁有人		(2,521,486)	903,849
Non-controlling interests	非控股權益		161,424	377,569
			(2,360,062)	1,281,418
(Loss) earnings per share	每股(虧損)盈利	15		
Basic (HK\$)	基本(港元)		(0.65)	0.24
Diluted (HK\$)	攤薄(港元)		(0.65)	0.24

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 March 2016 於2016年3月31日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	16	<b>36,502,772</b>	36,525,060
Property, plant and equipment	物業、機器及設備	17	<b>3,358,745</b>	3,261,792
Deposits paid for acquisition of investment properties/property, plant and equipment	收購投資物業／物業、機器及設備所支付之按金		<b>43,802</b>	127,390
Receivables related to a development project	有關一項發展項目之應收款項	16	<b>178,210</b>	187,471
Prepaid lease payments	預付租賃付款	18	<b>560,178</b>	625,876
Interest in a joint venture	於一間合營企業之權益	19	<b>599,347</b>	572,474
Goodwill	商譽	21	<b>56,683</b>	56,683
Other assets	其他資產	22	<b>4,092</b>	4,092
Pledged bank deposits	已抵押銀行存款	27	<b>30,252</b>	–
			<b>41,334,081</b>	41,360,838
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	23	<b>13,745</b>	14,827
Properties held for sale	持作出售之物業	24	<b>720,124</b>	202,071
Properties under development for sale	持作出售之發展中物業	25	<b>1,309,714</b>	2,641,237
Prepaid lease payments	預付租賃付款	18	<b>17,266</b>	18,702
Trade and other receivables	貿易及其他應收款項	26	<b>834,641</b>	941,085
Derivative financial instruments	衍生金融工具	31	<b>–</b>	3,241
Taxation recoverable	可退回稅項		<b>9,663</b>	11,520
Deposit in designated bank account for development properties	就發展物業存放於指定銀行賬戶之存款	20	<b>9,685</b>	10,072
Pledged bank deposits	已抵押銀行存款	27	<b>655,718</b>	2,450,870
Short-term bank deposits	短期銀行存款	27	<b>39,031</b>	–
Bank balances and cash	銀行結餘及現金	27	<b>3,108,291</b>	1,356,769
			<b>6,717,878</b>	7,650,394



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 March 2016 於2016年3月31日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	28	<b>1,283,036</b>	2,138,073
Amount due to a related company	應付一間關連公司款項	29	<b>484,530</b>	456,108
Amounts due to non-controlling interests of subsidiaries	應付附屬公司之非控股權益款項	30	<b>132,000</b>	152,576
Derivative financial instruments	衍生金融工具	31	<b>16,700</b>	1,084
Taxation payable	應付稅項		<b>588,605</b>	443,240
Bank borrowings – due within one year	銀行借貸 – 一年內到期	33	<b>3,000,420</b>	2,861,948
			<b>5,505,291</b>	6,053,029
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>1,212,587</b>	1,597,365
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>42,546,668</b>	42,958,203
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amount due to a related company	應付一間關連公司款項	29	<b>3,059,865</b>	3,062,083
Unsecured notes	無抵押票據	32	<b>4,566,553</b>	3,761,206
Derivative financial instruments	衍生金融工具	31	–	23,324
Bank borrowings – due after one year	銀行借貸 – 一年後到期	33	<b>8,028,668</b>	6,665,704
Deferred taxation	遞延稅項	34	<b>1,157,047</b>	998,088
			<b>16,812,133</b>	14,510,405
			<b>25,734,535</b>	28,447,798
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	35	<b>36,775</b>	36,718
Reserves	儲備		<b>22,715,937</b>	25,522,133
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>22,752,712</b>	25,558,851
Non-controlling interests	非控股權益	37	<b>2,981,823</b>	2,888,947
			<b>25,734,535</b>	28,447,798

The consolidated financial statements on pages 78 to 190 were approved and authorised for issue by the Board of Directors on 22 June 2016 and are signed on its behalf by:

第78頁至第190頁所載之綜合財務報表於2016年6月22日經董事會批准及授權刊發，並由下列董事代表簽署：

**Wong Chi Fai**  
黃志輝  
DIRECTOR  
董事

**Fan Man Seung, Vanessa**  
范敏嫦  
DIRECTOR  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合股東權益變動表

For the year ended 31 March 2016 截至2016年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Asset revaluation reserve 資產重估儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元 (Note) (附註)	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元	
At 1 April 2015	於2015年4月1日	36,718	4,551,984	328,339	3,575	123,773	598,549	19,915,913	25,558,851	2,888,947	28,447,798	
(Loss) profit for the year	年度(虧損)溢利	-	-	-	-	-	-	(2,391,188)	(2,391,188)	161,523	(2,229,665)	
Revaluation surplus of properties transferred to investment properties	轉撥至投資物業的物業重估盈餘	-	-	-	-	72,796	-	-	72,796	-	72,796	
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	-	-	(203,094)	-	-	-	-	(203,094)	(99)	(203,193)	
Total comprehensive (expense) income for the year	年度全面總(開支)收益	-	-	(203,094)	-	72,796	-	(2,391,188)	(2,521,486)	161,424	(2,360,062)	
Exercise of share options (note 35)	行使購股權(附註35)	57	11,264	-	(1,248)	-	-	-	10,073	-	10,073	
Lapse of share options during the year (note 36)	年內購股權失效(附註36)	-	-	-	(2,327)	-	-	2,327	-	-	-	
Depreciation attributable to revaluation surplus	重估盈餘應佔折舊	-	-	-	-	(1,572)	-	1,840	268	-	268	
Acquisition of additional interests in subsidiaries (note 38)	收購附屬公司之額外權益(附註38)	-	-	-	-	-	11,107	-	11,107	(25,758)	(14,651)	
Deemed capital contribution arising from fair value adjustment on initial recognition on amount due to a related company (note 29)	因初步確認欠一間關連公司款項之公允價值調整而產生之視作出資(附註29)	-	-	-	-	-	80,041	-	80,041	-	80,041	
Dividend paid to owners of the Company	向本公司擁有人支付之股息	-	-	-	-	-	-	-	-	-	-	
- interim dividend for 2016	-2016年中期股息	-	-	-	-	-	-	(165,489)	(165,489)	-	(165,489)	
- final dividend for 2015	-2015年末期股息	-	-	-	-	-	-	(220,653)	(220,653)	-	(220,653)	
Dividend paid to non-controlling interests	向非控股權益支付之股息	-	-	-	-	-	-	-	-	(13,615)	(13,615)	
- interim dividend for 2016	-2016年中期股息	-	-	-	-	-	-	-	-	(13,615)	(13,615)	
- final dividend for 2015	-2015年末期股息	-	-	-	-	-	-	-	-	(29,175)	(29,175)	
At 31 March 2016	於2016年3月31日	36,775	4,563,248	125,245	-	194,997	689,697	17,142,750	22,752,712	2,981,823	25,734,535	

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合股東權益變動表

For the year ended 31 March 2016 截至2016年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控股權益		Total 合計
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Asset revaluation reserve 資產重估儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元 (Note) (附註)	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元		
At 1 April 2014	於2014年4月1日	36,718	4,551,984	322,619	3,575	125,445	496,185	19,416,054	24,952,580	2,581,206	27,533,786
Profit for the year	年度溢利	-	-	-	-	-	-	898,129	898,129	377,564	1,275,693
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司產生之匯兌差額	-	-	5,720	-	-	-	-	5,720	5	5,725
Total comprehensive income for the year	年度全面總收益	-	-	5,720	-	-	-	898,129	903,849	377,569	1,281,418
Depreciation attributable to revaluation surplus	重估盈餘應佔折舊	-	-	-	-	(1,672)	-	1,954	282	-	282
Acquisition of additional interests in subsidiaries (note 38)	收購附屬公司之額外權益(附註38)	-	-	-	-	-	924	-	924	(8,772)	(7,848)
Deemed capital contribution arising from fair value adjustment on initial recognition on amount due to a related company (note 29)	因初步確認欠一間關連公司款項之公允價值調整而產生之視作出資(附註29)	-	-	-	-	-	101,440	-	101,440	-	101,440
Dividend paid to owners of the Company	向本公司擁有人支付之股息										
- interim dividend for 2015	- 2015年中期股息	-	-	-	-	-	-	(183,589)	(183,589)	-	(183,589)
- final dividend for 2014	- 2014年末期股息	-	-	-	-	-	-	(216,635)	(216,635)	-	(216,635)
Dividend paid to non-controlling interests	向非控股權益支付之股息										
- interim dividend for 2015	- 2015年中期股息	-	-	-	-	-	-	-	-	(24,313)	(24,313)
- final dividend for 2014	- 2014年末期股息	-	-	-	-	-	-	-	-	(36,743)	(36,743)
At 31 March 2015	於2015年3月31日	36,718	4,551,984	328,339	3,575	123,773	598,549	19,915,913	25,558,851	2,888,947	28,447,798

Note: The other reserve of the Group arose from (i) acquisition of additional interests in subsidiaries from non-controlling interests; (ii) dilution of interest in a subsidiary from allotment of shares by a subsidiary; and (iii) deemed capital contributions from owners of the Company.

附註：本集團之其他儲備乃因(i)向非控股權益收購附屬公司之額外權益；(ii)因附屬公司配發股份而令於該附屬公司之權益被攤薄；及(iii)本公司擁有人之視作出資而產生。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2016 截至2016年3月31日止年度

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Operating activities	經營業務		
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(1,850,633)</b>	1,625,991
Adjustments for:	調整:		
Interest income	利息收入	<b>(90,894)</b>	(89,929)
Interest expenses	利息開支	<b>412,572</b>	291,236
Release of prepaid lease payments	解除預付租賃付款	<b>18,100</b>	18,702
Depreciation of property, plant and equipment	物業、機器及設備之折舊	<b>204,482</b>	184,452
Share of result of a joint venture	分佔一間合營企業之業績	<b>80</b>	71
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	<b>606</b>	1,286
Decrease (increase) in the fair value of investment properties	投資物業之公允價值減少(增加)	<b>3,167,583</b>	(737,708)
Impairment loss on prepaid lease payments	預付租賃付款之減值虧損	<b>49,034</b>	-
Write-downs of properties under development for sale	持作出售之發展中物業之撇減	<b>132,884</b>	-
Unrealised fair value changes of derivative financial instruments	衍生金融工具之未變現公允價值變動	<b>20,340</b>	13,357
Allowance (reversal of allowance) for doubtful debts	呆賬撥備(撥回撥備)	<b>560</b>	(2,612)
Operating cash flows before movements in working capital	未計營運資金變動前之營運現金流量	<b>2,064,714</b>	1,304,846
Decrease (increase) in inventories	存貨之減少(增加)	<b>1,082</b>	(565)
(Increase) decrease in properties held for sale	持作出售之物業之(增加)減少	<b>(518,053)</b>	8,322
Decrease (increase) in properties under development for sale	持作出售之發展中物業之減少(增加)	<b>1,234,050</b>	(436,480)
Decrease (increase) in trade and other receivables	貿易及其他應收款項之減少(增加)	<b>82,530</b>	(357,866)
(Decrease) increase in trade and other payables	貿易及其他應付款項之(減少)增加	<b>(860,640)</b>	1,150,879
Changes of derivative financial instruments	衍生金融工具之變動	<b>(24,807)</b>	(15,827)
Cash generated from operations	來自營運之現金	<b>1,978,876</b>	1,653,309
Income tax paid	已繳所得稅		
– in Hong Kong	– 香港	<b>(42,540)</b>	(55,436)
– in the People's Republic of China (the "PRC")	– 中華人民共和國(「中國」)	<b>(1,961)</b>	-
– in Macau	– 澳門	<b>(653)</b>	(3,601)
– in United Kingdom ("UK")	– 英國(「英國」)	<b>(251)</b>	-
Net cash from operating activities	來自經營業務之現金淨額	<b>1,933,471</b>	1,594,272

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2016 截至2016年3月31日止年度

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Investing activities	投資活動		
Acquisition of investment properties and costs incurred for investment properties under development	收購投資物業及發展中投資物業所產生之成本	<b>(3,133,523)</b>	(2,787,640)
Acquisition of property, plant and equipment	收購物業、機器及設備	<b>(278,175)</b>	(331,543)
Placement of short-term bank deposits	存放短期銀行存款	<b>(59,071)</b>	(505)
Placement of pledged bank deposits	存放已抵押銀行存款	<b>(44,500)</b>	(1,266,394)
Deposits paid on acquisition of investment properties/property, plant and equipment	收購投資物業／物業、機器及設備所支付之按金	<b>(38,500)</b>	(126,693)
Advance to a joint venture	向一間合營企業墊款	<b>(14,402)</b>	(569,200)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	<b>1,809,400</b>	1,229,920
Interest received	收取利息	<b>101,475</b>	83,520
Withdrawal of short-term bank deposits	提取短期銀行存款	<b>20,040</b>	15,571
Proceeds from disposal of investment properties	出售投資物業所得款項	<b>3,600</b>	238,450
(Placement) withdrawal of deposit in designated bank account for development properties	(存放)提取就發展物業存放於指定銀行賬戶之存款	<b>(113)</b>	1,613
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	<b>284</b>	2,057
Net cash used in investing activities	用於投資活動之現金淨額	<b>(1,633,485)</b>	(3,510,844)

		Note 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Financing activities	融資活動			
Bank loans raised	新籌集之銀行貸款		<b>11,968,258</b>	7,934,538
Advances from a related company	一間關連公司之墊款		<b>2,983,055</b>	2,033,098
Issuance of unsecured notes	發行無抵押票據		<b>789,860</b>	2,900,792
Exercise of share options	行使購股權		<b>10,073</b>	–
Repayments of bank borrowings	償還銀行借貸		<b>(10,430,241)</b>	(7,185,567)
Repayments to a related company	還款予一間關連公司		<b>(2,938,198)</b>	(1,941,194)
Interest paid	支付利息		<b>(468,489)</b>	(335,892)
Dividends paid to owners of the Company	向本公司擁有人支付之股息		<b>(386,142)</b>	(400,224)
Dividends paid to non-controlling interests of subsidiaries	向附屬公司非控股權益支付之股息		<b>(42,790)</b>	(61,056)
Repayments to non-controlling interests of subsidiaries	還款予附屬公司非控股權益		<b>(20,576)</b>	(35,990)
Acquisition of additional interests in subsidiaries	收購附屬公司之額外權益	38	<b>(14,651)</b>	(7,848)
Repayments of bank overdraft	償還銀行透支		<b>(5,871)</b>	(402,016)
Net cash from financing activities	來自融資活動之現金淨額		<b>1,444,288</b>	2,498,641
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額		<b>1,744,274</b>	582,069
Cash and cash equivalents at the beginning of the year	年初之現金及現金等價物		<b>1,356,769</b>	764,769
Effect of foreign exchange rate changes	匯率變動之影響		<b>7,248</b>	9,931
Cash and cash equivalents at the end of the year, representing bank balances and cash	年終之現金及現金等價物，即銀行結餘及現金		<b>3,108,291</b>	1,356,769

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 1. General

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The immediate holding company is Emperor International Group Holdings Limited, a limited liability company incorporated in British Virgin Islands (“BVI”). The ultimate holding company is Albert Yeung Holdings Limited (“AY Holdings”), a limited liability company incorporated in BVI, which is in turn held by STC International Limited (“STC International”) being the trustee of The Albert Yeung Discretionary Trust (“AY Trust”), the settlor and founder of which is Dr. Yeung Sau Shing, Albert (“Dr. Albert Yeung”). The address of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report.

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

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 46.

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

The Group has applied the following amendments to HKFRSs and Hong Kong Accounting Standards (“HKASs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year.

Amendments to HKAS 19	Defined benefit plans: Employee contributions
Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 1. 總則

本公司於百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。其直接控股公司為英皇集團國際控股有限公司（於英屬處女群島（「英屬處女群島」）註冊成立之有限公司）。其最終控股公司為楊受成產業控股有限公司（「楊受成產業控股」）（於英屬處女群島註冊成立之有限公司），而楊受成產業控股由STC International Limited（「STC International」）（The Albert Yeung Discretionary Trust（「AY Trust」）之受託人，楊受成博士（「楊博士」）為該信託之財產授予人及創立人）持有。本公司註冊辦事處及主要營業地點之地址於本年報之公司資料內披露。

綜合財務報表乃以港元（「港元」）（為本公司之功能貨幣）呈報。

本公司為一間投資控股公司。其附屬公司之主要業務載於附註46。

### 2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）

本集團於本年度首次應用香港會計師公會（「香港會計師公會」）所頒佈之下列香港財務報告準則及香港會計準則（「香港會計準則」）之修訂。

香港會計準則 第19號之修訂	定額福利計劃：僱員供款
香港財務報告 準則之修訂	香港財務報告準則於2010年至 2012年期間之年度改進
香港財務報告 準則之修訂	香港財務報告準則於2011年至 2013年期間之年度改進

於本年度應用此等香港財務報告準則之修訂對本集團於本年度及過往年度之財務表現及狀況及／或於此等綜合財務報表所載之披露並無構成重大影響。

## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) – continued

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial instruments <sup>2</sup>
HKFRS 15	Revenue from contracts with customers <sup>2</sup>
HKFRS 16	Leases <sup>4</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2012-2014 cycle <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception <sup>1</sup>
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations <sup>1</sup>
Amendments to HKFRS 15	Clarifications to HKFRS 15 revenue from contracts with customers <sup>2</sup>
Amendments to HKAS 1	Disclosure initiative <sup>1</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation <sup>1</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants <sup>1</sup>
Amendments to HKAS 27	Equity method in separate financial statements <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2016.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2018.
- <sup>3</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2019.

## 2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）—續

本集團並無提早應用下列已頒佈但尚未生效之新增及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第15號	來自客戶合約之收入 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>4</sup>
香港財務報告準則之修訂	香港財務報告準則於2012年至2014年週期之年度改進 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產銷售或注資 <sup>3</sup>
香港財務報告準則第10號、第12號及香港會計準則第28號之修訂	投資實體：應用綜合報表之例外情況 <sup>1</sup>
香港財務報告準則第11號之修訂	收購合營業務權益之會計處理 <sup>1</sup>
香港財務報告準則第15號之修訂	香港財務報告準則第15號來自客戶合約收益的澄清 <sup>2</sup>
香港會計準則第1號之修訂	披露計劃 <sup>1</sup>
香港會計準則第16號及第38號之修訂	折舊及攤銷可接受方法之澄清 <sup>1</sup>
香港會計準則第16號及第41號之修訂	農業：生產性植物 <sup>1</sup>
香港會計準則第27號之修訂	獨立財務報表之權益法 <sup>1</sup>

- <sup>1</sup> 於2016年1月1日或其後開始之年度期間生效。
- <sup>2</sup> 於2018年1月1日或其後開始之年度期間生效。
- <sup>3</sup> 於待定日期或其後開始之年度期間生效。
- <sup>4</sup> 於2019年1月1日或其後開始之年度期間生效。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) – continued

#### HKFRS 9 “Financial instruments”

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a “fair value through other comprehensive income” (“FVTOCI”) measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: Recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

### 2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）—續

#### 香港財務報告準則第9號「金融工具」

於2009年頒佈之香港財務報告準則第9號引入有關金融資產分類及計量之新規定。香港財務報告準則第9號隨後於2010年修訂加入對金融負債分類及計量與取消確認之規定，並且於2013年加入包括一般對沖會計處理方法之新規定。於2014年頒佈之香港財務報告準則第9號之另一個經修訂版本主要加入a)有關金融資產之減值規定及b)藉為若干簡單債務工具引入「按公允價值計入其他全面收益」（「按公允價值計入其他全面收益」）計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號之主要規定詳述如下：

- 屬香港會計準則第39號「財務工具：確認及計量」範圍內之所有已確認金融資產其後均須按攤銷成本或公允價值計量。尤其是就以收取合約現金流為目的之業務模式持有之債務投資，及純為支付本金及尚未償還本金所生利息之合約現金流之債務投資，一般於其後會計期末按攤銷成本計量。於目的為同時收集合約現金流及出售金融資產之業務模式中持有之債務工具，以及金融資產合約條款令於特定日期產生之現金流純為支付本金及尚未償還本金之利息的債務工具，均按公允價值計入其他全面收益之方式計量。所有其他債務投資及股本投資均於其後會計期末按公允價值計量。此外，根據香港財務報告準則第9號，實體能不可撤回地選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公允價值變動，並一般僅於損益內確認股息收入。

## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) – continued

### HKFRS 9 “Financial instruments” – continued

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

The Directors considered the expected credit loss model may result in earlier recognition of impairment on financial assets.

The Directors will assess the impact of the application of HKFRS 9. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

### HKFRS 15 “Revenue from contracts with customers”

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction contracts” and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

## 2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）—續

### 香港財務報告準則第9號「金融工具」—續

- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於每個報告日期將預期信貸虧損及該等信貸虧損之預期變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

董事認為預期信貸虧損模式或會引致提早確認金融資產之減值。

董事將評估應用香港財務報告準則第9號之影響。然而，於詳細審閱完成前無法提供該影響的合理估計。

### 香港財務報告準則第15號「來自客戶合約之收入」

香港財務報告準則第15號已頒佈並建立了一個單一的綜合模式，用於將來自客戶合約之收入入賬。於香港財務報告準則第15號生效後，將取代現時沿用的收入確認指引，包括香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號之核心原則乃一個實體應確認收入以體現向客戶轉讓承諾貨品或服務之金額，並反映實體預期交換該等貨品或服務而應得之代價。具體而言，該準則引入五步法以確認收入：

- 第1步：識別與一名客戶訂立之合約
- 第2步：識別合約內之履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內之履約義務
- 第5步：於實體符合履約義務時確認收入

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) – continued

#### HKFRS 15 “Revenue from contracts with customers” – continued

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The Directors anticipate that the application of HKFRS 15 in the future may have an impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

#### HKFRS 16 “Leases”

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases”, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under HKAS 17, which does not require the recognition of such right-of-use asset/lease liability, but which requires certain information about operating lease commitments to be made as disclosed in note 42.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

### 2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）—續

#### 香港財務報告準則第15號「來自客戶合約之收入」—續

根據香港財務報告準則第15號，當一個實體符合履約義務時（即當貨品或服務按特定履約義務轉移並由客戶「控制」時）確認收入。香港財務報告準則第15號已就特別情況之處理方法加入更明確的指引。此外，香港財務報告準則第15號亦要求更廣泛的披露。

董事預計日後應用香港財務報告準則第15號可能會對已於本集團綜合財務報表所呈報之金額及作出之披露產生影響。然而，於詳細審閱完成前無法提供該影響的合理估計。

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號於生效日期起將取代香港會計準則第17號「租賃」，引入單一承租人會計處理模式並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，以及在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括承租人合理肯定會行使選擇權延續租賃或不行使選擇權並中止租賃的情況下，將於選擇權期間內作出的付款。此會計處理方法與香港會計準則第17號分類為經營租賃的租賃承租人會計法顯著不同，其並無規定該使用權資產／租賃負債須進行確認，惟規定須披露有關經營租賃承擔的特定資料（如附註42所披露）。

就出租人會計法而言，香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並對兩類租賃進行不同之會計處理。

## 2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) – continued

### HKFRS 16 “Leases” – continued

The Directors are in the process of assessing their impact of HKFRS 16 on the consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect until the Group performs a detailed review.

The Directors anticipate that the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements of the Group.

## 3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with HKFRSs and HKASs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

The disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the provisions of the new Hong Kong Companies Ordinance (Cap. 622) regarding preparation of accounts and directors’ reports and audits and to streamline with HKFRSs, which became effective for the Company for the year ended 31 March 2016. Accordingly, the presentation and disclosure of information in the consolidated financial statements for the year ended 31 March 2016 have been changed to comply with these new requirements. Comparative information in respect of the year ended 31 March 2015 is presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules is not disclosed in these consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

## 2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）—續

### 香港財務報告準則第16號「租賃」—續

董事正在評估香港財務報告準則第16號對綜合財務報表之影響。然而，於本集團進行詳細審閱前無法合理估計該影響。

董事預期應用其他新增及經修訂香港財務報告準則對本集團之綜合財務報表將不會有重大影響。

## 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則及香港會計準則而編製。此外，綜合財務報表亦包括聯交所證券上市規則（「上市規則」）及香港公司條例（「公司條例」）所規定之適用披露。

上市規則所載有關年度賬目之披露規定已參考新公司條例（第622章）有關編製賬目及董事報告及審核之條文而修訂並藉此與香港財務報告準則精簡一致，且已於本公司截至2016年3月31日止年度生效。因此，截至2016年3月31日止年度之綜合財務報表內之資料呈列及披露已予更改以遵守此等新規定。有關截至2015年3月31日止年度之比較資料已根據新規定於綜合財務報表內呈列或披露。根據前公司條例或上市規則在以往須予披露但根據新公司條例或經修訂上市規則毋須披露之資料，在本綜合財務報表中已再無披露。

綜合財務報表乃根據歷史成本基準編製，惟投資物業及若干金融工具乃按公允價值計量除外，詳見下文載列之會計政策。歷史成本一般以交換貨品及服務之代價之公允價值為基準。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based payment", leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of assets".

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### 3. 主要會計政策 – 續

公允價值是指市場參與者之間在計量日期進行有序交易中出售一項資產所收取之價格或轉移一項負債所支付之價格，無論該價格是直接觀察到的結果或採用另一估值方法估計得出。在估計資產或負債之公允價值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的該資產或負債之特徵。一項非金融資產的公允價值計量考慮了市場參與者最大程度利用該資產或將其出售予能夠最大程度利用該資產的其他市場參與者以產生經濟利益的能力。於此等綜合財務報表中計量及／或披露之公允價值均在此基礎上予以釐定，惟香港財務報告準則第2號「以股份為基礎之付款」範圍內的以股份為基礎付款交易、香港會計準則第17號範圍內的租賃交易及與公允價值類似但並非公允價值的計量（例如香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

此外，就財務報告而言，公允價值計量根據公允價值計量輸入數據之可觀察程度及公允價值計量輸入數據對其整體之重要性，分類為第1級、第2級或第3級，詳情如下：

- 第1級輸入數據為實體在計量日期於活躍市場可以取得相同資產或負債之報價（未經調整）；
- 第2級輸入數據為就資產或負債直接或間接可觀察之輸入數據（第1級內包括之報價除外）；及
- 第3級輸入數據為資產或負債之無法觀察輸入數據。

主要會計政策載列如下。

### 3. Significant Accounting Policies

– continued

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

### 3. 主要會計政策 – 續

#### 綜合賬目基準

綜合財務報表包括本公司及本公司控制之實體（及其附屬公司）之財務報表。取得控制權是指本公司：

- 有權控制投資對象；
- 因參與投資對象而對可變回報承擔風險或享有權利；及
- 能夠運用其對投資對象之權力影響其回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，本年度收購或出售附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

損益及其他全面收益各部分乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

所有有關本集團成員間交易之集團內公司間資產及負債、權益、收入、開支及現金流量均於綜合賬目時全數抵銷。

於附屬公司之非控股權益與本集團所佔之權益分開呈報。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

**Basis of consolidation** – continued

**Allocation of total comprehensive income to non-controlling interests**

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

**Changes in the Group's ownership interest in existing subsidiaries**

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

#### **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

### 3. 主要會計政策 – 續

綜合賬目基準 – 續

將全面收益總額分配至非控股權益

附屬公司之全面收益總額及開支歸屬於本公司擁有人及非控股權益，即使此舉導致非控股權益出現虧絀結餘。

本集團在現有附屬公司之擁有權權益變動

本集團於附屬公司之擁有權權益變動若無導致本集團失去對有關附屬公司之控制權，則按股本交易入賬。本集團權益及非控股權益之賬面值會作調整，以反映其於附屬公司之相關權益變動。非控股權益數額之調整與已付或已收代價公允價值兩者間之任何差額直接於權益內確認，並歸屬於本公司擁有人。

#### **商譽**

業務收購所產生之商譽按於業務收購日期所確定之成本（見上述會計政策）減累計減值虧損（如有）列賬。

就減值測試而言，商譽會被分配至預期從合併之協同效應中獲受益之本集團各有關現金產生單位或現金產生單位之組別。

### 3. Significant Accounting Policies

– continued

#### Goodwill – continued

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

#### Investments in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 “Non-current assets held for sale and discontinued operations”. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group’s share of the profit or loss and other comprehensive income of the joint venture. When the Group’s share of losses of a joint venture exceeds the Group’s interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group’s net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

### 3. 主要會計政策 – 續

#### 商譽 – 續

已獲分配商譽之現金產生單位每年或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。就於某個報告期因收購所產生之商譽而言，已獲分配商譽之現金產生單位於該報告期末前進行減值測試。當現金產生單位之可收回金額少於其賬面值，則減值虧損首先被分配到該單位以減少該單位獲分配之任何商譽賬面值，其後根據該單位內各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損乃直接於損益內確認。已確認之商譽減值虧損於往後期間不予撥回。

當有關現金產生單位出售時，相關商譽之應佔金額將計入釐定出售之損益。

#### 於合營企業之投資

合營企業指一項聯合安排，據此，就安排擁有共同控制權之訂約方對聯合安排之資產淨值擁有權利。共同控制是指按照合約協定對某項安排所共有的控制權，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

合營企業之業績及資產與負債以權益會計法納入綜合財務報表，除非有關投資（或當中部分）分類為持作出售，於此情況下，則按香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。用於權益會計法之合營企業之財務報表，乃採用本集團在相若情況下就類似交易及事項所用之統一會計政策編製。根據權益法，於合營企業之投資均按成本值於綜合財務狀況表內初步確認，並於其後調整以確認本集團應佔合營企業之溢利或虧損及其他全面收益。當本集團應佔合營企業之虧損超逾本集團於該合營企業之權益（包括任何實質上構成本集團於合營企業投資淨額一部分之任何長期權益），則本集團不再確認其應佔之進一步虧損。額外虧損僅以本集團已招致之法律或推定義務或代表該合營企業支付之款項為限進行確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

#### Investments in joint ventures – continued

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### 3. 主要會計政策 – 續

#### 於合營企業之投資 – 續

於合營企業之投資乃自投資對象成為合營企業當日起按權益法入賬。於收購一間合營企業之投資時，任何投資成本超逾本集團應佔投資對象可識別資產及負債之公允價值淨值確認為商譽，並計入該投資之賬面值內。任何本集團應佔可識別資產及負債之公允價值淨值超逾投資成本，當重新估值後，則於完成投資期間即時確認計入損益內。

於釐定是否需要確認本集團於合營企業的投資的任何減值虧損時採用香港會計準則第39號的規定。如有必要，則將投資的全部賬面值（包括商譽）作為單一資產根據香港會計準則第36號透過比較其可收回金額（使用價值與公允價值減銷售成本中的較高者）與賬面值測試有否減值。任何已確認的減值虧損屬投資賬面值的一部分。倘其後投資的可收回金額增加，則根據香港會計準則第36號確認該減值虧損的撥回。

當集團實體與本集團之聯營公司或合營企業進行交易時，與聯營公司或合營企業進行交易所產生之溢利及虧損於本集團之綜合財務報表內確認，惟僅以與本集團無關之聯營公司或合營企業權益為限。

### 3. Significant Accounting Policies

– continued

#### Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

### 3. 主要會計政策 – 續

#### 於合營業務之權益

合營業務為一種聯合安排，據此，就安排擁有共同控制權之各方對聯合安排之資產享有權利並須對負債承擔責任。共同控制權指按照合約協定對一項安排所分享之控制權，共同控制權僅在當相關活動要求共同分享控制權之各方作出一致同意之決定時存在。倘若一個集團實體根據合營業務開展其活動，本集團（作為合營經營者）就下列各項確認有關其於合營業務之權益：

- 其資產，包括其應佔共同持有之任何資產；
- 其負債，包括其應佔共同產生之任何負債；
- 其出售應佔合營業務產出之收入；
- 其出售合營業務產出之收入份額；及
- 其開支，包括其應佔共同產生之任何開支。

本集團根據適用於特定資產、負債、收入及開支之香港財務報告準則就其於合營業務之權益所佔資產、負債、收入及開支入賬。

當集團實體與合營業務交易而集團實體為合營經營者（例如出售或注入資產），本集團被視為與合營業務之其他方交易，而交易所產生之收益及虧損於本集團之綜合財務報表確認，惟限於其他方於合營業務之權益。

當集團實體與合營業務交易而集團實體為合營經營者（例如購買資產），本集團不會確認其應佔收益及虧損，直至該等資產轉售予第三方為止。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation including properties under development for such purposes.

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and measured at fair value. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under development are capitalised as part of the carrying amount of the investment properties under development.

Investment properties under development are measured at fair value at the end of the reporting period. Any difference between the fair value of the investment properties under development and their carrying amounts is recognised in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Transfer from investment properties to investment properties under development will be made when there is a change in use, evidenced by commencement of redevelopment of the properties with a view to earn rentals and for capital appreciation. The fair value of these properties at the date of transfer become the deemed cost of investment properties under development.

### 3. 主要會計政策 – 續

#### 投資物業

投資物業乃持作賺取租金及／或資本增值之物業，包括以此為目的之發展中物業。

首次確認時，投資物業按成本（包括交易成本）計量。於首次確認後，投資物業按公允價值計量。根據經營租賃持有以賺取租金或作資本增值用途之所有本集團物業權益均按投資物業入賬，並按公允價值計量。投資物業之公允價值變動所產生收益或虧損列入所產生期間之損益。

發展中投資物業產生之建築成本撥充資本作為發展中投資物業賬面值之一部分。

發展中投資物業於各報告期末按公允價值計量。發展中投資物業公允價值與賬面值之任何差額，於產生期間於損益內確認。

投資物業於出售或該項投資物業永久不再使用及預期該項出售不會產生未來經濟利益時取消確認。因物業取消確認所產生之任何收益或虧損（按該項資產出售所得款項淨額與賬面值之差額計算）於物業取消確認之期間內列入損益內。

當投資物業之用途發生改變時（證據為物業為賺取租金及資本增值之目的而開始進行重新發展），會將投資物業撥至發展中投資物業。該等物業於轉撥當日之公允價值將作為發展中投資物業之視作成本。

### 3. Significant Accounting Policies

– continued

#### Property, plant and equipment

Property, plant and equipment including leasehold land (classified as finance leases) and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost or deemed cost upon transfer from investment properties, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Advantage has been taken of the transitional relief provided by paragraph 80A of HKAS 16 “Property, plant and equipment” from the requirement to make regular revaluations of the Group’s land and buildings which had been carried at revalued amounts prior to 30 September 1995, and accordingly no further revaluation of land and buildings is carried out. Prior to 30 September 1995, the revaluation increase arising on the revaluation of these assets was credited to the asset revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the asset revaluation reserve relating to a previous revaluation of the same asset.

Depreciation is recognised so as to write off the cost, deemed cost or revalued amount of items of property, plant and equipment less their residual values over their useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 3. 主要會計政策 – 續

#### 物業、機器及設備

物業、機器及設備（包括持有用作生產或供應貨品或服務或作行政用途之租賃土地（歸類為融資租賃）及樓宇）按成本或於撥自投資物業之視作成本減其後累計折舊及其後累計減值虧損（如有）後於綜合財務狀況表列賬。

已應用香港會計準則第16號「物業、機器及設備」第80A段所提供豁免定期對本集團於1995年9月30日前按重估價值列賬之土地及樓宇作出重估之過渡安排，故並未進一步重估土地及樓宇。於1995年9月30日前，因重估該等資產產生之重估增加已計入資產重估儲備。該等資產價值日後如有所減少，將於超出之前重估該資產相關資產重估儲備結餘（如有）之情況下列作開支。

物業、機器及設備項目之成本，視作成本或物業、機器及設備項目之重新估值金額，扣減其殘值後，按其可使用年期以直線法計算折舊。估計可使用年期、殘值及折舊方法會於每個報告期末作出檢討，估計之任何變動之影響按未來適用法入賬。

計劃用於生產、供應和行政用途的在建期間之物業會以成本扣除任何已確認減值虧損列賬。成本包括專業費用，及就合資格資產而言，包括依據本集團會計政策而撥充為資本的借貸成本。該等物業將於完成及可用於擬定用途時分配至合適的物業、機器及設備類別。該等資產於其可用於擬定用途時按與其他資產相同的基準計算折舊。

物業、機器及設備項目乃於出售時或當預計持續使用有關資產將不會產生任何未來經濟利益時取消確認。出售或廢棄物業、機器及設備項目產生之任何收益或虧損乃按出售所得款項與該資產賬面值之差額釐定及於損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

#### Property, plant and equipment – continued

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in the asset revaluation reserve. On the subsequent sale or retirement of the asset, the relevant asset revaluation reserve will be transferred directly to accumulated profits.

Transfer of asset revaluation reserve to accumulated profits is made in relation to: (i) the subsequent sale or retirement of a revalued item; (ii) the excess of the depreciation based on the revalued amount of the item over depreciation based on the item's original cost.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Impairment losses on assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of each reporting period, the Group reviews the carrying amounts of its assets 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 the impairment loss, if any. When 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. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

### 3. 主要會計政策 – 續

#### 物業、機器及設備 – 續

倘物業、機器及設備項目因其使用狀況有更改而變為投資物業（證據為不再由擁有人佔用），該項目之賬面值與其於轉撥日期之公允價值之任何差額於其他全面收益內確認，並於資產重估儲備中累計。其後當該資產出售或棄置時，有關資產重估儲備將直接轉撥至累計溢利。

資產重估儲備轉撥至累計溢利乃關於：(i)日後出售或棄置重估項目；(ii)以項目重估金額為基準之折舊超出以原項目成本為基準之折舊之部分。

#### 借貸成本

用於收購、興建或生產符合規定資產（即須經過一段頗長時間方可作擬定用途或出售之資產）之直接應計借貸成本，會添加至上述資產之成本，直至其大體上可作擬定用途或出售。關於特定借貸在其用作為符合規定資產開支前作短暫投資所賺取之投資收入，會於合資格撥充資本之借貸成本內扣減。

所有其他借貸成本於產生期間於損益內確認。

#### 資產減值虧損（商譽除外）（請參閱上文有關商譽之會計政策）

於報告期末，本集團會評估資產賬面值，以確定是否存在任何跡象顯示該等資產已出現減值虧損。倘若存在任何跡象，則會估計資產之可收回金額以釐定減值虧損（如有）之程度。倘無法估計個別資產之可收回金額，則本集團估計該項資產所屬之現金產生單位之可收回金額。倘有可識別之合理一致分配基準，企業資產亦會分配至個別現金產生單位，或分配至有可識別之合理一致分配基準之現金產生單位之最小組別。

### 3. Significant Accounting Policies

– continued

#### Impairment losses on assets other than goodwill (see the accounting policy in respect of goodwill above)

– continued

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a 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 had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessor*

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Contingent rentals arising under operating leases are recognised as an income in the period in which they are generated.

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability.

### 3. 主要會計政策 – 續

#### 資產減值虧損（商譽除外）（請參閱上文有關商譽之會計政策）– 續

可收回金額為公允價值減出售成本及使用價值兩者之較高者。於評估使用價值時，估計未來現金流量利用稅前折現率折現至其現值，以反映當前市場對貨幣時間價值及估計未來現金流量未經調整之資產之特定風險之評估。

倘預計一項資產（或現金產生單位）之可收回金額低於其賬面值，則該項資產（或現金產生單位）之賬面值應扣減至其可收回金額。減值虧損應立即於損益內確認。

倘其後出現減值虧損撥回，則該項資產（或現金產生單位）之賬面值將調升至其修訂後之估計可收回金額，惟所增加之賬面值數額不得超過於以往年度未就該項資產（或現金產生單位）確認減值虧損之原有賬面值。減值虧損撥回應立即在損益確認。

#### 租賃

倘若租賃條款在實質上轉移了與所有權有關之幾乎全部風險和報酬予承租人，租賃會歸類為融資租賃。所有其他租賃均歸類為經營租賃。

##### *本集團作為出租人*

經營租賃形成之租金收入會按直線法在有關租賃期內確認。經營租賃所產生之或然租賃於產生期間確認為收入。

##### *本集團作為承租人*

經營租賃款項按直線法在有關租賃期內確認為開支，惟有另一有系統性基準更能反映消耗租賃資產所產生之經濟利益之時間模式則除外。

倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

#### Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight line basis except for those that are classified and accounted for as investment properties under the fair value model and those transferred from investment properties to property, plant and equipment which is accounted for as if it were a finance lease after the transfer and included in property, plant and equipment. When the lease payments cannot be allocated reliably between land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### Inventories

##### Catering goods

Catering goods are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

##### Properties held for sale

Properties held for sale are completed properties and are classified under current assets and are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less all anticipated costs to be incurred in marketing and selling.

### 3. 主要會計政策 – 續

#### 租賃土地及樓宇

當租賃同時包括土地及樓宇部分時，本集團根據對各部分擁有權附帶之絕大部分風險及回報是否已轉移至本集團之評估，分別將各部分的分類評定為融資或經營租賃，惟倘若各部分均明顯為經營租賃則除外，在此情況下整個租賃將分類為經營租賃。具體而言，最低租賃付款（包括任何一筆過預付款項）於租賃訂立時按租賃土地部分及樓宇部分中的租賃權益相對公允價值比例於土地與樓宇部分間分配。

在租賃付款能可靠分配的情況下，被列為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「預付租賃付款」，並於租期內按直線基準攤銷，惟根據公允價值模式分類及入賬列作投資物業者及自投資物業轉撥至物業、機器及設備者（其乃猶如於轉撥後屬融資租賃入賬及計入物業、機器及設備）除外。若租賃付款不能於土地及樓宇部分之間作可靠分配，整項租賃則全盤分類為融資租賃，入賬列作物業、機器及設備。

#### 存貨

##### 膳食存貨

膳食存貨按成本與可變現淨值兩者中之較低值入賬。成本採用先入先出法計算。可變現淨值指存貨之估計售價減所有估計完成成本及作出有關銷售所需之成本。

##### 持作出售之物業

持作出售之物業為已落成之物業，分類為流動資產，並按成本與可變現淨值兩者中之較低值列賬。可變現淨值指估計售價減市場推廣及銷售將產生之所有預計成本。

### 3. Significant Accounting Policies

– continued

**Inventories – continued**

#### **Properties under development for sale**

Properties under development for sale in the ordinary course of business are included in current assets and stated at the lower of cost (or deemed cost for those transferred from investment properties, see accounting policy on investment properties) and net realisable value. Costs relating to the development of the properties include land cost, construction cost and other direct development expenditure. Net realisable value represents the estimated selling price less all anticipated costs to be incurred in marketing and selling.

#### **Financial instruments**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### **Financial assets**

The Group's financial assets are classified into one of the two categories, including financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

#### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

### 3. 主要會計政策 – 續

**存貨 – 續**

#### **持作出售之發展中物業**

於日常業務過程中之持作出售之發展中物業已計入流動資產並按成本（或轉撥自投資物業者之視作成本，請參閱關於投資物業之會計政策）與可變現淨值兩者中之較低值列賬。與發展該等物業有關之成本包括土地成本、建造成本及其他直接發展開支。可變現淨值指估計售價減市場推廣及銷售將產生之所有預計成本。

#### **金融工具**

當集團實體成為工具合約條款的一方時，會確認金融資產及金融負債。

金融資產及金融負債在初步確認時會以公允價值進行計量。收購或發行金融資產及金融負債（透過損益按公允價值列值之金融資產或金融負債除外）直接應佔之交易成本乃於初步確認時加入金融資產或金融負債的公允價值或自金融資產或金融負債的公允價值內扣除（視乎情況而定）。直接歸屬於購置透過損益按公允價值列值之金融資產或金融負債之交易費用立即在損益內確認。

#### **金融資產**

本集團之金融資產分類為透過損益按公允價值列值（「透過損益按公允價值列值」）之金融資產以及貸款及應收款項兩個類別其中之一。分類視乎金融資產之性質及目的於初步確認時釐定。

#### **實際利率法**

實際利率法為計算金融資產之攤銷成本及按相關期間分配利息收入之方法。實際利率為於初步確認時透過金融資產之預期可使用年期或較短期間（如適用），準確地貼現估計未來現金收入（包括構成實際利率不可或缺部分之所有已付或已收費用及點數、交易成本及其他溢價或折讓）至賬面淨值之比率。

債務工具之利息收入按實際利率基準確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

**Financial instruments** – continued

**Financial assets** – continued

*Financial assets at fair value through profit or loss*

Financial assets at FVTPL are financial assets held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including receivables related to a development project, deposit in designated bank account for development properties, trade and other receivables, pledged bank deposits, short-term bank deposits, bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for the short-term receivables where the recognition of interest would be immaterial.

### 3. 主要會計政策 – 續

**金融工具** – 續

**金融資產** – 續

*透過損益按公允價值列值之金融資產*

透過損益按公允價值列值之金融資產為持作買賣之金融資產。

倘屬下列情況，則某項金融資產被分類為持作買賣之資產：

- 收購該資產之目的為於不久將來將其出售；或
- 其為本集團聯合管理且擁有近期短期獲利之實際模式之已識別金融工具組合之一部分；或
- 其為並非被指定或實際作為一項對沖工具之衍生工具。

透過損益按公允價值計算之金融資產以公允價值計量，重新計量產生之公允價值變動在其出現期間直接在損益內確認。於損益確認之收益或虧損淨額不包括於金融資產所得之任何股息或利息。

*貸款及應收款項*

貸款及應收款項為款項固定或可釐定的非衍生工具金融資產，且並無在活躍市場上報價。於初步確認後，貸款及應收款項（包括有關一項發展項目之應收款項、就發展物業存放於指定銀行賬戶之存款、貿易及其他應收款項、已抵押銀行存款、短期銀行存款及銀行結餘及現金）均按採用實際利率法計算的攤銷成本減任何減值計量。

利息收入乃應用實際利率法予以確認，惟確認利息影響並不重大的短期應收款項除外。

### 3. Significant Accounting Policies

– continued

**Financial instruments** – continued

**Financial assets** – continued

*Impairment of loans and receivables*

Loans and receivables are assessed for indicators of impairment at the end of each reporting period. Loans and receivables are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the loans and receivables, the estimated future cash flows of the loans and receivables have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade and other receivables, assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on the receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial assets is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. When trade and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

### 3. 主要會計政策 – 續

**金融工具** – 續

**金融資產** – 續

*貸款及應收款項減值*

貸款及應收款項於各報告期末進行減值跡象評估。倘有客觀證據證明貸款及應收款項因初步確認後發生之一項或多項事件而導致預計日後貸款及應收款項之現金流量受到影響，則此貸款及應收款項被視為已減值。

減值之客觀證據可能包括：

- 發行人或對方遇到嚴重財政困難；或
- 逾期支付或拖欠利息及本金等違約行為；或
- 借款人有可能會破產或進行財務重組。

就若干分類之金融資產（例如貿易及其他應收款項）而言，資產會按整體基準進行減值評估，即使彼等被評估為不會個別出現減值。應收款項組合減值之客觀證據，包括本集團過往之收款經驗、組合中超逾平均信貸期之逾期付款之數目增加以及與應收款項拖欠有關之全國或地方經濟狀況之明顯變化。

就按攤銷成本列賬之金融資產而言，減值虧損金額按資產之賬面值與估計未來現金流量貼現後之現值（以金融資產之原實際利率折算）間之差額確認。

金融資產之賬面值直接按所有金融資產減值虧損予以減少，惟貿易及其他應收款項除外，其賬面值乃透過使用撥備賬目予以減少。倘貿易及其他應收款項被認為無法收回，則於撥備賬目內予以撇銷。過往被撇銷之款項其後被收回則計入撥備賬目。撥備賬目之賬面值變動於損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

**Financial instruments – continued**

**Financial assets – continued**

*Impairment of loans and receivables – continued*

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

**Financial liabilities and equity instruments**

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

*Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

### 3. 主要會計政策 – 續

**金融工具 – 續**

**金融資產 – 續**

*貸款及應收款項減值 – 續*

就按攤銷成本計量之金融資產而言，倘於隨後期間，減值虧損金額減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前確認之減值虧損透過損益予以撥回，惟該項資產於減值被撥回當日之賬面值不得超過未確認減值時之攤銷成本。

**金融負債及權益性工具**

集團實體發行之債務及權益性工具乃根據合約安排之性質及金融負債及權益性工具之定義分類為金融負債或權益。

*權益性工具*

權益性工具指能證明擁有集團在減除其所有負債後的資產中的剩餘權益之任何合約。集團實體發行之權益性工具按已收之所得款項扣除直接發行成本後列賬。

*實際利率法*

實際利率法為計算金融負債之攤銷成本及按相關期間分配利息費用之方法。實際利率為於初步確認時透過金融負債之預期可使用年期或較短期間（如適用），準確地貼現估計未來現金付款（包括構成實際利率不可或缺部分之所有已付或已收費用及點數、交易成本及其他溢價或折讓）至賬面淨值之比率。

利息費用按實際利率基準確認。

### 3. Significant Accounting Policies

– continued

#### Financial instruments – continued

##### Financial liabilities and equity instruments – continued

###### Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liabilities are held for trading.

A financial liability classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

###### Other financial liabilities

Other financial liabilities (including trade and other payables, amounts due to a related company/non-controlling interests of subsidiaries, unsecured notes, bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

For the amounts due to non-controlling interests of subsidiaries and amount due to a related company, if the Group revises its estimates of the timing of repayments, the carrying amounts are adjusted to reflect the revised estimated cash flows. The Group recalculates the carrying amounts by computing the present value of estimated future cash flows at the balance's original effective interest rate. The difference is adjusted as deemed capital contribution by the non-controlling interests and the owners of the Company in equity.

###### Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融負債及權益性工具 – 續

###### 透過損益按公允價值列值之金融負債

當金融負債持作買賣時，分類為透過損益按公允價值列值之金融負債。

倘屬下列情況，則金融負債被分類為持作買賣：

- 主要為於短期內購回而產生；或
- 於初步確認時其為本集團聯合管理且擁有近期短期獲利之實際模式之已識別金融工具組合之一部分；或
- 其為並非被指定及實際作為一項對沖工具之衍生工具。

透過損益按公允價值列值之金融負債以公允價值計量，重新計量產生之公允價值變動在其出現期間直接在損益內確認。於損益確認之收益或虧損淨額不包括就金融負債支付之任何利息。

###### 其他金融負債

其他金融負債（包括貿易及其他應付款項、應付一間關連公司／附屬公司之非控權益款項、無抵押票據、銀行借貸）其後均使用實際利率法按攤銷成本計量。

就應付附屬公司之非控股權益款項及應付一間關連公司款項而言，倘本集團修訂其償還時間估計，則賬面值將作出調整以反映經修訂預計現金流量。本集團透過按有關結餘的原實際利率計算估計未來現金流量之現值重新計算賬面值。有關差額於權益內作為非控股權益及本公司擁有人之視作出資進行調整。

###### 衍生金融工具

衍生工具初步按於衍生工具合約訂立當日的公允價值確認，其後於報告期末以其公允價值重新計量。所得收益或虧損即時於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

**Financial instruments** – continued

**Financial liabilities and equity instruments** – continued

*Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of the obligation under the contract, as determined in accordance with HKAS 37 “Provisions, contingent liabilities and contingent assets”; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

*Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial assets, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises a financial liability when, and only when, the Group’s obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 主要會計政策 – 續

**金融工具** – 續

**金融負債及權益性工具** – 續

*財務擔保合約*

財務擔保合約為發行人須因指定債務人未能根據債務工具之條款支付到期款項致使持有人蒙受損失時，向持有人償付指定款項之合約。

本集團所發行之財務擔保合約初步按公允價值計量及倘並非指定為透過損益按公允價值列值，其後按以下兩者之較高者計量：

- 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定合約項下責任之金額；及
- 初步確認之金額減根據收入確認政策所確認之累計攤銷（倘適用）。

*終止確認*

僅於資產現金流量之合約權利屆滿時，本集團方會終止確認金融資產。

於終止確認金融資產時，資產賬面值與已收及應收代價總和之差額會於損益內確認。

當且僅當本集團之責任獲解除、取消或到期時，本集團方會終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價之差額會於損益內確認。

### 3. Significant Accounting Policies

– continued

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal ordinary course of business, net of discounts and sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from sale of developed properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to purchasers pursuant to the sales agreements. Deposits received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Revenue arising from services provided to a gaming operator in Macau under service arrangements for gaming operations in mass market halls, VIP room and slot machine hall is recognised when the provision of gaming-related marketing and public relation services are rendered and the Group is entitled to receive its service income according to the relevant operating performance from the gaming operator.

### 3. 主要會計政策 – 續

#### 收入之確認

收入按已收或應收代價之公允價值計量，為於日常業務過程中提供貨品及服務之應收款項（扣除折扣及銷售相關稅項）。

銷售貨品之收入於貨品交付及所有權轉移，並滿足下列所有條件時確認：

- 本集團已將貨品所有權的大部分風險及回報轉移予買方；
- 本集團對已售貨品並無保留一般與所有權相關的持續管理參與或實際控制權；
- 能夠可靠地計量收入金額；
- 與交易相關的經濟利益很可能流入本集團；及
- 交易已產生或將產生的成本能可靠地計量。

於日常業務過程出售已發展物業所得之收入於有關物業已完工並根據銷售協議交付予買家後確認。於達到上述收入確認準則前向買家收取之按金計入綜合財務狀況表內之流動負債項下。

根據服務安排向澳門之博彩營運商提供中場、貴賓廳及角子機廳等服務所得收入，於提供博彩相關市場推廣及公共關係服務後，以及本集團有權根據該博彩營運商的相關經營表現收取其服務收入時予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 3. Significant Accounting Policies

– continued

#### Revenue recognition – continued

Revenue from hotel accommodation is recognised upon the provision of the accommodation services. Revenue from food and beverage sales and other ancillary services are recognised upon the provision of goods and services.

Rental income from operating leases is recognised in profit or loss on a straight line basis over the term of the relevant lease.

Service income is recognised when the services are provided.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “(loss) profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's 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 temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax 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 assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

### 3. 主要會計政策 – 續

#### 收入之確認 – 續

來自酒店住宿之收入於提供住宿服務時予以確認。餐飲銷售及其他相關服務之收入於提供貨品及服務時予以確認。

來自經營租賃的租金收入於有關租賃期內以直線法於損益內確認。

服務收入於提供服務時予以確認。

金融資產之利息收入於經濟利益很可能流入本集團且收入金額能可靠計量時予以確認。金融資產之利息收入乃就未償還本金根據適用實際利率以時間基準累計，有關利率是指於初步確認時透過金融資產之預計年期，準確地貼現估計之未來現金收入至該項資產的賬面淨值之利率。

#### 稅項

所得稅開支指本期應付稅項及遞延稅項之總和。

本期應付稅項根據年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所呈報「除稅前(虧損)溢利」有異，原因為應課稅溢利並無計入於其他年度應課稅或可扣減之收支項目，另亦無計入永遠毋須課稅及不可扣減之項目。本集團之當期稅項乃按於報告期末已執行或實質上已執行之稅率計算。

遞延稅項乃就綜合財務報表中資產及負債之賬面值與計算應課稅溢利所用相應稅基間之暫時性差異而確認。遞延稅項負債一般就所有應課稅暫時性差異確認入賬，而遞延稅項資產一般於可能出現應課稅溢利以抵銷可扣減之暫時性差異之情況下，就所有可扣減暫時性差異確認。倘暫時差異源自商譽或來自初步確認(業務合併除外)一項不會影響應課稅溢利或會計溢利之交易之資產或負債，則該等遞延資產及負債將不予確認。

### 3. Significant Accounting Policies

– continued

#### Taxation – continued

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets 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 liabilities and deferred tax assets for investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment property”, such properties are presumed to be recovered through sale. Such a 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 liabilities and assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 “Income taxes” (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. 主要會計政策 – 續

#### 稅項 – 續

遞延稅項負債就與於附屬公司之投資及於合營安排之權益相關的應課稅暫時性差異予以確認，惟倘本集團能夠控制暫時性差異之撥回，且暫時性差異很可能不會於可預見未來撥回則除外。因與上述投資及權益有關之可扣減暫時性差異而產生的遞延稅項資產僅於很可能有足夠應課稅溢利可動用暫時性差異之利益，且預期彼等將於可預見將來撥回時予以確認。

遞延稅項資產之賬面值於各報告期末審閱，並於不再可能獲得足夠應課稅溢利以收回全部或部分資產時作撇減。

遞延稅項資產及負債按預期適用於償還負債或變現資產之期間的稅率（根據於報告期末已執行或實際上已執行之稅率（及稅法）而釐定）計量。

遞延稅項負債及資產之計量反映本集團於報告期末所預期收回或償還其資產及負債的賬面值之方式所產生之稅務結果。

就按照香港會計準則第40號「投資物業」使用公允價值模式計量的投資物業而言，在計量其遞延稅項負債及資產時，假設這些物業是透過出售收回其賬面值。當投資物業可以折舊及以本集團乃以通過時間而非透過出售方式消耗投資物業所含絕大部分經濟利益為目標之商業模式持有，則此假設被駁回。倘有關假設被駁回，該等投資物業的遞延稅項負債及資產則根據上述載於香港會計準則第12號「所得稅」的一般準則（即根據該等物業之預期收回方式）計量。

當期及遞延稅項於損益確認，惟倘其與其他全面收益或直接於權益確認之項目有關除外，於此情況下，當期及遞延稅項資產亦分別於其他全面收益或直接於權益確認。



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### 3. Significant Accounting Policies

– continued

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rates of exchanges prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate) and will be reclassified from equity to profit or loss on disposal of the foreign operations.

### 3. 主要會計政策 – 續

#### 外幣

在編製各集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）計價之交易乃按交易日期之現行匯率確認。在各報告期末，以外幣計價之貨幣性項目均按該日之現行匯率再換算。按公允價值列賬並以外幣為單位之非貨幣性項目均按公允價值釐定當日之現行匯率重新換算。以歷史成本計量並以外幣計價之非貨幣性項目不會重新換算。

由結算貨幣性項目及重新換算貨幣性項目而產生之匯兌差額，於其產生期間在損益內確認。因換算按公允價值列賬之非貨幣性項目產生之匯兌差額計入期內之損益內，惟換算直接於其他全面收益中確認盈虧之非貨幣性項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

於列報綜合財務報表時，本集團境外業務之資產及負債，按各報告期末之現行匯率換算為本集團之列報貨幣（即港元）。收入及支出項目則按年內之平均匯率換算。所產生之匯兌差額（如有）於其他全面收益內確認並於匯兌儲備項下之權益內累計（歸屬於非控股權益（如適用）），並將於出售境外業務時由權益重新分類至損益。

### 3. Significant Accounting Policies

– continued

#### Share-based payment transactions

##### Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share option reserve).

When the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated profits.

##### Retirement benefit costs

Payments to defined contribution retirement benefit schemes other than the costs directly attributable to the development of the properties, which are capitalised as part of the cost of qualified assets, are recognised as an expense when employees have rendered service entitling them to the contributions.

### 4. Critical Accounting Judgment and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

#### Critical judgment applying accounting policies

The following is the critical judgment, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

### 3. 主要會計政策 – 續

#### 以股份為基礎之付款交易

##### 授予僱員之購股權

依據所授予購股權於授出日期之公允價值而釐定之所獲取服務之公允價值，當所授出購股權即時歸屬時在授出日期全數確認為開支，並會於權益（購股權儲備）相應計入有關增加。

當購股權獲行使時，以往於購股權儲備確認之金額將轉撥至股份溢價賬。倘購股權於歸屬日後沒收或於屆滿日仍未行使，則以往於購股權儲備確認之金額將轉撥至累計溢利。

##### 退休福利費用

除發展物業之直接應佔費用（乃撥充資本作為合資格資產成本之一部分）外，界定供款退休福利計劃之供款於僱員提供服務使其符合領取有關供款之資格時作為開支予以確認。

### 4. 重大會計判斷及估計不明朗因素之主要來源

在應用附註3所述本集團之會計政策之過程中，董事須對在其他來源並不顯而易見之資產及負債之賬面值作出判斷、估計及假設。

#### 應用會計政策之重大判斷

以下為董事在應用本集團會計政策過程中所作出並對綜合財務報表之已確認金額具有最重大影響之重大判斷（涉及估計之判斷除外（見下文））。

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### 4. Critical Accounting Judgment and Key Sources of Estimation Uncertainty

– continued

#### Critical judgment applying accounting policies

– continued

##### Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or assets arising from 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 located in the PRC, Macau and UK in the aggregate carrying amounts of HK\$8,947,507,000 as at 31 March 2016 (2015: HK\$7,922,362,000) are 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, the Directors have determined that the presumption that the carrying amounts of such investment properties located in the PRC, Macau and UK are recovered through sale is rebutted. As a result, the Group has recognised deferred tax liabilities of HK\$1,002,524,000 (2015: HK\$867,759,000) on changes in fair value of investment properties as the Group is subject to income tax in the respective jurisdictions, on the assumption that these investment properties will be recovered through use. In respect of investment properties that are located in Hong Kong with aggregate carrying amount of HK\$27,555,265,000 (2015: HK\$28,602,698,000), the Directors concluded that these investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in these investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation in investment properties, the Directors have determined that the presumption that the carrying amounts of the investment properties located in Hong Kong measuring using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of the investment properties situated in Hong Kong, as it is expected that the Group will not subject to any income taxes on disposal of its investment properties situated in Hong Kong.

### 4. 重大會計判斷及估計不明朗因素之主要來源 – 續

#### 應用會計政策之重大判斷 – 續

##### 於投資物業之遞延稅項

就計算以公允價值模型計量的投資物業產生之遞延稅項負債或資產而言，董事已審閱本集團之投資物業組合，並斷定本集團位於中國、澳門及英國於2016年3月31日賬面值總額為8,947,507,000港元（2015年：7,922,362,000港元）之投資物業乃按目的是隨時間耗用（而非出售）投資物業所包含的絕大部分經濟利益之業務模式持有，故董事決定駁回位於中國、澳門及英國之有關投資物業的賬面值可透過出售而收回之假設。因此，本集團已就須於各司法權區繳納所得稅之投資物業公允價值變動確認遞延稅項負債為1,002,524,000港元（2015年：867,759,000港元），惟假設該等投資物業將透過使用而收回。就位於香港賬面總值為27,555,265,000港元（2015年：28,602,698,000港元）之投資物業而言，董事總結，該等投資物業並非按目的是隨時間耗用（而非出售）該等投資物業所包含的絕大部分經濟利益之業務模式持有。因此，於計量本集團於投資物業之遞延稅項時，董事決定不駁回採用公允價值模型計量之位於香港之投資物業的賬面值可全數透過出售而收回之假設。因此，本集團並無就位於香港之投資物業之公允價值變動確認任何遞延稅項，原因為預期於出售其位於香港之投資物業時將毋須繳納任何所得稅。

## 4. Critical Accounting Judgment and Key Sources of Estimation Uncertainty

– continued

### Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Fair value of investment properties

The investment properties of HK\$36,502,772,000 at 31 March 2016 (2015: HK\$36,525,060,000) are measured at fair value. The amount was based on a valuation on these properties conducted by an independent firm of professional valuers using property valuation techniques which involve certain key assumptions and inputs of market conditions, including:

- comparable market transactions with adjustments to reflect different locations or conditions; and
- comparable market rents and transactions, occupancy rate, discount rate and cost to be expended to complete the development of investment properties under construction.

The basis of valuation is disclosed in note 16. Changes to these assumptions and inputs would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in the profit or loss.

### Estimated net realisable value on properties under development for sale

In determining whether write down should be made to the Group's properties under development for sale of HK\$1,309,714,000 (2015: HK\$2,641,237,000), the Group takes into consideration the current market environment and the estimated market value (i.e. the estimated selling price less estimated costs of selling expenses) less estimated costs to completion of the properties. Write down is made if the estimated market value less estimated cost to completion of the properties is less than the carrying amount. If the actual net realisable value on properties under development for sales is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material write down may result.

## 4. 重大會計判斷及估計不明朗因素之主要來源 – 續

### 估計不明朗因素之主要來源

有關日後之主要假設及於報告期末估計不明朗因素之其他主要來源(擁有可導致下一個財政年度之資產及負債賬面值出現大幅調整之重大風險)如下。

### 投資物業之公允價值

於2016年3月31日, 為數36,502,772,000港元(2015年: 36,525,060,000港元)之投資物業按其公允價值計量。該金額乃根據獨立專業評估公司以物業估價法對該等物業進行的估價計算, 當中涉及若干市況假設及變量, 包括:

- 可比較市場交易並作出調整以反映不同地區或情況; 及
- 可比較市場租金及交易、出租率、貼現率及完成在建投資物業之發展的預計成本。

估值基準於附註16中披露。該等假設及輸入數據之變動會導致本集團投資物業之公允價值改變及對於損益中所報之收益或虧損作相應調整。

### 持作出售之發展中物業之估計可變現淨值

於釐定本集團持作出售之發展中物業1,309,714,000港元(2015年: 2,641,237,000港元)是否需要撇減時, 本集團考慮現時市場狀況及估計物業之市值(即估計售價減估計銷售費用)減估計物業竣工之成本。若物業之估計市值減該等物業之估計竣工成本後低於其賬面值, 則須作出撇減。倘持作出售之發展中物業之實際可變現淨值因市場狀況之改變及/或預算發展成本有重大變動而少於預期, 則可能作出重大撇減。

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### 4. Critical Accounting Judgment and Key Sources of Estimation Uncertainty

– continued

#### Key sources of estimation uncertainty – continued

##### Estimates of repayment of amounts due to non-controlling interests of a subsidiary

The Group's carrying amount of the interest-free amounts due to non-controlling interests of a subsidiary as at 31 March 2016 was HK\$132,000,000 (2015: HK\$150,000,000) (see note 30 for details). According to the shareholders' agreements, these amounts are repayable only when the indirect non wholly-owned subsidiary, Luck United Holdings Limited ("Luck United"), and its subsidiaries have surplus fund. Surplus fund represents available cash within these subsidiaries after payment of all operating expenses and payable, including but not limited to bank loans and third party loans which are due for repayment together with the accrued interest. The carrying amount of the amounts due to non-controlling interests of a subsidiary and the deemed contribution by non-controlling interests may be adjusted to reflect the revised estimated cash flows when the Group revises its estimates of the amount and timing of repayment to the non-controlling interests based on the cash flow forecasts and availability of surplus fund of Luck United and, consequently, affect the amount of imputed interest to be recognised in profit or loss, if any, over the expected life of the amounts due to non-controlling interest of a subsidiary.

##### Estimates of amount due to a related company

The Group's carrying amount of amount due to a related company as at 31 March 2016 is HK\$3,544,395,000 (2015: HK\$3,518,191,000) (see note 29 for details). There is no fixed repayment term and it was agreed with the related company that the Group will repay the amount based on the sufficiency of its operating cash flows. The carrying amount of the amount due to a related company and the deemed contribution by a related company may be adjusted to reflect the revised estimated cash flows when the Group revises its estimates of the amount and timing of repayment to the related company and consequently, affect the amount of imputed interest to be recognised in profit or loss over the expected life of the amount due to a related company.

### 4. 重大會計判斷及估計不明朗因素之主要來源 – 續

#### 估計不明朗因素之主要來源 – 續

##### 償還應付一間附屬公司之非控股權益款項之估計

本集團於2016年3月31日應付一間附屬公司之非控股權益之免息款項之賬面值為132,000,000港元(2015年:150,000,000港元)(詳情見附註30)。按照股東協議,該等款項僅當間接非全資擁有附屬公司Luck United Holdings Limited(「Luck United」)及其附屬公司具備盈餘資金時才需償還。盈餘資金乃指該等附屬公司於支付一切經營開支及應付款項(包括但不限於到期償還之銀行貸款及第三方貸款連同應計利息)後可動用之現金。應付一間附屬公司之非控股權益款項之賬面值及視作非控股權益出資之款額可能作出調整,以反映本集團根據Luck United之現金流預測及盈餘資金之可動用性重估非控股權益之償還款項及時間後修訂之估計現金流量,因此,影響按應付一間附屬公司之非控股權益款項之預計年期將於損益內確認之應計利息款項(如有)。

##### 應付一間關連公司款項之估計

本集團於2016年3月31日應付一間關連公司款項之賬面值為3,544,395,000港元(2015年:3,518,191,000港元)(詳情見附註29),並無固定還款期限並與關連公司議定本集團將根據其經營現金流量之充足程度償還款項。應付一間關連公司款項及視作由該關連公司出資之賬面值可予調整,以反映本集團重估向該關連公司還款之金額及時間後修訂之估計現金流量,因此,影響按應付一間關連公司款項之預計年期將於損益內確認之應計利息款項。

#### 4. Critical Accounting Judgment and Key Sources of Estimation Uncertainty

– continued

##### Key sources of estimation uncertainty – continued

##### Estimated provision for impairment of trade receivables

The Group makes allowance for doubtful debts based on an assessment of the recoverability of debtors. Allowances are made on trade receivables whenever there is any objective evidence that the balances may not be collectible. In determining whether an allowance for doubtful debts is required, the Group takes into consideration the aging status and the likelihood of collection. Following the identification of doubtful debts, the credit team discusses with the relevant customers and reports on the recoverability. Specific allowance is only made for trade receivables that are unlikely to be collected. Where the expectation on the recoverability of the debts is different from the original estimate, such difference will impact the carrying amounts of debtors and doubtful debt expenses in the periods in which such estimate has been changed.

The carrying amount of trade receivables as at 31 March 2016 is HK\$130,393,000 (2015: HK\$200,371,000) (see note 26 for details).

##### Deferred tax assets

At 31 March 2016, deferred tax assets of approximately HK\$36,067,000 (2015: HK\$28,748,000) (see note 34 for details) in relation to unused tax losses have been recognised in the Group's consolidated statement of financial position. No deferred tax assets has been recognised in respect of the remaining tax losses of HK\$653,826,000 (2015: HK\$609,973,000) due to unpredictability of future profit streams. The realisability of the deferred tax assets mainly depend on whether sufficient future profits or taxable temporary differences will be available in the future. In case where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

#### 4. 重大會計判斷及估計不明朗因素之主要來源 – 續

##### 估計不明朗因素之主要來源 – 續

##### 貿易應收款項減值之估計撥備

本集團根據對應收款項可收回程度之評估，就呆賬作出撥備。當有任何客觀憑證顯示貿易應收款項之結餘為可能無法收回時，亦會作出撥備。於決定是否需要就呆賬作出撥備時，本集團考慮到賬齡狀況及收回之可能性。於識別呆賬後，信貸團隊會與有關客戶商討及報告可收回程度。只有極可能無法收回之貿易應收款項才會作出特殊撥備。當對債務之可收回程度預期與原先估計有別時，該差異將影響於該估計改變期間內之應收款項及呆賬開支之賬面值。

於2016年3月31日之貿易應收款項之賬面值為130,393,000港元（2015年：200,371,000港元）（詳情見附註26）。

##### 遞延稅項資產

於2016年3月31日，有關未動用稅項虧損之遞延稅項資產約36,067,000港元（2015年：28,748,000港元）（詳情見附註34）已於本集團之綜合財務狀況表內確認。由於不能預測未來之溢利情況，故並無就其餘653,826,000港元之稅項虧損（2015年：609,973,000港元）確認遞延稅項資產。遞延稅項資產之可變現程度主要視乎未來是否有足夠可供動用之未來溢利或應課稅臨時差額。倘所產生之實際未來溢利少於預期，則可能產生遞延稅項資產之重大撥回，並將於該撥回發生之期間內確認為損益。

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For the year ended 31 March 2016 截至2016年3月31日止年度

### 4. Critical Accounting Judgment and Key Sources of Estimation Uncertainty

– *continued*

**Key sources of estimation uncertainty – *continued***

***Fair value measurements and valuation processes***

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Directors have a designated team to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the management of the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the Directors. Information about the valuation techniques and inputs used in determining the fair value of the Group's investment properties are disclosed in note 16.

In estimating the fair value of the Group's financial assets and financial liabilities at FVTPL (representing the Group's derivative financial instruments as disclosed in note 31), the Group uses market-observable data to the extent it is available. The management of the Group will assess the valuation of the derivative financial instruments based on discounted cash flow method at the end of the reporting period. The management of the Group will exercise their judgments based on their experience to establish and determine the appropriate valuation techniques and inputs to the valuation model. Where there is a material change in the fair value of the assets/liabilities, the causes of the fluctuations will be reported to the board of directors of the Company. Note 6 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of the Group's financial assets/liabilities at FVTPL.

### 4. 重大會計判斷及估計不明朗因素之主要來源 – 續

估計不明朗因素之主要來源 – 續

**公允價值計量及估值程序**

本集團部分資產及負債以公允價值計量以作財務報告。董事有一個專責團隊，以就計量公允價值確定適當之估值技術及輸入數據。

在估計本集團投資物業之公允價值時，本集團使用可獲得之市場可觀察數據。倘並無第1級輸入數據，本集團委聘第三方合資格估值師對本集團之投資物業進行估值。於各報告期末，本集團管理層與合資格外界估值師密切合作，建立及確定第2級及第3級公允價值計量之適當估值技術及輸入數據。如可從活躍市場可觀察報價得出輸入數據，則本集團會先考慮及採用第2級輸入數據。如無第2級輸入數據，則本集團會採用含第3級輸入數據之估值技術。倘資產公允價值發生重大變動，會向董事報告波動原因。有關釐定本集團投資物業公允價值所用估值技術及輸入數據之資料於附註16披露。

在估計本集團透過損益按公允價值列值之金融資產及金融負債（即在附註31披露之本集團之衍生金融工具）之公允價值時，本集團使用可獲得之市場可觀察數據。本集團管理層將於報告期末根據貼現現金流量方法評估衍生金融工具之估值。本集團管理層將根據以往經驗，建立及確定適當之估值技術及估值模型之輸入數據。倘資產／負債公允價值發生重大變動，會向本公司董事會報告波動原因。附註6提供了有關釐定本集團透過損益按公允價值列值之金融資產／負債之公允價值所採用之估值技術、輸入數據及主要假設之詳細資料。

## 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. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes amount due to a related company, amounts due to non-controlling interests of subsidiaries, unsecured notes, bank borrowings in notes 29, 30, 32 and 33 respectively, net of cash and cash equivalents 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 risks associates with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the debt raising.

## 6. Financial Instruments

### (a) Categories of financial instruments

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
<u>FVTPL</u>	<u>透過損益按公允價值列值</u>		
Derivative financial instruments	衍生金融工具	—	3,241
<u>Loans and receivables</u>	<u>貸款及應收款項</u>		
Receivables related to a development project	有關一項發展項目之應收款項	178,210	187,471
Deposit in designated bank account for development properties	就發展物業存放於指定銀行賬戶之存款	9,685	10,072
Trade and other receivables	貿易及其他應收款項	634,610	773,800
Pledged bank deposits	已抵押銀行存款	685,970	2,450,870
Short-term bank deposits	短期銀行存款	39,031	—
Bank balances and cash	銀行結餘及現金	3,108,291	1,356,769
		<b>4,655,797</b>	<b>4,778,982</b>

## 5. 資本風險管理

本集團管理其資本，以確保本集團內之實體能夠繼續按持續經營基準經營，同時透過優化債務及資本結餘盡量增加股東的回報。本集團之整體策略與去年維持不變。

本集團之資本架構包括債務淨額（包括分別於附註29、30、32及33所披露之應付一間關連公司款項、應付附屬公司之非控股權益款項、無抵押票據、銀行借貸）、現金及現金等價物淨值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。作為該檢討之一部分，董事考慮資本成本及各類資本之相關風險。根據董事之推薦建議，本集團將透過支付股息、發行新股份及增加債務，平衡其整體資本架構。

## 6. 金融工具

### (a) 金融工具之類別



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 6. Financial Instruments – continued

#### (a) Categories of financial instruments – continued

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Financial liabilities</b>	<b>金融負債</b>		
<u>FVTPL</u>	<u>透過損益按公允價值列值</u>		
Derivative financial instruments	衍生金融工具	16,700	24,408
<u>At amortised cost</u>	<u>按攤銷成本</u>		
Trade and other payables	貿易及其他應付款項	697,128	598,491
Amount due to a related company	應付一間關連公司款項	3,544,395	3,518,191
Amounts due to non-controlling interests of subsidiaries	應付附屬公司之非控股權益款項	132,000	152,576
Unsecured notes	無抵押票據	4,566,553	3,761,206
Bank borrowings	銀行借貸	11,029,088	9,527,652
		<b>19,969,164</b>	<b>17,558,116</b>

#### (b) Financial risk management objectives and policies

The Group's major financial instruments are listed in above table. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### **Market risk**

##### *Foreign currency risk*

Foreign currency risk refers to the risk that movement in foreign currency exchange rate which will affect the Group's financial results and its cash flows. Several subsidiaries of the Group have foreign currency sales and purchases, but the management considers the amount of foreign currency sales and purchase is insignificant. The management considers the Group does not expose to significant foreign currency risk in relation to transactions denominated in Macau Pataca ("MOP"). Exposures on balances which are denominated in MOP in group entities with HK\$ as functional currency are not considered significant because MOP is pegged to HK\$.

### 6. 金融工具－續

#### (a) 金融工具之類別－續

#### (b) 財務風險管理宗旨及政策

本集團之主要金融工具如上表所列。有關該等金融工具之詳情在各有關附註內披露。有關該等金融工具之風險，包括市場風險（外幣風險及利率風險）、信用風險及流動資金風險。如何減輕該等風險之政策載於下文。管理層對該等風險進行管理及監察，確保以及時及有效率之方式實行適當之措施。

##### **市場風險**

##### *外幣風險*

外幣風險指將影響本集團財務業績及其現金流量之外幣匯率變動之風險。本集團若干附屬公司有外幣買賣，但管理層認為外幣買賣之金額屬不重大。管理層認為於有關以澳門元（「澳門元」）定值之交易中，本集團並無面臨重大外幣風險。由於澳門元與港元掛鈎，因此，認為以港元為功能貨幣之集團實體內以澳門元定值之結餘之風險不重大。

## 6. Financial Instruments – continued

### (b) Financial risk management objectives and policies – continued

#### *Market risk – continued*

##### *Foreign currency risk – continued*

The Group is exposed to foreign currency risk in relation to the outstanding foreign currency denominated monetary items at the end of the reporting period, which included trade and other receivables, pledged bank deposits, short-term bank deposits and bank balances and cash. The sensitivity to foreign currency risks arising from the outstanding foreign currency denominated monetary items has been determined based on the reasonably possible change in foreign currency exchange rates between Renminbi (“RMB”) and HK\$. For a 5% (2015: 1%) strengthening in RMB against HK\$, the Group’s loss for the year will be decreased by HK\$34,573,000 (2015: the Group’s profit for the year will be increased by HK\$25,437,000). If RMB had been weakened against HK\$ in an opposite magnitude and all other variables held constant, the potential effect on the results would be equal and opposite.

The Group is also exposed to foreign currency risk in relation to the outstanding foreign currency forward contracts at the end of the reporting period. The sensitivity to foreign currency risk arising from the foreign currency forward contracts has been determined based on the reasonably possible change in the forward exchange rate between RMB and HK\$. For a 5% strengthening in RMB against HK\$, the Group’s post-tax loss for the year will be decreased by HK\$14,868,000 (2015: the Group’s post-tax profit for the year will be increased by HK\$43,452,000). If RMB had been weakened against HK\$ in an opposite magnitude and all other variables held constant, the potential effect on the results would be equal and opposite.

##### *Interest rate risk*

The Group is exposed to fair value interest rate risk in relation to fixed-rate pledged bank deposits and short-term bank deposits and fixed coupon rate unsecured notes. The Group is also exposed to cash flow interest rate risk in relation primarily to its bank balances, variable-rate amount due to a related company, interest rate swap contract and bank borrowings. The Group entered into a pay-fixed/receive-floating interest rate swap contract to mitigate its exposures to cash flow interest rate risk.

## 6. 金融工具 – 續

### (b) 財務風險管理宗旨及政策 – 續

#### *市場風險 – 續*

##### *外幣風險 – 續*

本集團就於報告期末未兌換之外幣定值貨幣項目（包括貿易及其他應收款項、已抵押銀行存款、短期銀行存款及銀行結餘及現金）承受外幣風險。對未兌換之外幣定值貨幣項目所產生之外幣風險之敏感度乃根據人民幣（「人民幣」）與港元間外幣匯率之合理可能變動而釐定。就人民幣兌港元升高5%（2015年：1%）而言，本集團於本年度之虧損將減少34,573,000港元（2015年：本集團之年度溢利將增加25,437,000港元）。倘人民幣兌港元降低同等幅度及所有其他變量保持不變，則對業績造成同等及相反之潛在影響。

於報告期末，本集團亦面臨關於未到期外匯遠期合約之外幣風險。外匯遠期合約所產生之外幣風險之敏感度乃根據人民幣與港元之間的遠期匯率之合理可能變動而釐定。倘人民幣兌港元升高5%，則本集團之年度稅後虧損將減少14,868,000港元（2015年：本集團之年度稅後溢利將增加43,452,000港元）。若人民幣兌港元降低同等幅度及所有其他變量保持不變，則對業績造成同等及相反之潛在影響。

##### *利率風險*

本集團就固定利率已抵押銀行存款及短期銀行存款及固定票息利率無抵押票據面對公允價值利率風險。本集團主要就其銀行結餘、應付一間關連公司浮動利率款項、利率掉期合約及銀行借貸亦面對現金流量利率風險。本集團已訂立支付固定利率／收取浮動利率之掉期合約，以減輕所面對之現金流量利率風險。

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### 6. Financial Instruments – continued

#### (b) Financial risk management objectives and policies – continued

##### Market risk – continued

##### Interest rate risk – continued

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR") arising from the Group's advances from a related company and bank borrowings.

The Group's sensitivity to cash flow interest rate risk has been determined based on the exposure to interest rates for the abovementioned financial assets and liabilities at the end of the reporting period and the reasonably possible change taking place at the beginning of each year and held constant throughout the respective year. The management's assessment of the reasonably possible change in interest rate and assuming that it took place at the beginning of each year and held constant throughout the respective year.

Except for bank balances and deposits using 5 basis points (2015: 5 basis points), if interest rates had been 100 basis points (2015: 100 basis points) higher and all other variables were held constant, the potential effect on post-tax (loss) profit for the year is as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
(Decrease) increase in post-tax (loss) profit for the year	年度除稅後(虧損)溢利(減少)增加		
– Bank balances	– 銀行結餘	(1,546)	669
– Amount due to a related company	– 應付一間關連公司款項	29,596	(29,377)
– Interest rate swap contract	– 利率掉期合約	(1,037)	5,032
– Bank borrowings	– 銀行借貸	71,079	(57,794)
		98,092	(81,470)

If interest rates had been lower in an opposite magnitude and all other variables held constant, the potential effect on the results would be equal and opposite.

### 6. 金融工具 – 續

#### (b) 財務風險管理宗旨及政策 – 續

##### 市場風險 – 續

##### 利率風險 – 續

本集團之現金流量利率風險，主要集中於來自一間關連公司之墊款及銀行借貸所產生之香港銀行同業拆息（「香港銀行同業拆息」）波動。

本集團現金流量利率風險之敏感度，乃根據上述金融資產及負債於報告期末之利率風險及於各年初發生之合理可能變動以及於各年內一直保持不變而予以釐定。管理層就利率之合理可能變動作出評估，並假設在每年年初時發生，且於相應年度內保持不變。

除銀行結餘及存款以5個基點（2015年：5個基點）為基準外，倘利率上升100個基點（2015年：100個基點）及所有其他變量保持不變，則對本年度除稅後（虧損）溢利之潛在影響如下：

倘利率降低同等幅度及所有其他變量保持不變，則對業績造成同等及相反之潛在影響。

## 6. Financial Instruments – *continued*

### (b) Financial risk management objectives and policies – *continued*

#### **Credit risk**

As at 31 March 2016, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position; and
- the financial guarantee issued by the Group as disclosed in note 19.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and receivables related to a development project at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds and deposits in designated bank account for development properties is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group has concentration of credit risk as 59% (2015: 78%) and 82% (2015: 79%) of the total trade receivables which was due from the Group's largest customer and the five largest customers respectively within the hotel and hotel related operations. The Directors consider that there is no significant credit risk on the trade receivables from the five largest customers given their strong financial background and good creditability. The remaining trade receivables balances are spread over a number of customers.

## 6. 金融工具—續

### (b) 財務風險管理宗旨及政策—續

#### **信用風險**

於2016年3月31日，本集團因對手方未能履行責任及本集團提供財務擔保造成本集團財務損失而面對之最高信用風險產生自：

- 綜合財務狀況表所示相關已確認金融資產之賬面值；及
- 如附註19所披露，本集團所發出之財務擔保。

為儘量減低信用風險，本集團之管理層已委派團隊負責釐定信貸限度、信貸批准及其他監察程序，以確保採取跟進行動以收回逾期債項。此外，本集團亦於報告期末檢討各個別貿易債項及有關一項發展項目之應收款項之可收回金額，以確保就不可收回款項作出足夠減值虧損準備。就此而言，董事認為，本集團之信用風險已大幅降低。

流動資金及就發展物業存放於指定銀行賬戶之存款之信用風險有限，因對手方為具有國際信貸評級機構所指定高信用等级之銀行。

貿易應收款項總額之59%（2015年：78%）及82%（2015年：79%）乃分別應收自酒店及酒店相關業務之本集團最大客戶及前五大客戶，因此本集團之信貸風險較為集中。董事認為來自前五大客戶之貿易應收款項並無重大信用風險，乃因彼等之財務背景及信貸記錄良好。其餘貿易應收款項結餘乃分散於大量客戶。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 6. Financial Instruments – continued

#### (b) Financial risk management objectives and policies – continued

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of banking facilities and ensures compliance with loan covenants.

The Group relies on bank borrowings and unsecured notes as significant source of liquidity. At 31 March 2016, based on the existing levels of bank balances and the existing banking facilities available, the Group will be able to meet its future cashflow requirements. Accordingly, the management considers that the Group's liquidity risk is minimal.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities and the earliest date on which the Group can be required to pay. Specifically, bank borrowings, with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is based on interest rate at the end of the reporting period.

### 6. 金融工具—續

#### (b) 財務風險管理宗旨及政策—續

##### 流動資金風險

為管理流動資金風險，本集團監督並保持現金及現金等價物在管理層認為足以供本集團營運所用及舒緩現金流量波動所致影響之水平。管理層監督銀行信貸之應用，確保遵守貸款契諾。

本集團依賴銀行借貸及無抵押票據作為流動現金之重要來源。於2016年3月31日，基於現有銀行結餘水平及可供動用之現有銀行信貸，本集團將可滿足未來現金流量之要求。因此，管理層認為本集團之流動資金風險極低。

下表載列本集團之非衍生金融負債之餘下合約到期日之詳情。此表乃根據本集團可能須償還之最早日期之金融負債之未貼現現金流量而編製。尤其是，具有可隨時按要求還款條款的銀行借貸乃列入最早時間範疇內，而不論銀行選擇行使其權利的可能性。其他非衍生金融負債之屆滿日期乃根據已協定還款日期而釐定。

該表包括利息及本金現金流量。若利率為浮息，則未貼現金額根據報告期末之利率得出。

## 6. Financial Instruments – continued

### (b) Financial risk management objectives and policies – continued

#### Liquidity risk – continued

In addition, the following table details the Group's liquidity analysis for its derivative financial liabilities. The tables have been drawn up based on the undiscounted contractual net cash outflows on derivative instruments that settle on a net basis. The liquidity analysis for the Group's derivative financial liabilities is prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

#### Liquidity table

		Weighted average effective interest rate 加權平均實際利率	Less than 1 year or repayable on demand 少於1年或按求償還 HK\$'000 千港元	1 year to 5 years 1年至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amounts 總賬面值 HK\$'000 千港元
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>						
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables	貿易及其他應付款項	-	697,128	-	-	697,128	697,128
Amount due to a related company	應付一間關連公司款項	3.66%	592,997	3,323,102	-	3,916,099	3,544,395
Amounts due to non-controlling interests of a subsidiary – non-interest bearing	應付一間附屬公司之非控股權益款項 – 非計息	-	132,000	-	-	132,000	132,000
Variable-rate bank borrowings	浮息銀行借貸	2.16%	3,272,096	6,402,310	2,104,716	11,779,122	11,029,088
Unsecured notes	無抵押票據	5.27%	223,666	5,056,203	-	5,279,869	4,566,553
Financial guarantee (Note)	財務擔保 (附註)	-	941,600	-	-	941,600	-
			5,859,487	14,781,615	2,104,716	22,745,818	19,969,164
<b>Derivative-net settlement</b>	<b>衍生工具 – 淨額結算</b>						
Interest rate swap contract – net	利率掉期合約 – 淨額	-	1,939	-	-	1,939	1,923
Foreign currency forward contract – net	外匯遠期合約 – 淨額	-	14,777	-	-	14,777	14,777
			16,716	-	-	16,716	16,700

## 6. 金融工具 – 續

### (b) 財務風險管理宗旨及政策 – 續

#### 流動資金風險 – 續

此外，下表載列本集團衍生金融負債之流動資金分析之詳情。該表乃根據以淨額方式結算之衍生工具之未貼現合約現金流出淨額而編製。本集團衍生金融負債之流動資金分析乃按照合約到期日而編製，原因是管理層認為合約到期日對理解衍生工具現金流之時間屬必要。

#### 流動資金表

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 6. Financial Instruments – continued

#### (b) Financial risk management objectives and policies

– continued

**Liquidity risk** – continued

Liquidity table – continued

### 6. 金融工具 – 續

#### (b) 財務風險管理宗旨及政策 – 續

流動資金風險 – 續

流動資金表 – 續

		Weighted average effective interest rate 加權平均 實際利率	Less than 1 year or repayable on demand 少於1年或 按要求償還 HK\$'000 千港元	1 year to 5 years 1年至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amounts 總賬面值 HK\$'000 千港元
At 31 March 2015	於2015年3月31日						
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables	貿易及其他應付款項	–	598,491	–	–	598,491	598,491
Amount due to a related company	應付一間關連公司款項	3.27%	563,284	3,353,176	–	3,916,460	3,518,191
Amounts due to non-controlling interests of subsidiaries – non-interest bearing	應付附屬公司之非控股權益款項 – 非計息	–	152,576	–	–	152,576	152,576
Variable-rate bank overdraft	浮息銀行透支	1.54%	5,871	–	–	5,871	5,871
Variable-rate bank borrowings	浮息銀行借貸	2.17%	3,068,971	5,290,453	1,764,559	10,123,983	9,521,781
Unsecured notes	無抵押票據	5.41%	188,428	4,350,675	–	4,539,103	3,761,206
Financial guarantee (Note)	財務擔保 (附註)	–	941,600	–	–	941,600	–
			5,519,221	12,994,304	1,764,559	20,278,084	17,558,116
<b>Derivative-net settlement</b>	<b>衍生工具 – 淨額結算</b>						
Interest rate swap contract – net	利率掉期合約 – 淨額	–	–	9,735	–	9,735	9,368
Foreign currency forward contracts – net	外匯遠期合約 – 淨額	–	1,084	13,956	–	15,040	15,040
			1,084	23,691	–	24,775	24,408

Note: The amount included above for financial guarantee is the maximum amount the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

附註：上述財務擔保之金額為倘擔保對方提出索償，本集團可能被迫根據安排就全部擔保金額結算之最高金額。根據於報告期末之預計，本集團認為較有可能毋須根據安排支付有關金額。然而，上述估計將視乎對手方根據擔保提出索償之可能性而有變，而提出索償之可能性則取決於對手方所持獲擔保財務應收款項出現信貸虧損之可能性。

## 6. Financial Instruments – continued

### (b) Financial risk management objectives and policies – continued

#### *Liquidity risk – continued*

Bank borrowings with a repayment on demand clause are included in the “less than 1 year or repayable on demand” time band in the above maturity analysis. As at 31 March 2016 and 31 March 2015, the aggregate carrying amounts of these bank loans amounted to HK\$105,013,000 and HK\$155,281,000 respectively. Taking into account the Group’s financial position, the Directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The Directors believe that such bank borrowings will be repaid within seven years (2015: fifteen years) after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$48,218,000, HK\$49,839,000 and HK\$11,618,000 (2015: HK\$18,979,000, HK\$98,699,000 and HK\$50,284,000) under the time band of “less than 1 year”, “1 year to 5 years” and “over 5 years” respectively.

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### (c) Fair value measurements of financial instruments

#### *Fair value of the Group’s financial assets and financial liabilities are measured at fair value on a recurring basis*

Some of the Group’s financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

## 6. 金融工具—續

### (b) 財務風險管理宗旨及政策—續

#### *流動資金風險—續*

具有可隨時按要求還款條款的銀行借貸於上述到期情況分析中列入「少於1年或按要求償還」時間範疇內。於2016年3月31日及於2015年3月31日，該等銀行借貸的總賬面值分別為105,013,000港元及155,281,000港元。經計及本集團之財務狀況，董事相信，銀行不大可能行使其要求即時還款的酌情權利。董事相信該等銀行借貸將會於報告日期後7年（2015年：15年）內根據貸款協議所載的計劃還款日期償還。屆時，本金總額及利息現金流出將於「少於1年」、「1年至5年」及「5年以上」的時間範疇內分別為48,218,000港元、49,839,000港元及11,618,000港元（2015年：18,979,000港元、98,699,000港元及50,284,000港元）。

金融資產及金融負債的公允價值乃根據公認定價模型按折現現金流量分析釐定。

董事認為於綜合財務報表按攤銷成本入賬之金融資產及金融負債之賬面值與其公允價值相若。

### (c) 金融工具之公允價值計量

#### *按經常性基準以公允價值計量之本集團金融資產及金融負債之公允價值*

本集團若干金融資產及金融負債於各報告期末按公允價值計量。下表提供此等金融資產及金融負債之公允價值如何釐定之資料（尤其是所採用之估值技術及輸入數據），以及根據公允價值計量之輸入數據之可觀察程度公允價值計量所歸入之公允價值等級（第1至3級）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 6. Financial Instruments – continued

### 6. 金融工具 – 續

#### (c) Fair value measurements of financial instruments – continued

#### (c) 金融工具之公允價值計量 – 續

*Fair value of the Group's financial assets and financial liabilities are measured at fair value on a recurring basis – continued*

按經常性基準以公允價值計量之本集團金融資產及金融負債之公允價值 – 續

Financial assets (liabilities) 金融資產 (負債)	Fair value as at 公允價值		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及主要輸入數據
	2016 HK\$'000 千港元	2015 HK\$'000 千港元		
(i) Financial assets at FVTPL: 透過損益按公允價值列值之 金融資產:			Level 2 第2級	Discounted cash flow: Future cashflows are estimated based on forward foreign currency rates (from observable yield curves at the end of the reporting period) and contract foreign currency rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流量: 未來現金流量乃根據遠期外幣匯率 (來自於報告期末之可觀察收益曲線) 及約定外幣匯率, 並按反映各對手方信貸風險之比率予以貼現而估計。
Foreign currency forward contracts 外匯遠期合約	–	3,241		
Financial liabilities at FVTPL: 透過損益按公允價值列值之 金融負債:				
Foreign currency forward contracts 外匯遠期合約	(14,777)	(15,040)		
(ii) Financial liabilities at FVTPL: 透過損益按公允價值列值之 金融負債:			Level 2 第2級	Discounted cash flow: Future cashflows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流量: 未來現金流量乃根據遠期利率 (來自於報告期末之可觀察收益曲線) 及約定利率, 並按反映各對手方信貸風險之比率予以貼現而估計。
Interest rate swap contract 利率掉期合約	(1,923)	(9,368)		

There were no transfers between Level 1, 2 and 3 during the years ended 31 March 2016 and 31 March 2015.

於截至2016年3月31日及2015年3月31日止年度, 第1級、第2級與第3級之間並無轉撥。

## 6. Financial Instruments – continued

### (d) Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

The amounts recognised for the derivative financial assets and derivative financial liabilities (including interest rate swap contract, foreign currency forward contracts) do not meet the criteria for offsetting in the Group's consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable upon an event of default.

## 6. 金融工具—續

### (d) 受抵銷、可行使淨額結算主協議或涉及類似協議約束的金融資產及金融負債

下表所作披露包括受可行使淨額結算主協議或涉及類似金融工具的類似協議約束的金融資產及金融負債，無論該等金融工具是否於本集團的綜合財務狀況表抵銷。

由於抵銷已確認金額的權利僅可於違約事件發生時執行，因此就衍生金融資產及衍生金融負債（包括利率掉期合約及外匯遠期合約）確認之金額不符合於本集團綜合財務狀況表抵銷的標準。

	Gross amounts of recognised financial assets	Gross amount of recognised financial liabilities set-off in the consolidated statement of financial position	Net amounts of financial assets/liabilities presented in the consolidated statement of financial position	Related amounts not set-off in the consolidated statement of financial position		Net amount
				Financial instruments	Cash collateral received	
	已確認金融資產總額	於綜合財務狀況表中抵銷之已確認金融負債總額	於綜合財務狀況表中列示之金融資產/負債淨額	未於綜合財務狀況表中抵銷之相關金額	已收取現金抵押品	淨額
	HK\$'000	HK\$'000	HK\$'000	Financial instruments	Cash collateral received	Net amount
	千港元	千港元	千港元	金融工具	現金抵押品	淨額
				HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 31 March 2016</b>						
<b>Derivatives</b>						
<b>Liabilities</b>						
Interest rate swap contract						
Foreign currency forward contract						
At 31 March 2015						
<b>Derivatives</b>						
<b>Asset</b>						
Foreign currency forward contracts						
<b>Liabilities</b>						
Interest rate swap contract						
Foreign currency forward contracts						

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## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 7. Revenue

An analysis of the Group's revenue is as follows:

### 7. 收入

本集團之收入分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Hotel and hotel related operations	酒店及酒店相關業務		
Service income from gaming operations	博彩業務之服務收入	1,451,547	1,731,070
Hotel room income	酒店客房收入	172,161	169,852
Food and beverage sales	餐飲銷售	161,024	161,908
Others	其他	10,454	15,396
		<b>1,795,186</b>	2,078,226
Sales of properties	物業銷售	2,971,634	12,750
Rental income from investment properties	投資物業租金收入	836,074	730,497
		<b>5,602,894</b>	2,821,473

### 8. Segment Information

The Group's operating and reportable segments are lease of properties, properties development and hotel and hotel related operations for the purpose of resources allocation and assessment of performance.

The segment information reported externally was analysed on the basis of their products and services supplied by the Group's operating divisions which is consistent with the internal information that is regularly reviewed by the executive directors of the Company (the "Executive Directors"), the chief operating decision makers, for the purposes of resource allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group around differences in products and services.

### 8. 分類資料

本集團之經營及可呈報業務分類為物業租賃、物業發展及酒店及酒店相關業務，以供分配資源及評估表現。

外部申報之分類資料乃根據本集團營運部門提供之產品及服務分析，與本公司執行董事（「執行董事」），即主要經營決策者，就資源分配及評估表現定期審閱之內部資料相符一致。此亦為本集團之組織基準，據此，管理層已選擇以產品及服務之差別組織本集團。

## 8. Segment Information – continued

Principal activities of the operating and reportable segments are as follows:

Lease of properties	–	Completed investment properties held for rental purpose
Properties development	–	Properties development and redevelopment for sale purpose
Hotel and hotel related operations	–	Hotel and hotel related operations in Hong Kong and Macau, including operations of mass market, VIP room and slot machine operations and provision of gaming-related marketing and public relation services for Grand Emperor Hotel in Macau

The Executive Directors review the hotel and hotel related operations in Macau along with that in Hong Kong and hence they are grouped and identified as a single operating segment – hotel and hotel related operations.

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by or loss suffered from each segment without allocation of central administration costs, interest income, finance costs, share of result of a joint venture and fair value changes in derivative financial instruments. This is the measure reported to the Executive Directors for the purpose of resource allocation and performance assessment.

## 8. 分類資料—續

經營及可呈報業務分類之主要活動如下：

物業租賃	–	持作出租之已完成投資物業
物業發展	–	發展及重建物業以作出售用途
酒店及酒店相關業務	–	於澳門及香港經營酒店及酒店相關業務，包括中場、貴賓廳、角子機業務及為澳門英皇娛樂酒店提供博彩相關市場推廣及公共關係服務

執行董事一併審閱澳門之酒店及酒店相關業務及香港之酒店業務，因此該等業務被歸類及識別為單一經營分類—酒店及酒店相關業務。

經營及可呈報分類之會計政策與附註3內所述之本集團會計政策相同。分類業績指各分類在未計及中央行政費用、利息收入、財務費用、分佔一間合營企業業績及衍生金融工具公允價值之變動時所賺取之溢利或產生之虧損。此乃呈報予執行董事以作資源分配及評估表現之方式。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 8. Segment Information – continued

Information regarding the above segments is reported below:

For the year ended 31 March 2016

#### Segment revenue and results

### 8. 分類資料—續

有關上述分類之資料呈報如下：

截至2016年3月31日止年度

#### 分類收入及業績

		Lease of properties 物業租賃 HK\$'000 千港元	Properties development 物業發展 HK\$'000 千港元	Hotel and hotel related operations 酒店及酒店 相關業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Segment revenue – from external customers	分類收入—來自外部客戶	836,074	2,971,634	1,795,186	5,602,894
Segment results	分類業績	(2,484,530)	807,497	337,062	(1,339,971)
Interest income	利息收入				90,894
Unallocated corporate expenses, net	未分配之企業費用—淨額				(157,188)
Net loss on fair value changes in derivative financial instruments	衍生金融工具之公允價值變動淨虧損				(20,340)
Finance costs	財務費用				(423,948)
Share of result of a joint venture	分佔一間合營企業之業績				(80)
Loss before taxation	除稅前虧損				(1,850,633)
Taxation	稅項				(379,032)
Loss for the year	年度虧損				(2,229,665)

#### Other information

#### 其他資料

Amounts included in the measure of segment results: 計量分類業績時計入之款項：

Allowance for doubtful debts	呆賬撥備	-	-	(560)	(560)
Depreciation of property, plant and equipment	物業、機器及設備之折舊	-	(735)	(168,231)	(168,966)
Release of prepaid lease payments	解除預付租賃付款	-	-	(18,100)	(18,100)
Fair value decrease of investment properties	投資物業公允價值減少	(3,167,583)	-	-	(3,167,583)
Impairment loss on prepaid lease payments	預付租賃付款之減值虧損	-	-	(49,034)	(49,034)
Write-downs of properties under development for sale	持作出售之發展中物業之撇減	-	(132,884)	-	(132,884)

Amounts regularly provided to the Executive Directors but not included in the measure of segment results (included in unallocated corporate expenses, net):

定期提供予執行董事但計量分類業績時並未計入之款項（計入未分配之企業費用—淨額）：

		HK\$'000 千港元
Depreciation of property, plant and equipment, at corporate level	企業層面持有之物業、機器及設備之折舊	35,516

## 8. Segment Information – continued

For the year ended 31 March 2015

### Segment revenue and results

## 8. 分類資料—續

截至2015年3月31日止年度

### 分類收入及業績

		Lease of properties 物業租賃 HK\$'000 千港元	Properties development 物業發展 HK\$'000 千港元	Hotel and hotel related operations 酒店及酒店 相關業務 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Segment revenue – from external customers	分類收入—來自外部客戶	730,497	12,750	2,078,226	2,821,473
Segment results	分類業績	1,370,453	(64,293)	680,615	1,986,775
Interest income	利息收入				89,929
Unallocated corporate expenses, net	未分配之企業費用—淨額				(140,853)
Net loss on fair value changes in derivative financial instruments	衍生金融工具之公允價值變動淨虧損				(13,357)
Finance costs	財務費用				(296,432)
Share of result of a joint venture	分佔一間合營企業之業績				(71)
Profit before taxation	除稅前溢利				1,625,991
Taxation	稅項				(350,298)
Profit for the year	年度溢利				1,275,693

### Other information

### 其他資料

Amounts included in the measure of segment results: 計量分類業績時計入之款項:

Reversal of allowance for doubtful debts	撥回呆賬撥備	-	-	2,612	2,612
Depreciation of property, plant and equipment	物業、機器及設備之折舊	-	(683)	(155,266)	(155,949)
Release of prepaid lease payments	解除預付租賃付款	-	-	(18,702)	(18,702)
Fair value increase of investment properties	投資物業公允價值增加	737,708	-	-	737,708

Amounts regularly provided to the Executive Directors but not included in the measure of segment results (included in unallocated corporate expenses, net):

定期提供予執行董事但計量分類業績時並未計入之款項(計入未分配之企業費用—淨額):

		HK\$'000 千港元
Depreciation of property, plant and equipment, at corporate level	企業層面持有之物業、機器及設備之折舊	28,503

No analysis of the Group's assets and liabilities by operating segment is disclosed as they are not regularly provided to the Executive Directors for review.

由於本集團按經營分類劃分之資產及負債分析並無定期提供予執行董事作審閱，故此並無披露該等分析。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 8. Segment Information – continued

#### Geographical information

The Group's operations are located in Hong Kong, the PRC, Macau and UK.

The Group's revenue from external customers and information about its non-current assets, other than receivables related to a development project and interest in a joint venture, by geographical location of the assets are detailed below:

### 8. 分類資料—續

#### 地域資料

本集團於香港、中國、澳門及英國經營業務。

本集團來自外部客戶之收入及有關其非流動資產（不包括有關一項發展項目之應收款項及於一間合營企業之權益）之資料（按資產之地理位置劃分）詳述如下：

		Revenue from customers 來自客戶之收入 For the year ended 31 March 截至3月31日止年度		Non-current assets 非流動資產 As at 31 March 於3月31日	
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Hong Kong	香港	3,840,934	764,196	29,579,791	30,488,098
The PRC	中國	5,290	5,664	5,990,156	4,896,888
Macau	澳門	1,738,619	2,047,544	4,251,070	4,813,145
UK	英國	18,051	4,069	735,507	402,762
		5,602,894	2,821,473	40,556,524	40,600,893

#### Information about major customers

During the year, revenue derived from one customer (2015: one) which contributed over 10% of the total revenue of the Group's revenue amounted to HK\$1,455,131,000 (2015: HK\$1,735,421,000). The revenue is related to the hotel and hotel related operations.

#### 主要客戶之資料

於本年度內，來自佔本集團總收入10%以上之一名（2015年：一名）客戶之收入達1,455,131,000港元（2015年：1,735,421,000港元）。該收入與酒店及酒店相關業務有關。

## 9. Other Losses

## 9. 其他虧損

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Net loss on fair value changes in derivative financial instruments	衍生金融工具公允價值之變動虧損淨額	20,340	13,357
Impairment loss on prepaid lease payments ( <i>Note a</i> )	預付租賃付款之減值虧損 ( <i>附註a</i> )	49,034	—
Write-downs of properties under development for sale ( <i>Note b</i> )	持作出售之發展中物業之撇減 ( <i>附註b</i> )	132,884	—
Net exchange loss	匯兌虧損淨額	167,344	48,939
		<b>369,602</b>	62,296

### Notes:

- (a) During the year, impairment indicator of decline in assets' value due to economic downturn is noted in the Inn Hotel Macau. The Directors conducted an impairment assessment on the hotel's property, plant and equipment and prepaid lease payments by reviewing their recoverable amounts. An impairment loss of HK\$49,034,000 in respect of prepaid lease payments as at 31 March 2016 has been recognised (2015: nil).
- (b) During the year, the Directors reviewed the recoverability of the properties under development for sale with reference to the current market environment and recognised write-downs of HK\$132,884,000 (2015: nil).

### 附註:

- (a) 於本年度內，澳門盛世酒店因經濟下滑而導致資產價值減少的減值跡象。董事已透過檢討該酒店的物業、機器及設備以及預付租賃付款的可收回金額進行減值評估。有關預付租賃付款的減值虧損49,034,000港元已於2016年3月31日確認（2015年：無）。
- (b) 於本年度內，董事參照現行市場環境後對持作出售之發展中物業的收回可行性進行檢討，並確認撇減132,884,000港元（2015年：無）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 10. Finance costs

### 10. 財務費用

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Interest on:	利息：		
– bank borrowings	– 銀行借貸	214,705	197,007
– other borrowings	– 其他借貸	–	4,229
– unsecured notes	– 無抵押票據	206,623	114,851
– amount due to a related company	– 應付一間關連公司款項	68,422	53,103
		489,750	369,190
Imputed interest expense on amount due to a related company	應付一間關連公司款項之應計利息開支	61,388	61,769
		551,138	430,959
Less: Amount capitalised in the cost of qualifying assets	減：於合資格資產成本中之已資本化款項	(138,566)	(139,723)
		412,572	291,236
Bank charges	銀行費用	11,376	5,196
		423,948	296,432

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying capitalisation rates ranging from 2.82% to 3.01% (2015: from 2.01% to 2.62%) per annum.

年內之資本化借貸成本乃於一般借貸總額中產生，並按資本化年率2.82%至3.01% (2015年：2.01%至2.62%) 計算。

## 11. (Loss) Profit Before Taxation

## 11. 除稅前（虧損）溢利

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
(Loss) profit before taxation has been arrived at after charging:	除稅前（虧損）溢利已扣除：		
Auditor's remuneration	核數師酬金	8,040	6,763
Allowance (reversal of allowance) for doubtful debts	呆賬撥備（撥回撥備）	560	(2,612)
Depreciation of property, plant and equipment	物業、機器及設備之折舊	204,482	184,452
Release of prepaid lease payments	解除預付租賃付款	18,100	18,702
Commission expenses in gaming operations (included in selling and marketing expenses)	博彩業務之佣金開支 （已計入銷售及市場推廣費用）	305,528	412,297
Operating lease rentals in respect of rented premises	租賃物業之經營租賃租金	7,690	8,309
Staff costs, including directors' remuneration and retirement benefit scheme contributions (note 12)	員工成本（包括董事酬金及退休福利計劃供款） （附註12）	669,538	648,471
Cost of properties held for sale recognised as an expense	已確認為開支之 持作出售物業成本	1,779,584	8,322
Write-downs of properties under development for sale recognised as an expense	已確認為開支之持作出售之 發展中物業之撇減	132,884	-
Cost of inventories in respect of hotel and hotel related operations recognised as an expense	已確認為開支之酒店及 酒店相關業務存貨成本	53,676	53,830
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	606	1,286
and after crediting:	及已計入：		
Interest income	利息收入	90,894	89,929

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 12. Directors', Chief Executives' and Employees' Emoluments

### 12. 董事、主要行政人員之酬金及僱員薪酬

#### (i) Directors' emoluments

#### (i) 董事酬金

		Non-executive director	Executive directors			Independent non-executive directors				Total
		非執行董事	執行董事			獨立非執行董事				
		Luk Siu Man, Semon 陸小曼 HK\$'000 千港元	Wong Chi Fai 黃志輝 HK\$'000 千港元	Fan Man Seung, Vanessa 范敏嫦 HK\$'000 千港元	Cheung Ping Keung 張炳強 HK\$'000 千港元	Wong Tak Ming, Gary 黃德明 HK\$'000 千港元	Cheng Ka Yu 鄭嘉裕 HK\$'000 千港元 (Note c) (附註c)	Chan Hon Piu 陳漢標 HK\$'000 千港元 (Note c) (附註c)	Liu Hing Hung 廖慶雄 HK\$'000 千港元 (Note d) (附註d)	Total 總額 HK\$'000 千港元
<b>2016</b>	<b>2016年</b>									
Fees	袍金	-	300	300	150	220	220	137	84	1,411
Other emoluments:	其他酬金:									
Salaries and other benefits (Note a)	薪金及其他福利 (附註a)	-	4,005	2,265	4,447	-	-	-	-	10,717
Performance related incentive payment (Note b)	與表現有關之獎勵款項 (附註b)	-	3,000	3,000	6,000	-	-	-	-	12,000
Retirement benefit scheme contributions	退休福利計劃供款	-	280	158	18	-	-	-	-	456
<b>Total emoluments</b>	<b>總酬金</b>	<b>-</b>	<b>7,585</b>	<b>5,723</b>	<b>10,615</b>	<b>220</b>	<b>220</b>	<b>137</b>	<b>84</b>	<b>24,584</b>
<b>2015</b>	<b>2015年</b>									
Fees	袍金	-	300	300	150	200	200	-	200	1,350
Other emoluments:	其他酬金:									
Salaries and other benefits (Note a)	薪金及其他福利 (附註a)	-	3,744	2,004	4,248	-	-	-	-	9,996
Performance related incentive payment (Note b)	與表現有關之獎勵款項 (附註b)	-	4,000	4,000	6,000	-	-	-	-	14,000
Retirement benefit scheme contributions	退休福利計劃供款	-	262	140	18	-	-	-	-	420
<b>Total emoluments</b>	<b>總酬金</b>	<b>-</b>	<b>8,306</b>	<b>6,444</b>	<b>10,416</b>	<b>200</b>	<b>200</b>	<b>-</b>	<b>200</b>	<b>25,766</b>

#### Notes:

- (a) Other benefits include non-exclusive use of motor vehicles, yacht, club debentures and membership.
- (b) The performance related incentive payment is determined with reference to the operating results taking into account certain adjustments, individual performance and comparable market statistics for the year.
- (c) Mr. Chan Hon Piu was appointed as Director on 18 August 2015.
- (d) Mr. Liu Hing Hung retired as Director on 18 August 2015.

#### 附註:

- (a) 其他福利包括使用非專用汽車、遊艇、會所債券及會籍。
- (b) 與表現有關之獎勵款項乃參照年度內之經營業績並考慮若干調整、個人表現及可比較市場數據釐定。
- (c) 陳漢標先生於2015年8月18日獲委任為董事。
- (d) 廖慶雄先生於2015年8月18日退任董事。

## 12. Directors', Chief Executives' and Employees' Emoluments – continued

### (i) Directors' emoluments – continued

The Chief Executives of the Company are also the Directors and therefore the emoluments of the Chief Executives have been disclosed above.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments of non-executive directors and independent non-executive directors shown above were mainly for their services as directors' of the Company.

### (ii) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, three (2015: three) were Directors whose emoluments are set out above. The total emoluments of the remaining two (2015: two) individuals were as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	14,713	16,299
Retirement benefit scheme contributions	退休福利計劃供款	125	214
		<b>14,838</b>	16,513

Their emoluments were within the following bands:

		Number of individuals 人數	
		2016	2015
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	1	–
HK\$6,500,001 to HK\$7,000,000	6,500,001港元至7,000,000港元	–	1
HK\$9,500,001 to HK\$10,000,000	9,500,001港元至10,000,000港元	1	1

No emolument was recognised or paid by the Group to the Directors as compensation for loss of office and inducement to join for both years. No Director had waived any emoluments during both years.

## 12. 董事、主要行政人員之酬金及僱員薪酬—續

### (i) 董事酬金—續

本公司主要行政人員亦為董事，因此主要行政人員之酬金已於上文披露。

以上所示執行董事酬金主要作為彼等就管理本公司及本集團事務所提供服務之報酬。以上所示非執行董事及獨立非執行董事的酬金主要作為彼等擔任本公司董事提供之服務的報酬。

### (ii) 僱員薪酬

在本集團五名最高薪酬人士中，3名（2015年：3名）為董事，彼等之酬金載於上文。餘下2名（2015年：2名）最高薪酬人士之薪酬總額如下：

彼等薪酬介乎以下範圍：

於兩個年度內，本集團概無確認或支付予董事作為失去職位補償及誘使加入本集團之薪酬。於兩個年度內，概無董事放棄任何酬金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 12. Directors', Chief Executives' and Employees' Emoluments – *continued*

#### (iii) Retirement benefit scheme

The Group participates in both defined contribution schemes which is registered under the Hong Kong Occupational Retirement Scheme Ordinance (the "ORSO" Scheme) and the Mandatory Provident Fund Scheme ("MPF Scheme") established under the Hong Kong Mandatory Provident Fund Scheme Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The retirement benefit cost charged to profit or loss represents contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

The Group also operates a defined contribution retirement scheme for all qualifying employees of a subsidiary of the Group in Macau since 1 September 2014. The assets of the scheme are held separately from those of the Group in funds under control of independent trustees. The retirement scheme cost recognised in profit or loss represents contributions payable to funds by the Group at rates specified in the rules of the scheme. Where there are employees of the Group who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

The employees of the Group's subsidiaries in Macau and the PRC are members of state-managed retirement benefit schemes operated by the Macau and PRC government. The Group is required to contribute a certain percentage of its payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the scheme.

During the year, the retirement benefit scheme contributions were HK\$13,535,000 (2015: HK\$18,175,000).

### 12. 董事、主要行政人員之酬金及僱員薪酬 – 續

#### (iii) 退休福利計劃

本集團參與兩個界定供款計劃，分別為根據香港職業退休計劃條例註冊之職業退休計劃（「職業退休計劃」）及於2000年12月根據香港強制性公積金計劃條例設立之強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開處理，並以基金形式持有及交由獨立託管人管理。凡於強積金計劃設立前屬職業退休計劃成員之僱員均可選擇保留在職業退休計劃內或轉而參加強積金計劃，惟於2000年12月1日或以後所有新入職本集團之僱員均須參加強積金計劃。

於損益內扣除之退休福利費用乃為本集團按有關計劃規則指定之比率對該等基金應付之供款。倘若僱員於獲授予全數供款前退出職業退休計劃，本集團須支付之供款可因應被沒收供款額而作出扣減。

自2014年9月1日起，本集團亦為本集團於澳門之一間附屬公司之所有合資格僱員參加定額供款退休計劃。該計劃之資產與本集團之資產分開處理，並以基金形式持有及交由獨立託管人管理。於損益內確認之退休計劃費用乃為本集團按有關計劃規則指定之比率對基金應付之供款。倘若本集團僱員於獲授予全數供款前退出該計劃，則本集團須支付之供款可因應被沒收供款額而作出扣減。

本集團之澳門及中國附屬公司之僱員乃分別為由澳門政府及中國政府管理之國家管理退休福利計劃之成員。本集團須按僱員薪酬之某個百分比向該等退休福利計劃供款以撥付福利。本集團對該等退休福利計劃須承擔之責任僅限於按照計劃之規定進行供款。

年內，退休福利計劃供款金額為13,535,000港元（2015年：18,175,000港元）。

## 13. Taxation

## 13. 稅項

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Tax charge comprises:	稅項支出包括：		
Current tax	本期稅項		
Hong Kong Profits Tax	香港利得稅	<b>166,258</b>	51,540
Macau Complementary Income Tax ("CT")	澳門所得補充稅 (「所得補充稅」)	<b>64,659</b>	83,763
		<b>230,917</b>	135,303
Reversal of CT provision in prior years	撥回往年所得補充稅撥備	<b>(39,837)</b>	(21,846)
(Over) underprovision in prior years	往年(超額撥備)撥備不足		
CT	所得補充稅	<b>(1,446)</b>	–
The PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	<b>(249)</b>	3,369
Hong Kong Profits Tax	香港利得稅	<b>(181)</b>	(120)
UK Income Tax	英國所得稅	<b>159</b>	–
		<b>(1,717)</b>	3,249
Deferred taxation ( <i>note 34</i> )	遞延稅項 ( <i>附註34</i> )		
Current year	本年度	<b>189,669</b>	233,592
		<b>379,032</b>	350,298

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

香港利得稅乃分別根據兩個年度之估計應課稅溢利按稅率16.5%計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率由2008年1月1日起訂為25%。

The CT is calculated at the applicable rate of 12% of the estimated assessable profits for both years.

所得補充稅乃分別按兩個年度之估計應課稅溢利之適用稅率12%計算。

Pursuant to the CT law, the CT assessment on the estimated assessable profit in a year of assessment will be lapsed in five consecutive years after that year of assessment. At the end of the reporting period, the Directors reassessed the adequacy of the CT provision and determined to reverse part of the Group's relevant CT provision of HK\$39,837,000 for the 2010 year of assessment (2015: HK\$21,846,000 for the 2009 year of assessment) accordingly.

根據所得補充稅法，某一評稅年度估計應課稅溢利之所得補充稅評估將自該評稅年度起五個連續年度後失效。於報告期末，董事已重新評估所得補充稅撥備之充足性，並決定相應撥回本集團於2010年評稅年度之部分相關所得補充稅撥備39,837,000港元(2015年：有關2009年評稅年度之21,846,000港元)。

UK Income Tax is calculated at the applicable rate of 20% of the estimated assessable profits for current year.

於本年度，英國所得稅乃按估計應課稅溢利之適用稅率20%計算。

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### 13. Taxation – continued

The taxation charge for the year can be reconciled to the (loss) profit before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

### 13. 稅項 – 續

年內稅項支出可與綜合損益及其他全面收益表所載之除稅前(虧損)溢利對賬如下:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(1,850,633)</b>	1,625,991
Tax (credit) charge at Hong Kong Profits Tax of 16.5%	按香港利得稅16.5%計算之稅項(抵免)支出	<b>(305,354)</b>	268,289
Tax effect of share of result of a joint venture	分佔一間合營企業業績之稅務影響	<b>13</b>	12
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	<b>(185,460)</b>	(206,401)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	<b>822,985</b>	253,450
Utilisation of tax losses previously not recognised	動用先前並無確認之稅項虧損	<b>(16,781)</b>	(871)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>23,194</b>	16,473
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時性差異之稅務影響	<b>27,810</b>	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	附屬公司於其他司法權區經營稅率不同之影響	<b>53,612</b>	37,432
Reversal of tax provision in prior years	撥回過往年度稅項撥備	<b>(39,837)</b>	(21,846)
(Over)underprovision in prior years	過往年度(超額撥備)撥備不足	<b>(1,717)</b>	3,249
Others	其他	<b>567</b>	511
Taxation for the year	年內稅項	<b>379,032</b>	350,298

## 14. Dividends

## 14. 股息

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Dividends recognised as distribution during the year:	年內確認作分派之股息：		
Interim dividend paid for 2016: HK\$0.045 per share (2015: HK\$0.05 per share in respect of 2015)	已派2016年中期股息： 每股0.045港元（2015年： 就2015年派發每股0.05港元）	165,489	183,589
Final dividend paid for 2015: HK\$0.06 per share (2015: HK\$0.059 per share in respect of 2014)	已派2015年末期股息： 每股0.06港元（2015年： 就2014年派發每股0.059港元）	220,653	216,635
		<b>386,142</b>	400,224

The final dividend of HK\$0.055 per share in respect of the year ended 31 March 2016 (2015: final dividend of HK\$0.06 per share) amounting to approximately HK\$202,265,000 has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事建議派發截至2016年3月31日止年度每股0.055港元（2015年：末期股息每股0.06港元）之末期股息，共約202,265,000港元，惟須待股東於應屆股東週年大會上批准後方可作實。

## 15. (Loss) Earnings Per Share

The calculations of the basic and diluted (loss) earnings per share attributable to the ordinary equity holders of the Company are based on the following data:

## 15. 每股（虧損）盈利

本公司普通股本持有人應佔每股基本及攤薄（虧損）盈利乃根據以下數據計算：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>(Loss) earnings for the purpose of basic and diluted (loss) earnings per share</b>	就計算每股基本及攤薄（虧損）盈利時使用之（虧損）盈利		
(Loss) profit for the year attributable to the owners of the Company	本公司擁有人應佔年度（虧損）溢利	<b>(2,391,188)</b>	898,129

		2016	2015
<b>Number of shares</b>	股份數目		
Weighted average number of ordinary shares in issue for the purpose of basic and diluted (loss) earnings per share	就計算每股基本及攤薄（虧損）盈利時使用之已發行普通股加權平均數	<b>3,676,189,998</b>	3,671,776,192



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### 15. (Loss) Earnings Per Share – continued

The weighted average number of ordinary shares has been adjusted by the weighted average number of ordinary shares issued due to the exercise of share options of the Company during the year.

For the years ended 31 March 2016 and 2015, there are no dilutive effects from the Company's outstanding share options as the exercise price of these share options is higher than the average market price of the Company's shares during that year.

There were no outstanding share options in issue by the Company's subsidiary, Emperor Entertainment Hotel Limited ("Emperor E Hotel"), during the years ended 31 March 2016 and 2015.

### 15. 每股(虧損)盈利—續

普通股加權平均數已就於年內因行使本公司購股權而發行之普通股加權平均數作出調整。

截至2016年及2015年3月31日止年度，本公司之尚未行使購股權並無攤薄效應，原因為於有關年度該等購股權的行使價高於本公司股份的平均市價。

截至2016年及2015年3月31日止年度，並無由本公司附屬公司英皇娛樂酒店有限公司(「英皇娛樂酒店」)發行之尚未行使購股權。

### 16. Investment Properties

### 16. 投資物業

		2016			2015		
		Completed investment properties	Investment properties under development	Total	Completed investment properties	Investment properties under development	Total
		已落成投資物業	發展中投資物業	總額	已落成投資物業	發展中投資物業	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>At fair value</b>	<b>按公允價值</b>						
At beginning of the year	於年初	28,409,060	8,116,000	36,525,060	26,495,675	6,645,000	33,140,675
Exchange realignment	外匯調整	(44,443)	(235,822)	(280,265)	875	4,056	4,931
Additions	添置	2,140,461	1,208,699	3,349,160	2,438,044	442,152	2,880,196
Disposals	出售	(3,600)	–	(3,600)	(238,450)	–	(238,450)
Transfer from investment properties under development to completed investment properties	自發展中投資物業轉撥至已落成投資物業	1,857,590	(1,857,590)	–	–	–	–
Transfer from completed investment properties to investment properties under development (Note)	自己落成投資物業轉撥至發展中投資物業(附註)	(819,000)	819,000	–	–	–	–
Transfer from property, plant and equipment to completed investment properties	自物業、機器及設備轉撥至已落成投資物業	80,000	–	80,000	–	–	–
(Decrease) increase in fair value, net	公允價值(減少)增加淨額	(3,948,296)	780,713	(3,167,583)	(287,084)	1,024,792	737,708
At end of the year	於年末	27,671,772	8,831,000	36,502,772	28,409,060	8,116,000	36,525,060

Note: During the year, certain completed investment properties were transferred to investment properties under development upon commencement of redevelopment of the properties with a view to earn rentals and for capital appreciation at a fair value of HK\$819,000,000 at the date of transfer.

附註：於年內，若干已落成投資物業於物業重建開始後已轉撥至發展中投資物業，並以賺取租金及資本增值為目標，於轉撥日期之公允價值為819,000,000港元。

## 16. Investment Properties – continued

The carrying amount of investment properties comprises properties situated in:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Hong Kong	香港	27,555,265	28,602,698
PRC	中國	5,952,500	4,889,000
Macau	澳門	2,259,500	2,630,600
UK	英國	735,507	402,762
		<b>36,502,772</b>	36,525,060

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the Group's investment properties at each of the reporting period have been arrived at on the basis of a valuation carried out on those dates by Memfus Wong Surveyors Limited, an independent firm of qualified professional property valuers not connected with the Group, in accordance with the HKIS Valuation Standards (2012 Edition) issued by Hong Kong Institute of Surveyors.

For completed investment properties, the valuations have been arrived at with reference to market evidence of recent transaction prices for similar properties and rental income using the applicable market yields for the respective locations and types of properties.

For investment properties under development, the valuations have been arrived at assuming that the investment properties will be completed in accordance with the development proposals and the relevant approvals for the proposals have been obtained. The valuations include key factors such as the market value of the completed investment properties, which are estimated with reference to recent sales evidence of similar properties in the nearest locality as available in the relevant market with adjustments made by the valuers to accounts for differences in the locations and other factors specific to determine the potential sales proceeds, and deducting the development costs and required profit margin from the investment properties which are derived from the interpretation of prevailing investor requirements or expectations at the valuation dates.

## 16. 投資物業—續

投資物業之賬面值包括位於以下地方的物業：

本集團所有根據經營租賃持有作賺取租金或資本增值用途之物業權益乃使用公允價值模式計量並分類及入賬為投資物業。

本集團投資物業於各報告期間之公允價值乃根據黃開基測計師行有限公司（與本集團並無關連之獨立合資格專業物業估值師）於該等日期根據香港測量師學會頒佈之香港測量師學會估值準則（2012年版）進行之估值而釐定。

就已落成投資物業而言，估值乃根據相若物業之近期市場交易價格及使用物業各自之位置及類型之適用市場收益之租金收入釐定。

就發展中投資物業而言，估值乃假設投資物業將會根據發展計劃落成而作出，且發展計劃已獲相關批准。估值包括已落成投資物業之市值等若干重要因素，並參照近期於相關市場可供買賣而地區相近之同類物業進行推測，而估值師會因應位置差異及其他具體因素作出調整，以釐定潛在銷售之所得款項，再扣減投資物業之發展成本及所要求之利潤率（此等數字乃根據現有投資者於估值日期之要求或預期而推算得出）。

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### 16. Investment Properties – continued

During the year, the Group leased out some of the owned-occupied properties for rental income. The buildings were transferred to investment properties and measured at fair value at the date of transfer accordingly. The fair value of the properties at the date of transfer was HK\$80,000,000. The gain on revaluation, amounting to HK\$72,796,000 was credited to the asset revaluation reserve directly.

During the year, the net interest capitalised in investment properties under development amounted to HK\$75,032,000 (2015: HK\$59,232,000).

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

There has been no change to the valuation technique during the year. The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and key inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

### 16. 投資物業 – 續

於年內，本集團將若干自用物業出租，以賺取租金收入。樓宇已轉撥至投資物業，並相應按轉撥日期的公允價值計量。物業於轉撥日期之公允價值為80,000,000港元。重估收益達72,796,000港元，已直接計入資產重估儲備。

於年內，發展中投資物業的資本化利息淨額為75,032,000港元（2015年：59,232,000港元）。

於估計物業之公允價值時，物業之最高及最佳用途為彼等之現時用途。

年內，估值技術並無變動。下表提供有關此等投資物業之公允價值如何釐定之資料（尤其是所採用之估值技術及主要輸入數據），以及根據公允價值計量之主要輸入數據之可觀察程度公允價值計量所歸入之公允價值等級（第1至3級）。

Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表中 本集團所持有之投資物業	Fair value		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity/relationship of unobservable inputs to fair value 不可觀察輸入數據對公允價值 之敏感度/關係
	2016	2015				
	HK\$'000 千港元	HK\$'000 千港元				
<b>Hong Kong</b>						
<b>香港</b>						
Retail shops/complexes	<b>16,079,450</b>	17,416,323	Level 3	Direct comparison method with market unit rate as the key input	Market unit rate, mainly taking into account the time, location, frontage and size, between the comparables, which ranged from HK\$5,000 to HK\$950,000 (2015: HK\$5,800 to HK\$1,400,000) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
零售商舖/商場			第3級	直接比較法，以市場單位租金作為主要輸入數據	市場單位租金，主要經計及可比較物業間之時間、位置、臨街面及大小，其介乎每平方米5,000港元至950,000港元（2015年：5,800港元至1,400,000港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。

## 16. Investment Properties – continued

## 16. 投資物業 — 續

Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表中 本集團所持有之投資物業	Fair value		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity/relationship of unobservable inputs to fair value 不可觀察輸入數據對公允價值 之敏感度 / 關係
	公允價值					
	2016 HK\$'000 千港元	2015 HK\$'000 千港元				
Retail shops/complexes	3,339,000	3,675,000	Level 3	Direct capitalisation method with market unit rent and capitalisation rate as the key input	Monthly rent, based on saleable floor area using direct market comparables and taking into account of time, location, frontage and size of properties, which ranged from HK\$38 to HK\$1,700 (2015: HK\$52 to HK\$2,300) per square foot	The higher the monthly rent, the higher the fair value, and vice versa.
零售商舖 / 商場			第3級	直接資本化法，以市場單位租金及資本化率作為主要輸入數據	每月租金，根據市場直接可比較物業之可售樓面面積，並經計及物業之時間、位置、臨街面及大小，其介乎每平方米38港元至1,700港元（2015年：52港元至2,300港元）	月租越高，則公允價值越高，反之亦然。
					Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the properties, prevailing market condition, which ranged from 2.4% to 3.5% (2015: 2.8% to 3.3%) per annum	The higher the capitalisation rate, the lower the fair value, and vice versa.
					資本化率，經計及潛在租金收入之資本化、物業之性質、現行市場狀況，其介乎每年2.4%至3.5%（2015年：2.8%至3.3%）	資本化率越高，則公允價值越低，反之亦然。
Retail/commercial/ residential properties under development	1,828,000	1,945,000	Level 3	Residual method The key inputs are:		
發展中零售 / 商業 / 住宅 物業			第3級	殘值法 主要輸入數據為：		
				(1) Gross development value	Gross development value on completion basis, mainly taking into account the time, location, design, frontage, layout and size between the comparables and the properties, which ranged from HK\$31,200 to HK\$90,000 (2015: HK\$75,280 to HK\$941,000) per square foot	The higher the gross development value, the higher the fair value, and vice versa.
				(1) 開發總價值	按落成基準的開發總價值，主要經計及可比較物業與該等物業間之時間、位置、設計、臨街面、佈局及大小，其介乎每平方米31,200港元至90,000港元（2015年：75,280港元至941,000港元）	開發總價值越高，則公允價值越高，反之亦然。
				(2) Developer's profit	Developer's profit at 12% – 15% (2015: 2.5% – 15%) taking into account the construction progress of the property	The higher the developer's profit, the lower the fair value, and vice versa.
				(2) 發展商之溢利	發展商之溢利為12%–15%（2015年：2.5%–15%），經計及該物業之工程進度	發展商溢利越高，則公允價值越低，反之亦然。

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## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 16. Investment Properties – continued

### 16. 投資物業 – 續

Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表中本集團所持有之投資物業	Fair value		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity/relationship of unobservable inputs to fair value 不可觀察輸入數據對公允價值之敏感度/關係
	2016					
	2015	2016				
	HK\$'000 千港元	HK\$'000 千港元				
Offices premises	3,925,900	3,175,150	Level 3	Direct comparison method with market unit rate as the key input	Market unit rate, mainly taking into account the time, location, quality, floor level and size, between the comparables, which ranged from HK\$7,000 to HK\$32,700 (2015: HK\$5,900 to HK\$20,000) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
辦公室物業			第3級	直接比較法，以市場單位租金作為主要輸入數據	市場單位租金，主要經計及可比較物業間之時間、位置、質素、樓層及大小，其介乎每平方呎7,000港元至32,700港元（2015年：5,900港元至20,000港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。
Industrial premises	1,588,995	1,608,095	Level 3	Direct comparison method with market unit rate as the key input	Market unit rate, mainly taking into account the time, location, quality, floor level and size, between the comparables, which ranged from HK\$1,600 to HK\$7,100 (2015: HK\$1,650 to HK\$7,100) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
工業物業			第3級	直接比較法，以市場單位租金作為主要輸入數據	市場單位租金，主要經計及可比較物業間之時間、位置、質素、樓層及大小，其介乎每平方呎1,600港元至7,100港元（2015年：1,650港元至7,100港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。
Residential premises	793,920	783,130	Level 3	Direct comparison method with market unit rate as the key input	Market unit rate, mainly taking into account the time, location, quality, view, floor level and size, between the comparables, which ranged from HK\$4,400 to HK\$25,000 (2015: HK\$4,600 to HK\$25,000) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
住宅物業			第3級	直接比較法，以市場單位租金作為主要輸入數據	市場單位租金，主要經計及可比較物業間之時間、位置、質素、景觀、樓層及大小，其介乎每平方呎4,400港元至25,000港元（2015年：4,600港元至25,000港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。
<b>Macau</b>						
<b>澳門</b>						
Retail shops/complexes	1,066,800	1,190,500	Level 3	Direct comparison method with market unit rate as the key input	Market unit rate, mainly taking into account the time, location, frontage and size, between the comparables, which ranged from HK\$6,800 to HK\$151,000 (2015: HK\$7,700 to HK\$171,000) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
零售商舖/商場			第3級	直接比較法，以市場單位租金作為主要輸入數據	市場單位租金，主要經計及可比較物業間之時間、位置、臨街面及大小，其介乎每平方呎6,800港元至151,000港元（2015年：7,700港元至171,000港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。

## 16. Investment Properties – continued

## 16. 投資物業 – 續

Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表中本集團所持有之投資物業	Fair value		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity/relationship of unobservable inputs to fair value 不可觀察輸入數據對公允價值之敏感度/關係
	公允價值					
	2016 HK\$'000 千港元	2015 HK\$'000 千港元				
Retail/commercial properties under development 發展中零售/商業物業	1,153,000	1,397,000	Level 3 第3級	Residual method The key inputs are:  殘值法 主要輸入數據為：  (1) Gross development value  (1) 開發總價值	Gross development value on completion basis, mainly taking into account the time, location, design, frontage, layout and size between the comparables and the properties, of HK\$31,650 to HK\$158,252 (2015: HK\$34,951 to HK\$174,757) per square foot  按落成基準的開發總價值，主要經計及可比較物業與該等物業間之時間、位置、設計、臨街面、佈局及大小，其介乎每平方呎31,650港元至158,252港元（2015年：34,951港元至174,757港元）	The higher the gross development value, the higher the fair value, and vice versa.  開發總價值越高，則公允價值越高，反之亦然。
				(2) Level adjustments  (2) 樓層調整	Level adjustment on individual floor of the properties ranged from about 20% to 35% (2015: 20% to 35%) on specific levels  物業個別樓層之樓層調整，介乎特定樓層之約20%至35%（2015年：20%至35%）	The higher the upward level adjustment, the higher the fair value, and vice versa.  樓層上調越多，則公允價值越高，反之亦然。
				(3) Developer's profit  (3) 發展商之溢利	Developer's profit at 12% (2015: 10%), taking into account the construction progress of the property  發展商之溢利為12%（2015年：10%），經計及該物業之工程進度	The higher the developer's profit, the lower the fair value, and vice versa.  發展商溢利越高，則公允價值越低，反之亦然。
Residential premises 住宅物業	39,700	43,100	Level 3 第3級	Direct comparison method with market unit rate as the key input  直接比較法，以市場單位租金作為主要輸入數據	Market unit rate, mainly taking into account the time, location, quality, view, floor level and size, between the comparables, which was HK\$7,200 (2015: HK\$7,700 to HK\$7,900) per square foot  市場單位租金，主要經計及可比較物業間之時間、位置、質素、景觀、樓層及大小，其為每平方呎7,200港元（2015年：7,700港元至7,900港元）	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.  所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 16. Investment Properties – continued

### 16. 投資物業 – 續

Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表中本集團所持有之投資物業	Fair value		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity/relationship of unobservable inputs to fair value 不可觀察輸入數據對公允價值之敏感度/關係
	2016	2015				
	HK\$'000 千港元	HK\$'000 千港元				
<b>PRC</b>						
<b>中國</b>						
Retail shops/complexes	<b>102,500</b>	115,000	Level 3	Direct comparison method with market unit rate as the key input	Market unit rate, mainly taking into account the time, location, frontage and size, between the comparables, which ranged from HK\$1,700 to HK\$3,700 (2015: HK\$2,200 to HK\$3,900) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
零售商舖/商場			第3級	直接比較法，以市場單位租金作為主要輸入數據	市場單位租金，主要經計及可比較物業間之時間、位置、臨街面及大小，其介乎每平方呎1,700港元至3,700港元（2015年：2,200港元至3,900港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。
Retail/commercial properties under development	<b>5,850,000</b>	4,774,000	Level 3	Residual method The key inputs are:		
發展中零售/商業物業			第3級	殘值法 主要輸入數據為：		
				(1) Gross development value	Gross development value on completion basis, mainly taking into account the time, location, design, frontage, layout and size between the comparables and the properties, which ranged from HK\$770 to HK\$10,161 (2015: HK\$765 to HK\$8,867) per square foot	The higher the gross development value, the higher the fair value, and vice versa.
				(1) 開發總價值	按落成基準的開發總價值，主要經計及可比較物業與該等物業間之時間、位置、設計、臨街面、佈局及大小，其介乎每平方呎770港元至10,161港元（2015年：765港元至8,867港元）	開發總價值越高，則公允價值越高，反之亦然。
				(2) Level adjustment	Level adjustment on individual floor of the properties ranged from about 55% to 80% (2015: 50% to 80%) on specific levels	The higher the upward level adjustment, the higher the fair value, and vice versa.
				(2) 樓層調整	物業個別樓層之樓層調整，介乎特定樓層之約55%至80%（2015年：50%至80%）	樓層上調越多，則公允價值越高，反之亦然。
				(3) Developer's profit	Developer's profit ranged from 3% to 30% (2015: 12% to 30%), taking into account the construction progress of the property	The higher the developer's profit, the lower the fair value, and vice versa.
				(3) 發展商之溢利	發展商之溢利介乎3%至30%（2015年：12%至30%），經計及該物業之工程進度	發展商溢利越高，則公允價值越低，反之亦然。

## 16. Investment Properties – continued

## 16. 投資物業 – 續

Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表中 本集團所持有之投資物業	Fair value		Fair value hierarchy 公允價值等級	Valuation techniques and key inputs 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity/relationship of unobservable inputs to fair value 不可觀察輸入數據對公允價值 之敏感度 / 關係
	2016	2015				
	HK\$'000 千港元	HK\$'000 千港元				
<b>UK</b>						
<b>英國</b>						
Retail shops/complexes/ offices	<b>735,507</b>	402,762	Level 3	Direct capitalisation method with market unit rent and capitalisation rate as the key input	Monthly rent, based on internal floor area using direct market comparables and taking into account of time, location, frontage and size of properties, which ranged from HK\$24 to HK\$500 (2015: HK\$24 to HK\$500) per square foot	A significant increase in the market unit rate used would result in a significant increase in the fair value of the investment properties, and vice versa.
零售商舖 / 商場 / 辦公室			第3級	直接資本化法，以市場單位租金及資本化率作為主要輸入數據	每月租金，根據市場直接可比較物業之內部樓面面積，並經計及物業之時間、位置、臨街面及大小，其介乎每平方米24港元至500港元（2015年：24港元至500港元）	所採用市場單位租金大幅增加將引致投資物業之公允價值大幅增加，反之亦然。
				Capitalisation rate, taking into account the capitalisation of rental income potential, nature of properties, prevailing market condition, which ranged from 2.7% to 2.8% (2015: 2.8% to 3.0%) per annum	資本化率，經計及潛在租金收入之資本化、物業之性質、現行市場狀況，其介乎每年2.7%至2.8%（2015年：2.8%至3.0%）	The higher the capitalisation rate, the lower the fair value, and vice versa.  資本化率越高，則公允價值越低，反之亦然。

### Joint operation relating to an investment property under development in the PRC

Some subsidiaries of the Company, Expert Pearl Investment Limited and its subsidiaries (collectively referred to as the "Expert Pearl Group") entered into a joint venture agreement (the "JV Agreement") with Shanghai Zhangxi Investment Development Co., Ltd. (the "JV Partner") to jointly develop investment property under development located in Shanghai (the "Property"). Expert Pearl Group and the JV Partner intend to develop the Property into a commercial complex (the "PRC Project"). Under the JV Agreement, the saleable floor area would be split between the parties in equal shares after the completion of the development of the Project. Pursuant to the terms of the JV Agreement, the PRC Project is accounted for as a joint operation. In previous year, the Group filed an appeal against the JV partner, which was rejected and the JV agreement shall continue to have effect. For details, please refer to 2011/2012 annual report.

As at 31 March 2016, the major assets in the PRC project is the investment properties under development with fair value of HK\$1,633,000,000 (2015: HK\$1,599,000,000). The site preparation work had been completed at the end of the reporting period, the valuation has been arrived at by adopting residual approach.

As at 31 March 2016, the amount of HK\$178,210,000 (2015: HK\$187,471,000) represents the construction cost incurred and receivable from the JV Partner.

### 有關於中國發展中投資物業之合營業務

本公司之附屬公司Expert Pearl Investment Limited及其附屬公司（統稱為「Expert Pearl集團」）與Shanghai Zhangxi Investment Development Co., Ltd.（「合營夥伴」）訂立合營協議（「合營協議」），以共同發展位於上海市之發展中投資物業（「該物業」）。Expert Pearl集團及合營夥伴擬將該物業發展為商業綜合大樓（「中國項目」）。根據合營協議，訂約雙方將於完成項目之發展後按相同份額攤分可售樓面面積。根據合營協議之條款，中國項目入賬為合營業務。於過往年度，本集團對合營夥伴提出上訴，該上訴被駁回且合營協議繼續生效。有關詳情請參閱2011/2012年報。

於2016年3月31日，中國項目的主要資產為發展中投資物業，其公允價值為1,633,000,000港元（2015年：1,599,000,000港元）。地盤準備工作已於報告期末完成，並已採用殘值法進行估值。

於2016年3月31日，已產生的建築成本及應收合營夥伴之款項為數178,210,000港元（2015年：187,471,000港元）。



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## 綜合財務報表附註

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### 17. Property, Plant and Equipment

### 17. 物業、機器及設備

		Leasehold land and buildings 租賃土地及 樓宇 HK\$'000 千港元	Hotel properties 酒店物業 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Hotel properties under construction 在建酒店 物業 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>COST OR DEEMED COST</b>	<b>成本或認定成本</b>						
At 1 April 2014	於2014年4月1日	212,411	1,799,083	309,885	1,059,654	401,160	3,782,193
Exchange realignment	外匯調整	9	-	2	-	7	18
Additions	添置	-	-	67,321	243,942	50,222	361,485
Reclassification	重新分類	-	422,906	-	(422,906)	-	-
Disposals	出售	-	-	(82)	-	(13,055)	(13,137)
At 31 March 2015	於2015年3月31日	212,420	2,221,989	377,126	880,690	438,334	4,130,559
Exchange realignment	外匯調整	(347)	-	(102)	-	(266)	(715)
Additions	添置	-	-	45,420	214,711	49,731	309,862
Revaluation of properties upon transfer to completed investment properties	於轉撥至已落成投資物業時 之物業重估	-	72,796	-	-	-	72,796
Transfer to completed investment properties	轉撥至已落成投資物業	-	(80,000)	-	-	-	(80,000)
Disposals	出售	-	-	-	-	(6,512)	(6,512)
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>	<b>212,073</b>	<b>2,214,785</b>	<b>422,444</b>	<b>1,095,401</b>	<b>481,287</b>	<b>4,425,990</b>
<b>DEPRECIATION</b>	<b>折舊</b>						
At 1 April 2014	於2014年4月1日	45,778	238,204	160,229	-	249,889	694,100
Exchange realignment	外匯調整	2	-	2	-	5	9
Provided for the year	年內撥備	4,883	41,705	58,225	-	79,639	184,452
Eliminated on disposal	出售時抵銷	-	-	(82)	-	(9,712)	(9,794)
At 31 March 2015	於2015年3月31日	50,663	279,909	218,374	-	319,821	868,767
Exchange realignment	外匯調整	(67)	-	(109)	-	(206)	(382)
Provided for the year	年內撥備	4,873	53,522	63,178	-	82,909	204,482
Eliminated on disposal	出售時抵銷	-	-	-	-	(5,622)	(5,622)
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>	<b>55,469</b>	<b>333,431</b>	<b>281,443</b>	<b>-</b>	<b>396,902</b>	<b>1,067,245</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>						
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>	<b>156,604</b>	<b>1,881,354</b>	<b>141,001</b>	<b>1,095,401</b>	<b>84,385</b>	<b>3,358,745</b>
At 31 March 2015	於2015年3月31日	161,757	1,942,080	158,752	880,690	118,513	3,261,792

## 17. Property, Plant and Equipment – continued

The above items of property, plant and equipment other than hotel properties under construction are depreciated on a straight line basis of the following rates per annum:

Leasehold land and buildings	Over the estimated useful lives of 40 years or the unexpired terms of the relevant leases, whichever is shorter
Hotel properties	Over the estimated useful lives of 40 years or the unexpired terms of the relevant leases, whichever is shorter
Leasehold improvements	10 – 20%
Others	10 – 33 $\frac{1}{3}$ %

As lease payments for land and buildings elements cannot be allocated reliably, the entire lease is reclassified as a finance lease and includes in the carrying amount of the leasehold land and buildings.

The carrying values and location of leasehold land and buildings and hotel properties shown above are as follows:

## 17. 物業、機器及設備 – 續

上述物業、機器及設備項目（在建酒店物業除外）乃按下列年率以直線法進行折舊：

租賃土地及樓宇	估計可使用年期四十年或相關租約之餘下未屆滿年期（以較短者為準）
酒店物業	估計可使用年期四十年或相關租約之餘下未屆滿年期（以較短者為準）
租賃物業裝修	10 – 20%
其他	10 – 33 $\frac{1}{3}$ %

由於土地及樓宇部分之租賃款項無法可靠分配，整份租約重新分類為融資租賃，並包含於租賃土地及樓宇之賬面值。

上述租賃土地及樓宇與酒店物業之賬面值及位置如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Leasehold land and buildings in Hong Kong	位於香港之租賃土地及樓宇：	<b>74,904</b>	77,108
Buildings in PRC	中國樓宇	<b>5,352</b>	5,954
Buildings in Macau	澳門樓宇	<b>76,348</b>	78,695
		<b>156,604</b>	161,757
Hotel properties in Hong Kong	香港酒店物業	<b>678,208</b>	704,634
Hotel properties in Macau	澳門酒店物業	<b>1,203,146</b>	1,237,446
		<b>1,881,354</b>	1,942,080
Hotel property under construction in Hong Kong	香港在建酒店物業	<b>1,095,401</b>	880,690

During the year, the net interest capitalised in property, plant and equipment amounted to HK\$28,123,000 (2015: HK\$24,540,000).

於年內，物業、機器及設備項目的資本化利息淨額為28,123,000港元（2015年：24,540,000港元）。

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### 18. Prepaid Lease Payments

### 18. 預付租賃付款

		HK\$'000 千港元
CARRYING VALUE	賬面值	
At 1 April 2014	於2014年4月1日	663,280
Release for the year	年內解除	(18,702)
At 31 March 2015	於2015年3月31日	644,578
Release for the year	年內解除	(18,100)
Impairment loss recognised	已確認減值虧損	(49,034)
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>	<b>577,444</b>

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
The Group's prepaid lease payments comprise:	本集團之預付租賃付款包括：		
Leasehold land situated in Macau	位於澳門之租賃土地	<b>577,444</b>	644,578
Analysed for reporting purposes as:	為報告而分析為：		
– non-current portion	– 非流動部分	<b>560,178</b>	625,876
– current portion	– 流動部分	<b>17,266</b>	18,702
		<b>577,444</b>	644,578

## 19. Interest in a Joint Venture

During the year ended 31 March 2015, the Group and two independent third parties formed a new entity named Superb Land Limited (“Superb Land”) of which the Group holds 40% equity interest. Superb Land holds 100% interest in Talent Charm Corporation Limited (“Talent Charm”), being the property development company of a development project located at Rural building Lot No.1198, Shouson Hill Road West, Hong Kong.

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Cost of unlisted investments	非上市投資成本	–	–
Share of post-acquisition losses and total comprehensive expense	攤佔收購後虧損及全面開支總額	(151)	(71)
		(151)	(71)
Amount due from a joint venture	應收一間合營企業之款項	599,498	572,545
		599,347	572,474

As at 31 March 2016, the amount due from a joint venture carries interest at 2.2% (2015: 2.2%) per annum. It has no fixed terms of repayment and the Group has no intention to exercise its right to demand repayment of the advance within the twelve months from the end of the reporting period. Accordingly, the amount is shown as non-current.

Details of the Group's joint venture as at 31 March 2016 and 31 March 2015 are as follows:

Name of joint venture	Place of incorporation and operation	Proportion of ownership interest held by the Group 本集團所持有之所有權權益比例	Principal activity 主要業務
Superb Land	BVI/Hong Kong 英屬處女群島／香港	40%	Investment holding 投資控股

As at 31 March 2016, the Group has given corporate guarantee of HK\$941,600,000 (2015: HK\$941,600,000) to a bank in respect of banking facilities granted to Talent Charm, of which HK\$546,000,000 (2015: HK\$542,000,000) has been utilised. In the opinion of the Directors, the fair value of the guarantee is not significant.

In the opinion of the Directors, the joint venture is not material to the Group and no disclosure of financial information is considered necessary.

## 19. 於一間合營企業之權益

於截至2015年3月31日止年度，本集團與兩名獨立第三方成立一家名為Superb Land Limited (「Superb Land」) 的新實體，本集團持有其40%股權。Superb Land持有傑懋有限公司 (「傑懋」) 之100%權益，而傑懋為物業發展公司，其發展項目位於香港壽臣山道西之鄉郊建屋地段第1198號。

於2016年3月31日，應收一間合營企業之款項乃按年利率2.2% (2015年：2.2%) 計息。該款項並無固定還款期，而本集團無意於報告期末起12個月內行使其權利以要求償還該墊款。因此，該款項列為非流動。

於2016年3月31日及2015年3月31日，本集團合營企業之詳情如下：

於2016年3月31日，本集團就傑懋獲授之銀行融資向一間銀行提供企業擔保941,600,000港元 (2015年：941,600,000港元)，其中546,000,000港元 (2015年：542,000,000港元) 已獲動用。董事認為，擔保之公允價值不重大。

董事認為，該合營企業對本集團而言並不重大，因此，認為不必要披露財務資料。

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### 20. Deposit in Designated Bank Account for Development Properties

The amount of HK\$9,685,000 (2015: HK\$10,072,000) (equivalent to approximately RMB8,070,000 (2015: RMB7,978,000)), was deposited to a bank account designated under 北京朝陽區房屋管理局 as deposit for resettlement for the investment properties under development in the PRC. Such bank deposit is restricted for settlement in relation to the resettlement work and carried interest at 1.20% (2015: 1.27%) per annum. The deposit is expected to be released within twelve months from the end of the reporting period and classified as current assets.

### 21. Goodwill

For the purpose of impairment test, goodwill of HK\$54,743,000 (2015: HK\$54,743,000) has been allocated to hotel and hotel related operation of Emperor E Hotel (a single cash generating unit "CGU").

During the year, the Group performed an impairment review for goodwill of Emperor E Hotel gaming operation based on cash flow forecasts derived from the most recent financial budgets for the next five years and after the fifth year, the projections are extrapolated using a constant growth rate of 3% (2015: 3%) per annum for subsequent years. The recoverable amount of the CGU of the gaming operation is determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rate, growth rate and expected changes to revenue and direct costs during the year. The forecast is discounted using a discount rate of 18% (2015: 20%). The discount rate was determined with reference to weighted average cost of capital of similar companies in the industry and adjusted for specific risks associated with Emperor E Hotel's gaming operation. The growth rate does not exceed the long-term average industry growth forecasts. Changes in revenue and direct costs are based on past practices and the management's expectations of future changes in the market. As the recoverable amount of the CGU is higher than the carrying amount of the CGU, the Directors consider no impairment loss is necessary.

Regarding the remaining goodwill of HK\$1,940,000 (2015: HK\$1,940,000), it has been allocated to the CGU for the lease of properties for the purpose of impairment test, and no impairment is considered necessary.

### 20. 就發展物業存放於指定銀行賬戶之存款

本集團已向北京朝陽區房屋管理局指定銀行賬戶存入9,685,000港元(2015年:10,072,000港元)(約等於人民幣8,070,000元(2015年:人民幣7,978,000元)),作為重新清算中國發展中投資物業之按金。該銀行存款僅限於用作有關重新清算工作之結算用途,並按每年1.20%(2015年:1.27%)計息。預計該存款將於報告期末起計十二個月內解除並歸類為流動資產。

### 21. 商譽

為數54,743,000港元(2015年:54,743,000港元)之商譽,已分配至英皇娛樂酒店內酒店及酒店相關業務(單一現金產生單位「現金產生單位」),以進行減值測試。

於本年度,本集團根據現金流量預測對英皇娛樂酒店之商譽進行減值檢討。現金流量預測乃源於未來五年之最新財務預算,而在第五年後,按後續年度每年持續增長率3%(2015年:3%)進行預測。現金產生單位之可收回金額乃按使用價值計算。用以計算使用價值之主要假設乃與年內之折讓率、增長率及預計收入及直接成本之變化有關。該預測乃按18%(2015年:20%)之折讓率予以折讓。折讓率乃參照該業界同類公司之加權平均資本成本,按英皇娛樂酒店之博彩業務特定風險進行調整後得出。增長率未超過長期平均業界增長預測。收入及直接成本之變化乃根據過往慣例及管理層對市場未來變化之預期而得出。由於現金產生單位的可回收金額高於現金產生單位之賬面值,故董事認為無須作出減值虧損。

就餘下1,940,000港元(2015年:1,940,000港元)之商譽而言,為進行減值測試,該商譽已分配至物業租賃之現金產生單位,且概無減值之需要。

		HK\$'000 千港元
COST	成本	
At 1 April 2014, 31 March 2015 and 31 March 2016	於2014年4月1日、2015年3月31日及 2016年3月31日	56,683

## 22. Other Assets

## 22. 其他資產

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Club debentures and membership, at cost 會所債券及會籍·按成本	4,092	4,092

The club debentures and membership have indefinite life.

會所債券及會籍具有無限年期。

## 23. Inventories

## 23. 存貨

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Catering goods, at cost 膳食存貨·按成本	13,745	14,827

## 24. Properties Held for Sale

## 24. 持作出售之物業

The carrying amount of properties held for sale comprise properties:

持作出售之物業之賬面值包括：

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Situated in Hong Kong 位於香港	719,650	201,574
Situated in the PRC and held under land use rights with terms expiring within 50 years 位於中國·其土地使用權年期於五十年內屆滿	474	497
	720,124	202,071

## 25. Properties Under Development for Sale

## 25. 持作出售之發展中物業

The amounts represent projects developed for sale after completion. The properties under development for sale at the end of the reporting period comprise:

有關金額指為落成後作出售用途而發展之項目。於報告期末，該等持作出售之發展中物業包括：

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Situated in Hong Kong 位於香港	1,309,714	2,641,237

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### 25. Properties Under Development for Sale

– continued

Included in the amounts are properties under development for sale of approximately HK\$790,800,000 (2015: HK\$199,470,000) which are expected to be recovered after twelve months from the end of the reporting period.

During the year, the net interest capitalised in properties under development for sale amounted to HK\$35,411,000 (2015: HK\$55,951,000).

#### Joint operation relating to a development project in Hong Kong

The subsidiary of the Company, Wealthy Wide Limited, entered into a joint operation agreement with Urban Renewal Authority to jointly develop property under development for sale located in Hong Kong (the “HK Project”), which is intended to be developed into a residential property. Pursuant to the terms of the joint operation agreement, the HK Project is accounted as the joint operation.

### 26. Trade and Other Receivables

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
An analysis of trade and other receivables is as follows:	貿易及其他應收款項之分析如下：		
Trade receivables	貿易應收款項	130,393	200,371
Chips on hand	籌碼	148,033	135,386
Other receivables	其他應收款項	356,185	438,043
Deposits and prepayments	按金及預付款項	200,030	167,285
		<b>834,641</b>	941,085

An aged analysis of the Group's trade receivables (net of allowances) based on either the date of credit granted or the invoice date at the end of the reporting period is set out below:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
0 – 30 days	0至30日	99,425	179,172
31 – 90 days	31日至90日	16,088	6,715
91 – 180 days	91日至180日	1,980	856
Over 180 days	180日以上	12,900	13,628
		<b>130,393</b>	200,371

### 25. 持作出售之發展中物業 – 續

該款項包括之持作出售之發展中物業約790,800,000港元(2015年:199,470,000港元)預計將於報告期末起計十二個月後收回。

年內,持作出售之發展中物業之資本化利息淨值為35,411,000港元(2015年:55,951,000港元)。

#### 有關發展於香港之項目之合營業務

本公司之附屬公司財博有限公司與市區重建局訂立合營協議,以共同發展位於香港持作出售之發展中物業(「香港項目」),其擬發展為住宅物業。根據該合營協議之條款,香港項目入賬為合營業務。

### 26. 貿易及其他應收款項

於報告期末,根據本集團貿易應收款項(扣除撥備)之授出信貸日期或發票日期所作出之賬齡分析如下:

## 26. Trade and Other Receivables – continued

Chips on hand represent chips issued by a gaming concessionaire in Macau which can be exchanged into their cash amounts.

No credit period was granted to tenants of rental of premises. Before accepting any new tenant, the Group will internally assess the credit quality of the potential tenant. No credit period was granted to hotel customers generally except for those high credit rating customers to whom an average credit period of 30 days were granted.

For gaming operation, the Group normally allows credit periods of up to 60 days to its trade customers, except for certain credit worthy customers with long term relationship and stable repayment pattern, where the terms are extended to a longer period.

Included in other receivables are amounts due from related companies of HK\$34,585,000 (2015: HK\$30,625,000). These related companies are indirectly controlled by AY Holdings which is held by STC International being the trustee of the AY Trust (Dr. Albert Yeung is the founder of the AY Trust and a deemed substantial shareholder of the Company). The amounts are unsecured, interest-free and repayable within one year.

Included in other receivables are deposits received for sale of the Group's properties of HK\$127,111,000 (2015: HK\$231,296,000) under the custody of the independent lawyers on behalf of the Group.

The carrying amount of trade receivables in respect of hotel and hotel related operations does not have debtor which was past due at the end of the reporting period for which the Group has not provided for impairment loss. Included in the trade receivable balances are debtor balances of HK\$14,880,000 (2015: HK\$14,484,000) that would otherwise have been past due or impaired had the terms not been renegotiated.

Included in the trade receivable balances in respect of other operations are debtors with carrying amounts of HK\$6,110,000 (2015: HK\$7,585,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss.

## 26. 貿易及其他應收款項 – 續

籌碼由澳門博彩承批公司發行，並可轉換為其現金款項。

本集團並無向租賃物業之承租人授出信貸期。於接納任何新承租人之前，本集團將內部評估潛在承租人之信貸質素。本集團通常亦不會向酒店客戶授出信貸期，惟信譽良好之客戶除外，而所授出之平均信貸期為30日。

就博彩業務而言，本集團一般向其貿易客戶授出最多60日之信貸期，惟若干信譽良好，具有長期合作關係及穩定還款模式之客戶可獲授較長期限。

其他應收款項包括應收關連公司之款項34,585,000港元(2015年：30,625,000港元)。該等關連公司由楊受成產業控股間接控制，而楊受成產業控股由AY Trust(楊博士為AY Trust之創立人，並被視為本公司之主要股東)之受託人STC International持有。有關款項乃為無抵押、免息及須於一年內償還。

其他應收款項包括就銷售本集團之物業收取之按金127,111,000港元(2015年：231,296,000港元)，由獨立律師代表本集團保管。

於報告期末，酒店及酒店相關業務之貿易應收款項賬面值並無逾期未付之應收賬款，故本集團並無作減值虧損撥備。貿易應收款項結餘包括應收賬款結餘14,880,000港元(2015年：14,484,000港元)。倘不重新商討其條款，該筆款項將會過期或被減值。

其他業務之貿易應收款項結餘包括賬面值6,110,000港元(2015年：7,585,000港元)之應收賬款，其於報告期末已逾期，惟本集團並無作減值虧損撥備。



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### 26. Trade and Other Receivables – continued

**Aging of trade receivables in respect of other operations which are past due but not impaired**

### 26. 貿易及其他應收款項 – 續

**其他業務之貿易應收款項(已逾期但未減值)之賬齡**

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Overdue for:	逾期:		
1 – 30 days	1至30日	6,110	7,585

#### Movement in the allowance for doubtful debts

#### 呆賬撥備之變動

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
At beginning of the year	年初	21,002	23,614
Impairment loss recognised	確認減值虧損	600	1,130
Amounts recovered during the year	年內收回款項	(40)	(3,742)
Write-off	撇銷	(10,347)	–
At end of the year	年末	11,215	21,002

Included in the allowance for doubtful debts are individually impaired trade receivables with aggregate balances of HK\$11,215,000 (2015: HK\$21,002,000), the management considered these prolonged outstanding balances from individual customers were in doubt. The Group does not hold any collateral over these balances.

呆賬撥備包括已個別進行減值之貿易應收款項，其結餘總額為11,215,000港元(2015年：21,002,000港元)，管理層並不確定個別客戶會否償還已長期拖欠之結餘。本集團並無就此等結餘持有任何抵押品。

The Group's management closely monitors the credit quality of debtors and considers the debtors that are neither past due nor impaired to be of a good credit quality as continuous partial repayments are receivable from these debtors.

本集團管理層密切監控應收賬款之信貸質素，並認為由於持續地自無逾期或減值之應收賬款欠款人收到部分還款，該等欠款人仍具良好信貸質素。

Included in trade and other receivables are the following amounts denominated in currency other than functional currency of the relevant group entities:

貿易及其他應收款項包括下列以相關集團實體之功能貨幣以外貨幣定值之金額：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
RMB	人民幣	12,286	37,551

## 27. Pledged Bank Deposits/Short-term Bank Deposits/Bank Balances and Cash

Pledged bank deposits included (i) deposits of HK\$685,645,000 (2015: HK\$2,450,549,000) pledged to banks to secure for banking facilities granted to the Group and; (ii) a deposit of HK\$325,000 (2015: HK\$321,000) pledged to a bank to secure for the use of ferry ticket equipment provided by a third party to the Group. The pledged bank deposits carry interest at fixed interest rates which range from 0.84% to 3.35% (2015: 0.84% to 3.70%) per annum.

As at 31 March 2016, short-term bank deposits with an original maturity of over 3 months but within one year carried interest at fixed interest rates which ranged from 1.40% to 3.20% per annum (2015: nil).

Bank balances and cash comprise cash held by the Group and bank deposits with an original maturity of 3 months or less, and carry interests at prevailing market rates which range from 0.01% to 1.25% (2015: 0.01% to 4.40%) per annum.

Included in pledged bank deposits, short-term bank deposits and bank balances and cash are the following amounts denominated in currency other than functional currency of the relevant group entities:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
RMB	人民幣	679,183	2,506,197

Analysed for reporting purposes for pledged bank deposits as:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Non-current portion	非流動部分	30,252	-
Current portion	流動部分	655,718	2,450,870
		<b>685,970</b>	2,450,870

## 27. 已抵押銀行存款／短期銀行存款／銀行結餘及現金

已抵押銀行存款包括(i)已抵押予銀行以作為本集團獲授銀行融資之存款685,645,000港元(2015年: 2,450,549,000港元); 及(ii)已抵押予一間銀行以作為本集團使用一名第三方提供之船票售賣機之存款325,000港元(2015年: 321,000港元)。已抵押銀行存款按固定年利率0.84%至3.35%(2015年: 0.84%至3.70%)計算利息。

於2016年3月31日, 原到期日為三個月以上但於一年以內之短期銀行存款按固定年利率1.40%至3.20%(2015年: 無)計算利息。

銀行結餘及現金包括本集團持有之現金及原到期日為三個月或以下, 並按現行市場年利率0.01%至1.25%(2015年: 0.01%至4.40%)計算利息之銀行存款。

已抵押銀行存款、短期銀行存款與銀行結餘及現金包括下列以相關集團實體之功能貨幣以外貨幣定值之金額:

就呈報目的而言的已抵押銀行存款分析: :

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For the year ended 31 March 2016 截至2016年3月31日止年度

### 28. Trade and Other Payables

An aged analysis of the Group's trade payables based on invoice date at the end of the reporting period is set out below:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
0 – 90 days	0至90日	27,871	29,946
91 – 180 days	91日至180日	80	181
Over 180 days	180日以上	1	9
		27,952	30,136
Construction payables and accruals	應付工程款項及應計費用	562,042	543,171
Other payables and accruals	其他應付款項及應計費用	249,057	266,361
Rental deposits received	已收租賃按金	314,468	251,973
Deposits received from sales of properties	銷售物業所收取按金	129,517	1,046,432
		1,283,036	2,138,073

### 29. Amount Due to a Related Company

The amount is unsecured and carries interest ranging from HIBOR + 1.37% to HIBOR + 1.53% per annum (2015: HIBOR + 1.15% to HIBOR + 1.46% per annum). The interest payable to the related company, a wholly-owned subsidiary of the AY Trust, is calculated at 1.60% (2015: 1.70%) per annum at the end of the reporting period.

During the year, further advances from the related company amounted to HK\$2,983,055,000 (2015: HK\$2,033,098,000) and the Group partially repaid the principal of HK\$2,938,198,000 (2015: HK\$1,941,194,000) to the related company. The principal amount outstanding as at 31 March 2016 was HK\$3,760,777,000 (2015: HK\$3,715,920,000). It was agreed with the related company that the Group will repay the amount based on the sufficiency of its operating cash flows determined by the management of the Group. Therefore, the Group revises its estimates on the amounts of repayments to the related company and adjusts the carrying amount to be stated under current and non-current liabilities in accordance with the revised estimated cash flows on regular basis. At the end of the reporting period, the Group calculates the estimated future cash flows at effective interest rates of 3.25% (2015: 3.25%). During the year, the Group recognised a deemed capital contribution in equity of HK\$80,041,000 (2015: HK\$101,440,000) due to fair value adjustment on initial recognition of further advances from the related company in current year.

### 28. 貿易及其他應付款項

於報告期末，本集團之貿易應付款項根據發票日期所作出之賬齡分析如下：

### 29. 應付一間關連公司款項

有關款項乃為無抵押，而每年須按香港銀行同業拆息加1.37%至香港銀行同業拆息加1.53% (2015年：香港銀行同業拆息加1.15%至香港銀行同業拆息加1.46%) 計算利息。於報告期末，應付關連公司（一間AY Trust之全資附屬公司）之利息為每年1.60% (2015年：1.70%)。

於年內，來自關連公司之進一步墊款為2,983,055,000港元 (2015年：2,033,098,000港元)，本集團已償還部分本金2,938,198,000港元 (2015年：1,941,194,000港元) 予關連公司。於2016年3月31日尚未償還之本金額為3,760,777,000港元 (2015年：3,715,920,000港元)。經與關連公司議定，本集團將根據由本集團管理層判定之經營現金流量充足程度償還款項。因此，本集團定期根據經修訂估計現金流量修訂其應付關連公司款項之估計還款及調整將被列為流動及非流動負債之應付關連公司款項之賬面值。於報告期末，本集團按實際利率3.25% (2015年：3.25%) 計算估計未來現金流量。年內，由於本年度對關連公司所提供之進一步墊款之初步確認作公允價值調整，本集團已於權益內確認視作資本出資80,041,000港元 (2015年：101,440,000港元)。

## 29. Amount Due to a Related Company

– continued

In the opinion of the Directors, the carrying amount of the amount due to the related company of HK\$3,059,865,000 (2015: HK\$3,062,083,000) is not expected to be repaid in the next twelve months based on the estimated repayment schedule and the related company agreed not to demand for any payment of this amount from the Group within one year from the end of the reporting period. Accordingly, such amount is shown as non-current liability.

## 30. Amounts Due to Non-controlling Interests of Subsidiaries

Amounts due to non-controlling interests of subsidiaries comprise:

- (i) Amounts of HK\$132,000,000 (2015: HK\$150,000,000) which are unsecured, interest-free shareholders' loans due to non-controlling interests of Luck United, and
- (ii) As at 31 March 2015, amount of HK\$2,576,000 which was unsecured, interest-free and repayable on demand (2016: nil).

In accordance with the contractual terms of the shareholders' agreements, the interest-free amounts due to non-controlling interests of Luck United are to be repaid from surplus fund, which represents cash available in Luck United, an indirect non wholly-owned subsidiary, and its subsidiaries, after payment of all operating expenses and payables including but not limited to bank loans and third party loans which are due for repayment together with the accrued interest.

At end of the reporting period, the management of Luck United determined that Luck United has adequate available surplus fund for the repayment of all principal amounts outstanding to its shareholders. Therefore, the Directors consider that the carrying amount of the amounts due to non-controlling interests of subsidiaries of HK\$132,000,000 (2015: HK\$150,000,000) is repayable at the discretion of non-controlling interests at 31 March 2016 and 31 March 2015.

## 29. 應付一間關連公司款項 – 續

董事認為，應付關連公司款項之賬面值為3,059,865,000港元（2015年：3,062,083,000港元），根據估計還款時間表預計不會於未來十二個月內償還，關連公司同意於報告期末起一年內不會要求本集團支付有關款項。因此，有關款項列為非流動負債。

## 30. 應付附屬公司之非控股權益款項

應付附屬公司之非控股權益款項包括：

- (i) 應付Luck United之非控股權益132,000,000港元（2015年：150,000,000港元），該款項為無抵押免息股東貸款，及
- (ii) 於2015年3月31日，共有款項2,576,000港元為無抵押、免息並須按要求償還（2016年：無）。

根據股東協議之合約條款，應付Luck United非控股權益之免息款項將以盈餘資金償還，盈餘資金指間接非全資附屬公司Luck United及其附屬公司於支付所有經營開支及應付款項（包括但不限於到期償還之銀行貸款及第三方貸款（連同應計利息））後之可動用現金。

於報告期末，Luck United管理層認為Luck United有充足可用之盈餘資金用作償還應付股東之全部未償還本金額。因此，董事認為，於2016年3月31日及2015年3月31日，應付附屬公司之非控股權益款項賬面值132,000,000港元（2015年：150,000,000港元）需因應非控股權益之酌情決定而按要求償還。

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### 31. Derivative Financial Instruments

### 31. 衍生金融工具

		2016		2015	
		Assets	Liabilities	Assets	Liabilities
		資產	負債	資產	負債
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Derivatives not under hedge accounting	並無應用對沖會計法之衍生工具				
Interest rate swap contract	利率掉期合約	-	1,923	-	9,368
Foreign currency forward contracts	外匯遠期合約	-	14,777	3,241	15,040
		-	16,700	3,241	24,408
Analysed for reporting purposes as	為報告而分析為：				
Current portion	流動部分	-	16,700	3,241	1,084
Non-current portion	非流動部分	-	-	-	23,324
		-	16,700	3,241	24,408

#### (a) Interest rate swap contract

The Group used an interest rate swap contract to minimise its exposure to variability in cash flows arisen from variable-rate bank borrowings by swapping floating interest rates to fixed interest rates.

The major terms of the interest rate swap contract at the end of the reporting period are as follows:

At 31 March 2016 and 31 March 2015

Notional amount 名義金額	Maturity 到期日	Receive floating 收取的浮動利率	Pay fixed 支付的固定利率
HK\$500,000,000	21 June 2016	3-month HIBOR	2.088%
500,000,000港元	2016年6月21日	香港銀行同業拆息 (三個月)	

#### (a) 利率掉期合約

本集團採用利率掉期合約，透過將浮動利率換為固定利率，將其浮息銀行借貸產生之現金流量變動之風險降至最低。

於報告期末，利率掉期合約之主要條款如下：

於2016年3月31日及2015年3月31日

### 31. Derivative Financial Instruments – continued

#### (b) Foreign currency forward contracts

The Group used foreign currency forward contracts to minimise its exposure to variability in cash flows arisen from expenditure incurred for the property development projects in the PRC. The major terms of the foreign currency forward contracts at the end of the reporting period are as follows:

At 31 March 2016

Notional amount 名義金額	Maturity 到期日	Forward contract rates 遠期合約匯率
1 contract to buy RMB300 million in aggregate	Within one year	RMB1 to HK\$1.2363
1份合約合共買入 人民幣300,000,000元	一年內	人民幣1元兌1.2363港元

At 31 March 2015

Notional amount 名義金額	Maturity 到期日	Forward contract rates 遠期合約匯率
4 contracts to buy RMB550 million in aggregate	Within one year	RMB1 to HK\$1.2340 to RMB1 to HK\$1.2428
4份合約合共買入 人民幣550,000,000元	一年內	人民幣1元兌1.2340港元 至人民幣1元兌1.2428港元
1 contract to buy RMB300 million in aggregate	Between one to two years	RMB1 to HK\$1.2363
1份合約合共買入 人民幣300,000,000元	一至兩年間	人民幣1元兌1.2363港元

### 31. 衍生金融工具 – 續

#### (b) 外匯遠期合約

本集團採用外匯遠期合約，將其於中國之物業發展項目開支產生之現金流量變動之風險降至最低。於報告期末，外匯遠期合約之主要條款如下：

於2016年3月31日

於2015年3月31日

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### 32. Unsecured Notes

### 32. 無抵押票據

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
US\$110,000,000 unsecured notes carry fixed coupon rate of 4.8% per annum, payable semi-annually with maturity in 2018 at its carrying amounts	110,000,000美元按固定年票息4.8%計息，須每半年付息並於2018年到期之無抵押票據之賬面值	851,490	851,094
HK\$1,650,000,000 unsecured notes carry fixed coupon rate of 5% per annum, payable semi-annually with maturity in 2017 at its carrying amounts	1,650,000,000港元按固定年票息5%計息，須每半年付息並於2017年到期之無抵押票據之賬面值	1,631,693	1,618,113
HK\$1,000,000,000 unsecured notes carry fixed coupon rate of 5% per annum, payable semi-annually with maturity in 2020 at its carrying amounts	1,000,000,000港元按固定年票息5%計息，須每半年付息並於2020年到期之無抵押票據之賬面值	994,707	993,513
HK\$300,000,000 unsecured notes carry fixed coupon rate of 5% per annum, payable semi-annually with maturity in 2020 at its carrying amounts	300,000,000港元按固定年票息5%計息，須每半年付息並於2020年到期之無抵押票據之賬面值	298,763	298,486
US\$38,000,000 unsecured notes carry fixed coupon rate of 4.4% per annum, payable semi-annually with maturity in 2021 at its carrying amounts	38,000,000美元按固定年票息4.4%計息，須每半年付息並於2021年到期之無抵押票據之賬面值	295,723	-
HK\$500,000,000 unsecured notes carry fixed coupon rate of 4.4% per annum, payable semi-annually with maturity in 2021 at its carrying amounts	500,000,000港元按固定年票息4.4%計息，須每半年付息並於2021年到期之無抵押票據之賬面值	494,177	-
		<b>4,566,553</b>	3,761,206

In December 2013, Big Right Investment Limited ("Big Right"), an indirect wholly-owned subsidiary of the Group, concluded public offering of the unsecured notes of US\$110,000,000 (equivalent to approximately HK\$852,665,000). The unsecured notes (Stock Code: 6005) are listed on the Stock Exchange and carry fixed coupon rate of 4.8% per annum, payable semi-annually in arrears. The unsecured notes carry effective interest rate of 4.85% per annum. The principal amount of the unsecured notes is repayable in 2018 and unconditionally and irrevocably guaranteed by the Company.

於2013年12月，本集團間接全資附屬公司正泰投資有限公司（「正泰」）確定公開發行110,000,000美元（約等於852,665,000港元）無抵押票據。無抵押票據（股份代號：6005）於聯交所上市，按固定年票息4.8%計息，並須每半年付息。無抵押票據之實際年利率為4.85%。無抵押票據之本金須於2018年償還，並由本公司無條件及不可撤銷地擔保。

### 32. Unsecured Notes – continued

In July 2014, the Company issued unsecured notes of HK\$1,650,000,000. The unsecured notes carry fixed coupon rate of 5% per annum, payable semi-annually in arrears. The unsecured notes carry effective interest rate of 5.92% per annum. The principal amount of the unsecured notes is repayable in 2017.

In February 2015, the Company issued unsecured notes of HK\$1,000,000,000. The unsecured notes carry fixed coupon rate of 5% per annum, payable semi-annually in arrears. The unsecured notes carry effective interest rate of 5.15% per annum. The principal amount of the unsecured notes is repayable in 2020.

In March 2015, the Company issued unsecured notes of HK\$300,000,000. The unsecured notes carry fixed coupon rate of 5% per annum, payable semi-annually in arrears. The unsecured notes carry effective interest rate of 5.12% per annum. The principal amount of the unsecured notes is repayable in 2020.

In February 2016, the Company issued unsecured notes of US\$38,000,000. The unsecured notes carry fixed coupon rate of 4.4% per annum, payable semi-annually in arrears. The unsecured notes carry effective interest rate of 4.4% per annum. The principal amount of the unsecured notes is repayable in 2021.

In March 2016, the Company issued unsecured notes of HK\$500,000,000. The unsecured notes carry fixed coupon rate of 4.4% per annum, payable semi-annually in arrears. The unsecured notes carry effective interest rate of 4.6% per annum. The principal amount of the unsecured notes is repayable in 2021.

The proceeds from the issuance of unsecured notes are intended to use for general working capital purposes of the Group.

### 32. 無抵押票據—續

於2014年7月，本公司發行1,650,000,000港元無抵押票據。無抵押票據按固定年票息5%計息，並須每半年付息。無抵押票據之實際年利率為5.92%。無抵押票據之本金額須於2017年償還。

於2015年2月，本公司發行1,000,000,000港元無抵押票據。無抵押票據按固定年票息5%計息，並須每半年付息。無抵押票據之實際年利率為5.15%。無抵押票據之本金額須於2020年償還。

於2015年3月，本公司發行300,000,000港元無抵押票據。無抵押票據按固定年票息5%計息，並須每半年付息。無抵押票據之實際年利率為5.12%。無抵押票據之本金額須於2020年償還。

於2016年2月，本公司發行38,000,000美元無抵押票據。無抵押票據按固定年票息4.4%計息，並須每半年付息。無抵押票據之實際年利率為4.4%。無抵押票據之本金額須於2021年償還。

於2016年3月，本公司發行500,000,000港元無抵押票據。無抵押票據按固定年票息4.4%計息，並須每半年付息。無抵押票據之實際年利率為4.6%。無抵押票據之本金額須於2021年償還。

發行無抵押票據之所得款項擬用作本集團之一般營運資金。



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### 33. Bank Borrowings

### 33. 銀行借貸

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Bank borrowings:	銀行借貸：		
Bank loans	銀行貸款	11,029,088	9,521,781
Bank overdraft	銀行透支	—	5,871
		<b>11,029,088</b>	9,527,652
The bank borrowings are repayable as follows*:	銀行借貸之還款日期如下*：		
Within one year	一年內	2,895,407	2,706,667
Between one to two years	一至兩年間	2,490,509	2,582,838
Between two to five years	兩至五年間	3,480,201	2,359,135
Over five years	五年以上	2,057,958	1,723,731
		<b>10,924,075</b>	9,372,371
Carrying amounts of bank borrowings that contain a repayment on demand clause shown under current liabilities	銀行借貸之賬面值（包含按要求償還條款，於流動負債項下列示）	105,013	155,281
		<b>11,029,088</b>	9,527,652
Less: Amounts due within one year shown under current liabilities	減：於一年內到期款項（於流動負債項下列示）	(3,000,420)	(2,861,948)
Amounts due after one year shown under non-current liabilities	於一年後到期款項（於非流動負債項下列示）	<b>8,028,668</b>	6,665,704

\* Carrying amounts based on scheduled repayment dates set out in the loan agreements.

\* 賬面值基於貸款協議所載之計劃還款日期。

The bank borrowings carry interest ranging from HIBOR + 0.55% to HIBOR + 2.9% per annum (2015: HIBOR + 0.55% to HIBOR + 2.9% per annum) and are secured by certain assets of the Group (see note 40(a)).

該等銀行借貸每年須按香港銀行同業拆息加0.55%至香港銀行同業拆息加2.9%（2015年：香港銀行同業拆息加0.55%至香港銀行同業拆息加2.9%）計算利息，並以本集團之若干資產作為抵押（見附註40(a)）。

The effective interest rate of bank borrowings is at 2.16% (2015: ranged from 1.54% to 2.17%) per annum.

銀行借貸之實際年利率為2.16%（2015年：介乎1.54%至2.17%）。

### 34. Deferred Taxation

The following are the major deferred tax (liabilities) assets recognised and movements thereon during the current and prior years.

		Accelerated tax depreciation	Development costs capitalised	Revaluation of properties	Tax losses	Total
		加速稅務折舊 HK\$'000 千港元	發展成本 資本化 HK\$'000 千港元	物業重估 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 April 2014	於2014年4月1日	(140,276)	(4,191)	(641,941)	26,517	(759,891)
Exchange realignments	外匯調整	-	-	(4,887)	-	(4,887)
(Charge) credit to profit or loss (note 13)	(扣自)計入損益 (附註13)	(14,892)	-	(220,931)	2,231	(233,592)
Credit to equity	計入權益	282	-	-	-	282
At 31 March 2015	於2015年3月31日	(154,886)	(4,191)	(867,759)	28,748	(998,088)
Exchange realignments	外匯調整	-	-	30,442	-	30,442
(Charge) credit to profit or loss (note 13)	(扣自)計入損益 (附註13)	(31,781)	-	(165,207)	7,319	(189,669)
Credit to equity	計入權益	268	-	-	-	268
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>	<b>(186,399)</b>	<b>(4,191)</b>	<b>(1,002,524)</b>	<b>36,067</b>	<b>(1,157,047)</b>

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset.

At 31 March 2016, the Group had tax losses of HK\$884,496,000 (2015: HK\$800,445,000) available for offset against future profits. Deferred tax assets have been recognised in respect of HK\$230,670,000 (2015: HK\$190,472,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$653,826,000 (2015: HK\$609,973,000) due to the unpredictability of future profit streams. The tax losses of the Group might be carried forward indefinitely, except for an amount of HK\$18,097,000 (2015: nil) which will expire in three years from the year of assessment.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$119,049,000 (2015: HK\$125,301,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 34. 遞延稅項

本年度及過往年度確認之主要遞延稅項(負債)資產及有關變動如下:

就綜合財務狀況表之呈列而言,若干遞延稅項資產及負債已作抵銷。

於2016年3月31日,本集團之稅項虧損為884,496,000港元(2015年:800,445,000港元),可供與未來溢利抵銷。該等虧損中共230,670,000港元(2015年:190,472,000港元)已確認遞延稅項資產。由於不能預測未來之溢利情況,故並無就其餘653,826,000港元(2015年:609,973,000港元)確認遞延稅項資產。本集團之稅項虧損可無限期結轉,惟18,097,000港元(2015年:無)之金額將自評稅年度起三年後到期。

根據中國企業所得稅法,自2008年1月1日起,就中國附屬公司所賺取溢利而宣派之股息須繳納預扣稅。由於本集團能夠控制撥回暫時差額之時間,且有關暫時差額可能不會於可見將來撥回,本集團並未就中國附屬公司之累計溢利帶來之暫時差額119,049,000港元(2015年:125,301,000港元)於綜合財務報表內作出遞延稅項撥備。

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## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 35. Share Capital

### 35. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
<b>THE COMPANY</b>	<b>本公司</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
At 1 April 2014, 31 March 2015 and 31 March 2016	於2014年4月1日、2015年3月31日及2016年3月31日	500,000,000,000	5,000,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2014 and 31 March 2015	於2014年4月1日及2015年3月31日	3,671,776,192	36,718
Exercise of share options ( <i>Note</i> )	行使購股權 ( <i>附註</i> )	5,769,475	57
At 31 March 2016	於2016年3月31日	3,677,545,667	36,775

*Note:* During the year ended 31 March 2016, 5,769,475 ordinary shares of HK\$0.01 each were issued at HK\$1.746 per share upon exercise of share options. The new shares issued rank pari passu with the existing shares in all aspects.

*附註：* 截至2016年3月31日止年度，5,769,475股每股面值0.01港元之普通股已因購股權獲行使而以每股股份1.746港元發行。已發行之新股份與現有股份於各方面享有相同權益。

### 36. Share Option

#### Share option schemes of the Company

The share option scheme adopted by the Company on 9 September 2003 ("Old Share Option Scheme") has lapsed automatically in September 2013 upon the expiry of the 10-year period. Following the expiry of the Old Share Option Scheme, no further share options can be granted thereunder but outstanding share options granted under the Old Share Option Scheme shall continue to be valid and exercisable until their expiry date of exercisable period.

### 36. 購股權

#### 本公司購股權計劃

本公司於2003年9月9日採納之購股權計劃（「舊購股權計劃」）已於2013年9月十年期限屆滿時自動失效。於舊購股權計劃屆滿後，不得根據該計劃下進一步授出購股權，惟根據舊購股權計劃已授出而尚未行使之購股權將繼續有效及可予以行使直至彼等行使期屆滿。

## 36. Share Option – *continued*

### Share option schemes of the Company – *continued*

In order to ensure the continuity of a share option scheme for the Company to provide incentives or rewards to participants including the Directors and eligible employees of the Group, the shareholders of the Company passed an ordinary resolution at the annual general meeting of the Company held on 8 August 2013 to approve the adoption of a new share option scheme (“New Share Option Scheme”) which was adopted on 15 August 2013.

A summary of the Old Share Option Scheme and New Share Option Scheme is set out as follows:

#### (a) Purpose

To enable the Group to attract, retain and motivate talented eligible participants to strive for future development and expansion of the Group.

#### (b) Eligibility

Eligible participants include employees (whether full-time or part time, including Non-executive Director) and such other eligible participants.

#### (c) Total number of shares available for issue under the New Share Option Scheme

As at 22 June 2016 (i.e. the date of this Annual Report): 366,677,619 shares, representing 9.97% of the issued shares.

#### (d) Maximum entitlement of each eligible participant under the Old Share Option Scheme and New Share Option Scheme

- (i) Not to exceed 1% of the Shares in issue in any 12-month period unless approved by the shareholders of the Company;
- (ii) Options granted to substantial shareholder or independent non-executive directors or their respective associates in any one year exceeding 0.1% of the shares in issue and with a value in excess of HK\$5,000,000 must be approved by the shareholders of the Company.

## 36. 購股權 – 續

### 本公司購股權計劃 – 續

本公司為確保購股權計劃之持續性以向包括董事及本集團合資格僱員在內之參與者提供激勵或獎勵，本公司股東於2013年8月8日舉行之本公司股東週年大會通過一項普通決議案，批准採納一項新購股權計劃（「新購股權計劃」），該計劃已於2013年8月15日獲採納。

舊購股權計劃及新購股權計劃之概述如下：

#### (a) 目的

為使本集團能吸引、挽留及激勵有才幹之合資格參與者以謀求本集團之未來發展及擴張。

#### (b) 合資格參與者

合資格參與者包括僱員（無論全職或兼職僱員，包括非執行董事）及該等其他合資格參與者。

#### (c) 根據新購股權計劃可予發行之股份總數目

於2016年6月22日（即本年報日期）：366,677,619股，佔已發行股份之9.97%。

#### (d) 舊購股權計劃及新購股權計劃項下每名合資格參與者可獲授權益上限

- (i) 除非獲本公司股東批准，否則在任何12個月期間內不得超過已發行股份之1%；
- (ii) 於任何一年之內向主要股東或獨立非執行董事或彼等各自之聯繫人授出之購股權，若超過已發行股份之0.1%及價值超過5,000,000港元須經本公司股東批准。

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## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 36. Share Option – *continued*

#### Share option schemes of the Company – *continued*

**(e) *Period within which the shares must be taken up under an option***

From the date of grant of the option to such a date determined by the Board but in any event not exceeding 10 years from the date of grant.

**(f) *Minimum period for which an option must be held before it can be exercised***

No minimum period unless otherwise determined by the Board.

**(g) (i) *Price*** payable on application or acceptance of the option: HK\$1.00;

(ii) The period within which ***payments or calls*** must or may be made: Within 28 days from the date of grant;

(iii) Period within which ***loans*** for such purposes of the payments or calls must be ***repaid***: Not applicable.

**(h) *Basis for determining the exercise price***

The exercise price is determined by the Board and will not be less than the highest of (a) the closing price of the Share on the date of grant; (b) the average closing price of the Shares for the five business days immediately preceding the date of grant; and (c) the nominal value of a Share.

**(i) *The remaining life of the New Share Option Scheme***

Approximately 7 years (expiring on 14 August 2023).

### 36. 購股權 – 續

#### 本公司購股權計劃 – 續

**(e) 行使購股權認購股份之期限**

於授出購股權日期起至董事會釐定之有關日期，惟於任何情況下，不得超過授出日期起計10年。

**(f) 購股權行使前必須持有之最短期限**

除非董事會另行釐定，否則並無最短期限。

**(g) (i) 申請或接納購股權時所須繳付的代價：1.00港元；**

(ii) 必須或可能**付款或通知付款**之期限：授出日期起計28日內；

(iii) 作付款或通知付款用途的**貸款償還**期限：不適用。

**(h) 釐定行使價之基準**

行使價乃由董事會釐定，惟不得低於下列最高者：(a)於授出日期股份之收市價；(b)於緊接授出日期前五個營業日股份之平均收市價；及(c)股份面值。

**(i) 新購股權計劃之餘下期限**

約7年（於2023年8月14日到期）。

### 36. Share Option – continued

#### Share option schemes of the Company – continued

Particulars of the outstanding options which were granted to the Directors under the Old Share Scheme are as follows:

Date of grant	Exercisable period	Exercise price per share	Outstanding at 1 April 2014 and 31 March 2015 於2014年4月1日及2015年3月31日 尚未行使	Exercised during the year	Lapsed during the year	Outstanding at 31 March 2016 於2016年3月31日 尚未行使
授出日期 (D/M/Y) (日/月/年)	行使期間 (D/M/Y) (日/月/年)	每股行使價 HK\$ 港元		於年內行使	於年內失效	
11/08/2005	11/08/2015-10/08/2015	1.746	16,538,950	(5,769,475)	(10,769,475)	-

The share options granted were vested immediately at the date of grant.

No option is granted under the Old Share Option Scheme and New Share Option Scheme by the Company during the years ended 31 March 2016 and 31 March 2015.

#### Share option schemes of Emperor E Hotel

Emperor E Hotel adopted a share option scheme on 2 September 2002 which lapsed automatically on 1 September 2012 upon the expiry of the 10-year period.

In order to ensure the continuity of a share option scheme for Emperor E Hotel to provide incentives or rewards to participants including the directors and eligible employees of the group of Emperor E Hotel, the shareholders of Emperor E Hotel passed an ordinary resolution at the annual general meeting of the Company held on 8 August 2013 to approve the adoption of a new share option scheme (“Emperor E Hotel New Share Option Scheme”). No share options were granted under the Emperor E Hotel New Share Option Scheme since its adoption on 15 August 2013.

### 36. 購股權—續

#### 本公司購股權計劃—續

尚未行使之購股權（乃根據舊購股權計劃授予董事）之詳情載列如下：

該等已授出購股權於授出日期立即獲歸屬。

於截至2016年3月31日及2015年3月31日止年度，本公司概無根據舊購股權計劃及新購股權計劃授出購股權。

#### 英皇娛樂酒店購股權計劃

英皇娛樂酒店於2002年9月2日採納一項購股權計劃，該計劃已於2012年9月1日十年期限屆滿時自動失效。

英皇娛樂酒店為確保購股權計劃之持續性以向包括英皇娛樂酒店集團董事及合資格僱員在內之參與者提供激勵或獎勵，英皇娛樂酒店股東於2013年8月8日舉行之本公司股東週年大會通過一項普通決議案，批准採納一項新購股權計劃（「英皇娛樂酒店新購股權計劃」）。自英皇娛樂酒店新購股權計劃於2013年8月15日獲採納以來，概無根據該計劃授出任何購股權。

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### 36. Share Option – *continued*

#### Share option schemes of Emperor E Hotel – *continued*

A summary of the Emperor E Hotel New Share Option Scheme is set out as follows:

**(a) Purpose**

To enable the group of Emperor E Hotel to attract, retain and motivate talented participants to strive for future developments and expansion of the group of Emperor E Hotel.

**(b) Eligibility**

Eligible participants include employees (whether full time or part time employee, including non-executive director) and such other eligible participants.

**(c) (i) Total number of shares available for issue under the Emperor E Hotel New Share Option Scheme** as at 22 June 2016 (i.e. the date of this Annual Report): 129,254,598 shares.

**(ii) Percentage of the issued shares** that it represents as at 22 June 2016: 9.92%.

**(d) Maximum entitlement of each eligible participant under the Emperor E Hotel New Share Option Scheme**

(i) not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders of Emperor E Hotel;

(ii) options granted to substantial shareholders or independent non-executive directors or their respective associates in any one year exceeding the of 0.1% of the shares in issue and with a value in excess of HK\$5,000,000 must be approved by the shareholders of Emperor E Hotel.

**(e) Period within which the shares must be taken up under an option**

At any time from the date of grant of the option to such a date determined by the board of directors of Emperor E Hotel but in any event not exceeding 10 years from the date of grant.

### 36. 購股權 – 續

#### 英皇娛樂酒店購股權計劃 – 續

英皇娛樂酒店新購股權計劃之主要條款概述如下：

**(a) 目的**

為使英皇娛樂酒店集團能吸引、挽留及激勵有才幹之參與者以謀求英皇娛樂酒店集團之未來發展及擴張。

**(b) 合資格參與者**

合資格參與者包括僱員（無論全職或兼職僱員，包括非執行董事）及該等其他合資格參與者。

**(c) (i) 根據英皇娛樂酒店新購股權計劃於2016年6月22日（即本年報日期）可予發行之股份總數目：**129,254,598股。

**(ii) 於2016年6月22日其佔已發行股份之百分比：**9.92%。

**(d) 英皇娛樂酒店新購股權計劃項下每名合資格參與者可獲授權益上限：**

(i) 除非獲英皇娛樂酒店股東批准，否則在任何12個月期間內不得超過已發行股份之1%；

(ii) 於任何一年之內向主要股東或獨立非執行董事或彼等各自之聯繫人授出之購股權，若超過已發行股份之0.1%及價值超過5,000,000港元須經英皇娛樂酒店股東批准。

**(e) 行使購股權認購股份之期限**

於授出購股權日期起至英皇娛樂酒店董事會釐定之有關日期內之任何時間，惟於任何情況下，不得超過授出日期起計10年。

## 36. Share Option – continued

### Share option schemes of Emperor E Hotel – continued

#### (f) Minimum period for which an option must be held before it can be exercised

No minimum period unless otherwise determined by the board of directors of Emperor E Hotel.

- (g) (i) **Price** payable on application or acceptance of the option: HK\$1.00;
- (ii) The period within which **payments or calls** must or may be made: Within 28 days from the date of grant;
- (iii) Period within which **loans** for such purposes of the payments or calls must be **repaid**: Not applicable.

#### (h) Basis for determining the exercise price

The exercise price is determined by the board of Emperor E Hotel and will not be less than the highest of (a) the closing price of the share on the date of grant; (b) the average closing price of the shares for the five business days immediately preceding the date of grant; and (c) the nominal value of a share.

#### (i) The remaining life of the Emperor E Hotel New Share Option Scheme

Approximately 7 years (expiring on 14 August 2023).

No option has been granted since the adoption date of the Emperor E Hotel New Share Option Scheme.

## 37. Non-controlling Interests

Included in non-controlling interests as at 31 March 2016 was a deemed contribution by non-controlling interests of HK\$21,903,000 (2015: HK\$21,903,000) on certain interest-free loans from the non-controlling interests of a subsidiary which were contributed in accordance with their proportion of shareholdings.

## 36. 購股權—續

### 英皇娛樂酒店購股權計劃—續

#### (f) 購股權行使前必須持有之最短期限

除非英皇娛樂酒店董事會另行釐定，否則並無最短期限。

- (g) (i) 申請或接納購股權時所須繳付的代價：1.00港元；
- (ii) 必須或可能付款或通知付款之期限：授出日期起計28日內；
- (iii) 作付款或通知付款用途的貸款償還期限：不適用。

#### (h) 釐定行使價之基準

行使價乃由英皇娛樂酒店董事會釐定，惟不得低於下列最高者：(a)於授出日期股份之收市價；(b)於緊接授出日期前五個營業日股份之平均收市價；及(c)股份面值。

#### (i) 英皇娛樂酒店新購股權計劃之餘下期限

約7年（於2023年8月14日到期）。

自英皇娛樂酒店新購股權計劃的採納日期起，概無購股權獲授出。

## 37. 非控股權益

於2016年3月31日之非控股權益包括視作為非控股權益出資款項21,903,000港元（2015年：21,903,000港元），該款項乃因一間附屬公司之非控股權益所提供之若干免息貸款所致，而有關貸款乃按彼等股權比例出資。



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### 38. Acquisition of Additional Interests in Subsidiaries

During the year ended 31 March 2016, the Group acquired additional 8,335,000 (2015: 3,655,000) shares in Emperor E Hotel, representing 0.64% (2015: 0.28%) equity interests in Emperor E Hotel, at cash consideration of HK\$10,989,000 (2015: HK\$7,848,000). The difference of HK\$11,107,000 (2015: HK\$924,000) between the consideration paid of HK\$10,989,000 (2015: HK\$7,848,000) and the decrease in the non-controlling interests of HK\$22,096,000 (2015: HK\$8,772,000) was recognised directly in other reserve.

During the year ended 31 March 2016, the Group also acquired the remaining equity interests in a non-wholly owned subsidiary at a cash consideration of HK\$3,662,000.

### 39. Acquisitions

The Group had acquired the following material property interests:

- (a) In June 2015, the Group acquired property interests located at Nos. 25-27 Oxford Street, London, W1D 2DW, UK, at a cash consideration of £35,500,000 (approximately HK\$419,646,000).
- (b) In June 2015, the Group acquired property interests located at Nos. 75-79 Lockhart Road, Wanchai, Hong Kong through acquisition of Apex Delight Holdings Limited at a cash consideration of HK\$683,000,000.
- (c) In September 2015, the Group acquired property interests located at Nos. 8-10A Mosque Street, Mid-Levels, Hong Kong at a cash consideration of HK\$403,800,000.
- (d) In March 2016, the Group acquired property interests located at Nos. 39 and 41 Des Voeux Road, Central, Hong Kong through acquisition of Versa Ltd. at a cash consideration of HK\$1,300,000,000.

### 38. 收購附屬公司之額外權益

於截至2016年3月31日止年度，本集團以現金代價10,989,000港元（2015年：7,848,000港元）收購英皇娛樂酒店之額外8,335,000股（2015年：3,655,000股）股份，佔英皇娛樂酒店股權之0.64%（2015年：0.28%）。已付代價10,989,000港元（2015年：7,848,000港元）與非控股權益減少22,096,000港元（2015年：8,772,000港元）之差額11,107,000港元（2015年：924,000港元）已直接於其他儲備內確認。

截至2016年3月31日止年度，本集團亦以現金代價3,662,000港元收購於一間非全資附屬公司之餘下權益。

### 39. 收購事項

本集團已收購以下重大物業權益：

- (a) 於2015年6月，本集團以現金代價35,500,000英鎊（約419,646,000港元）收購位於英國倫敦W1D 2DW牛津街25-27號之物業權益。
- (b) 於2015年6月，本集團透過收購Apex Delight Holdings Limited以現金代價683,000,000港元，收購位於香港灣仔駱克道75-79號之物業權益。
- (c) 於2015年9月，本集團以現金代價403,800,000港元收購位於香港半山摩羅廟街8-10A號之物業權益。
- (d) 於2016年3月，本集團透過收購Versa Ltd.以現金代價1,300,000,000港元，收購位於香港德輔道中39及41號之物業權益。

## 40. Pledge of Assets

- (a) As at 31 March 2016 and 31 March 2015, certain assets of the Group were pledged to banks to secure banking facilities granted to the Group. The carrying values of these assets at the end of the reporting period were as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Bank deposits	銀行存款	685,645	2,450,549
Investment properties	投資物業	31,455,360	30,844,592
Properties under development for sale	持作出售之發展中物業	518,914	2,441,767
Buildings, including relevant leasehold land in Hong Kong	樓宇(包括相關香港租賃土地)	74,834	77,048
Hotel properties and hotel property under construction, including relevant leasehold land in Hong Kong	酒店物業及在建酒店物業(包括相關香港租賃土地)	2,976,757	2,822,772
Prepaid lease payments	預付租賃付款	577,444	644,578
Others (Note)	其他(附註)	99,570	74,078
		<b>36,388,524</b>	<b>39,355,384</b>

Note: Others represent floating charges over certain other assets of the Group including principally property, plant and equipment (other than hotel properties), inventories, trade and other receivables and bank balances.

- (b) The Group also had a bank deposit of HK\$325,000 (2015: HK\$321,000) pledged to a bank to secure for the use of ferry ticket equipment provided by a third party to the Group.

## 40. 資產抵押

- (a) 於2016年3月31日及2015年3月31日，本集團若干資產乃抵押予銀行以作為本集團獲授銀行信貸之抵押。該等資產於報告期末之賬面值如下：

附註：其他指就本集團若干其他資產（主要為酒店物業以外的物業、機器及設備、存貨、貿易及其他應收款及銀行結餘）之不固定抵押。

- (b) 本集團亦有銀行存款325,000港元（2015年：321,000港元）乃抵押予銀行以作為本集團使用一名第三方提供之船票售賣機之抵押。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 41. Commitments

### 41. 承擔

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Contracted for but not provided in the consolidated financial statements, net of deposits paid, in respect of:	已訂約但未於綜合財務報表中就下列各項作出撥備(扣除已付訂金):		
– investment properties	– 投資物業	504,754	1,860,795
– property, plant and equipment	– 物業、機器及設備	403,891	637,757
– properties under development for sale	– 持作出售之發展中物業	191,525	687,808
		<b>1,100,170</b>	3,186,360

### 42. Operating Lease Commitments

### 42. 經營租賃承擔

The Group as lessee

本集團作為承租人

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Minimum lease payments paid and payable under operating leases during the year in respect of rented premises	租賃物業本年度已付及應付之經營租賃最低租金	7,690	8,309

At end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises, which fall due as follows:

於報告期末，本集團尚有根據租賃物業之不可撤銷經營租賃須於日後支付最低租金金額之承擔，租金支付期如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within one year	1年內	4,657	5,824
In the second to fifth year inclusive	第2至第5年(包括首尾兩年在內)	1,470	1,980
		<b>6,127</b>	7,804

Leases are negotiated for terms ranging from 1 to 2 years (2015: 1 to 2 years) and the rentals are pre-determined and fixed.

有關租約乃經磋商協定，租期由1至2年不等(2015年：1至2年)，而租金乃預先釐定及為固定金額。

## 42. Operating Lease Commitments

– continued

### The Group as lessor

At end of the reporting period, the Group had contracted with tenants to receive the following future minimum lease payments in respect of premises in the investment properties, which fall due as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within one year	1年內	780,122	768,739
In the second to fifth years inclusive	第2至第5年(包括首尾兩年在內)	1,148,513	941,456
Over five years	超過5年	2,229	10,516
		<b>1,930,864</b>	1,720,711

Certain premises in the Group's investment properties have committed tenants for the tenancy ranging from 1 to 6 years (2015: 1 to 6 years) and the rentals are pre-determined at fixed amounts except for certain leases of which contingent rentals are charged based on the percentage of sales. The contingent rental income recognised during the year amounted to HK\$8,160,000 (2015: HK\$3,334,000). The lease commitments presented above is based on the existing committed monthly minimum lease payments.

## 43. Major Non-cash Transactions

During the year ended 31 March 2016, additions of investment properties and property, plant and equipment of HK\$118,524,000 (2015: HK\$300,000) and HK\$3,564,000 (2015: HK\$5,402,000), respectively, were settled by utilising deposits paid in prior year.

## 42. 經營租賃承擔 – 續

### 本集團作為出租人

於報告期末，本集團已與租戶訂約，可就投資物業於日後收取下列之最低租金金額，租金支付期如下：

本集團之投資物業內若干物業之租戶承租期介乎1至6年(2015年：1至6年)，租金預先釐定及以定額計算，但若干或然租金按銷售額百分比計入。年內確認之或然租金收入為8,160,000港元(2015年：3,334,000港元)。上述租約承擔以現有已承擔之每月最低租金金額為基準。

## 43. 主要非現金交易

於截至2016年3月31日止年度，投資物業及物業、機器及設備之添置分別為118,524,000港元(2015年：300,000港元)及3,564,000港元(2015年：5,402,000港元)，乃透過運用往年已付訂金結清。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 44. Related Party Transactions

### 44. 關連方交易

- (a) Other than disclosed in notes 19, 26, 29 and 30, the Group also had the following significant transactions with related parties:

- (a) 除附註19、26、29及30內所披露者外，本集團亦曾與關連方進行下列重大交易：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Advertising and other expenses to related companies	向關連公司支付廣告及其他開支	90	746
Commission to Dr. Albert Yeung in his capacity as a patron of the Group's VIP rooms	向楊博士（以本集團貴賓廳客戶之身份）支付佣金	1,545	1,842
Financial services expenses to related companies	向關連公司支付金融服務費	1,020	28,960
Hotel and restaurant income from related companies	向關連公司收取之酒店及餐廳收入	161	493
Interest income from a joint venture	向一間合營企業收取利息	12,551	3,345
Interest income from a shareholder of a joint venture	向一間合營企業之一名股東收取利息	—	928
Interest expenses to related companies	向關連公司支付利息	143,618	116,110
Rental income from related companies	向關連公司收取之租金	280,587	309,772
Secretarial fee expenses to a related company	向一間關連公司支付秘書服務費	940	775
Service fees from related companies	向關連公司收取服務費	—	192
Share of administrative expenses by related companies	關連公司分佔行政開支	76,003	80,465

Note: The above related parties are either controlled by AY Trust or certain Director.

附註：上述關連方由AY Trust或若干董事控制。

- (b) The key management personnel of the Company are Directors. Details of the remunerations are set out in note 12.
- (c) The Group had entered into an accommodation contract with Dr. Albert Yeung under which the Group provided Dr. Albert Yeung and his associates the exclusive right to use and occupy a property of the Group as rent-free quarter (including related expenses in relation to the usage of the property) as his emolument for his services as a consultant of the Group. The market rental values and the related expenses of the quarter for the year ended 31 March 2016 was HK\$9,930,000 (2015: HK\$9,836,000).

- (b) 本公司主要管理人員為董事。彼等之薪酬詳情載於附註12。
- (c) 本集團已與楊博士訂立一項住所合約，據此，本集團向楊博士及其聯繫人提供使用及佔用本集團一項物業作為其免租（包括使用該物業之相關開支）宿舍之獨家權利，作為其向本集團提供顧問服務之薪酬。截至2016年3月31日止年度，該宿舍之市場租值及相關開支為9,930,000港元（2015年：9,836,000港元）。

#### 44. Related Party Transactions – continued

(d) On 4 July 2014, the Company entered into the master purchase agreement with AY Holdings, indirectly wholly-owned by the AY Trust, pursuant to which AY Holdings agrees to procure members of the AY Holdings, its subsidiaries and associates (including but not limited to the Company and their subsidiaries and associates) to provide products and services to the Group in relation to the Group's future development projects, which includes hotels, residential and commercial developments. This agreement has a term commencing from 4 July 2014 to 31 March 2017. During the year ended 31 March 2016, the Group's expense under the agreement amount to HK\$7,353,000 (2015: HK\$4,988,000). The product and service fee payable by the Group is determined based on an order by order basis with reference to the quantity, delivery timing and the type of products and services. Ms. Semon Luk, a director of the Company, has deemed interest in the transaction by virtue of being an associate of eligible beneficiaries of the AY Trust. Details of the transaction is set out in the announcement of the Company dated 4 July 2014.

#### 45. Financial Information of the Company

The financial information of the Company as at 31 March 2016 and 31 March 2015 is as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司之投資	1,747,287	1,540,373
		<b>1,747,287</b>	1,540,373
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	11,013,774	9,889,253
Other receivables	其他應收款項	449	449
Bank balances and cash	銀行結餘及現金	115	70
		<b>11,014,338</b>	9,889,772
Current liability	流動負債		
Other payables	其他應付款項	26,699	23,778
Net current assets	流動資產淨值	<b>10,987,639</b>	9,865,994
Total assets less current liability	資產總額減流動負債	<b>12,734,926</b>	11,406,367
Non-current liability	非流動負債		
Unsecured notes	無抵押票據	3,715,063	2,910,112
Net assets	資產淨值	<b>9,019,863</b>	8,496,255
Capital and reserves	資本及儲備		
Share capital	股本	36,775	36,718
Reserves (Note)	儲備 (附註)	<b>8,983,088</b>	8,459,537
Total equity	權益總值	<b>9,019,863</b>	8,496,255

#### 44. 關連方交易 – 續

(d) 於2014年7月4日，本公司與AY Trust間接全資擁有之楊受成產業控股訂立總購買協議。據此，楊受成產業控股同意促使楊受成產業控股之成員公司及其附屬公司及聯繫人（包括但不限於本公司及其附屬公司及聯繫人）就本集團之日後發展項目（包括酒店、住宅及商業發展）提供產品及服務。該協議之期限為2014年7月4日起至2017年3月31日。於截至2016年3月31日止年度，本集團於該協議項下的開支為7,353,000港元（2015年：4,988,000港元）。本集團應付之產品及服務費用乃經參考產品及服務之數量、交付時間及類型後按訂單基準釐定。本公司董事陸女士因其為AY Trust合資格受益人之聯繫人而已被視為於該交易中擁有權益。該交易的有關詳情載於本公司日期為2014年7月4日之公告。

#### 45. 本公司之財務資料

本公司於2016年3月31日及2015年3月31日之財務資料如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 45. Financial Information of the Company

### 45. 本公司之財務資料—續

– continued

Note:

附註：

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2014	於2014年4月1日	4,551,984	3,575	109,474	4,196,437	8,861,470
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	–	–	–	(1,709)	(1,709)
Final dividend paid for 2014	2014年已派付末期股息	–	–	–	(216,635)	(216,635)
Interim dividend paid for 2015	2015年已派付中期股息	–	–	–	(183,589)	(183,589)
At 31 March 2015	於2015年3月31日	4,551,984	3,575	109,474	3,794,504	8,459,537
Profit and total comprehensive income for the year	年度溢利及全面 收益總額	–	–	–	899,677	899,677
Exercise of share options (note 35)	行使購股權 (附註35)	11,264	(1,248)	–	–	10,016
Lapse of share options during the year (note 36)	年內購股權失效 (附註36)	–	(2,327)	–	2,327	–
Final dividend paid for 2015	2015年已派付末期股息	–	–	–	(220,653)	(220,653)
Interim dividend paid for 2016	2016年已派付中期股息	–	–	–	(165,489)	(165,489)
<b>At 31 March 2016</b>	<b>於2016年3月31日</b>	<b>4,563,248</b>	<b>–</b>	<b>109,474</b>	<b>4,310,366</b>	<b>8,983,088</b>

## 46. Particulars of Subsidiaries

(a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:

## 46. 附屬公司詳情

(a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued ordinary share capital/ registered capital <sup>1</sup> 已發行普通股 股本/註冊資本 <sup>1</sup>	Proportion of issued share capital held by the Group 本集團持有 已發行股本之比例		Principal activities 主要業務
			2016 %	2015 %	
<b>Directly held</b>					
<b>直接持有</b>					
Emperor Corporate Management Limited 英皇企業管理有限公司	BVI 英屬處女群島	US\$1 1美元	<b>100.00</b>	100.00	Investment holding 投資控股
Emperor Hotel Group Limited 英皇酒店集團有限公司	BVI 英屬處女群島	US\$1 1美元	<b>100.00</b>	100.00	Investment holding 投資控股
Emperor Property Development Limited 英皇物業發展有限公司	BVI 英屬處女群島	US\$1 1美元	<b>100.00</b>	100.00	Investment holding 投資控股
Good Force Investments Limited	BVI 英屬處女群島	US\$1 1美元	<b>100.00</b>	100.00	Investment holding 投資控股
<b>Indirectly held</b>					
<b>間接持有</b>					
All Max Limited 溢保有限公司	Hong Kong 香港	1	<b>100.00</b>	100.00	Property investment 物業投資
Asia Palace Limited 國嵩有限公司	Hong Kong 香港	1	<b>100.00</b>	–	Property development and investment 物業發展及投資
Big Right 正泰	Hong Kong 香港	1	<b>100.00</b>	100.00	Investment holding 投資控股
Billion Ideal Limited 億逸有限公司	Hong Kong 香港	1	<b>100.00</b>	100.00	Property development 物業發展
Century Creations Limited 世紀創建有限公司	Hong Kong 香港	10,000	<b>100.00</b>	100.00	Property investment 物業投資
Champ Billion Limited 倡兆有限公司	Hong Kong 香港	1	<b>100.00</b>	100.00	Property investment 物業投資
Emperor (Beijing) Real Estate Development Limited <sup>2</sup> 英皇(北京)房地產開發有限公司 <sup>2</sup>	PRC 中國	RMB1,511,377,395 人民幣1,511,377,395元	<b>100.00</b>	100.00	Property development 物業發展



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## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 46. Particulars of Subsidiaries – continued

### 46. 附屬公司詳情 – 續

(a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:  
– continued

(a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：– 續

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued ordinary share capital/ registered capital <sup>1</sup> 已發行普通股 股本/註冊資本 <sup>1</sup>	Proportion of issued share capital held by the Group 本集團持有 已發行股本之比例		Principal activities 主要業務
			2016 %	2015 %	
<b>Indirectly held – continued</b> 間接持有 – 續					
Emperor (Shanghai) Co., Ltd. <sup>2</sup> 英皇(上海)有限公司 <sup>2</sup>	PRC 中國	RMB1,807,598,058 人民幣1,807,598,058元	100.00	100.00	Property development 物業發展
Emperor (Xiamen) Real Estate Investments Limited <sup>2</sup> 英皇(廈門)地產發展有限公司 <sup>2</sup>	PRC 中國	US\$5,000,000 5,000,000美元	100.00	97.19	Property development 物業發展
Emperor Entertainment Hotel Holdings Limited 英皇娛樂酒店控股有限公司	Hong Kong 香港	100	100.00	100.00	Investment holding 投資控股
Emperor Entertainment Hotel Investment Limited <sup>3</sup> 英皇娛樂酒店投資有限公司 <sup>3</sup>	BVI/Macau 英屬處女群島/ 澳門	US\$50 50美元	63.31	62.67	Investment holding 投資控股
Emperor Entertainment Hotel Management Limited <sup>4</sup> 英皇娛樂酒店管理有限公司 <sup>4</sup>	Macau 澳門	MOP25,000 25,000澳門元	38.00	37.60	Provision of project financing services 提供項目融資服務
Emperor E Hotel 英皇娛樂酒店	Bermuda/ Hong Kong 百慕達/香港	130,255	63.31	62.67	Investment holding 投資控股
Emperor Financial Management Limited 英皇財務管理有限公司	Hong Kong 香港	100	100.00	100.00	Provision of treasury services to group companies 向集團公司提供財務服務
Emperor Hotel (HK) Limited 英皇酒店管理有限公司	Hong Kong 香港	2	100.00	100.00	Property investment and hotel operations 物業投資及酒店營運

## 46. Particulars of Subsidiaries – continued

- (a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:  
– continued

## 46. 附屬公司詳情 – 續

- (a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：– 續

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued ordinary share capital/ registered capital <sup>1</sup> 已發行普通股 股本/註冊資本 <sup>1</sup>	Proportion of issued share capital held by the Group 本集團持有 已發行股本之比例		Principal activities 主要業務
			2016 %	2015 %	
<b>Indirectly held – continued</b> 間接持有 – 續					
Emperor Investment Limited 英皇地產有限公司	Hong Kong 香港	1,000	<b>100.00</b>	100.00	Provision of treasury services to group companies 向集團公司提供財務服務
Emperor Investment (Management) Limited	Hong Kong 香港	100	<b>100.00</b>	100.00	Provision of management services 提供管理服務
Emperor Project Management (Hong Kong) Limited 英皇工程策劃(香港)有限公司	Hong Kong 香港	100	<b>100.00</b>	100.00	Provision of project management services 提供項目管理服務
Emperor Property Agency Limited 英皇物業代理有限公司	Hong Kong 香港	100	<b>100.00</b>	100.00	Provision of property agency services 提供物業代理服務
Fai lek Limitada 輝益有限公司	Macau 澳門	MOP25,000 25,000澳門元	<b>100.00</b>	100.00	Property investment 物業投資
Famous Awards Limited	BVI/UK 英屬處女群島/ 英國	US\$1 1美元	<b>100.00</b>	100.00	Property investment 物業投資
Gold Pleasure Investment Limited 樂德投資有限公司	Hong Kong 香港	2	<b>100.00</b>	100.00	Property investment 物業投資
Gold Shine Investment Limited 通耀投資有限公司	Hong Kong 香港	2	<b>100.00</b>	100.00	Property investment 物業投資

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## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 46. Particulars of Subsidiaries – continued

### 46. 附屬公司詳情 – 續

(a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:  
– continued

(a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：– 續

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued ordinary share capital/ registered capital <sup>1</sup> 已發行普通股 股本/註冊資本 <sup>1</sup>	Proportion of issued share capital held by the Group 本集團持有 已發行股本之比例		Principal activities 主要業務
			2016 %	2015 %	
<b>Indirectly held – continued</b> 間接持有 – 續					
Golden Pegasus Investment Limited 金飛馬置業有限公司	Hong Kong 香港	100,000	100.00	100.00	Property investment 物業投資
Grand Emperor Entertainment & Hotel (Macau) Limited <sup>4</sup> 英皇娛樂酒店(澳門)有限公司 <sup>4</sup>	Macau 澳門	MOP500,000 500,000澳門元	38.00	37.60	Provision of hotel and catering services 提供酒店及餐飲服務
Grand – Invest & Development Company Limited <sup>3</sup> 格蘭投資發展有限公司 <sup>3</sup>	Macau 澳門	MOP100,000 100,000澳門元	63.31	62.67	Provision of hotel and catering services 提供酒店及餐飲服務
Headwise Investment Limited 智揚投資有限公司	Hong Kong 香港	2	100.00	100.00	Property investment 物業投資
Hill Concept Limited 峰圖有限公司	Hong Kong 香港	1	100.00	–	Property development 物業發展
Inn Hotel Limited 盛世酒店有限公司	Hong Kong 香港	10,000	100.00	100.00	Hotel operation 經營酒店
I Soi Limitada 怡瑞有限公司	Macau 澳門	MOP25,000 25,000澳門元	100.00	100.00	Property investment 物業投資
I Veng Limitada 怡永有限公司	Macau 澳門	MOP25,000 25,000澳門元	100.00	100.00	Property investment 物業投資
Keen Million Limited <sup>4</sup>	BVI/Macau 英屬處女群島/ 澳門	US\$1 1美元	38.00	37.60	Gaming operation 博彩業務
Luck United <sup>4</sup>	BVI/Macau 英屬處女群島/ 澳門	US\$10,000 10,000美元	38.00	37.60	Investment holding 投資控股

## 46. Particulars of Subsidiaries – continued

- (a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:  
– continued

## 46. 附屬公司詳情 – 續

- (a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：– 續

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued ordinary share capital/ registered capital <sup>1</sup> 已發行普通股 股本/註冊資本 <sup>1</sup>	Proportion of issued share capital held by the Group 本集團持有 已發行股本之比例		Principal activities 主要業務
			2016 %	2015 %	
<b>Indirectly held – continued</b> 間接持有 – 續					
Mori Investments Limited	Hong Kong 香港	2	100.00	100.00	Property investment 物業投資
MORI MORI Serviced Apartments Limited	Hong Kong 香港	1	100.00	100.00	Operation of serviced apartments 經營服務式公寓
Motive Drive Limited 動之源有限公司	Hong Kong 香港	100	100.00	100.00	Property development 物業發展
National Goal Limited 族標有限公司	Hong Kong 香港	2	100.00	100.00	Property investment 物業投資
Planwing Limited 境榮有限公司	Hong Kong 香港	2	100.00	100.00	Property investment 物業投資
Precision Faith Limited <sup>3</sup> 泓軒有限公司 <sup>3</sup>	Macau 澳門	MOP100,000 100,000澳門元	63.31	62.67	Gaming operation and provision of gaming related marketing and promotion services 博彩業務及提供博彩相關市 場推廣及宣傳服務
Quick Gain Investments Limited <sup>3</sup>	BVI/Macau 英屬處女群島/ 澳門	US\$1 1美元	63.31	62.67	Investment holding 投資控股
Rich Gallant Investment Limited 富雄投資有限公司	Hong Kong 香港	2	100.00	100.00	Property investment 物業投資
Richorse Limited	Hong Kong 香港	2	100.00	100.00	Property investment 物業投資
Right Achieve Limited <sup>4</sup> 正成有限公司 <sup>4</sup>	BVI/Macau 英屬處女群島/ 澳門	US\$1 1美元	38.00	37.60	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 46. Particulars of Subsidiaries – continued

### 46. 附屬公司詳情 – 續

- (a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:  
– continued

- (a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：– 續

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Issued ordinary share capital/ registered capital <sup>1</sup> 已發行普通股 股本/註冊資本 <sup>1</sup>	Proportion of issued share capital held by the Group 本集團持有 已發行股本之比例		Principal activities 主要業務
			2016 %	2015 %	

#### Indirectly held – continued

#### 間接持有 – 續

Shineon Investments Limited	BVI/UK 英屬處女群島/ 英國	US\$1 1美元	100.00	100.00	Property investment 物業投資
Upton Limited 維港峰有限公司	Hong Kong 香港	2	100.00	100.00	Property development 物業發展
Tin Hou Limited <sup>3</sup> 天豪有限公司 <sup>3</sup>	Macau 澳門	MOP25,000 25,000澳門元	63.31	62.67	Provision of agency services and gaming operation 提供中介服務及博彩業務
Very Sound Investments Limited	Hong Kong 香港	10,000,000	100.00	100.00	Property investment 物業投資
Wider Success Limited 揚成有限公司	Hong Kong 香港	1	100.00	100.00	Property investment 物業投資
Wealthy Wide Limited 財博有限公司	Hong Kong 香港	1	100.00	100.00	Property development 物業發展
Winning Treasure Limited 裕勝有限公司	Hong Kong 香港	1	100.00	100.00	Property investment 物業投資

1 All amounts are in Hong Kong dollars except stated otherwise.

1 除另有注明者外，所有款項均以港元為單位。

2 Wholly foreign owned enterprise. The company's English name is for identification purpose only.

2 全外資企業。公司英文名稱僅供識別。

3 These companies are wholly-owned subsidiaries of Emperor E Hotel whose shares are listed on the Stock Exchange.

3 該等公司為英皇娛樂酒店之全資附屬公司，其股份於聯交所上市。

4 These companies are non-wholly owned subsidiaries of Emperor E Hotel and are regarded as non-wholly owned subsidiaries of the Company because the Group has control over the financial and operating policies of these companies.

4 該等公司乃英皇娛樂酒店之非全資附屬公司，並由於本集團擁有該等公司財務及經營政策之控制權，因此，該等公司被視為本公司之非全資附屬公司。

## 46. Particulars of Subsidiaries – continued

- (a) Particulars of the principal subsidiaries of the Company as at 31 March 2016 and 31 March 2015, are as follows:  
– continued

All subsidiaries, except for those companies incorporated outside Hong Kong, carry on their businesses in Hong Kong unless stated otherwise.

None of the subsidiaries of the Company issued any debt securities except for Big Right which has issued US\$110,000,000 unsecured notes (see note 32 for details) at 31 March 2016.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

- (b) Details of non-wholly owned subsidiaries that have material non-controlling interests:

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權及投票權之比例		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Accumulated non-controlling interests 累計非控股權益	
		2016	2015	2016	2015	2016	2015
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Emperor E Hotel* 英皇娛樂酒店*	Bermuda/Macau 百慕達/澳門	36.69%	37.33%	161,523	377,612	2,981,823	2,885,192
						(Note) (附註)	

Note: Included in accumulated non-controlling interests, an amount of HK\$1,680,340,000 contributed from the non-controlling interests of Emperor E Hotel and its subsidiaries.

## 46. 附屬公司詳情 – 續

- (a) 本公司於2016年3月31日及2015年3月31日之主要附屬公司詳情如下：– 續

除在香港以外註冊成立之公司外，所有附屬公司均在香港經營業務（另有註明者除外）。

於2016年3月31日，除正泰已發行110,000,000美元無抵押票據（詳情見附註32）外，本公司之各附屬公司概無發行任何債務證券。

依董事之意見，上表列舉者為主要影響本集團業績或資產之本公司附屬公司。董事認為列出其他附屬公司之詳情會令篇幅過於冗長。

- (b) 擁有重大非控股權益之非全資附屬公司之詳情：

下表載列佔有重大非控股權益之本集團非全資附屬公司之詳情：

附註：英皇娛樂酒店及其附屬公司非控股權益之出資1,680,340,000港元計入累計非控股權益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2016 截至2016年3月31日止年度

### 46. Particulars of Subsidiaries – continued

### 46. 附屬公司詳情—續

#### Emperor E Hotel\*

#### 英皇娛樂酒店\*

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Current assets	流動資產	<b>3,871,846</b>	3,506,559
Non-current assets	非流動資產	<b>2,646,574</b>	2,867,386
Current liabilities	流動負債	<b>822,577</b>	836,330
Non-current liabilities	非流動負債	<b>572,462</b>	623,284
Equity attributable to owners of the Emperor E Hotel	英皇娛樂酒店擁有人應佔權益	<b>3,443,041</b>	3,301,441
Non-controlling interests	非控股權益	<b>1,680,340</b>	1,612,890
Revenue	收入	<b>1,721,042</b>	2,034,787
Costs, expenses, other gains and losses	成本、開支、其他收益及虧損	<b>1,397,368</b>	1,339,994
Profit and total comprehensive income for the year	年度溢利及全面收益總額	<b>323,674</b>	694,793
Profit and total comprehensive income attributable:	下列應佔溢利及全面收益總額：		
Owners of the Company	本公司擁有人	<b>162,151</b>	317,181
Non-controlling interests of the Company	本公司非控股權益	<b>161,523</b>	377,612
		<b>323,674</b>	694,793
Net cash inflow from operating activities	經營活動之現金流入淨額	<b>604,225</b>	862,489
Net cash inflow (outflow) from investing activities	投資活動之現金流入(流出)淨額	<b>1,758,336</b>	(24,279)
Net cash outflow from financing activities	融資活動之現金流出淨額	<b>(185,351)</b>	(574,503)
Net cash inflow	現金流入淨額	<b>2,177,210</b>	263,707

\* Representing Emperor E Hotel and its subsidiaries

\* 指英皇娛樂酒店及其附屬公司

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

### Results

### 業績

		For the year ended 31 March 截至3月31日止年度				
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Revenue	收入	<b>5,602,894</b>	2,821,473	3,013,897	5,703,465	2,959,603
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(1,850,633)</b>	1,625,991	2,655,118	7,187,235	5,080,332
Taxation	稅項	<b>(379,032)</b>	(350,298)	(265,688)	(560,765)	(154,392)
(Loss) profit for the year	年度(虧損)溢利	<b>(2,229,665)</b>	1,275,693	2,389,430	6,626,470	4,925,940
Profit attributable to:	應佔溢利:					
Owners of the Company	本公司擁有人	<b>(2,391,188)</b>	898,129	1,858,140	6,156,029	4,459,091
Non-controlling interests	非控股權益	<b>161,523</b>	377,564	531,290	470,441	466,849
		<b>(2,229,665)</b>	1,275,693	2,389,430	6,626,470	4,925,940

### Assets and Liabilities

### 資產及負債

		At 31 March 於3月31日				
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Total assets	資產總值	<b>48,051,959</b>	49,011,232	43,313,955	37,803,653	33,005,564
Total liabilities	負債總額	<b>(22,317,424)</b>	(20,563,434)	(15,780,169)	(12,346,965)	(13,789,251)
		<b>25,734,535</b>	28,447,798	27,533,786	25,456,688	19,216,313
Equity attributable to:	應佔權益:					
Owners of the company	本公司擁有人	<b>22,752,712</b>	25,558,851	24,952,580	23,348,384	17,495,301
Non-controlling interests	非控股權益	<b>2,981,823</b>	2,888,947	2,581,206	2,108,304	1,721,012
		<b>25,734,535</b>	28,447,798	27,533,786	25,456,688	19,216,313



# SUMMARY OF PROPERTIES

## 物業概要

Particulars of the Group's major investment properties and properties under development as at 31 March 2016 are as follows:

本集團於2016年3月31日之主要投資物業及發展中物業之詳情如下：

### Investment Properties

### 投資物業

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's Land lease interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
1. Ground Floor and 1st Floor, 474-476 Lockhart Road, and Shop G on Ground Floor, Pun Tak Building, 478-484 Lockhart Road, Causeway Bay, Hong Kong 香港銅鑼灣駱克道474-476號地下及1樓及駱克道478-484號本德大廈地下G號舖	Commercial 商業	4,710 (G) (建築)	–	100	Long 長期
2. Ground Floor and 1st Floor of 46 Leighton Road and Ground Floor of 44 and 48 Leighton Road, Lai Chi Building, Causeway Bay, Hong Kong 香港銅鑼灣禮頓道46號地下及1樓及禮頓道44及48號禮智大廈地下	Commercial 商業	6,054 (G) (建築)	–	100	Long 長期
3. Units 1 to 4 on 12th Floor, Wing Yip Commercial Building, 65-71 Yen Chow Street, Sham Shui Po, Kowloon 九龍深水埗欽州街65-71號榮業商業大廈12樓1至4室	Commercial 商業	958 (G) (建築)	–	100	Medium 中期
4. Carpark Nos. 1-11, 20, 23, 23A, 24 and 24A on Ground Floor, Kwong Sang Hong Building, Blocks C and D, 188 Wanchai Road, Wanchai, Hong Kong 香港灣仔灣仔道188號廣生行大廈C及D座地下1-11、20、23、23A、24及24A號車位	Carparks 車位	–	16	100	Long 長期

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
5. Units 601-604, 606, 705, 801, 806, 1206, 1207, 1505, 1605, 1607, 1701-1707, 1807, 2001-2007 Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong 香港灣仔軒尼詩道288號 英皇集團中心601至604、606、705、 801、806、1206、1207、1505、 1605、1607、1701至1707、 1807及2001至2007室	Office 辦公室	39,646 (G) (建築)	–	100	Medium 中期
6. Shops on Basement One and Two, G/F-1/F, 3/F-4/F, Some Commercial Units on 23/F-29/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong 香港灣仔軒尼詩道288號 英皇集團中心第一層及第二層地庫、 地下至1樓、3樓至4樓之舖位及23至29樓 之若干商用單位	Commercial/ Office 商業／辦公室	125,811 (G) (建築)	36	100	Medium 中期
7. Ground Floor and 1st Floor, 523 Lockhart Road, Causeway Bay, Hong Kong 香港銅鑼灣駱克道523號地下及1樓	Commercial 商業	1,850 (G) (建築)	–	100	Long 長期
8. Shops 1-3 & 5 on Ground Floor, the whole of 1st, 2nd and 3rd Floors, the External Walls of Ground Floor to 3rd Floor, the Flat Roof on 5th Floor and Parapet Walls enclosing the Flat Roof on 5th Floor and Lift No. 1 and No. 5, 8 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街8號 地下1至3號及5號舖、1樓、2樓 及3樓全層、地下至3樓之外牆、 5樓平台、包圍5樓平台之低牆 及1號及5號電梯	Commercial/ Shops 商業／商舖	26,952 (G) (建築)	–	100	Long 長期

## SUMMARY OF PROPERTIES

### 物業概要

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's Land lease interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
9. Shop 1-4 Lower G/F, Yee Fung Building, 1A Wong Nai Chung Road, Happy Valley, Hong Kong 香港跑馬地黃泥涌道1號A怡豐大廈低 層地下1至4號舖	Shops 商舖	3,364 (G) (建築)	–	100	Medium 中期
10. Ground Floor and 1/F, 4, 6 and 8 Canton Road, Tsimshatsui, Kowloon 九龍尖沙咀廣東道4號、6號 及8號地下及1樓	Shops 商舖	4,328 (G) (建築)	–	100	Medium 中期
11. Unit A to H on 17th Floor and Vehicle Parking Space No. 7 on Ground Floor, Hong Kong Industrial Building, 444-452 Des Voeux Road West, Hong Kong 香港德輔道西444-452號 香港工業大廈17樓A至H室 及地下7號停車位	Industrial/ Carparks 工業／車位	11,554 (S) (實用)	1	100	Long 長期
12. Units C, D and G on 18th Floor, Unit H on 1st Floor and Vehicle Parking Spaces Nos. 11-12 on Ground Floor, Hong Kong Industrial Building, 444-452 Des Voeux Road West, Hong Kong 香港德輔道西444-452號 香港工業大廈18樓C、D、及G室、 1樓H室及地下11至12號停車位	Industrial/ Carparks 工業／車位	6,060 (S) (實用)	2	100	Long 長期
13. Shops A & B on Ground Floor, Hong Kong Industrial Building, 444-452 Des Voeux Road West, Hong Kong 香港德輔道西444-452號 香港工業大廈地下A及B號舖	Industrial 工業	14,211 (S) (實用)	–	100	Long 長期

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
14. Shops Nos. 7-11 and Entrance on Ground Floor, the whole of 1st and 2nd Floor, Wei Kei Building, 275 Chatham Road North, Hung Hom, Kowloon 九龍紅磡漆咸道北275號蔚景樓地下7至11號舖及入口、1樓及2樓全層	Commercial 商業	21,720 (G) (建築)	–	100	Long 長期
15. The Ulfert Centre (formerly known as Golden Castle Industrial Building), 4 Kin Fat Lane, Tuen Mun, New Territories 新界屯門建發里4號歐化傢俬中心(前稱金堡工業大廈)	Industrial 工業	178,815 (G) (建築)	–	100	Medium 中期
16. G/F, Portion B, 63-69 Avenida do Infante D. Henrique and Shop C2 on G/F, No. 5 Rua Dr. Pedro Jose Lobo, Macau 澳門殷皇子大馬路63-69號B座地下及羅保博士街5號地下C2號舖	Commercial 商業	1,600 (G) (建築)	–	100	Short 短期
17. Shops A, B & E, G/F, Hung Kei Mansion, 5-8 Queen Victoria Road, Central, Hong Kong 香港中環域多利皇后街5-8號鴻基大廈地下A、B及E號舖	Commercial 商業	3,235 (G) (建築)	–	100	Long 長期
18. Shops 1-6, G/F and 1-2/F, 1st and 2nd Advertising Walls, 525 Shanghai Street, Mongkok, Kowloon 九龍旺角上海街525號地下1至6號舖、1樓至2樓全層、第一及第二外牆廣告位置	Commercial 商業	5,549 (G) (建築)	–	100	Medium 中期

## SUMMARY OF PROPERTIES

### 物業概要

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
19. Unit C, 6/F, CNT Tower, Wanchai, Hong Kong 香港灣仔北海中心6樓C室	Office 辦公室	940 (G) (建築)	–	100	Long 長期
20. B/F, G/F, 1/F-4/F of Block A, 201-209 Avenida De Almeida Ribeiro, 1-3 Patio Das Esquinas, Macau 澳門大鵬橫巷1-3號新馬路 201-209號A座地庫、地下及1至4樓	Commercial 商業	15,788 (G) (建築)	–	100	Long 長期
21. Flat A & C, 12/F and Flat B, 17/F, Ying Fai Court, 1 Ying Fai Terrace, Hong Kong 香港英輝臺1號英輝閣12樓 A及C室及17樓B室	Residential 住宅	1,780 (G) (建築)	–	100	Long 長期
22. B1, B2 and 3/F, The Emperor (Happy Valley) Hotel, 1A Wang Tak Street, Happy Valley, Hong Kong 香港跑馬地宏德街1號A 英皇駿景酒店第一層及第二層地庫及3樓	Commercial 商業	16,122 (G) (建築)	–	100	Long 長期
23. Shop A, D2 & E2, G/F, Harilela Mansion, 81 Nathan Road, Tsimshatsui, Kowloon 九龍尖沙咀彌敦道81號 喜利大廈地下A、D2及E2號舖	Shops 商舖	3,061 (G) (建築)	–	100	Medium 中期
24. 153-157 Castle Peak Road, Yuen Long, New Territories 新界元朗青山公路153-157號	Commercial/ Residential 商業／住宅	8,841 (G) (建築)	–	100	Medium 中期
25. 54-56 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街54-56號	Commercial/ Residential 商業／住宅	5,138 (G) (建築)	–	100	Long 長期
26. G/F, 20 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街20號地下	Shops 商舖	1,125 (G) (建築)	–	100	Long 長期

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
27. 22-24 Russell Street, Causeway Bay, Hong Kong 香港銅鑼灣羅素街22-24號	Shops 商舖	7,868 (G) (建築)	–	100	Long 長期
28. Fitfort, 560 King's Road, North Point, Hong Kong 香港北角英皇道560號健威坊	Shops/ Carparks 商舖/車位	134,411 (G) (建築)	353	100	Long 長期
29. Shop C & D, G/F and Units A and B, 1/F, Mercantile House, Kowloon 九龍有利大廈地下C及D號舖 及1樓A及B室	Shops 商舖	3,710 (G) (建築)	–	100	Medium 中期
30. G/F, 76 Percival Street, Hong Kong 香港波斯富街76號地下	Shops 商舖	600 (G) (建築)	–	100	Long 長期
31. Shop A & B on G/F, Office A & B on 1/F, Tak Fat Building, 50-52 Russell Street, Hong Kong 香港羅素街50-52號 德發大廈地下A及B號舖、 1樓辦公室A及B室	Shops/ Office 商舖/辦公室	3,720 (G) (建築)	–	100	Long 長期
32. Shop on G/F, The Java, 98 Java Road, Hong Kong 香港渣華道98號The Java地下商舖	Shops 商舖	4,435 (G) (建築)	–	100	Long 長期
33. Shops on G/F & 1/F, 18 Upper East, 18-36 Shing On Street, Hong Kong 香港成安街18-36號 港島•東18地下及1樓商舖	Shops 商舖	11,738 (G) (建築)	–	100	Long 長期
34. Shops on G/F & 1/F, The Prince Place, 396-400 Prince Edward Road West, Kowloon 九龍太子道西396-400號御•太子 地下及1樓商舖	Shops 商舖	6,320 (G) (建築)	–	100	Medium 中期
35. Shops on G/F, Upton, 180 Connaught Road West, Hong Kong 香港干諾道西180號維港峰地下商舖	Shops 商舖	8,183 (G) (建築)	–	100	Long 長期
36. G/F, 67 Wellington Street, Hong Kong 香港威靈頓街67號地下	Shops 商舖	950 (G) (建築)	–	100	Long 長期

# SUMMARY OF PROPERTIES

## 物業概要

Location 地點	Purpose 用途	Floor area 樓面面積 sq. ft. 平方呎	Car parking 車位數目	Group's interest 本集團 所佔權益 %	Land lease duration 土地租賃 期間
37. Flat B, G/F, Hon Kwong Mansion, 25-29 Hankow Road & 4 Ichang Street, Kowloon 九龍漢口道25-29號及 宜昌街4號漢光大廈地下B室	Shops 商舖	800 (G) (建築)	–	100	Medium 中期
38. Shop C, G/F, Daily House, 35, 36 & 37 Haiphong Road, Kowloon 九龍海防道35、36及 37號海利行地下C號舖	Shops 商舖	750 (G) (建築)	–	100	Medium 中期
39. Shops 30 & 33A on G/F and M/F, Tsimshatsui Mansion, 83-97 Nathan Road, 36-50 Lock Road, Kowloon 九龍彌敦道83-97號及樂道 36-50號華源大廈地下 及閣樓30及33A號舖	Shops 商舖	1,717 (G) (建築)	–	100	Medium 中期
40. 60 Gloucester Road, Wanchai, Hong Kong 香港灣仔告士打道60號	Shops/Office 商舖／辦公室	110,532 (G) (建築)	30	100	Long 長期
41. The Pulse, 28 Beach Road, Repulse Bay, Hong Kong 香港淺水灣海灘道28號The Pulse	Commercial/ Shops 商業／商舖	167,000 (G) (建築)	97	100	Long 長期
42. 82 Hung To Road, Kowloon 九龍鴻圖道82號	Industrial 工業	89,500 (G) (建築)	9	100	Medium 中期
43. Wincome Centre, 39-41 Des Voeux Road Central, Central, Hong Kong 香港中環德輔道中39-41號永傑商業大廈	Commercial/ Office 商業／辦公室	39,400 (G) (建築)	–	100	Long 長期
44. 45-51 Kwok Shui Road, New Territories 新界國瑞路45至51號	Industrial 工業	129,147 (G) (建築)	13	100	Medium 中期
45. 181-183 Oxford Street, London, UK 英國倫敦牛津街181號至183號	Commercial/ Office 商業／辦公室	12,731 (G) (建築)	–	100	Freehold 永久
46. 25-27 Oxford Street, London, UK 英國倫敦牛津街25-27號	Commercial/ Office 商業／辦公室	11,600 (G) (建築)	–	100	Freehold 永久

Remarks: (G) – gross floor area  
(S) – saleable area

備註：(建築) – 樓面建築面積  
(實用) – 實用面積

## Investment Properties Under Development

## 發展中投資物業

Location 地點	Purpose 用途	Site area 地盤面積 sq.ft. 平方呎	Estimated gross floor area 估計樓面 建築面積 sq.ft. 平方呎	Stage of completion 完成階段	Estimated completion date 估計落成日期	Car parking 車位數目	Group's interest 本集團 所佔權益 %	Land lease duration 土地 租賃期間
1. 75-85 Lockhart Road, Wanchai, Hong Kong 香港灣仔駱克道75-85號	Commercial 商業	6,376	95,600	Demolition work in progress 拆遷工作仍在進行	2019	–	100	Long 長期
2. Emperor Group Centre Section D, Yonganxili, Jianguomen Outer Street Chaoyang District, Beijing, The PRC 英皇集團中心 北京市朝陽區 建國門外大街 永安西里D地段	Commercial/ Office 商業/辦公室	88,417	1,000,000 (incl. basement) (包括地庫)	Superstructure in progress 上層建築仍在進行	2016	425	100	Long 長期
3. Emperor Star City, a site located at Yuyuan Jiedao 548 Jiefang 11/1 Qiu Huang District Shanghai, the PRC 英皇明星城· 位於中國上海黃浦區 豫園街道548街坊 11/1丘之地盤	Commercial complex 商業綜合 用途	246,173	1,300,000 (incl. basement) (包括地庫)	Foundation completed 地基工程已完成	2017	–	Note 附註	Medium 中期
4. Nos. 71-85, Avenida do Infante D. Herique and Nos. 514-540 Avenida da Praia Grande, Macau 澳門殷皇子大馬路 71-85號及南灣 大馬路514-540號	Commercial 商業	5,404	29,200	Superstructure in progress 上層建築仍在進行	2017	–	100	Short 短期
5. 17-19 Yik Yam Street, Hong Kong 香港奕蔭街17至19號	Residential 住宅	2,019	17,142	Foundation in progress 地基工程仍在進行	2018	–	100	Long 長期

*Note:* Under the JV Agreement, the Group would provide the Land, the JV partner would bear the full consideration cost and the saleable floor area would be split between the parties in equal shares.

*附註:* 根據合營協議,本集團將提供土地,合營夥伴將承擔全部建築成本,而實用面積將由雙方等份平分。



# SUMMARY OF PROPERTIES

## 物業概要

### Hotel Property Under Development

### 發展中酒店物業

Location	Purpose	Site area	Estimated gross floor area	Stage of completion	Estimated completion date	Car parking	Group's interest	Land lease duration
地點	用途	地盤面積 sq.ft. 平方呎	估計樓面 建築面積 sq.ft. 平方呎	完成階段	估計 落成日期	車位數目	本集團 所佔權益 %	土地 租賃期間
1. 373 Queen's Road East, Hong Kong 香港皇后大道東373號	Hotel 酒店	7,718	116,000	Superstructure in progress 上層建築仍在進行	2016	–	100	Medium 中期

### Properties Under Development – For Sale

### 持作出售之發展中物業

Location	Purpose	Site area	Estimated gross floor area	Stage of completion	Estimated completion date	Car parking	Group's interest	Land lease duration
地點	用途	地盤面積 sq.ft. 平方呎	估計樓面 建築面積 sq.ft. 平方呎	完成階段	估計落成日期	車位數目	本集團 所佔權益 %	土地 租賃期間
1. Various Lots, DD210, Sai Kung New Territories 新界西貢丈量約份第210號多個地段	Residential 住宅	99,816	32,000	Site 地盤	2020	–	100	Medium 中期
2. 8-10A Mosque Street, Mid-levels, Hong Kong 香港半山摩羅廟街8-10A號	Residential 住宅	4,028	32,200	Foundation in progress 地基工程仍在進行	2019	–	100	Long 長期
3. TMTL 436, Kwun Fat Street, Siu Lam, Tuen Mun, New Territories 新界屯門小欖冠發街屯門市地段436號	Residential 住宅	97,091	39,000	Superstructure in progress 上層建築仍在進行	2016	28	100	Medium 中期
4. TMTL 490, Tai Lam, Tuen Mun, New Territories 新界屯門大欖屯門市地段490號	Residential 住宅	22,000	29,000	Foundation in progress 地基工程仍在進行	2018	17	100	Medium 中期
5. RBL 1198, Shouson Hill Road West, Hong Kong 香港壽臣山道西鄉郊建屋地段第1198號	Residential 住宅	116,896	87,673	Foundation in progress 地基工程仍在進行	2019	36	40	Medium 中期
6. NKIL 6538, Fuk Wing Street, Sham Shui Po, Kowloon 九龍深水埗福榮街新九龍內地段第6538號	Residential/ Commercial 住宅/商業	6,000	54,000	Foundation in progress 地基工程仍在進行	2018	–	Note 附註	Medium 中期

Note: Jointly developed with Urban Renewal Authority

附註：與市區重建局共同發展



英皇集團（國際）有限公司  
Emperor International Holdings Limited