

ANNUAL REPORT 年報

2015/16

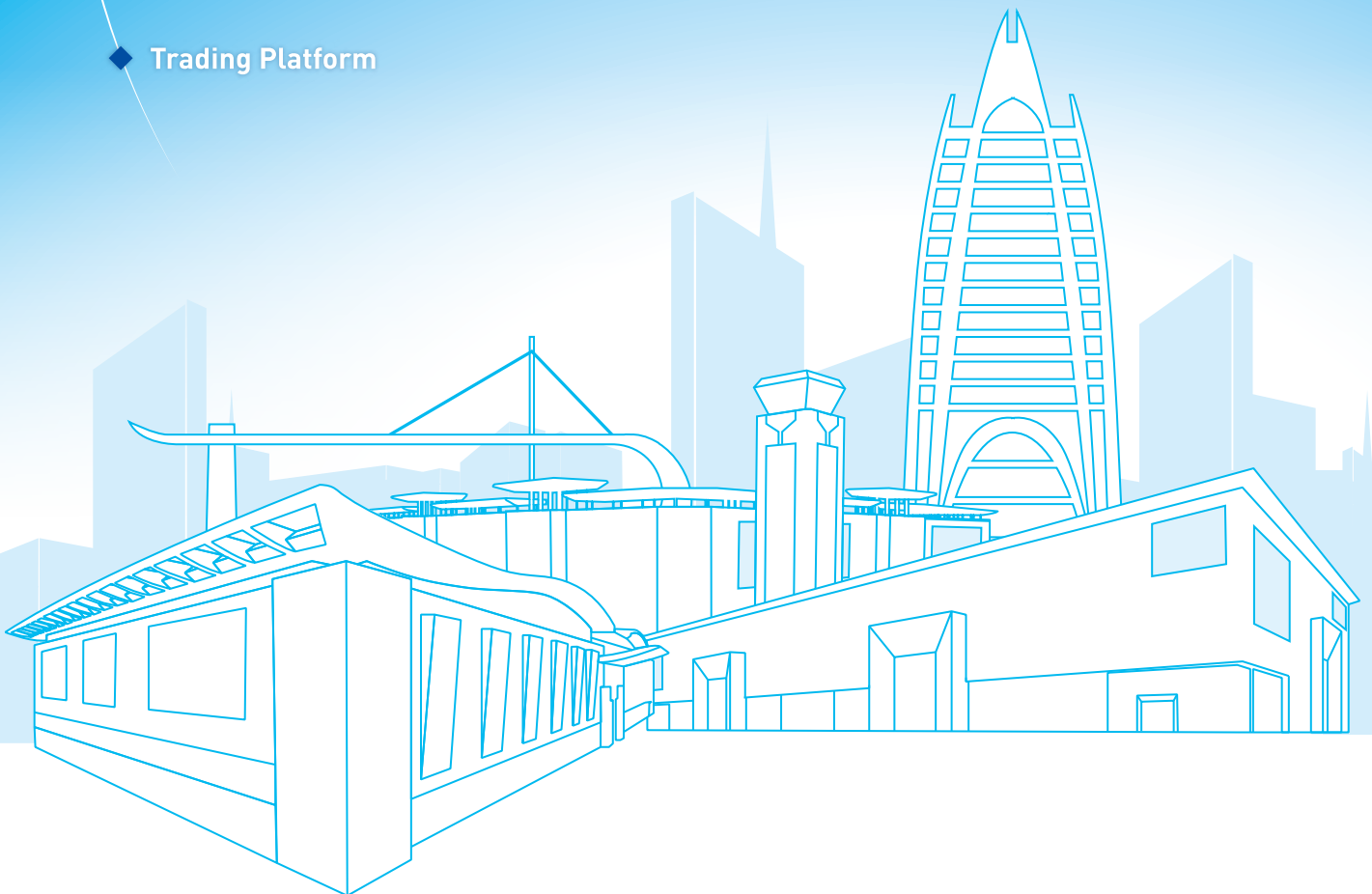


China South City Holdings Limited
華南城控股有限公司

(incorporated in Hong Kong with limited liability)
(於香港註冊成立的有限公司)

Stock Code 股份代號 : 1668

-
- 020
 - Internet+
 - Outlet
 - Rental
 - Exhibition
 - E-Commerce
 - Trade Center
 - Property Management
 - Logistics & Warehouse
 - Wholesale & Retail
 - Trading Platform





華商城



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Board of Directors

Executive Directors

Mr. Cheng Chung Hing (*Co-Chairman*)⁽²⁾⁽³⁾
Mr. Leung Moon Lam[#]
Mr. Fung Sing Hong Stephen (*Chief Executive Officer*) (*FCPA*)*

Non-Executive Directors

Dr. Ma Kai Cheung *SBS, BBS* (*Co-Chairman*)
Mr. Sun Kai Lit Cliff *BBS, JP*
Dr. Ma Wai Mo
Mr. Cheng Tai Po
Mr. Lin Ching Hua

Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew *GBS, SBS, JP* ⁽¹⁾⁽²⁾⁽³⁾
Mr. Li Wai Keung ⁽¹⁾⁽²⁾⁽³⁾
Mr. Hui Chiu Chung *JP* ⁽¹⁾
Mr. Yung Wing Ki Samuel *SBS, MH, JP* ⁽¹⁾

Chief Financial Officer

Mr. Tsoi Yiu Ting (*FCCA*) (*appointed on 19 May 2016*)

Company Secretary

Ms. Tse Man Yu Michelle (*FCPA*)

Auditors

Ernst & Young

Legal Advisors

As to Hong Kong law
Baker & McKenzie

As to China law

Commerce & Finance Law Offices

董事會

執行董事

鄭松興先生 (*聯席主席*)⁽²⁾⁽³⁾
梁滿林先生[#]
馮星航先生 (*集團行政總裁*) (*FCPA*)*

非執行董事

馬介璋博士 *銀紫荊星章、銅紫荊星章* (*聯席主席*)
孫啟烈先生 *銅紫荊星章、太平紳士*
馬偉武博士
鄭大報先生
林璟驊先生

獨立非執行董事

梁君彥先生 *金紫荊星章、銀紫荊星章、太平紳士* ⁽¹⁾⁽²⁾⁽³⁾
李偉強先生 ⁽¹⁾⁽²⁾⁽³⁾
許照中先生 *太平紳士* ⁽¹⁾
容永祺先生 *銀紫荊星章、榮譽勳章、太平紳士* ⁽¹⁾

集團首席財務總監

蔡耀庭先生 (*FCCA*) (*於2016年5月19日獲委任*)

公司秘書

謝文瑜女士 (*FCPA*)

核數師

安永會計師事務所

法律顧問

香港法律
貝克·麥堅時律師事務所

中國法律

通商律師事務所

⁽¹⁾ Member of Audit Committee
⁽²⁾ Member of Remuneration Committee
⁽³⁾ Member of Nomination Committee

[#] Ceased to act as Chief Executive Officer of the Group with effect from 1 January 2016

* Appointed as Chief Executive Officer of the Group with effect from 1 January 2016 and ceased to act as Chief Financial Officer of the Group with effect from 19 May 2016

⁽¹⁾ 審核委員會成員
⁽²⁾ 薪酬委員會成員
⁽³⁾ 提名委員會成員

[#] 自2016年1月1日起不再擔任集團行政總裁

* 自2016年1月1日起獲委任為集團行政總裁，並自2016年5月19日起不再擔任集團首席財務總監



Principal Bankers

Agricultural Bank of China Limited
Bank of China Limited
Bank of Communications Co., Ltd.
China CITIC Bank Corporation Ltd.
China Construction Bank Corporation Limited
Industrial and Commercial Bank of China Limited
Industrial Bank Co. Ltd.
Shanghai Pudong Development Bank Co., Ltd.
The Export-Import Bank of China
The Hongkong and Shanghai Banking Corporation Limited

Registered Office

Room 2205, Sun Life Tower
The Gateway, 15 Canton Road
Tsimshatsui
Kowloon
Hong Kong

Share Registrar

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Center
183 Queen's Road East
Wanchai
Hong Kong

Listing Information

Share Listing

The Stock Exchange of Hong Kong Limited
Stock code: 1668

Senior Notes Listing

The Company's 13.5% 5 years senior notes due 2017
(Redeemed in full on 15 April 2016)
The Company's 8.25% 5 years senior notes due 2019
The Singapore Exchange Securities Trading Limited

Website

www.chinasouthcity.com

Investor Relations

Telephone: (852) 3188-3111
Fax: (852) 3188-1323
Email: ir@chinasouthcity.com

主要往來銀行

中國農業銀行股份有限公司
中國銀行股份有限公司
交通銀行股份有限公司
中信銀行股份有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司
興業銀行股份有限公司
上海浦東發展銀行股份有限公司
中國進出口銀行
香港上海滙豐銀行有限公司

註冊辦事處

香港
九龍
尖沙咀
廣東道15號港威大廈
永明金融大樓2205室

證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712–1716室

上市資料

股份上市

香港聯合交易所有限公司
股份代號：1668

優先票據上市

本公司於2017年到期的13.5% 5年期優先票據
(於2016年4月15日全數贖回)
本公司於2019年到期的8.25% 5年期優先票據
新加坡證券交易所有限公司

網站

www.chinasouthcity.com

投資者關係

電話：(852) 3188-3111
傳真：(852) 3188-1323
電郵：ir@chinasouthcity.com

華南城

CHINA SOUTH CITY

Shenzhen

深圳

Total Planned GFA
總規劃建築面積

2.64

million m²
百萬平方米



Detached style trade center in CSC Shenzhen
於深圳華南城的單幢式商品交易中心



HOBA Furnishing's new store in CSC Shenzhen
於深圳華南城內的好百年家居新店



Marketing campaign in CSC Shenzhen outlet mall
於深圳華南城奧特萊斯商城舉行的宣傳活動

China South City Shenzhen

China South City Shenzhen ("CSC Shenzhen"), the Group's first project, is strategically located at the heart of the Pearl River Delta region amid an extensive transportation network.

The project is located at the Pinghu Logistics Park in Longgang District of Shenzhen, occupying a site area of approximately 1.06 million square meters ("sq. m."). As at 31 March 2016, CSC Shenzhen has acquired 100% attributable gross floor area ("GFA") of its total planned GFA of approximately 2.64 million sq. m., and has completed approximately 2.31 million sq. m. of construction with phase I, phase II and part of its phase III properties in operation, covering industries such as textile & clothing, leather & accessories, electronic parts, printing, paper products & packaging, metals, chemicals, plastics materials, outlets and home furnishing, etc.

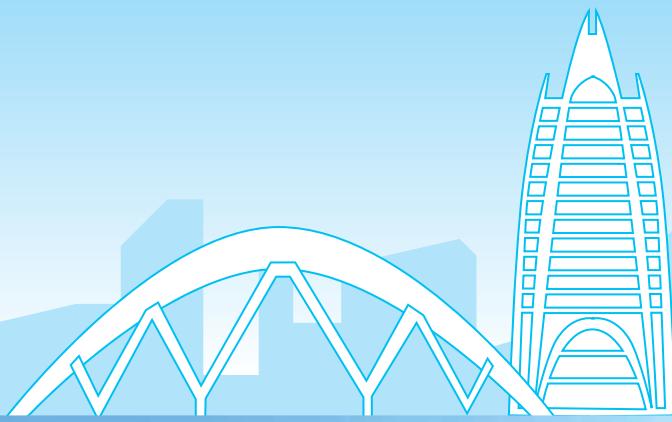
Positioned as a modern large-scale integrated logistics and trading platform to serve the Pearl River Delta region, CSC Shenzhen covers a wide spectrum of product range, from raw materials to finished products of various industries and themed products, complemented by comprehensive ancillary facilities and services including offices, residential facilities, factory outlets, conference and exhibition facilities, both bonded and common warehousing, hotels and restaurants, banking and financial services, on-site logistics services in couple of quality testing services, property management, E-commerce platform and on-site government bodies, etc.

深圳華南城

深圳華南城為本集團旗下首個項目，策略性位處珠江三角洲地區的核心地帶，坐擁完善的交通網絡。

項目位於深圳龍崗區平湖物流園區，佔地面積約106萬平方米。截至2016年3月31日，深圳華南城已購得約264萬平方米總規劃建築面積100%的可建建築面積，並已完成約231萬平方米建設，項目一期、二期及部分三期物業已投入運營，經營業態包括紡織服裝、皮革皮具、電子配件、印刷、紙品、包裝、五金、化工、塑膠、奧特萊斯及家居廣場等。

作為服務珠三角地區的現代化大型綜合商貿物流及商品交易平台，深圳華南城涵蓋廣泛產品種類，由多種行業的原材料到製成品及主題商品，並配以辦公樓、住宅、奧特萊斯中心、會議及展覽設施、保稅倉及普通倉儲、酒店及餐廳、銀行及金融服務、駐場物流及質檢服務、物業管理、電子商貿平台，以及駐場政府機構等綜合配套設施及服務。



Birdview - CSC Shenzhen
深圳華南城鳥瞰圖



CSC Shenzhen in operation
運營中的深圳華南城

華南城

CHINA SOUTH CITY

Nanchang

南昌

Total Planned GFA
總規劃建築面積

7.30

million m²
百萬平方米



CSC Nanchang in trial operation
試運營中的南昌華南城



The trade center launch for sale in CSC Nanchang
於南昌華南城舉行的交易中心開盤銷售活動



Ground breaking ceremony of CSC Nanchang Modern Warehouse and Logistics Base
南昌華南城現代倉儲物流基地奠基儀式

China South City Nanchang

China South City Nanchang (“CSC Nanchang”) is located at the transportation hub for the Yangtze River Delta and the Pearl River Delta Economic Zone. Situated in Honggutan New District, a newly established district of Nanchang, the capital of Jiangxi Province, the project is readily accessible to suppliers, manufacturers and merchants via major highways, the largest port on the Gan River and a complete freight network which includes a cargo marshal yard, a container terminus and an international airport, coupled with Nanchang West Railway Station – a principal high-speed rail station located just 1.2 km from CSC Nanchang and commenced operation successively since September 2013.

The project has a planned site area of approximately 2.81 million sq. m. with a total planned GFA of approximately 7.30 million sq.m.. As at 31 March 2016, CSC Nanchang has acquired approximately 4.67 million sq. m. attributable GFA, and has completed approximately 1.53 million sq. m. of construction. The trial operations of CSC Nanchang cover industries such as small commodities, textile & clothing, leather & accessories, healthy & green products and outlets, etc.

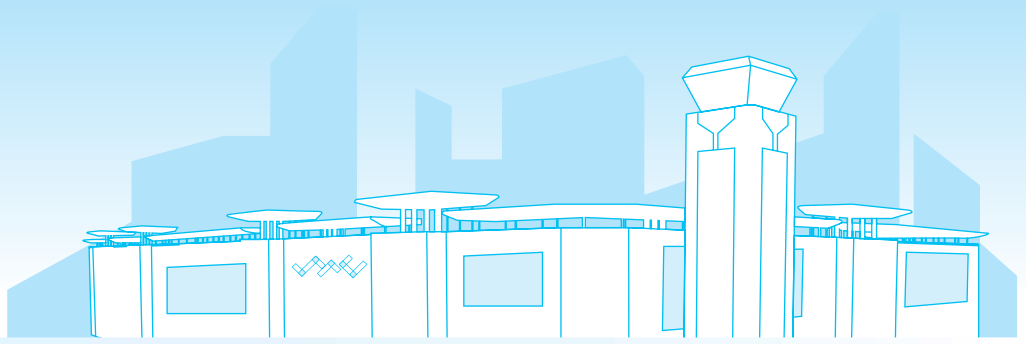
As the first provincial-level E-commerce Model Base in Jiangxi Province and University Students’ E-commerce Business Incubator in Nanchang, CSC Nanchang has successfully attracted numerous E-commerce enterprises to move in since its establishment and co-operated with tertiary institutes to proactively consolidate its resources in wholesale and E-commerce, so as to create a closer co-operation between the E-commerce startups and manufacturing enterprises, thereby helping small and medium-sized enterprises (“SMEs”) within the project to transform and upgrade.

南昌華南城

南昌華南城位於長三角及珠三角經濟區的交通樞紐。項目坐落於江西省省會南昌市的新建城區—紅谷灘新區，毗連主要高速公路及贛江的最大港口。項目同時擁有完善的貨運網絡，包括鐵路編組站、鐵海聯運集裝箱堆場及國際機場，且距主要高鐵車站—已於2013年9月逐步投入服務的南昌西客站僅1.2公里，為供應商、生產商及商家提供方便的交通接駁。

項目規劃佔地面積約281萬平方米，總規劃建築面積約730萬平方米。截至2016年3月31日，南昌華南城已購得約467萬平方米的可建建築面積，並已完成約153萬平方米建設。南昌華南城已展開試運營，經營業態包括小商品、紡織服裝、皮革皮具、健康綠色產品及奧特萊斯等。

南昌華南城作為江西省首個省級電子商務示範基地及省級南昌市大學生電子商務創業孵化基地，自成立以來已成功吸納眾多電商企業入駐，並與當地高等院校合作，通過積極整合批發及電商資源，創造電商創業企業與生產企業的緊密對接，協助項目內中小企業進行轉型及升級。



Birdview - CSC Nanchang
南昌華南城鳥瞰圖



Residential properties in CSC Nanchang
於南昌華南城的住宅物業

華南城

CHINA SOUTH CITY

Nanning

南寧

Total Planned GFA
總規劃建築面積

4.88

million m²
百萬平方米



The Ethnic and Cultural Festival cum Trade Fairs in CSC Nanning
於南寧華南城舉辦的民俗文化商貿節暨博覽會



Residential property launch for sale in CSC Nanning
於南寧華南城的住宅物業開盤銷售活動



Residential properties in CSC Nanning
於南寧華南城的住宅物業

China South City Nanning

China South City Nanning ("CSC Nanning") is located at Nanning, the capital of the Guangxi Zhuang Autonomous Region and a critical gateway between China and the Association of Southeast Asian Nations ("ASEAN") countries. It is easily accessible by railway stations, highways and an international airport. Strategically located in close proximity to Southeast Asia and enjoying the advantage of a tariff waiver on cross-border trade activities within the China-ASEAN Free Trade Area, CSC Nanning endeavors to serve as a key hub for cross-border trade catering to the strong demand from the Northern Bay Region and Southeast Asia.

The project has a planned net land area of approximately 1.83 million sq. m. with a total planned GFA of approximately 4.88 million sq. m.. As at 31 March 2016, CSC Nanning has acquired approximately 2.48 million sq. m. attributable GFA, and has completed approximately 1.39 million sq. m. of construction. The trial operations of CSC Nanning cover industries such as textiles & clothing, small commodities, ASEAN products, home furnishing, tea & teaware and outlets, etc.

Through organizing a series of exhibitions such as the China-ASEAN Expo and Light Industrial Exhibition, CSC Nanning is attracting increasing market popularity and is enhancing its brand recognition locally. With government bodies, major banks, hotels and cinema moving in, the ancillary facilities and services of the project have been further enhanced.

南寧華南城

南寧華南城位於廣西壯族自治區首府南寧市，是中國與東南亞國家聯盟（「東盟」）成員國之間的重要窗口，項目與火車站、高速公路及國際機場接連，交通便利。坐擁毗鄰東南亞的策略地理優勢，受惠於中國—東盟自由貿易區內跨境貿易活動豁免關稅的優勢，南寧華南城致力成為重要的跨境貿易樞紐，以滿足北部灣及東南亞地區的龐大需求。

項目規劃淨佔地面積約183萬平方米，總規劃建築面積約488萬平方米。截至2016年3月31日，南寧華南城已購得約248萬平方米的可建建築面積，並已完成約139萬平方米建設。南寧華南城已展開試運營，經營業態包括紡織服裝、小商品、東盟產品、家居廣場、茶葉茶具及奧特萊斯等。

南寧華南城通過舉辦中國—東盟博覽會輕工展等一系列展會活動帶旺項目人氣，並提升品牌在當地的知名度。隨著各政府機構、各大銀行、酒店及影院陸續入駐南寧華南城，項目的配套設施及服務得到進一步完善。



Birdview - CSC Nanning
南寧華南城鳥瞰圖



CSC Nanning in trial operation
試運營中的南寧華南城

華南城

CHINA SOUTH CITY

Xi'an

西安

Total Planned GFA
總規劃建築面積

17.5 million m²
百萬平方米



Hardware & machinery market in CSC Xi'an
於西安華南城的五金機電市場



Cross-border commodities outlet center in CSC Xi'an
於西安華南城的跨境商品直銷中心



Automobile exhibition in CSC Xi'an
於西安華南城舉行的汽車博覽會

China South City Xi'an

China South City Xi'an ("CSC Xi'an") is located at the Xi'an International Trade and Logistics Park in Shaanxi Province. The park is an open economic pilot zone and a core function area for a modern service industry, built as a key project by the local government. Its aim is to build the largest international transit hub port and logistics distribution center along the Silk Road Economic Belt and to act as an important strategic platform for the "One Belt, One Road" initiative.

The project has a total planned land area of approximately 10.0 million sq. m. with a total planned GFA of approximately 17.5 million sq. m.. As at 31 March 2016, CSC Xi'an has acquired approximately 4.16 million sq. m. attributable GFA, and has completed approximately 1.36 million sq. m. of construction. The trial operations of CSC Xi'an cover industries such as hardware & machinery, textile & clothing, leather & fur, outlets and Central China & ASEAN product exhibition center, etc.

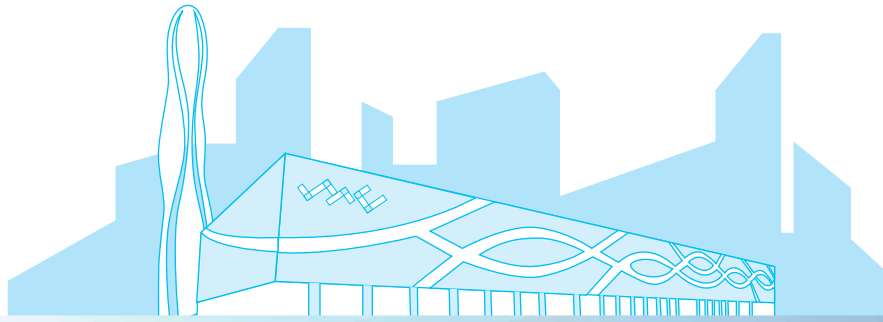
Leveraging its geographical advantage at the starting point of the Silk Road Economic Belt, CSC Xi'an is actively poised to capture the immense opportunities arising from the "One Belt, One Road" initiative.

西安華南城

西安華南城坐落於陝西省西安市國際港務區內。該港務區是當地政府重點打造的開放型經濟先導區與現代服務業核心功能區，旨在建設絲綢之路經濟帶上最大國際中轉樞紐港與商貿物流集散地，是聯接「一帶一路」戰略的重要平台。

項目總規劃佔地面積約1,000萬平方米，總規劃建築面積約1,750萬平方米。截至2016年3月31日，西安華南城已購得約416萬平方米的可建建築面積，並已完成約136萬平方米建設。西安華南城已展開試運營，經營業態包括五金機電、紡織服裝、皮革皮草、奧特萊斯及中亞與東盟產品展示中心等。

憑藉作為絲綢之路經濟帶起點的地理位置優勢，西安華南城積極蓄勢，以把握「一帶一路」倡議帶來的龐大商機。



Birdview - CSC Xi'an
西安華南城鳥瞰圖



CSC Xi'an in trial operation
試運營中的西安華南城

華南城

CHINA SOUTH CITY

Harbin

哈爾濱

Total Planned GFA
總規劃建築面積

12.0

million m²
百萬平方米



Trade center under construction in CSC Harbin
於哈爾濱華南城的在建商品交易中心



Residential properties in CSC Harbin
於哈爾濱華南城的住宅物業



Opening ceremony of Qianlong Logistics Park
乾龍物流園開業儀式

China South City Harbin

Located at the Daowai District of Harbin, the capital of Heilongjiang Province, China South City Harbin (“CSC Harbin”) fully taps its advantageous location in Northeast China and grows into a premier hub for cross-border trade with countries in Northeast Asia.

The project has a planned land area of approximately 10.0 million sq. m. with a total planned GFA of approximately 12.0 million sq. m.. As at 31 March 2016, CSC Harbin has acquired approximately 4.75 million sq. m. attributable GFA, and has completed approximately 855,600 sq. m. of construction. Currently, the planned operations of CSC Harbin cover industries such as hardware & construction materials, green food, small commodities, hotel commodities, leather & fur and outlets, etc.

Leveraging its geographical location and local industries advantages, CSC Harbin will seize the opportunities arising from the area’s emerging development potential and endeavor to become the largest integrated logistics and trade center in Northeast China.

哈爾濱華南城

哈爾濱華南城位於黑龍江省省會哈爾濱市道外區，盡享中國東北部的地理優勢，是東北亞國家的跨境貿易主要樞紐。

項目規劃佔地面積約1,000萬平方米，總規劃建築面積約1,200萬平方米。截至2016年3月31日，哈爾濱華南城已購得約475萬平方米的可建建築面積，並已完成約855,600平方米建設。哈爾濱華南城目前規劃經營的業態包括五金建材、綠色食品、小商品、酒店用品、皮革皮草及奧特萊斯等。

利用自身毗鄰中俄邊境的優越地理位置及當地產業優勢，哈爾濱華南城將充分把握該區新興發展潛力所帶來的機遇，致力成為中國東北部最大的綜合商貿物流及商品交易中心。



Birdview - CSC Harbin
哈爾濱華南城鳥瞰圖



Trade center plaza 2 in CSC Harbin
於哈爾濱華南城的二號交易廣場

華南城

CHINA SOUTH CITY

Zhengzhou

鄭州

Total Planned GFA
總規劃建築面積

12.0

million m²
百萬平方米



Building materials market in CSC Zhengzhou
於鄭州華南城的建材交易中心



The New Year marketing campaign in CSC Zhengzhou
於鄭州華南城的新年宣傳活動



Marketing campaign in CSC Zhengzhou
於鄭州華南城舉行的宣傳活動

China South City Zhengzhou

China South City Zhengzhou ("CSC Zhengzhou") is located at the Airport Economy Zone ("AEZ") of Zhengzhou, the capital of Henan Province. The experimental zone is the only state-level AEZ with a complete network which includes airport, high-speed train, intercity train, metro and highway and acts as an integrated transport hub providing seamless connectivity of "railway, highway and airport". The project is highly accessible and enjoys extensive transportation links – it is a mere 16 km away from Zhengzhou Xinzheng International Airport and only a couple of kilometers away from the Beijing-Guangzhou Railway Freight Station and the Beijing-Hong Kong-Macao Highway.

The project has a total planned net land area of approximately 7.0 million sq. m. with a total planned GFA of approximately 12.0 million sq. m.. As at 31 March 2016, CSC Zhengzhou has acquired approximately 5.17 million sq. m. attributable GFA, and has completed approximately 2.50 million sq. m. of construction. The project has commenced trial operation since August 2014 with industries covering building materials, small commodities, hardware & machinery, automobile & parts and non-staple food, etc.

CSC Zhengzhou has received overwhelming support from the local government since its establishment. With more occupants moving in, CSC Zhengzhou will continue to strengthen its value-added services such as E-commerce, logistics & warehouse services and outlet operations to cater to the strong demand for integrated logistics and trade centers in China's inland regions, and provide a convenient trading platform to promote trade among cities in Central China.

鄭州華南城

鄭州華南城位處河南省省會鄭州市的航空港經濟綜合實驗區。該實驗區乃目前全國唯一一個國家級航空港經濟綜合實驗區，是集航空、高鐵、城際鐵路、地鐵及高速公路於一體的綜合樞紐。項目享有廣闊的運輸網絡，四通八達，與鄭州新鄭國際機場相距僅16公里，與京廣鐵路貨運站及京港澳高速公路亦只數公里之遙。

項目總規劃淨佔地面積共約700萬平方米，總規劃建築面積約1,200萬平方米。截至2016年3月31日，鄭州華南城已購得約517萬平方米的可建建築面積，並已完成約250萬平方米建設。項目自2014年8月已展開試運營，經營業態包括建材、小商品、五金機電、汽摩汽配及副食品等。

鄭州華南城自成立以來一直獲當地政府的鼎力支持。隨著越來越多商家入駐，鄭州華南城將不斷豐富包括電子商貿、物流及倉儲服務及奧特萊斯運營等在內的增值服務，致力迎合中國內陸地區對綜合商貿物流及商品交易中心的殷切需求，為華中地區提供便捷的交易平台，促進商貿活動。



Birdview - CSC Zhengzhou
鄭州華南城鳥瞰圖



Hardware & machinery market in CSC Zhengzhou
於鄭州華南城的五金機電市場

華南城

CHINA SOUTH CITY

Hefei

合肥

Total Planned GFA
總規劃建築面積

12.0

million m²
百萬平方米



Building & decoration market in CSC Hefei
於合肥華南城的家居建材市場



Residential property launch for sale in CSC Hefei
於合肥華南城的住宅物業銷售開盤活動



Marketing campaign in CSC Hefei
於合肥華南城舉行的宣傳活動

China South City Hefei

China South City Hefei (“CSC Hefei”) is located at Hefei, the capital of Anhui Province, a transport and economic hub at the heart of Eastern China. CSC Hefei benefits from its strategic location in the Hefei Taohua Industrial Park, its well-developed infrastructure, as well as a planned transportation system which includes railways, highways and river transportation across China.

The project has a total planned net land area of approximately 10.0 million sq. m. with a total GFA of approximately 12.0 million sq. m.. As at 31 March 2016, CSC Hefei has acquired approximately 5.20 million sq. m. attributable GFA, and has completed approximately 1.24 million sq. m. of construction. Currently, the planned operations of CSC Hefei cover industries such as automobile & parts, hardware, electric appliances, building & decoration materials, clothing, small commodities, non-staple food and tea, etc.

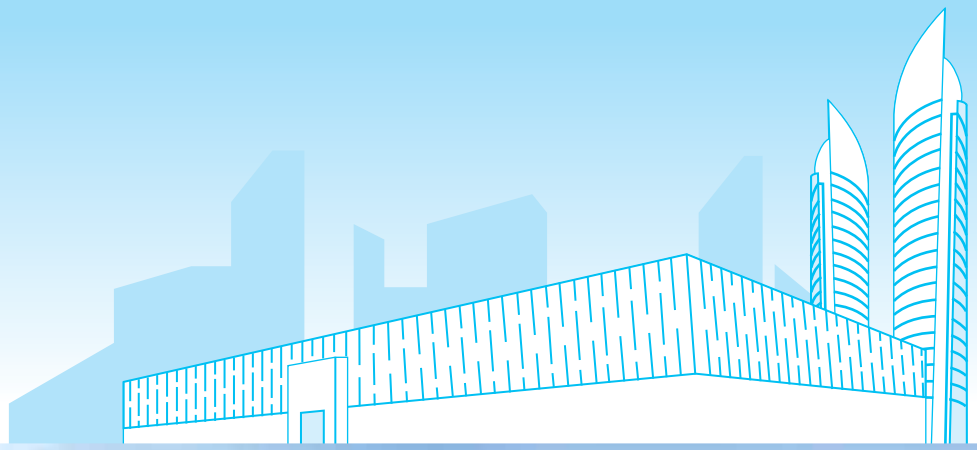
As Hefei further plays its role as the political, economic, cultural and financial center at the heart of East China, CSC Hefei aims to capture opportunities arising from the area and develop into a major large-scale integrated logistics and trade center in the region.

合肥華南城

合肥華南城位處安徽省省會合肥市，為華東地區心臟地帶的交通及經濟樞紐。坐落於桃花工業園，合肥華南城盡享完善基礎建設的策略地利，並配備規劃的鐵路、高速公路及河運運輸系統接連全中國。

項目總規劃淨佔地面積約1,000萬平方米，總規劃建築面積約1,200萬平方米。截至2016年3月31日，合肥華南城已購得約520萬平方米的可建建築面積，並已完成約124萬平方米建設。合肥華南城目前規劃經營的業態包括汽摩汽配、五金、電器、家居建材、服裝、小商品、副食品及茶葉等。

隨著合肥進一步發揮其作為華東中心地帶的政治、經濟、文化及金融中心的機能，合肥華南城將積極把握該區湧現的機遇，發展成為該地區的主要大型綜合商貿物流及商品交易中心。



Birdview - CSC Hefei
合肥華南城鳥瞰圖



CSC Hefei under development
開發中的合肥華南城

華南城

CHINA SOUTH CITY

Chongqing

重慶

Total Planned GFA
總規劃建築面積

13.5

million m²
百萬平方米



Small commodities market launch event
小商品市場推介會



Tenants purchase trade center units in CSC Chongqing
商戶於重慶華南城購買商品交易中心商舖



The trade center launch for sale in CSC Chongqing
於重慶華南城的交易中心開盤銷售活動

China South City Chongqing

China South City Chongqing ("CSC Chongqing") is strategically located at the Banan District of Chongqing Municipality, the first municipality where the Group has entered into. The project is highly accessible to the city center and other regions given its strategic location in the Chongqing Highway Logistics Base, the state-level transportation infrastructure and large highway base in the western region.

The project has a total planned net land area of approximately 6.3 million sq. m. with a total GFA of approximately 13.5 million sq. m.. As at 31 March 2016, CSC Chongqing has acquired approximately 5.61 million sq. m. attributable GFA, and has completed approximately 1.16 million sq. m. of construction. The planned operations of CSC Chongqing cover industries such as small commodities, hardware & machinery, non-staple food & tea, building & decoration materials, textiles & clothing and automobile & parts, etc.

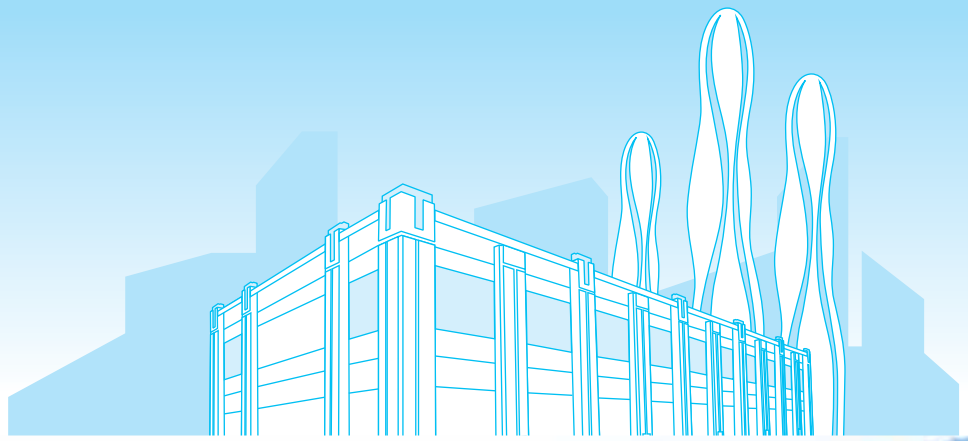
CSC Chongqing is currently under construction. The surrounding transportation network and the growing maturity of business circles in Banan District will lay a good foundation for the future transportation convenience and commercial environment of the project.

重慶華南城

重慶華南城策略性位處重慶市巴南區，為本集團首個落戶直轄市的項目。項目策略性位於隸屬國家級交通基建及西部地區大型公路基地的重慶公路物流基地，連接貫通市中心及全國其他地區的廣泛公路網絡。

項目總規劃淨佔地面積約630萬平方米，總規劃建築面積約1,350萬平方米。截至2016年3月31日，重慶華南城已購得約561萬平方米的可建建築面積，並已完成約116萬平方米建設。重慶華南城目前規劃經營的業態包括小商品、五金機電、副食品及茶葉、建材家居、紡織服裝及汽摩汽配等。

重慶華南城目前仍在施工階段。項目周邊交通網絡的建設，及所處巴南區商圈的日漸成熟，將為重慶華南城未來的交通及商業氛圍的培養奠定良好的基礎。



Birdview – CSC Chongqing
重慶華南城的鳥瞰圖



Detached style trade center in CSC Chongqing
於重慶華南城的單幢式商品交易中心

Financial Highlights

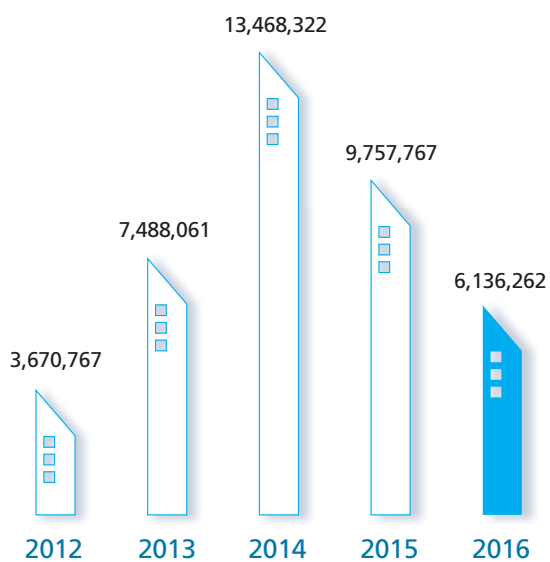
財務摘要

(in HK\$'000千港元)



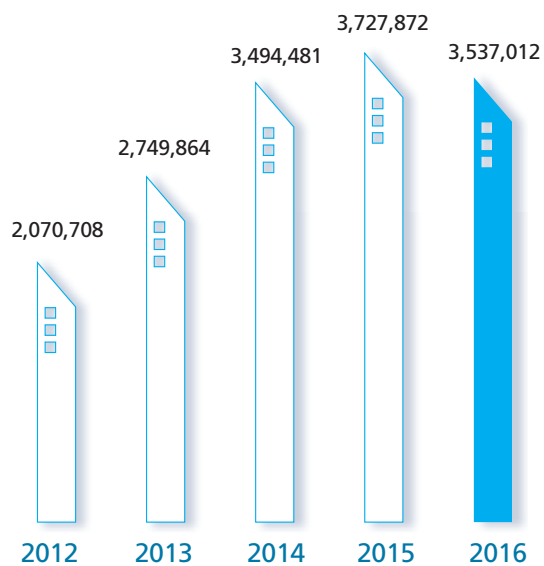
Revenue

收入



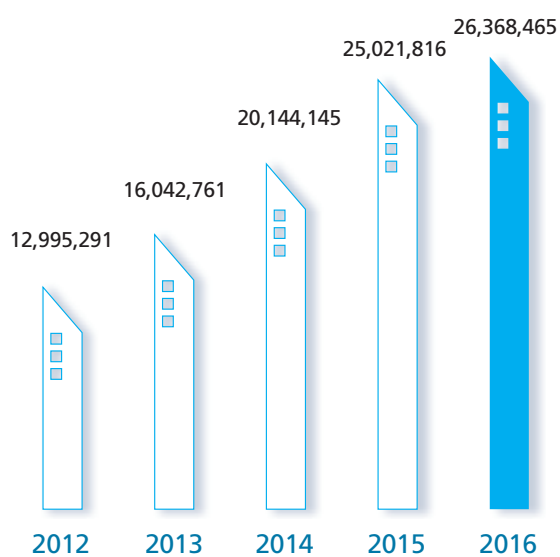
Profit attributable to owners of the parent

母公司擁有人應佔淨利潤



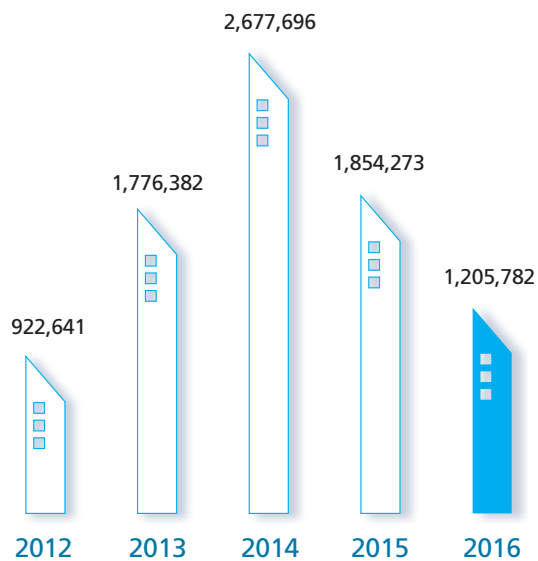
Net assets value

資產淨值



Core net profit attributable to owners of the parent

母公司擁有人應佔核心淨利潤



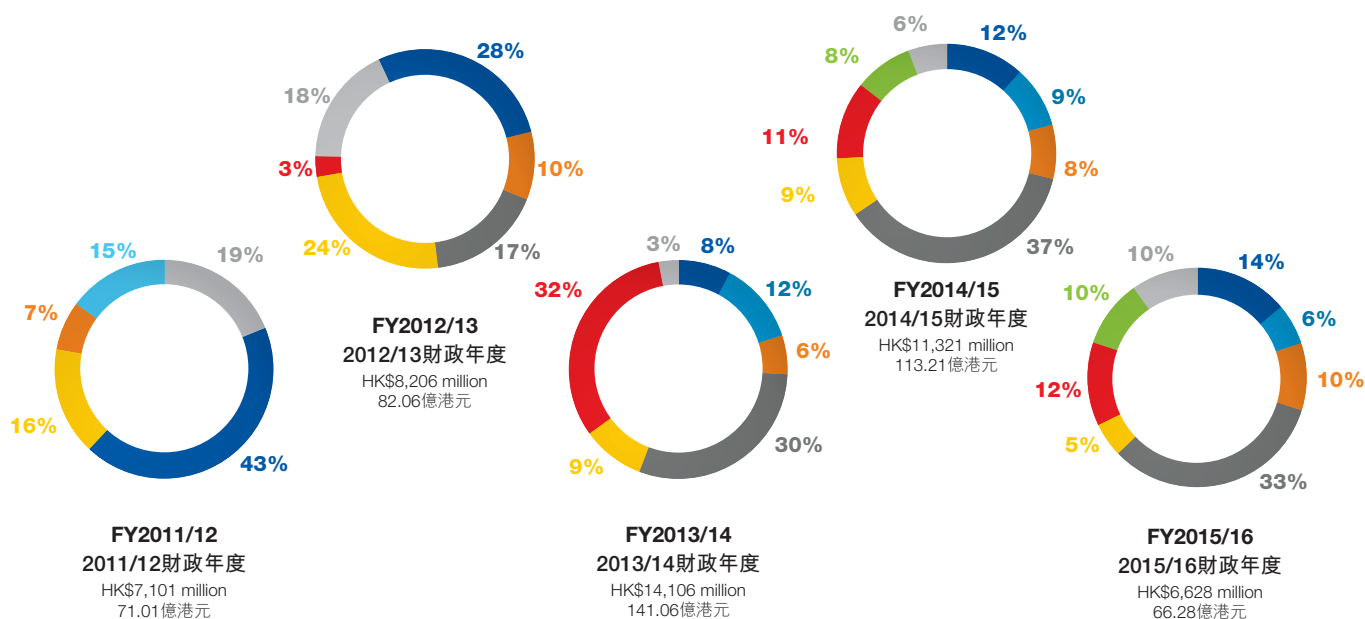


For the year ended 31 March 截至3月31日止年度		2016 HK\$'000 千港元	2015 HK\$'000 千港元	Approximate Change % 概約變幅%
Contracted sales	合約銷售	6,628,147	11,321,142	-41.5
Revenue	收入	6,136,262	9,757,767	-37.1
Among which, Recurring income	其中：持續性收入	1,420,559	1,103,596	+28.7
Gross profit margin	毛利率	48%	53%	
Profit attributable to owners of the parent	母公司擁有人應佔淨利潤	3,537,012	3,727,872	-5.1
Core net profit attributable to owners of the parent*	母公司擁有人應佔核心淨利潤*	1,205,782	1,854,273	-35.0
Earnings per share – Basic	每股盈利 – 基本	HK44.22 cents港仙	HK48.73 cents港仙	-9.3
Cash and bank balances**	現金及銀行存款**	11,686,695	8,672,722	+34.8
Proposed final dividend per share	擬派末期股息(每股)	HK5.0 cents港仙	HK14.0 cents港仙	

* Represents the net profit attributable to owners of the parent excluding fair value gains on investment properties and related tax effects and fair value gain on derivative financial instrument.
代表未計投資物業公平值收益及相關稅務影響和衍生金融工具公平值收益的母公司擁有人應佔淨利潤。

** Represents cash and cash equivalents and restricted cash (comparative figure represents balance as at 31 March 2015).
代表現金及現金等價物及受限制現金(比較數字為2015年3月31日餘額)。

Geographical Diversified Contracted Sales 不斷擴展合約銷售的地域



- ◆ Shenzhen 深圳
- ◆ Xi'an 西安
- ◆ Heyuan 河源
- ◆ Harbin 哈爾濱
- ◆ Nanchang 南昌
- ◆ Zhengzhou 鄭州
- ◆ Nanning 南寧
- ◆ Hefei 合肥
- ◆ Chongqing 重慶

Chairman's Statement

主席報告



On behalf of the board of directors (“the Board”) of China South City Holdings Limited (the “Company”), together with its subsidiaries (“China South City” or the “Group”), I report herewith the audited consolidated annual results of the Group for the fiscal year ended 31 March 2016 (“FY2015/16” or the “Year”).

Results and Dividend

The past fiscal year was challenging for the Group with the emergence of a number of harsher-than-expected changes in the operating environment. The Central government persevered with its structural reforms to steer the economy towards a more efficient and sustainable development model. As China’s economy continued to undergo structural adjustment to a “New Normal”, its gross domestic product (“GDP”) growth slid to 6.7% in the first quarter of 2016, the weakest in a quarter century, while China’s foreign trade in 2015 saw total export and import volumes fall 7% against the background of a slowing economy and lackluster global demand. The Group’s property sales segment was adversely affected in face of such market challenges.

In response to the adverse market environment, the Group has leveraged its flexible yet unique business model to adjust its business strategy. It continued to strengthen its ancillary facilities and services which generate recurring income to balance out the weakness in the sales of its trade center units. During the Year, the Group’s Contracted Sales dropped 41.5% to HK\$6,628.1 million (FY2014/15: HK\$11,321.1 million), while its recurring income grew by 28.7% to HK\$1,420.6 million (FY2014/15: HK\$1,103.6 million).

The Group recorded revenue of HK\$6,136.3 million (FY2014/15: HK\$9,757.8 million) for the Year. Net profit attributable to owners of the parent was HK\$3,537.0 million (FY2014/15: HK\$3,727.9 million). Core net profit attributable to owners of the parent (being net profit attributable to owners of the parent excluding fair value gains on investment properties and related tax effects and fair value gain on derivative financial instrument) was HK\$1,205.8 million (FY2014/15: HK\$1,854.3 million). Basic earnings per share was HK44.22 cents (FY2014/15: HK48.73 cents).

The Board proposed a final dividend of HK5 cents per share for FY2015/16 (FY2014/15: HK14 cents per share), subject to shareholders’ approval at the Company’s forthcoming Annual General Meeting (“AGM”) to be held on 22 August 2016.

本人謹代表華南城控股有限公司(「本公司」)之董事會(「董事會」)，連同其附屬公司(「華南城」或「本集團」)，謹此呈報本集團截至2016年3月31日止財政年度(「2015/16財政年度」或「本年度」)經審核之綜合年度業績。

業績及股息

過去一財政年度充滿挑戰，本集團面臨一系列較預期更為困難的經營環境的改變。中央政府繼續推進結構性改革，引導中國經濟向高效且可持續模式發展。伴隨中國經濟向「新常態」的持續結構性調整，2016年第一季度國內生產總值增速下降至6.7%，為近25年來最低增長。同時在經濟增長放緩及全球需求低迷的影響下，2015年中國貿易進出口總值下跌7%。於此市場挑戰下，本集團的物業銷售分部亦受到較大影響。

為應對困難的市場環境，本集團憑藉其靈活且獨特的商業模式調整經營策略。本集團繼續加強可貢獻持續性收入的配套設施及服務，以抵消疲弱的商品交易中心商舖的銷售。於本年度內，儘管本集團的合約銷售下降41.5%至66.281億港元(2014/15財政年度：113.211億港元)，但持續性收入增長28.7%達至14.206億港元(2014/15財政年度：港幣11.036億港元)。

於本年度內，本集團錄得收入61.363億港元(2014/15財政年度：97.578億港元)。母公司擁有人應佔淨利潤為35.370億港元(2014/15財政年度：37.279億港元)。母公司擁有人應佔核心淨利潤(即未計投資物業公平值收益及相關稅項及衍生金融工具公平值收益影響後的母公司擁有人應佔淨利潤)為12.058億港元(2014/15財政年度：18.543億港元)。每股基本盈利為44.22港仙(2014/15財政年度：48.73港仙)。

董事會建議派付2015/16財政年度末期股息每股5港仙(2014/15財政年度：每股14港仙)，惟須待股東於2016年8月22日舉行的本公司應屆股東周年大會(「股東周年大會」)批准後，方可作實。



Review of the Market and Operations

Enduring business performance benefited from a unique and flexible business model

China South City has a unique business model, with project developments spanning long economic cycles and its operations covering a diversity of business categories. Leveraging the diversified and flexible business model, the Group strives to mitigate the impact arising from the cyclical fluctuations as the economy shifted towards the "New Normal". During the Year, despite the sales of trade center units being affected by the overall economic environment and the delay of the relocation activities, growth in recurring income were encouraging.

During the Year, the Central government introduced measures to reduce the housing inventory and promote rational consumption, along with easing monetary policies. These measures have led to positive development in the residential property market. Under this context, the Group kept pace with market changes and launched more residential properties. As a result, sales of residential properties as percentage of total Contracted Sales increased from 22.6% in FY2014/15 to 35.0% in FY2015/16.

To align with the Central government's efforts on developing an efficient economy, the Group further tapped the strengths of its fourth-generation integrated logistics and trading platform by offering comprehensive value-added services to SMEs operating within China South City's projects. These services, namely E-commerce, logistics and warehousing services, property management, outlet operations, as well as conference and exhibition, have helped the SMEs to lower their operating costs and capture the competitive edge in the increasingly keen competition. As a result, the stable demand for the Group's ancillary facilities and services translated into a contribution of HK\$1,420.6 million in recurring income, representing 23.2% of total revenue, as compared with 11.3% in FY2014/15.

市場及運營回顧

受益於獨特而靈活的商業模式，業務表現得以持續

華南城擁有獨特的商業模式，項目發展橫跨較長經濟週期，且運營多元化的業務。憑藉其多樣化而靈活的商業模式，本集團致力減輕因經濟轉型向「新常態」而產生的週期性波動所帶來的影響。於本年度內，儘管本集團商品交易中心商舖的銷售受到整體經濟環境及搬遷活動延遲的影響，但持續性收入的增長仍令人鼓舞。

於本年度內，中央政府實施的去庫存與鼓勵理性消費的舉措，加之寬鬆的貨幣政策，令住宅地產市場呈現積極發展勢態。在此形勢下，本集團緊跟市場變化，增加住宅物業供應。因此，住宅物業銷售佔總合約銷售的比例由2014/15財政年度的22.6%增加至2015/16財政年度的35.0%。

為配合中央政府推動發展高效經濟，本集團通過向於華南城項目內運營的中小企業提供綜合性增值服務，進一步發揮其第四代綜合商貿物流及商品交易平台的優勢。涵蓋電子商貿、物流及倉儲服務、物業管理、奧特萊斯運營、會議及展覽的增值服務，可協助中小企業降低其經營成本，並在日益激烈的競爭中獲得競爭優勢。因此，市場對本集團的配套設施及服務的穩定需求轉化為14.206億港元的持續性收入貢獻，佔總收入的23.2%，而2014/15財政年度的相關比例為11.3%。



Steady growth in recurring income for sustainable development

Recurring businesses, which include rental, property management, E-commerce, logistics and warehousing services and outlet operations, etc, have long been part of the Group's key initiatives contributing to its sustainable and long-term development. The solid performance also demonstrated the competitive advantages of the Group's fourth-generation integrated logistics and trading platform. During the Year, income from rental, property management, E-commerce, logistics and warehousing services and outlet operations achieved HK\$681.3 million, HK\$247.7 million, HK\$202.2 million, HK\$143.4 million and HK\$136.9 million respectively (FY2014/15: HK\$573.9 million, HK\$133.3 million, HK\$201.8 million, HK\$95.8 million and HK\$92.5 million respectively).

The outlet mall in CSC Shenzhen underwent rapid expansion and developed into an influential regional outlet center. Its success has proven to be a key driver of the Group's brand reputation and local awareness, while bringing steady visitor traffic to the district and significant cash flow to the Group. In view of its successful operation, the Group intends to step up its development in this business segment in the future. The Group has replicated the Shenzhen outlet model to other projects. During the Year, the outlet malls in Nanning, Nanchang, Xi'an and Harbin have also recorded satisfactory results.

"Internet Plus" is a core strategy of the Group's fourth-generation integrated logistics and trading platform, with E-commerce services serving as key tools to help SMEs raise their competitiveness. Leveraging its B2B platform-CSC86.com and strategic cooperation with Tencent Holdings Limited ("Tencent"), the Group further strengthened its E-commerce services such as its online payment function during the Year, to facilitate transactions between buyers and sellers. Further, the trial online membership program launched was widely recognized by customers.

Logistics and warehousing services formed an important part of the Group's strategic resources. The Group has continued to expand its logistics and warehousing network, and has successfully positioned its projects as the potential logistics and distribution hubs in their respective regions. By becoming regional logistics hubs, the Group is able to help those SMEs operating within its projects to reduce their logistics and distribution costs and create key cost advantages. During the Year, logistics and warehousing services have generated a stable stream of recurring income.

持續性收入的穩步增長確保可持續發展

包括租金、物業管理、電子商貿、物流及倉儲服務及奧特萊斯運營等在內的持續性業務一直是本集團賴以持續及長期發展的重要舉措。持續性收入的穩健表現亦突顯出第四代綜合商貿物流及商品交易平台的競爭優勢。於本年度內，來自租金、物業管理、電子商貿、物流及倉儲服務及奧特萊斯運營的收入分別達6.813億港元、2.477億港元、2.022億港元、1.434億港元及1.369億港元(2014/15財政年度分別為：5.739億港元、1.333億港元、2.018億港元、9,580萬港元及9,250萬港元)。

於深圳華南城的奧特萊斯商城在經歷快速發展後，已成為具有區域影響力的奧特萊斯中心。該項目的成功已成為提升本集團的品牌美譽度及當地知名度的重要驅動力，同時為該區域帶來穩定客流，並為本集團提供豐富現金流。於其成功運營的基礎上，本集團有意於未來加強該業務分部的發展。本集團已將深圳奧特萊斯的模式複製至其他項目。於本年度內，南寧、南昌、西安及哈爾濱的奧特萊斯商城亦取得令人滿意的成績。

「互聯網+」是本集團發展第四代綜合商貿物流及商品交易平台的一項核心策略，該平台以提供電子商貿服務作為協助中小企業提升自身競爭力的核心工具。借助其B2B平台—華南城網及與騰訊控股有限公司(「騰訊」)的戰略合作，本集團將進一步加強其電子商貿服務的發展，包括提供便於買賣雙方交易的線上支付功能。此外，本集團試運營的線上會員計劃亦得到客戶的廣泛認可。

物流及倉儲服務是本集團戰略資源的重要組成部份。本集團持續拓展其物流及倉儲網絡，並成功將各項目定位為其各自所在區域內的潛在物流集散中心。通過成為各區域的物流樞紐，本集團可協助於華南城項目內經營的中小企業降低其物流配送成本，並創造關鍵的成本優勢。於本年度內，物流及倉儲服務為持續性收入創造穩定來源。



Striving to maintain balance between business development and financial health

The Group placed an emphasis on maintaining a sustainable and ample level of cash flow as part of its consistent financial management. The Group proactively adjusted its business development strategies and capital investment portfolio amid the economic transition in order to preserve liquidity while maintaining a steady momentum in business development.

During the Year, the Group maintained a sound cash position through a series of active measures, such as the increasing supply of residential properties and recurring business development. Tapping into the domestic capital market to take advantage of the easing funding environment, the Group actively expanded, diversified and optimized its funding channels in China. The Group's cash and bank balances as at 31 March 2016 increased to HK\$11,686.7 million (as at 31 March 2015: HK\$8,672.7 million).

Prospects

Looking ahead, the Group's operating environment remains challenging in the short term as the pressures posed by the global economic downturn and the continued economic transition in China are set to linger. With China's positive economic fundamentals and long-term trajectory remaining unchanged, the Group maintains a cautiously optimistic business outlook in the short to medium term.

Nevertheless, favourable measures articulated by the Central government in its 13th Five-Year Plan, such as urbanization, "Internet Plus" and "One Belt, One Road", will continue to benefit the development of the Group's fourth-generation integrated logistics and trade centers. Of these, the Central government has addressed the acceleration of shantytown renovations and formulated timetables for such programs. The upgrading and relocation of the wholesale markets is expected to become one of the main areas of focus by the government in the coming years, creating immense opportunities for the Group.

The Group will continue to pursue a flexible business model and a prudent management strategy to strengthen its future development. With increasing revenue contributions coming from its recurring income, the Group will strive to develop a more stable and diversified mix of revenue stream in the future. The Group will continue to enhance its liquidity by promoting the growth of business segments such as outlet operations which generate higher cash flows. In addition, the Group will continue to provide quality services and upgraded facilities to strengthen the competitiveness of its tenants, creating win-win scenarios for all stakeholders.

致力維護業務發展與財務穩健間之平衡

本集團致力維持可持續且充足的現金流水平，以貫徹其長期以來的財務管理策略。本集團在經濟轉型下積極調整業務發展策略及資本投資組合，以預留資金並維持穩健的業務發展。

於本年度內，本集團通過不斷增加住宅物業供應及發展持續性業務等一系列積極措施，維持良好的現金水平。利用國內資本市場寬鬆的融資環境，本集團積極擴拓、豐富及優化其於國內的融資渠道。本集團截至2016年3月31日的現金及銀行結存增加至116.867億港元(截至2015年3月31日：86.727億港元)。

前景

展望未來，環球經濟下行的壓力及中國經濟的持續轉型仍將繼續，本集團的經營環境於短期內依然面臨挑戰。但中國經濟的良好基礎及長期的發展趨勢並未改變，為此本集團對中短期的業務前景保持審慎樂觀。

儘管如此，中央政府在其第十三個五年計劃中提出發展城鎮化、「互聯網+」及「一帶一路」等有利舉措，這將持續帶動本集團第四代綜合商貿物流及商品交易中心的發展。其中，中央政府強調將加速對棚戶區的改造，並制定相關時間表。本集團相信批發市場的升級與搬遷將成為未來幾年內政府工作的重心之一，將為本集團帶來巨大的機會。

本集團將繼續奉行靈活的商業模式及審慎的管理策略，以增強其未來發展。隨著持續性收入貢獻不斷增長，本集團於未來將竭力建立更穩定且多元化的收入來源。本集團將通過推動包括奧特萊斯運營在內，可產生更多現金流的業務分部的增長，以持續提升本集團的財務流動性。此外，本集團亦將繼續提供優質服務及升級版的設施以增強其客戶的競爭力，為持份者創造共贏局面。



The management expects the Group to achieve an annual sales target of HK\$7.5–8.5 billion for the fiscal year ended 31 March 2017 (“FY2016/17”) and emphasize the development of recurring business to maintain the strong growth rate.

Finally, on behalf of the Board, I would like to extend my heartfelt gratitude to our valued shareholders, customers and business partners for their trust and continued support to the Group. I would also like to convey my appreciation to the management and staff for their professionalism and wholehearted commitment.

Cheng Chung Hing

Co-Chairman & Executive Director

Hong Kong, 27 June 2016

管理層預期本集團於截至2017年3月31日止財政年度（「2016/17財政年度」）將實現約75至85億港元的年度銷售目標，並加強發展持續性業務，維持持續性收入的強勁增長比率。

最後，本人謹代表董事會，衷心感謝我們的股東、客戶以及業務夥伴一直以來對本集團的信任及支持，同時亦對管理層及員工的專業精神及全心投入深表謝意。

鄭松興

聯席主席兼執行董事

香港，2016年6月27日

Management Discussion and Analysis

管理層討論及分析



Business Review

During the Year, Chinese economy experienced a period of weak GDP growth and a flagging export performance. In addition, delays in implementation of wholesale market relocation plans in some of the project cities slowed market growth and hence weakened the immediate demand of SMEs. As a result, SMEs postponed their investment plans in trade center units and the Group's Contracted Sales were inevitably affected. Although the Central government has launched a series of stimulus and easing monetary measures to support the economic restructuring towards higher-value industries and promote consumption and innovation, which have supported the demand for the Group's residential properties and value-added services to some extent, the sluggish economic environment presented varying degrees of challenges in the Group's operating markets.

In view of the challenging market, China South City has further strengthened its operational capabilities during the Year. Taking advantage of its unique "Online + Physical + Logistics" business model, the Group exercised the flexibility by encouraging further growth of recurring businesses segment. The Group noticed that the current economic environment and industrial consolidation brought by measures to reduce excess capacity have become major challenges to SMEs. Facing increasing competition, SMEs came under pressure to raise the efficiency of their production and operations. The Group's fourth-generation integrated logistics and trading platform, which offers comprehensive facilities and value-added ancillary services such as E-commerce and logistics & warehousing services, provides a strong and reliable platform for SMEs to enhance their competitiveness. This served to further drive the demand for the Group's recurring business, becoming one of its key revenue drivers.

During the Year, the Group recorded total revenue of HK\$6,136.3 million (FY2014/15: HK\$9,757.8 million), among which, its recurring income increased 28.7% from HK\$1,103.6 million in FY2014/15 to HK\$1,420.6 million, accounting for 23.2% of total revenue (FY2014/15: 11.3%). Gross profit margin was 48% (FY2014/15: 53%). Net profit attributable to owners of the parent was HK\$3,537.0 million (FY2014/15: HK\$3,727.9 million). Basic earnings per share amounted to HK44.22 cents (FY2014/15: HK48.73 cents).

業務回顧

於本年度內，中國經濟經歷了國內生產總值增速放緩及出口市場疲弱的時期。此外，部分項目所在城市的批發市場外遷計劃滯後執行，導致市場增長放緩，進而削弱中小企業的直接需求。中小企業因此延遲其投資商品交易中心商舖的計劃，本集團的合約銷售繼而無可避免地受到了影響。中央政府出台一系列刺激措施及寬鬆的貨幣政策以助推經濟結構調整至高附加值產業，同時鼓勵消費及創新。儘管此等舉措在一定程度上促進了本集團住宅物業及增值服務的需求，但疲弱的經濟環境仍為本集團的經營市場帶來不同程度的挑戰。

面對充滿挑戰的市場，華南城於本年度內進一步增強其運營能力。本集團憑藉其獨特的「線上+實體+物流」商業模式，運用其業務的靈活性，鼓勵進一步發展持續性業務分部。本集團留意到當前的經濟環境及削減過剩產能帶來的產業整合，已成為中小企業面臨的主要挑戰。競爭日益加劇迫使中小企業提高其生產與經營效率。本集團的第四代綜合商貿物流及商品交易平台，提供涵蓋電子商貿、物流及倉儲服務等綜合設施及增值配套服務，為中小企業提升自身競爭力提供了強大且可靠的平台。這亦進一步激發市場對本集團持續性業務的需求，成為本集團主要收入的驅動力之一。

於本年度內，本集團錄得總收入61.363億港元（2014/15財政年度：97.578億港元），其中持續性收入由2014/15財政年度的11.036億港元，增長28.7%至14.206億港元，佔總收入的23.2%（2014/15財政年度：11.3%）。毛利率為48%（2014/15財政年度：53%）。母公司擁有人應佔淨利潤為35.370億港元（2014/15財政年度：37.279億港元）。每股基本盈利為44.22港仙（2014/15財政年度：48.73港仙）。



Differentiated Development Strategy across Different Projects

Economic development in China showed disparities across regions during the Year. As such, local governments took varying development approaches and extended their support to industries with comparative advantages in their respective regions. As an influential market player in respective regions, China South City took full advantages of its local strengths and implemented differentiated development strategies in different projects.

CSC Shenzhen is the first project of the Group which offers a comprehensive and mature wholesale trading platform for SMEs. The project has become a successful model case for wholesale market transformation and modernization under the process of urbanization. During the Year, CSC Shenzhen further diversified its business operations and enhanced the various functions of its fourth-generation integrated logistics and trading platform. In particular, the outlet mall in CSC Shenzhen became an influential outlet player in Southern China, with increasing visitor traffic and enhanced market position. Further, the cross-border E-commerce business in China has experienced rapid growth in recent years. Taking advantage of its competitive strengths in logistics facilities and broad customer base, CSC Shenzhen has become a cross-border E-commerce hub and successfully attracted a number of leading domestic cross-border E-commerce enterprises to move in.

CSC Zhengzhou is highly accessible – located at the heart of an intricate network of transportation in Zhengzhou, which has long been a major logistics hub in Central China. CSC Zhengzhou has become the largest project of the Group, in terms of the number of SME occupants and GFA completed. By playing up its competitive advantages in location, facilities and scale, the Group is poised to strengthen its core market position in trading in Central China. As a result, CSC Zhengzhou has become a large commercial hub for automobile & parts, machinery & hardware, building materials, small commodities and non-staple food industries, etc. in the area.

CSC Nanning is strategically located in the economic and political center of the Association of Southeast Asian Nations (“ASEAN”) and has demonstrated an increasing importance in terms of cross-border trading between China and ASEAN countries. During the Year, the China-ASEAN Expo and Light Industrial Exhibition took place in CSC Nanning for the sixth consecutive year and attracted numerous visitors. Furthermore, a number of local government bodies have moved into CSC Nanning successively, reflecting its importance in the local economic and political life.

不同項目的差異化發展策略

於本年度內，中國經濟呈現區域差異化發展。因此，地方政府採取不同的發展策略並重點扶持當地優勢產業。作為當地具有影響力的市場參與者，華南城充分利用當地優勢，於各項目實行差異化發展策略。

深圳華南城作為本集團的首個項目，為中小企業提供了一個成熟的綜合性批發交易平台。項目已成為在城鎮化進程中批發市場轉型升級的一個成功典型案例。於本年度內，深圳華南城進一步豐富其商業運營，並提升其第四代綜合商貿物流及商品交易平台的各項功能。尤其是隨著日益增加的客流及增強的市場地位，深圳華南城奧特萊斯商城已發展成為於華南區域具有影響力的奧特萊斯市場參與者。此外，近年來中國的跨境電商產業經歷了迅猛發展。憑藉自身在物流設施及廣泛客戶基礎方面的競爭優勢，深圳華南城已成為跨境電商的聚集地，並成功吸引眾多國內領先的跨境電商企業入駐園區。

鄭州長期以來被視為中國中部重要的物流樞紐，而鄭州華南城交通便捷，位處於鄭州四通八達交通運輸網絡的核心地帶。鄭州華南城以中小企業數目及竣工建築面積計，均已成為本集團最大的項目。憑藉鄭州華南城於地理位置、設施及規模方面的競爭優勢，本集團將蓄勢增強其在中原商貿市場的核心地位。因此，鄭州華南城亦已發展成為該區域集汽摩汽配、五金機電、建材、小商品及副食品等業態為一體的大型商貿中心。

南寧華南城策略性地位於東盟的經濟與政治中心，並在中國與東盟國家跨境貿易中顯現出日益重要的地位。於本年度內，中國—東盟博覽會輕工展連續第六年於南寧華南城舉行並吸引大量客流。此外，眾多當地政府機構已逐步入駐南寧華南城，顯現出該項目在當地經濟及政治生活中的重要性。



Other projects also progressed smoothly and took on their differentiated form of development during the Year. CSC Xi'an and CSC Harbin aimed to further expand their reach to cover Western and Northern China respectively. In addition, CSC Nanchang has received enormous support from the local government and has strived to become an important platform echoing the provincial initiative of "Go Global".

Steady Revenue Stream from Recurring Income

As the leading operator of large-scale integrated logistics and trade centers in China, the Group leverages its physical assets as a platform to offer comprehensive value-added services to its occupants, thereby generating multiple streams of recurring income. In the face of the slowdown in China's economy and challenging market conditions, the steady growth of recurring businesses provided the Group with a solid platform for its long-term and sustainable development.

Outlet Operations

Facing increasing costs and mounting competition from internet retailing, store-based retailing business remained challenging with weak same-store sales and excessive inventory. At the same time, online retail development has been limited by the lack of buyer experiences and product quality issues. In such a context, the outlet business – which is able to bring discounted branded products to customers with quality shopping experience and after-sale services – has gained increasing popularity in the retail sector and registered rapid growth in recent years. Shenzhen Huasheng Commercial Development Company Limited, the Group's wholly-owned subsidiary, captures the chance to offer customers with both online and offline shopping experience and post excellent results during the Year.



Cross-border commodities outlet center in CSC Shenzhen
於深圳華南城的跨境商品直銷中心

其他項目於本年度內亦進展順利，並採取了差異化的發展。西安華南城與哈爾濱華南城旨在分別進一步覆蓋中國西部及北部地區的需求。此外，南昌華南城亦獲得來自當地政府的大力支持，並致力成為實踐江西省「走出去」倡議的重要平台。

持續性收入創造穩定收入來源

作為中國領先的大型綜合商貿物流及商品交易中心的運營商，本集團以實體資源為平台，向其商戶提供全面的增值服務，從而創造來源多樣的持續性收入。面對中國經濟放緩及充滿挑戰的市場形勢，持續性業務的穩定增長，為本集團長期且可持續的發展提供了堅實的平台。

奧特萊斯運營

面對日益增加的成本及來自互聯網零售的衝擊，以實體店為銷售點的零售業仍面臨同店銷售疲軟及庫存積壓的挑戰。同時，線上零售的發展亦受到缺乏購買體驗及產品品質等問題的限制。在此背景下，奧特萊斯商業在為消費者提供折扣品牌產品的同時，亦帶來具品質的購物體驗及售後服務，並於近年來在零售行業日益風靡，實現快速增長。本集團的全資附屬公司—深圳華盛商業發展有限公司，把握機遇向客戶提供線上及線下購物體驗，並於本年度內取得驕人的成績。



Marketing campaign held in outlet mall
於奧特萊斯商城舉行的宣傳活動



The Group has operated its first outlet mall in Shenzhen since 2011 and maintained a steady growth with increases in both operating GFA and number of brand names. Building on the successful outlet operation in CSC Shenzhen, the Group implemented trial runs at its projects in Nanning, Nanchang, Xi'an and Harbin, with encouraging results. The brand awareness of China South City outlet business will be further strengthened as the projects become more mature. As at 31 March 2016, over 350 renowned domestic and international brands were drawn to these outlets, occupying an operating GFA of approximately 181,700 sq. m.. During the Year, the outlet operations achieved a gross mall sales turnover of approximately RMB771.7 million and generated a recurring income of HK\$136.9 million which was mostly contributed by the outlet mall in CSC Shenzhen. Other than revenue contribution, the outlet mall's successful operation has boosted the brand recognition, increased visitors traffic and generated operating cash flow for the Group.

The outlet mall in CSC Xi'an, which commenced operations last year became the second-largest contributor among the Group's outlet malls in terms of operating GFA and the number of brands. According to the Xi'an Metro Planning, the subway Line 3, which is expected to commence trial operations by the end of 2016, will pass through the project. Upon its completion, this subway line will further enhance the value of the project with a positive stimulus to visitor flow. The outlet malls in CSC Zhengzhou and CSC Hefei are slated to come on stream in the coming years and are set to generate more recurring income and operating cashflow for the Group.

E-commerce Development

By integrating internet technology with traditional industries, the "Internet Plus" strategy sets out to fuel China's economic growth. During the Year, the Group continued to reinforce this strategy and upgrade its fourth-generation integrated logistics and trading platform, thereby increasing SMEs' operating efficiency and competitiveness. Through the closer partnership with Tencent, a strategic shareholder, the Group is able to take advantages of Tencent's technical support and wealth of resources to support SMEs in their E-commerce development.

本集團自2011年於深圳運營其首個奧特萊斯項目以來，於經營面積及品牌數量方面均保持穩定增長。基於深圳華南城奧特萊斯的成功運營，本集團於南寧、南昌、西安及哈爾濱試運營其奧特萊斯項目，並取得令人滿意的成績。隨著各項目日趨成熟，華南城奧特萊斯品牌的認知度將進一步增強。截至2016年3月31日，奧特萊斯商城共吸引逾350個國內外知名品牌入駐，經營面積達約181,700平方米。於本年度內，奧特萊斯運營實現了商城銷售總額約人民幣7.717億元，創造1.369億港元的持續性收入，其中主要貢獻來自於深圳華南城奧特萊斯商城。除此以外，奧特萊斯商城的成功運營亦為本集團提升了品牌知名度，帶動了客流，並貢獻經營現金流。

於去年投入運營的西安華南城奧特萊斯商城在運營面積及品牌數量方面均已成為本集團奧特萊斯商城中第二大貢獻者。根據西安地鐵的規劃，途徑西安華南城的3號線預計將於2016年底投入試運營。建成後，此條地鐵路線將帶動客流增加，並進一步提升項目價值。鄭州華南城及合肥華南城的奧特萊斯商城將於未來幾年陸續投入運營，並為本集團帶來更多的持續性收入及經營現金流。

電子商貿發展

通過整合互聯網技術與傳統產業，「互聯網+」戰略旨在助推中國經濟增長。於本年度內，本集團持續強化這一戰略並升級其第四代綜合商貿物流及商品交易平台，從而提升中小企業的經營效率及競爭力。通過與戰略股東騰訊的緊密合作，本集團可借助騰訊的技術支援及豐富資源，支持中小企業發展電子商務。



During the Year, the Group continued to strengthen the development of its integrated online-to-offline (“O2O”) platform. In particular, with a view to enhancing its support for SMEs, the Group upgraded its E-commerce platform – CSC86.com by enriching its online trading and payment services functions. The trial online membership program the Group launched has also been well received by customers.

Logistics & Warehousing Services

As a result of its sustained effort over the years, the Group has developed a logistics and warehousing network covering key domestic logistics nodes. Aided by the unparalleled scale of its projects, the Group aims to develop its projects into the regional logistics and distribution hubs, thereby considerably reducing the logistics and warehousing costs of SMEs. The revenue from this segment recorded HK\$143.4 million (FY2014/15: HK\$95.8 million), up by 49.7% year-on-year.



LIEP in CSC Shenzhen
於深圳華南城的物流信息交易平台

The Group has made significant efforts in the development of its logistics and warehousing business. With the increasing maturity of the nationwide network of China South City projects, the demand for the Group’s Logistics Information Exchange Platform (“LIEP”) services from SMEs and Heavy Goods Vehicles (“HGVs”) drivers gradually increased. LIEP helps cargo owners match their freight plans more effectively and cut logistics costs by utilizing empty truckloads of HGVs on their return journeys.

於本年度內，本集團繼續加強線上線下平台整合發展。尤其是本集團通過豐富線上交易與支付服務功能，對其電子商務平台—華南城網進行升級，以加強對中小企業的協助。本集團試運行的線上會員計劃亦受到客戶的廣泛認可。

物流與倉儲服務

經過多年的持續努力，本集團已佈局可覆蓋中國關鍵物流節點的物流倉儲網絡。得益於各項目無可比擬的規模，本集團致力將各地區的项目發展為當地的物流配送中心，從而大幅降低中小企業的物流及倉儲成本。此業務分部收入同比增長49.7%達1.434億港元（2014/15財政年度：9,580萬港元）。



QianLong Logistics in CSC Shenzhen
於深圳華南城的乾龍物流

本集團於發展物流及倉儲業務方面亦付出大量努力。伴隨華南城項目全國網絡的日益成熟，中小企業及重型卡車司機對本集團物流信息交易平台的需求逐步增強。物流信息交易平台將有助貨主利用重型卡車回程中的空載運力，更有效配對其貨運計劃，從而降低物流成本。



Property Management

At present, there are many residential property managers in the market but considerably fewer wholesale market property managers. Taking advantage of economies of scale and the advanced facilities of China South City's fourth-generation integrated logistics and trading platform, the Group has affirmed its leading position in the property management of wholesale markets. In view of this, the Group aims to become the industrial standard setter by further improving the overall service quality in the market, strengthening its internal management capabilities and solidifying its competitive advantages. During the Year, recurring income from property management increased by 85.8% year-on-year to HK\$247.7 million.



Property management team in CSC Shenzhen
於深圳華南城的物業管理團隊

HOBA Furnishing

The Group engages in furnishing market operations through Shenzhen HOBA Home Furnishing Chain Store Co., Ltd. ("HOBA Furnishing"), a subsidiary in which the Group holds a 75% stake. During the Year, HOBA Furnishing operated 10 stores (including the new stores established in CSC Shenzhen and CSC Nanning respectively) in China, contributing stable recurring income and operating cashflow to the Group. During the Year, the trial operation of HOBA Furnishing's new stores in CSC Shenzhen and CSC Nanning performed smoothly.

物業管理

當前，市場上有眾多住宅物業管理公司，但卻較少專業批發市場的物業管理公司。憑藉華南城第四代綜合商貿物流及商品交易平台的規模效應及先進的設施，本集團於批發市場物業管理領域擁有領先的市場地位。有鑒於此，本集團通過進一步提升整體市場服務品質，加強內部管理能力及鞏固其競爭優勢，致力發展成為行業標準設立者。於本年度內，來自物業管理的持續性收入同比增長85.8%達2.477億港元。



Fire brigade in CSC Zhengzhou
於鄭州華南城的專職消防團隊

好百年家居

本集團持有深圳市好百年家居連鎖股份有限公司(「好百年家居」)75%股權，並透過此附屬公司從事家居廣場運營。於本年度內，好百年家居於中國經營10家門店(包括分別設於深圳華南城及南寧華南城的新門店)，為本集團帶來穩定的持續性收入及經營現金流。於本年度內，於深圳華南城及南寧華南城試運營的好百年家居新門店表現平穩。



Trade Fairs

Leveraging its large-scale trade platforms located in major provincial capitals and a municipality in China, together with its extensive experience in co-organizing trade fairs with local governments, the Group arranged a number of trade exhibitions and conventions at its projects. These events received an overwhelming response from many international and local exhibitors, which not only boosted visitor and business traffic to these projects, but also created more business opportunities for its trade centers and further increased market recognition of the China South City brand.

Events at a Glance

Ethnic and Cultural Festival cum Trade Fairs

The Ethnic and Cultural Festival cum Trade Fairs was held in CSC Nanning in April 2015. The 16-day event attracted a large number of participants to the project. Meanwhile, the 8th (Guangxi) Nanning Spring Tea Festival and the 1st International Automobile Exhibition were also held in CSC Nanning. These activities significantly boosted the sales of tenants selling tea and teaware, as well as those automobile exhibitors, and created business opportunities for other tenants in CSC Nanning.

ITFCEWC cum the Silk Road International Expo

The 19th Investment & Trade Forum for Cooperation between East & West China ("ITFCEWC") cum the Silk Road International Expo were held in Xi'an in May 2015. During the event, a thematic program known as the "Silk Road Commodity Trade Fair" was undertaken by CSC Xi'an to exhibit numerous commodities produced by the countries along the Silk Road. Leveraging its convention and exhibition facilities and easily accessible logistic network, CSC Xi'an draws visitors to the project and raises its brand awareness on the one hand, while contributing efforts to integrate the resources of the countries along the Silk Road and promote their full cooperation on the other hand, driving trade and logistics development in Xi'an.

貿易博覽會

本集團利用位於主要省會及直轄市的大型商貿平台，配合其與各地政府協辦貿易博覽會的豐富經驗，於旗下項目內籌辦多場貿易展覽會及會議。該等博覽會反響熱烈，吸引眾多國際及地方參展商，不僅提升了項目內的訪客及業務流量，更為商品交易中心帶來商機，提高了華南城品牌的認受性。

活動回顧

民俗文化商貿節暨博覽會

民俗文化商貿節暨博覽會於2015年4月在南寧華南城舉辦，該為期十六天的活動，吸引眾多參與者前來。同一時間內，第八屆(廣西)南寧春茶節及首屆車世界汽車博覽會亦在南寧華南城舉辦。該次活動顯著帶動茶葉及茶具商戶及汽車參展商的銷售，並為南寧華南城內的其他商戶帶來商機。

西洽會暨絲博會

第十九屆中國東西部合作與投資貿易洽談會暨絲綢之路國際博覽會於2015年5月在西安舉行。此次活動特設「絲綢之路商品貿易展」，由西安華南城承辦，展示絲路沿線國家眾多商品。西安華南城利用自身會議展覽與商貿物流的雙重優勢，一方面以展會拉動項目人流及提升品牌，另一方面為絲路沿線國家的資源整合和全方位合作做出積極貢獻，推動西安商貿物流產業的發展。



China (Harbin) International Lifestyle, Cultural and Tourism Expo

The 2015 China (Harbin) International Lifestyle, Cultural and Tourism Expo kicked off in CSC Harbin in June 2015. Hosted by the Harbin Municipal People's Government and co-hosted by the Council for Promotion of Trade in Heilongjiang province, it was organized by the Council for Promotion of Trade in Harbin, the People's Government of the Daowai District in Harbin and CSC Harbin, respectively. The four-day event not only brought visitors and business opportunities to CSC Harbin, but also highlighted the growing role of CSC Harbin as a powerful platform to promote international economic and trade cooperation in Northeast Asia, thereby boosting the brand power of China South City in the region.

China-ASEAN Expo and Light Industrial Exhibition

The 12th China-ASEAN Expo and Light Industrial Exhibition, co-organized by the Ministry of Commerce of China, its ASEAN counterparts and the China-ASEAN Expo Secretariat, respectively, and undertaken by the Government of the Guangxi Zhuang Autonomous Region, took place in CSC Nanning in September 2015 for the sixth consecutive year. This has firmly established CSC Nanning as a hub for light industrial products trading between China and the ASEAN countries. The event has also strengthened the trade links and cultural exchanges among the participants, and increased the Group's brand recognition in the region as well as among ASEAN countries.

Hefei Stylish Products Expo and Eastern China Machinery and Hardware Trade Fair

The Hefei Stylish Products Expo and Eastern China Machinery and Hardware Trade Fair was held in CSC Hefei in October 2015. The four-day event was hosted by the Hefei Municipal People's Government, the Bureau of Commerce of Anhui Province and the Anhui Chamber of Commerce, respectively, and undertaken by the People's Government of Feixi County and CSC Hefei. It attracted many visitors comprising professional buyers and distributors in the hardware and spare parts, lighting and security system industries throughout the country. The event gave a strong boost to CSC Hefei's operations and visitor flow, laying a solid foundation for the future development of the project.

中國(哈爾濱)國際時尚生活文化旅遊展

2015中國(哈爾濱)國際時尚生活文化旅遊展於2015年6月在哈爾濱華南城啟幕。該活動由哈爾濱市人民政府主辦，黑龍江省貿促會協辦，哈爾濱市貿促會、哈爾濱市道外區人民政府及哈爾濱華南城承辦。此為期四日的展會不僅為哈爾濱華南城帶來了客流及商機，更進一步彰顯了哈爾濱華南城作為推動東北亞國際經貿合作的平台優勢，增強了華南城品牌在區域內的影響力。

中國－東盟博覽會輕工展

第十二屆中國－東盟博覽會輕工展由中國商務部及其他東盟成員國，以及中國－東盟秘書處合辦，由廣西壯族自治區政府承辦，於2015年9月在南寧華南城舉行。該輕工展已連續六年於南寧華南城舉辦。該展會使南寧華南城成為中國與東盟各國之間輕工產品商貿物流的重要平台，有力推動了各方貿易往來和人文互通，同時加強了本集團品牌於區內及東盟成員國間的認受性。

合肥時尚用品博覽會暨華東五金機電交易會

合肥時尚用品博覽會暨華東五金機電交易會於2015年10月於合肥華南城舉行。本次為期四天的展會由合肥市人民政府、安徽省商務廳、安徽省國際商會主辦，肥西縣人民政府及合肥華南城承辦。活動累計吸引眾多來自國內各個地區的金五金工具及零部件、照明、安防等領域的專業買家及渠道商到場採購，為合肥華南城運營銷售提高士氣、聚攬人氣，為後期項目推進奠定良好的基礎。



Maintaining Sound Cash Flows and Liquidity

During the Year, the Group met different challenges and opportunities while China's economic landscape was undergoing transformation. In such a context, the Group continued to focus on enhancing its cash flows and liquidity and lowering overall financing costs as the key consideration of its financial management.

By seizing opportunities to expand and optimize its funding channels in the domestic capital market, the Group has successfully lowered its funding cost. As at 31 March 2016, the Group recorded a weighted average financing cost of 6.3%, down approximately 50 basis points when compared to 6.8% as at 31 March 2015.

In April 2015, China South International Industrial Materials City (Shenzhen) Company Limited ("China South International"), a wholly-owned subsidiary of the Group, completed the issuance of RMB1.5 billion corporate bonds with a maturity of a maximum of six years and a coupon rate of 7% per annum. In July 2015, China South International completed the issuance of the first tranche of medium-term notes of 2015 ("2015 First Tranche MTN") in the national inter-bank market of the PRC in the total principal amount of RMB2 billion, with a maturity of three years at an interest rate of 7% per annum. In September 2015, China South International completed the issuance of the first tranche of short-term notes of 2015 ("2015 First Tranche STN") in the PRC national inter-bank market in the total principal amount of RMB2.1 billion, with a maturity of 366 days at an interest rate of 4.3% per annum. In January and May 2016, China South International completed the issuance of the first and second tranches of domestic company bonds ("2016 First and Second Tranche DCB") of RMB3 billion and RMB1.4 billion with a term of three years at a coupon rate of 5.98% and 6.85% per annum respectively.

保持良好的現金流及流動性

於本年度內，在中國經濟經歷轉型的同時，本集團亦面臨不同的機遇與挑戰。在此背景下，本集團將持續專注增加現金流與流動性及降低整體財務成本，作為其財務管理的關鍵考量。

通過把握機遇擴拓及優化其在國內資本市場的融資渠道，本集團成功降低了其融資成本。截至2016年3月31日，本集團錄得加權平均融資成本6.3%，較截至2015年3月31日的6.8%下降約50個基點。

於2015年4月，本集團全資附屬公司華南國際工業原料城(深圳)有限公司(「華南國際」)，完成發行人民幣15億元之企業債券，期限最長為6年，票面年利率為7%。於2015年7月，華南國際於中國銀行間市場完成發行本金總額為人民幣20億元之2015年第一期中期票據，期限為3年，票面年利率為7%。於2015年9月，華南國際於中國銀行間市場完成發行本金總額為人民幣21億元之2015年第一期短期融資券，期限為366天，票面年利率為4.3%。於2016年1月及5月，華南國際分別完成本金總額人民幣30億元及人民幣14億元之為期三年的第一期及第二期境內公司債券的發行，票面年利率分別為5.98%及6.85%。



As assessed by Pengyuan Credit Rating Co., Ltd. (鵬元資信評級有限公司), China South International and corporate bonds were given “AA” and “AA+” ratings respectively. As assessed by Dagong Global Credit Rating Co., Ltd. (大公國際資信評估有限公司), the 2015 First Tranche MTN and China South International were given “AA” ratings and the 2015 First Tranche STN was given an “A-1” rating. As assessed by Golden Credit Rating International Co., Ltd. (東方金誠國際信用評估有限公司), China South International was given “AA” rating, and the 2016 First and Second Tranche DCB were both given “AA+” rating.

To lower the Group’s financing cost, China South City redeemed its US\$125 million 13.5% senior notes due 2017 in April 2016. Moreover, the Group introduced certain amendments to the indenture through solicitation of consents in relation to its US\$400 million 8.25% senior notes due 2019. The move will enable the Company to become more adaptive to the fast-changing competition landscape and increase the flexibility of the Company to implement business plans in the future.

During the Year, the Group successfully executed the spinoff of HOBA Furnishing to unlock its value and provide a fund-raising platform for its further expansion. The quotation of shares of HOBA Furnishing commenced on 16 November 2015 on the National Equities Exchange and Quotation System (also known as the “New Third Board”).

China South City’s leading market position and successful business model were well recognized by the capital market. The Group is designated a constituent of the Hang Seng Composite Mid Cap Index and MSCI China Index.

經鵬元資信評級有限公司評定，華南國際及企業債券的信用評級分別為「AA」級和「AA+」級。經大公國際資信評估有限公司評定，2015年第一期中期票據及華南國際的信用評級均為「AA」級，2015年第一期短期融資券的信用評級為「A-1」級。經東方金誠國際信用評估有限公司評定，華南國際的信用評級為「AA」級，而2016年第一期及第二期境內公司債券的信用評級均為「AA+」級。

為降低本集團的融資成本，華南城於2016年4月贖回其於2017年到期之1.25億美元13.5%優先票據。此外，就本集團於2019年到期之4億美元8.25%優先票據，本集團通過徵求同意方式，引入若干契約修訂。此舉將使本公司愈加適應多變的競爭格局，並增強本公司日後實施其業務計劃的靈活性。

於本年度內，本集團成功分拆好百年家居以釋放價值，並為其進一步拓展提供融資平台。好百年家居股份已於2015年11月16日於全國股份轉讓系統(亦稱為「新三板」)掛牌。

華南城的領先市場地位及成功商業模式受到資本市場的認可。本集團獲納為恒生綜合中型股指數及MSCI中國指數成份股。



Further Strengthening of Management Team

The Group owes its success to a forward-thinking management team. As its business is becoming more diversified, the Group is adjusting the allocation of its management resources so as to enhance its operational capabilities and efficiency. In view of this, the Group has strengthened its management team by recruiting Mr. Tsoi Yiu Ting, who has extensive experience in corporate finance and investment banking, as CFO in May 2016. At the same time, Mr. Fung Sing Hong Stephen, the CEO of the Group who has ceased to act as CFO, will be able to dedicate more time on the overall management and operations of the Group. In addition, the Group also recruited several senior managements during the Year. Under the leadership of Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Fung Sing Hong Stephen, the Executive Directors of the Company, the new members of the management team are set to bring significant operational expertise and skills to assist the Company further deliver the business strategies and create values for shareholders.

Land Bank

With the Group's unique business model of "One Body with Two Wings", the Group intends to retain the commercial properties like logistics and warehousing facilities and offices, as well as not less than 50% of the trade center units for self-use or long-term rental purposes, while the remaining 50% of the trade center units and the residential properties will be disposed progressively to generate cash flow for the development of the Group. During the Year, the Group acquired attributable GFA of approximately 1.73 million sq. m., mainly for the purpose of logistics and warehousing in CSC Nanchang and CSC Chongqing at an average cost of approximately RMB300/sq. m.. The enlarged land bank drives the Group's sustainable growth in the future.

進一步增強管理團隊

本集團的成功有賴於富有遠見的管理團隊。隨著本集團業務日趨多元化，本集團正調配其管理資源以提升其運營能力及效率。為此，本集團於2016年5月聘任富有企業融資及投資銀行經驗的蔡耀庭先生為本集團首席財務總監，以強化其管理團隊。同時，本集團行政總裁馮星航先生不再擔任本集團首席財務總監，以便投入更多時間於本集團的整體管理及運營上。此外，本集團於本年度內增聘了若干高級管理人員。在本公司執行董事鄭松興先生、梁滿林先生及馮星航先生的領導下，管理團隊的新成員將以豐富的運營經驗及技能協助公司進一步執行業務策略，為股東創造價值。

土地儲備

本集團獨特的「一體兩翼」業務模式保留物流及倉儲設施、辦公樓等商業物業及不少於50%商品交易中心商舖作為自營或長期出租用途，而餘下的50%商品交易中心商舖及住宅物業，本集團將逐步出售，為本集團發展提供所需的現金流。於本年度內，本集團就南昌華南城及重慶華南城購入主要用作物流及倉儲用途的土地，合共可建建築面積約173萬平方米的土地，平均成本約為人民幣300元/平方米。土地儲備的增加帶動本集團未來的可持續發展。



Details of the land bank as of 31 March 2016 are as follows:

截至2016年3月31日的土地儲備詳情如下：

Project	項目	Completed Properties		Properties under Development	Properties to be Completed by FY2016/17	Properties Planned for Future Development on GFA Acquired	Total Planned GFA	Attributable GFA Acquired (% to Total Planned GFA)	
		Sold	Unsold						
(sq. m.)	(平方米)	已竣工物業	發展中物業	竣工的物業	發展物業	總規劃建築面積	已購土地可建築面積	(佔總規劃建築面積百分比)	%
		Sold	Unsold	Estimated	Estimated	Estimated	Estimated		
		已售	未出售	估計	估計	估計	估計		
CSC Shenzhen	深圳華南城	774,600	1,540,000	242,200	77,200	87,200	2,644,000	2,644,000	100%
CSC Nanchang	南昌華南城	784,200	746,700	711,600	271,700	2,422,700	7,297,000	4,665,200	64%
CSC Nanning	南寧華南城	334,600	1,053,200	558,500	178,500	533,700	4,880,000	2,480,000	51%
CSC Xi'an	西安華南城	601,800	754,200	456,400	199,400	2,343,600	17,500,000	4,156,000	24%
CSC Harbin	哈爾濱華南城	230,300	625,300	1,340,900	977,200	2,551,500	12,000,000	4,748,000	40%
CSC Zhengzhou	鄭州華南城	1,033,800	1,465,500	1,265,000	243,700	1,405,700	12,000,000	5,170,000	43%
CSC Hefei	合肥華南城	811,900	428,200	1,822,400	285,900	2,138,500	12,000,000	5,201,000	43%
CSC Chongqing	重慶華南城	206,400	951,700	151,300	151,300	4,295,700	13,500,000	5,605,100	42%
Total	總計	4,777,600	7,564,800	6,548,300	2,384,900	15,778,600	81,821,000	34,669,300	42%

China South City Shenzhen

CSC Shenzhen, the Group's first project, is strategically located at the heart of the Pearl River Delta region amid an extensive transportation network. The project is situated at the Pinghu Logistics Park in Longgang District of Shenzhen, occupying a site area of approximately 1.06 million sq. m. and comprising a total planned GFA of approximately 2.64 million sq. m..

深圳華南城

深圳華南城為本集團旗下首個項目，策略性位處珠江三角洲地區的核心地帶，坐擁完善的交通網絡。項目位於深圳龍崗區平湖物流園區，佔地面積約106萬平方米，總規劃建築面積約264萬平方米。



With the local government further advancing the development of Longgang District as an innovation center in the east of Shenzhen, the district's ancillary facilities such as logistics, healthcare and education will continue to improve and bring more convenience to occupants of China South City. In addition, transportation facilities around the project have been improving as well. According to Shenzhen Metro Planning, the subway line 10 which will pass through CSC Shenzhen has commenced construction in 2015 and is expected to be open for traffic by 2020. Upon completion, this subway line will further improve accessibility, generate more business opportunities and uplift visitor traffic for the project's operation. At present, operations of CSC Shenzhen cover industries such as textile & clothing, leather & accessories, electronic parts, printing, paper products & packaging, metals, chemicals and plastics materials, outlets and home furnishing, etc.

As at 31 March 2016, trade centers and ancillary facilities at phase I, phase II and part of phase III with a total GFA of approximately 2.31 million sq. m. were in operation. The project is currently in phase III development. During the Year, construction of GFA of approximately 309,700 sq. m. of trade centers was completed. As at 31 March 2016, construction of GFA of approximately 242,200 sq. m. is underway, of which approximately 77,200 sq. m. are expected to be completed in FY2016/17.

In FY2015/16, CSC Shenzhen recorded total Contracted Sales of approximately HK\$695.9 million (FY2014/15: HK\$652.0 million), including a GFA of 4,900 sq. m. of trade center units (mall style) at an average selling price ("ASP") of HK\$24,600/sq. m. (FY2014/15: 5,900 sq. m. at an ASP of HK\$24,600/sq. m.), a GFA of 49,400 sq. m. of office units at an ASP of HK\$11,600/sq. m. (FY2014/15: 18,600 sq. m. at an ASP of HK\$12,000/sq. m.) and a GFA of 200 sq. m. of residential ancillaries at an ASP of HK\$10,400/sq. m. (FY2014/15: 26,100 sq. m. at an ASP of HK\$10,900/sq. m.).

隨著當地政府進一步推動龍崗區作為深圳東部創新中心的建設，區內包括物流、醫療、教育等配套設施將繼續完善，為華南城商家帶來更多便利。同時項目周邊的交通配套亦在逐步完善。根據深圳地鐵規劃，途經深圳華南城的地鐵10號線已於2015年開工建設，預計於2020年建成通車，屆時將進一步提升項目的交通便利，為深圳華南城的運營帶來更多的商機及客流。目前深圳華南城經營業態包括紡織服裝、皮革皮具、電子配件、印刷、紙品、包裝、五金、化工、塑膠、奧特萊斯及家居廣場等。

截至2016年3月31日，總建築面積約231萬平方米的一期、二期及部分三期物業的商品交易中心及配套設施均已投入運營。項目現時正進行第三期發展。於本年度內，建築面積約309,700平方米的商品交易中心已竣工。截至2016年3月31日，建築面積約242,200平方米的工程已展開建設，其中約77,200平方米預期可於2016/17財政年度竣工。

於2015/16財政年度，深圳華南城錄得合約銷售總額6.959億港元(2014/15財政年度：6.520億港元)，包括以平均售價24,600港元/平方米售出建築面積4,900平方米的商品交易中心單位(商場形式)(2014/15財政年度：以平均售價24,600港元/平方米售出5,900平方米)，以平均售價11,600港元/平方米售出49,400平方米的辦公樓單位(2014/15財政年度：以平均售價12,000港元/平方米售出18,600平方米)，及以平均售價10,400港元/平方米售出200平方米的住宅配套(2014/15財政年度：以平均售價10,900港元/平方米售出26,100平方米)。



In FY2015/16, the rental business of CSC Shenzhen basically remained steady and a new HOBA Furnishing mall in phase III of CSC Shenzhen was put into trial operation during the Year. The newly opened mall increased the launched rentable GFA and bring along new rental income source, though it dragged down both occupancy rate and rent rate of phase III trade center in its initial stage of trial operation. As at 31 March 2016, the total occupancy rate of the launched rentable GFA of phase I, phase II, phase III trade center and shops ranged from 58% to 92% (as at 31 March 2015: ranged from 61% to 95%), while the average rent rate ranged from HK\$35/sq. m. to HK\$55/sq. m. (as at 31 March 2015: HK\$40/sq. m. to HK\$55/sq. m.).

China South City Nanchang

CSC Nanchang is located at the transportation hub for the Yangtze River Delta and the Pearl River Delta Economic Zone. Situated in Honggutun New District of Nanchang, the capital of Jiangxi Province, the project is readily accessible to suppliers, manufacturers and merchants via major highways, the largest port on the Gan River and a complete freight network which includes a cargo marshal yard, a container terminus and an international airport, coupled with Nanchang West Railway Station – a principal high-speed rail station located just 1.2 km from CSC Nanchang and commenced operation successively since September 2013. As a new business center of Nanchang, Honggutun New District's administrative, commercial and cultural functions are becoming more apparent by the day. In addition, the gradual completion of life-supporting amenities within the new district is driving visitor traffic and generating business opportunities, laying a solid foundation for the development of CSC Nanchang.

CSC Nanchang has a total planned land area of approximately 2.81 million sq. m. and a total planned GFA of approximately 7.30 million sq. m.. The trial operations of CSC Nanchang cover industries such as small commodities, textile & clothing, leather & accessories, healthy & green products and outlets, etc. As the first provincial-level E-commerce Model Base in Jiangxi and University Students' E-commerce Business Incubator in Nanchang, CSC Nanchang has successfully attracted numerous E-commerce enterprises to move in since its establishment in 2014 and co-operated with tertiary institutes. Through a profound integration of its resources in wholesale and E-commerce, it has created a closer co-operation between the E-commerce startups and manufacturing enterprises, thereby helping SMEs within the project to transform and upgrade.

於2015/16財政年度，深圳華南城的租賃業務基本保持平穩，而新設於深圳華南城三期的好百年家居廣場亦於本年度內投入試運營。此新設廣場增加了推出的可租面積和租金收入來源，儘管在其試運營初階段拖低了三期商品交易中心的佔用率和租金。截至2016年3月31日，一期、二期及三期商品交易中心及商舖的總佔用率為已推出之可租用建築面積之58%至92%（截至2015年3月31日：61%至95%），而其平均租金由35港元/平方米至55港元/平方米（截至2015年3月31日：40港元/平方米至55港元/平方米）。

南昌華南城

南昌華南城位於長三角及珠三角經濟區的交通樞紐。項目坐落於江西省省會南昌市的紅谷灘新區，毗連主要高速公路及贛江的最大港口。項目同時擁有完善的貨運網絡，包括鐵路編組站、鐵海聯運集裝箱堆場及國際機場，且距主要高鐵車站—自2013年9月逐步投入服務的南昌西客站僅1.2公里，為供應商、生產商及商家提供方便的交通接駁。紅谷灘新區作為南昌市新型商務中心，其行政、商業及文化功能正日見效益，同時新區內生活配套的逐步完善帶動了客流及商流的聚集，為南昌華南城的發展奠定基礎。

南昌華南城總規劃佔地面積約281萬平方米，總規劃建築面積約730萬平方米。目前試運營的業態包括小商品、紡織服裝、皮革皮具、健康綠色產品及奧特萊斯等。南昌華南城作為江西省首個省級電子商務示範基地及省級南昌市大學生電子商務創業孵化基地，自2014年成立以來已成功吸納眾多電商企業入駐，並與當地高等院校合作，通過積極整合批發及電商資源，創造電商創業企業與生產企業的更緊密對接，協助項目內中小企業進行轉型及升級。



As at 31 March 2016, CSC Nanchang has a total GFA of approximately 1.53 million sq. m. at phase I completed, including approximately 900,600 sq. m. of trade centers, approximately 585,800 sq. m. of residential ancillaries and approximately 44,500 sq. m. of logistics and warehousing facilities. Construction of phase II of CSC Nanchang has commenced. During the Year, construction of a GFA of approximately 34,800 sq. m. of logistics and warehousing facilities was completed. As at 31 March 2016, construction of a GFA of approximately 711,600 sq. m. is underway, of which approximately 271,700 sq. m. are expected to be completed in FY2016/17.

In FY2015/16, CSC Nanchang recorded total Contracted Sales of HK\$905.3 million (FY2014/15: HK\$1,350.3 million), including a GFA of 700 sq. m. of trade center units (mall style) at an ASP of HK\$22,400/sq. m. (FY2014/15: 21,200 sq. m. at an ASP of HK\$19,700/sq. m.), a GFA of 6,800 sq. m. of trade center units (detached style) at an ASP of HK\$10,400/sq. m. (FY2014/2015: Nil), and a GFA of 101,300 sq. m. of residential ancillaries at an ASP of HK\$8,100/sq. m. (FY2014/15: 108,700 sq. m. at an ASP of HK\$8,600/sq. m.).

China South City Nanning

CSC Nanning is located at Nanning, the capital of the Guangxi Zhuang Autonomous Region and a critical gateway between China and ASEAN countries. It is easily accessible by railway stations, highways and an international airport. Strategically located in close proximity to Southeast Asia and enjoying the advantage of a tariff waiver on cross-border trade activities within the China-ASEAN Free Trade Area, CSC Nanning endeavors to serve as a key hub for cross-border trade catering to the strong demand from the Northern Bay Region and Southeast Asia.

截至2016年3月31日，南昌華南城一期總建築面積約153萬平方米的建設已竣工，包括約900,600平方米的商品交易中心，約585,800平方米的住宅配套及約44,500平方米的物流及倉儲設施。南昌華南城已展開二期的建設。於本年度內，建築面積約34,800平方米的物流及倉儲設施已竣工。截至2016年3月31日，建築面積約711,600平方米的工程已展開建設，其中約271,700平方米預期可於2016/17財政年度竣工。

於2015/16財政年度，南昌華南城錄得合約銷售總額9.053億港元(2014/15財政年度：13.503億港元)，包括以平均售價22,400港元/平方米售出建築面積700平方米的商品交易中心單位(商場形式)(2014/15財政年度：以平均售價19,700港元/平方米售出21,200平方米)，以平均售價10,400港元/平方米出售建築面積6,800平方米的商品交易中心單位(單棟式)(2014/15財政年度：無)，及以平均售價8,100港元/平方米售出101,300平方米的住宅配套(2014/15財政年度：以平均售價8,600港元/平方米售出108,700平方米)。

南寧華南城

南寧華南城位於廣西壯族自治區首府南寧市，是中國與東盟成員國之間的重要窗口，項目與火車站、高速公路及國際機場接連，交通便利。坐擁毗鄰東南亞的策略地理優勢，受惠於中國—東盟自由貿易區內跨境貿易活動豁免關稅的優勢，南寧華南城致力成為重要的跨境貿易樞紐，以滿足北部灣及東南亞地區的龐大需求。



CSC Nanning has a planned net land area of approximately 1.83 million sq. m. and a total planned GFA of approximately 4.88 million sq. m.. The project is under trial operations and continues to cultivate the market and strengthen marketing efforts during the Year. Through organizing a series of exhibitions – such as the China-ASEAN Expo and Light Industrial Exhibition, International Automobile Exhibition, Food Festival and Spring Tea Festival – the project is attracting increasing market popularity and is enhancing its brand recognition locally. During the Year, residential properties launched by CSC Nanning received an overwhelming response from the market. With government bodies, major banks, hotels and cinema moving in, the ancillary facilities and services of the project have been further enhanced. To assist SMEs in resolving business loan difficulties, CSC Nanning launched, on a trial basis, a micro-credit service for SMEs in the project, providing them financial support for the development of businesses during the Year. The trial operations of CSC Nanning cover industries such as textiles & clothing, small commodities, ASEAN products, home furnishing, tea & teaware and outlets, etc.

CSC Nanning is currently in phase I construction and has a total GFA of approximately 1.39 million sq. m. completed, including approximately 894,600 sq. m. of trade centers, approximately 456,400 sq. m. of residential ancillaries and approximately 36,800 sq. m. of logistics and warehousing facilities. During the Year, construction of a GFA of approximately 567,200 sq. m. of trade centers was completed. As at 31 March 2016, construction of a GFA of approximately 558,500 sq. m. is underway, of which approximately 178,500 sq. m. are expected to be completed in FY2016/17.

In FY2015/16, CSC Nanning recorded total Contracted Sales of HK\$642.8 million (FY2014/15: HK\$902.2 million), including a GFA of 2,100 sq. m. of trade center units (mall style) at an ASP of HK\$28,200/sq. m. (FY2014/15: 10,300 sq. m. at an ASP of HK\$22,300/sq. m.), a GFA of 87,100 sq. m. of residential ancillaries at an ASP of HK\$6,700/sq. m. (FY2014/15: 89,200 sq. m. at an ASP of HK\$7,500/sq. m.), and a GFA of 400 sq. m. of office units at an ASP of HK\$9,100/sq. m. (FY2014/2015: Nil).

南寧華南城的規劃淨佔地面積約183萬平方米，總規劃建築面積約488萬平方米。項目處於試運營階段，於本年度內南寧華南城繼續培育市場及加強推廣，通過舉辦中國－東盟博覽會輕工展、車世界汽車博覽會、美食節及春茶節等一系列展會活動帶旺項目人氣，並提升品牌在當地的知名度。於本年度內，南寧華南城推出的住宅項目受到市場的熱烈追捧。隨著各政府機構、各大銀行、酒店及影院陸續入駐南寧華南城，項目的配套設施及服務得到進一步完善。為協助中小企業解決經營過程中貸款困難的問題，南寧華南城於本年度內試點推出針對中小企業的小額貸款服務，為項目內商家的發展提供金融支持。南寧華南城試運營的業態包括紡織服裝、小商品、東盟產品、家居廣場、茶葉茶具及奧特萊斯等。

南寧華南城正進行一期開發，其中總建築面積約139萬平方米的建設已竣工，包括約894,600平方米的商品交易中心、約456,400平方米的住宅配套及約36,800平方米的物流及倉儲設施。於本年度內，建築面積約567,200平方米的商品交易中心已竣工。截至2016年3月31日，建築面積約558,500平方米的工程已展開建設，其中約178,500平方米預期可於2016/17財政年度竣工。

於2015/16財政年度，南寧華南城錄得合約銷售總額6.428億港元(2014/15財政年度：9.022億港元)，包括以平均售價28,200港元/平方米售出建築面積2,100平方米的商品交易中心單位(商場形式)(2014/15財政年度：以平均售價22,300港元/平方米售出10,300平方米)，以平均售價6,700港元/平方米售出87,100平方米的住宅配套(2014/15財政年度：以平均售價7,500港元/平方米售出89,200平方米)，及以平均售價9,100港元/平方米售出建築面積400平方米的辦公樓單位(2014/15財政年度：無)。



China South City Xi'an

CSC Xi'an is located at the Xi'an International Trade and Logistics Park in Shaanxi Province. Built as a key project by the local government, the park is an open economic pilot zone and a core function area for modern service industry. Its aim is to become the largest international transit hub port and logistics distribution center along the Silk Road Economic Belt and to act as an important strategic platform for the "One Belt, One Road" initiative. The project is highly accessible and enjoys geographical advantages via the Xi'an City Expressway and Beijing – Kunming Expressway, Lianyungang-Khorgos Expressway, Shanghai-Shaanxi Expressway, Baotou-Maoming Expressway and other national highways, forming an intricate spider network which opens to all directions.

Leveraging the strategic location of Xi'an International Trade and Logistics Park, CSC Xi'an enjoys access to an extensive transportation network connected to a railway container terminal and the largest bonded area in the northwestern region of China, along with two planned subway lines that cross the project site. According to Xi'an Metro Planning, the subway line 3, which is expected to commence operations by the end of 2016, will pass through CSC Xi'an. Upon completion, this subway line will generate more business opportunities and visitor traffic for the International Trade and Logistics Park and further enhance the value of CSC Xi'an.

The trial operations of CSC Xi'an cover industries such as hardware & machinery, textile & clothing, leather & fur, outlets and Central China & ASEAN product exhibition center, etc. Leveraging its geographical advantage in the starting point of the Silk Road Economic Belt, CSC Xi'an is actively poised to capture the immense opportunities arising from the "One Belt, One Road" initiative.

CSC Xi'an has a total planned land area of approximately 10.0 million sq. m. and a total planned GFA of approximately 17.5 million sq. m.. The project is under phase I construction and has a total GFA of approximately 1.36 million sq. m. completed, including approximately 1.28 million sq. m. of trade centers, approximately 55,800 sq. m. of logistics and warehousing facilities and approximately 23,300 sq. m. of ancillary facilities. During the Year, construction of a GFA of approximately 165,600 sq. m. of trade centers was completed. As at 31 March 2016, construction of a GFA of approximately 456,400 sq. m. is underway, of which approximately 199,400 sq. m. are expected to be completed in FY2016/17.

西安華南城

西安華南城坐落於陝西省西安市國際港務區內。該港務區是當地政府重點打造的開放型經濟先導區與現代服務業核心功能區，旨在成為絲綢之路經濟帶上最大國際中轉樞紐港與商貿物流集散地，是聯接「一帶一路」戰略的重要平台。其交通便利，區位優勢明顯，通往區內的西安繞城高速公路與京昆高速、連霍高速、滬陝高速、包茂高速等全國高速公路網緊密相連，形成「米」字型高速公路網絡。

西安華南城坐擁西安國際港務區的策略位置，盡享便利交通，接連通往鐵路集裝箱中心及中國西北地區最大保稅區的龐大交通網絡，並處於兩條已規劃地下鐵路項目的沿線。根據西安地鐵規劃，途經西安華南城的地鐵3號線將於2016年底通車運營，屆時將有利於商流、客流在國際港務區的聚集，並進一步提升西安華南城的價值。

試運營的西安華南城項目經營業態包括五金機電、紡織服裝、皮革皮草、奧特萊斯及中亞與東盟產品展示中心等。憑藉作為絲綢之路經濟帶起點的地理位置優勢，西安華南城積極蓄勢，以把握「一帶一路」倡議帶來的龐大商機。

西安華南城總規劃佔地面積約1,000萬平方米，總規劃建築面積約1,750萬平方米。項目仍在進行一期建設，其中總建築面積約136萬平方米已竣工，包括約128萬平方米的商品交易中心、約55,800平方米的物流及倉儲設施及約23,300平方米的配套設施。於本年度內，建築面積約165,600平方米的商品交易中心已竣工。截至2016年3月31日，建築面積約456,400平方米的工程已展開建設，其中約199,400平方米預期可於2016/17財政年度竣工。



In FY2015/16, CSC Xi'an recorded total Contracted Sales of HK\$380.0 million (FY2014/15: HK\$1,019.1 million), including a GFA of 5,000 sq. m. of trade center units (mall style) at an ASP of HK\$13,200/sq. m. (FY2014/15: 13,200 sq. m. at an ASP of HK\$12,600/sq. m.) and a GFA of 50,200 sq. m. of trade center units (detached style) at an ASP of HK\$6,300/sq. m. (FY2014/15: 99,400 sq. m. at an ASP of HK\$8,600/sq. m.).

China South City Harbin

Located at the Daowai District of Harbin, the capital of Heilongjiang Province, CSC Harbin fully taps its advantageous location in Northeast China, a premier hub for cross-border trade with countries in Northeast Asia. Its proximity to the China-Russia border helps to facilitate economic activities within the region. Tapping the opportunities arising from the area's development potential, CSC Harbin endeavors to become the largest integrated logistics and trade center in Northeast China. The project has a planned land area of approximately 10.0 million sq. m. and a total planned GFA of approximately 12.0 million sq. m..

Leveraging its own geographical location and local industries advantages, CSC Harbin actively promoted the development of regional economy and trade. During the Year, with the support of the local government, CSC Harbin signed agreements with Russia Khabarovsk City Food Market and other merchants, actively building the core hub for Northeast Asia green food exhibition and trade. In addition, CSC Harbin actively promoted the development of two major Sino-Russian trading projects, namely Sino-Russia Trading Building and Petersburg Hotel. For ancillary facilities, phase I of Qianlong Logistics Park was completed and commenced operation during the Year, further catering the logistics and warehousing demand from China South City and its surrounding businesses. Currently, the planned operations of CSC Harbin cover industries such as hardware & construction materials, green food, small commodities, hotel commodities, leather & fur and outlets, etc.

於2015/16財政年度，西安華南城錄得合約銷售總額3.800億港元(2014/15財政年度：10.191億港元)，包括以平均售價13,200港元/平方米售出建築面積5,000平方米的商品交易中心單位(商場形式)(2014/15財政年度：以平均售價12,600港元/平方米售出13,200平方米)，及以平均售價6,300港元/平方米售出建築面積50,200平方米的商品交易中心單位(單幢式)(2014/15財政年度：以平均售價8,600港元/平方米售出99,400平方米)。

哈爾濱華南城

哈爾濱華南城位於黑龍江省省會哈爾濱市道外區，盡享中國東北部的地理優勢，是東北亞國家的跨境貿易主要樞紐。加上鄰近中俄邊界，配合該區的經濟活動需要，哈爾濱華南城將充分把握該區發展潛力所帶來的機遇，致力成為中國東北部最大的綜合商貿物流及商品交易中心。項目規劃佔地面積約1,000萬平方米，總規劃建築面積約1,200萬平方米。

哈爾濱華南城利用自身地理位置及當地產業優勢，積極推進區域經濟貿易的發展。於本年度內，在當地政府的支持下，哈爾濱華南城簽約包括俄羅斯哈巴羅夫斯克市食品城等商戶，積極打造東北亞綠色食品展示交易的核心樞紐。同時，哈爾濱華南城亦積極推進中俄貿易大廈及彼得堡大酒店等兩大對俄貿易項目的發展。配套設施方面，乾龍物流園一期已於本年度內落成並開業，進一步滿足華南城及周邊市場物流倉儲需求。哈爾濱華南城目前規劃經營的業態包括五金建材、綠色食品、小商品、酒店用品、皮革皮草及奧特萊斯等。



CSC Harbin is currently under phase I construction and has a total GFA of approximately 855,600 sq. m. completed, including approximately 773,100 sq. m. of trade centers, approximately 59,200 sq. m. of logistics and warehousing facilities and approximately 23,300 sq. m. of ancillary facilities. During the Year, construction of a GFA of approximately 54,400 sq. m. of logistics and warehousing facilities was completed. As at 31 March 2016, construction of a GFA of approximately 1.34 million sq. m. is underway, of which approximately 977,200 sq. m. are expected to be completed in FY2016/17.

In FY2015/16, CSC Harbin recorded total Contracted Sales of HK\$365.7 million (FY2014/15: HK\$984.9 million), including a GFA of 500 sq. m. of trade center units (mall style) at an ASP of HK\$15,600/sq. m. (FY2014/15: Nil), a GFA of 14,100 sq. m. of trade center units (detached style) at an ASP of HK\$9,500/sq. m. (FY2014/15: 104,700 sq. m. at an ASP of HK\$8,400/sq. m.) and a GFA of 48,800 sq. m. of residential ancillaries at an ASP of HK\$4,600/sq. m. (FY2014/15: 18,100 sq. m. at an ASP of HK\$5,900/sq. m.).

China South City Zhengzhou

CSC Zhengzhou is located at AEZ of Zhengzhou, the capital of Henan Province. This experimental zone is the only state-level AEZ with a complete network which includes airport, high-speed train, intercity train, metro and highway and acts as an integrated transport hub providing seamless connectivity of “railway, highway and airport”. The project is highly accessible and enjoys extensive transportation links – it is a mere 16 km away from Zhengzhou Xingzheng International Airport and only a couple of kilometers away from the Beijing-Guangzhou Railway Freight Station and the Beijing-Hong Kong-Macao Highway. According to Zhengzhou Metro Planning, the south extension of subway line 2, which commenced construction in 2014 and is expected to start trial operation in 2016, will pass through CSC Zhengzhou. Upon completion, this subway line will generate more business opportunities and visitor traffic for the project.

哈爾濱華南城正在進行一期建設，其中總建築面積約855,600平方米的建設已竣工，包括約773,100平方米商品交易中心、約59,200平方米的物流及倉儲設施及約23,300平方米配套設施已竣工。於本年度內，建築面積約54,400平方米的物流及倉儲設施已竣工。截至2016年3月31日，建築面積約134萬平方米的工程已展開建設，其中約977,200平方米預期可於2016/17財政年度竣工。

於2015/16財政年度，哈爾濱華南城錄得合約銷售總額3.657億港元(2014/15財政年度：9.849億港元)，包括以平均售價15,600港元/平方米出售建築面積500平方米的商品交易中心單位(商場形式)(2014/15財政年度：無)，以平均售價9,500港元/平方米出售建築面積14,100平方米的商品交易中心單位(單幢式)(2014/15財政年度：以平均售價8,400港元/平方米售出104,700平方米)，及以平均售價4,600港元/平方米售出48,800平方米的住宅配套(2014/15財政年度：以平均售價5,900港元/平方米售出18,100平方米)。

鄭州華南城

鄭州華南城位於河南省省會鄭州市的航空港經濟綜合實驗區。該實驗區乃目前全國唯一一個國家級航空港經濟綜合實驗區，是集航空、高鐵、城際鐵路、地鐵、高速公路於一體，可實現「鐵、公、機」無縫銜接的綜合樞紐。項目享有廣闊的運輸網絡，四通八達，與鄭州新鄭國際機場相距僅16公里，與京廣鐵路貨運站及京港澳高速公路亦只數公里之遙。根據鄭州地鐵規劃，途經鄭州華南城的地鐵2號線南延工程已於2014年開工，並預計將於2016年試運營，屆時將進一步為項目聚集商流及客流。



CSC Zhengzhou has a total planned net land area of approximately 7.0 million sq. m. and a total planned GFA of approximately 12.0 million sq. m.. The project has received overwhelming support from the local government since its establishment. With more occupants moving in, the Group's online membership program, its E-commerce project in trial operation, also gained increasing popularity among SMEs. In response to SMEs' operational demand, the Group continued to reinforce the construction of logistics and warehousing facilities. Of which, its LIEP, which helps cargo owners match their freight plans more effectively by utilizing otherwise empty truckloads of HGVs on their return journeys, will be put into trial operation in the second half of FY2016/17. In addition, outlet mall in CSC Zhengzhou will also commence operation in the second half of FY2016/17 and is expected to enrich the business diversity of the project by then. The trial operations of CSC Zhengzhou cover industries such as building materials, small commodities, hardware & machinery, automobile & parts, and non-staple food, etc.

CSC Zhengzhou is currently under phase I development and has a total GFA of approximately 2.50 million sq. m. completed, including approximately 2.30 million sq. m. of trade centers, approximately 183,900 sq. m. of logistics and warehousing facilities and approximately 19,000 sq. m. of ancillary facilities. During the Year, construction of a GFA of approximately 586,900 sq. m. of trade centers was completed. As at 31 March 2016, construction of a GFA of approximately 1.27 million sq. m. is underway, of which approximately 243,700 sq. m. are expected to be completed in FY2016/17.

In FY2015/16, CSC Zhengzhou recorded total Contracted Sales of HK\$2,171.8 million (FY2014/15: HK\$4,157.6 million), including a GFA of 121,900 sq. m. of trade center units (mall style) at an ASP of HK\$12,500/sq. m. (FY2014/15: 147,000 sq. m. at an ASP of HK\$12,700/sq. m.) and a GFA of 77,500 sq. m. of trade center units (detached style) at an ASP of HK\$8,300/sq. m. (FY2014/15: 269,200 sq. m. at an ASP of HK\$8,500/sq. m.).

鄭州華南城總規劃淨佔地面積共約700萬平方米，總規劃建築面積為約1,200萬平方米，項目自成立以來一直獲當地政府的鼎力支持。隨著越來越多商家入駐，本集團於鄭州試運行的電子商貿項目一網上會員計劃，亦日漸獲得中小企業的青睞。為配合中小企業經營的需求，本集團繼續加強物流及倉儲建設，其中，協助貨主利用重型卡車回程空載運力更有效配對其貨運計劃的物流信息交易平台亦將於2016/17財政年度下半年投入試運營。此外，本集團的奧特萊斯商城亦將於2016/17財政年度下半年於鄭州華南城開業運營，屆時將進一步豐富項目商圈。鄭州華南城目前試運營的業態包括建材、小商品、五金機電、汽摩汽配及副食品等。

鄭州華南城正進行一期發展，其中建築面積約250萬平方米的建設已竣工，包括約230萬平方米的商品交易中心，約183,900平方米的物流及倉儲設施及約19,000平方米的配套設施。於本年度內，建築面積約586,900平方米的商品交易中心已竣工。截至2016年3月31日，鄭州華南城已展開建築面積約127萬平方米的建設，其中約243,700平方米預期可於2016/17財政年度竣工。

於2015/16財政年度，鄭州華南城錄得合約銷售總額21.718億港元（2014/15財政年度：41.576億港元），包括以平均售價12,500港元/平方米售出建築面積121,900平方米的商品交易中心單位（商場形式）（2014/15財政年度：以平均售價12,700港元/平方米售出建築面積147,000平方米），及以平均售價8,300港元/平方米售出建築面積77,500平方米的商品交易中心單位（單幢式）（2014/15財政年度：以平均售價8,500港元/平方米售出建築面積269,200平方米）。



China South City Hefei

CSC Hefei is located at Hefei, the capital of Anhui Province, a transport and economic hub at the heart of Eastern China. CSC Hefei benefits from its strategic location in the Hefei Taohua Industrial Park, its well-developed infrastructure, as well as a planned transportation system which includes railways, highways and river transportation across China. CSC Hefei has a total planned net land area of approximately 10.0 million sq. m. and a total planned GFA of approximately 12.0 million sq. m..

During the Year, CSC Hefei has further promoted the construction of ancillary facilities in response to rising market. The residential properties of CSC Hefei were well-received by the market and construction of logistics and warehousing facilities, outlets and HOBA Furnishing mall also progressed smoothly. Currently, the planned operations of CSC Hefei cover industries such as automobile & parts, hardware, electric appliances, building & decoration materials, clothing, small commodities, non-staple food and tea, etc.

CSC Hefei is currently under phase I construction and has a total GFA of approximately 1.24 million sq. m. completed, including approximately 1.01 million sq. m. of trade centers, approximately 208,500 sq. m. of residential ancillaries and approximately 20,800 sq. m. of ancillary facilities. During the Year, construction of a GFA of approximately 208,500 sq. m. of residential ancillaries was completed. As at 31 March 2016, construction of a GFA of approximately 1.82 million sq. m. is underway, of which approximately 285,900 sq. m. are expected to be completed in FY2016/17.

In FY2015/16, CSC Hefei recorded total Contracted Sales of HK\$819.6 million (FY2014/15: HK\$1,288.3 million), including a GFA of 15,600 sq. m. of trade center units (detached style) at an ASP of HK\$8,100/sq. m. (FY2014/15: 93,100 sq. m. at an ASP of HK\$7,800/sq. m.) and a GFA of 115,300 sq. m. of residential ancillaries at an ASP of HK\$6,000/sq. m. (FY2014/15: 98,000 sq. m. at an ASP of HK\$5,700/sq. m.).

合肥華南城

合肥華南城位處安徽省省會合肥市，為華東地區心臟地帶的交通及經濟樞紐。坐落於桃花工業園，合肥華南城盡享完善基礎建設的策略地利，並配備規劃的鐵路、高速公路及河運運輸系統接連全中國。合肥華南城總規劃淨佔地面積約1,000萬平方米，總規劃建築面積約1,200萬平方米。

於本年度內，合肥華南城因應市場需求，推進配套設施的建設，住宅項目受當地追捧，物流及倉儲設施、奧特萊斯及好百年家居廣場的建設發展亦穩步進行。目前合肥華南城規劃經營的業態包括汽摩汽配、五金、電器、家居建材、服裝、小商品、副食品及茶葉等。

合肥華南城正進行一期的建設，其中總建築面積約124萬平方米的建設已竣工，包括約101萬平方米的商品交易中心、約208,500平方米的住宅配套及約20,800平方米的配套設施。於本年度內，建築面積約208,500平方米的住宅配套已竣工。截至2016年3月31日，建築面積約182萬平方米的工程已展開建設，其中約285,900平方米預期可於2016/17財政年度竣工。

於2015/16財政年度，合肥華南城錄得合約銷售總額8.196億港元(2014/15財政年度：12.883億港元)，包括以平均售價8,100港元/平方米售出建築面積15,600平方米的商品交易中心單位(單幢式)(2014/15財政年度：以平均售價7,800港元/平方米售出建築面積93,100平方米)，及以平均售價6,000港元/平方米售出建築面積115,300平方米的住宅配套(2014/15財政年度：以平均售價5,700港元/平方米售出建築面積98,000平方米)。



China South City Chongqing

CSC Chongqing is strategically located at the Banan District of Chongqing Municipality, the first municipality where the Group has entered into. The project is highly accessible to the city center and other regions given its strategic location in the Chongqing Highway Logistics Base, the state-level transportation infrastructure and large highway base in the western region.

CSC Chongqing is currently under construction. The transportation network around the project has been developed rapidly, coupled with the growing maturity of business circles in Banan District, laying a good foundation for the future transportation convenience and commercial environment of the project. The planned operations of CSC Chongqing cover industries such as small commodities, hardware & machinery, non-staple food & tea, building & decoration materials, textiles & clothing and automobile & parts, etc.

CSC Chongqing has a total planned net land area of approximately 6.3 million sq. m. and a total planned GFA of approximately 13.5 million sq. m.. CSC Chongqing is under phase I development with a total GFA of approximately 1.16 million sq. m. completed, including approximately 1.14 million sq. m. of trade centers and approximately 15,800 sq. m. of ancillary facilities. During the Year, construction of a GFA of approximately 750,300 sq. m. of trade centers was completed. As at 31 March 2016, construction of a GFA of approximately 151,300 sq. m. is underway and is expected to be completed in FY2016/17.

In FY2015/16, CSC Chongqing recorded total Contracted Sales of HK\$647.0 million (FY2014/15: 966.7 million), including a GFA of 82,700 sq. m. of trade center units (detached style) at an ASP of HK\$7,800/sq. m. (FY2014/15: 131,100 sq. m. at an ASP of HK\$7,400/sq. m.).

重慶華南城

重慶華南城策略性位處重慶市巴南區，為本集團首個落戶直轄市的項目。座落於西部國家級大型交通基建—重慶公路物流基地的策略性地利，項目連接完善的高速公路網絡，可快速到達市中心及其他地區，盡享四通八達的地利優勢。

重慶華南城目前仍在施工階段。於本年度內項目周邊交通網絡的建設得到快速推進，加之巴南區商圈的日漸成熟，為項目未來交通的便利及商業氛圍的培養奠定了良好的基礎。重慶華南城目前規劃經營的業態包括小商品、五金機電、副食品及茶葉、建材家居、紡織服裝及汽摩汽配等。

重慶華南城總規劃淨佔地面積約630萬平方米，總規劃建築面積約1,350萬平方米。重慶華南城正進行一期發展，其中總建築面積約116萬平方米的建設已竣工，包括約114萬平方米的商品交易中心及約15,800平方米配套設施。於本年度內，建築面積約750,300平方米的商品交易中心已竣工。截至2016年3月31日，建築面積約151,300平方米的工程已展開建設，預期可於2016/17財政年度悉數竣工。

於2015/16財政年度，重慶華南城錄得合約銷售總額6.470億港元(2014/15財政年度：9.667億元)，包括以平均售價7,800港元/平方米售出建築面積82,700平方米的商品交易中心單位(單幢式)(2014/15財政年度：以平均售價7,400港元/平方米售出建築面積131,100平方米)。



Financial Review

For FY2015/16, the revenue of the Group decreased 37.1% to HK\$6,136.3 million (FY2014/15: HK\$9,757.8 million), and net profit attributable to owners of the parent for the Year decreased 5.1% to HK\$3,537.0 million (FY2014/15: HK\$3,727.9 million). Excluding the effects of fair value gains on investment properties and related tax effects and fair value gain on derivative financial instrument, core net profit attributable to owners of the parent for the Year as adjusted decreased by 35.0% to HK\$1,205.8 million (FY2014/15: HK\$1,854.3 million). Basic earnings per share decreased to HK44.22 cents (FY2014/15: HK48.73 cents).

Revenue

Revenue decreased by 37.1% to HK\$6,136.3 million (FY2014/15: HK\$9,757.8 million). The decrease was mainly attributable to slow down in general economy and decrease in Contracted Sales and delivery of completed properties during the Year.

財務回顧

於2015/16財政年度，本集團的收入減少37.1%至61.363億港元(2014/15財政年度：97.578億港元)，本年度母公司擁有人應佔淨利潤減少5.1%至35.370億港元(2014/15財政年度：37.279億港元)。撇除投資物業公平值收益及相關稅務影響及衍生金融工具公平值收益，調整後的本年度母公司擁有人應佔核心淨利潤減少35.0%至12.058億港元(2014/15財政年度：18.543億港元)。每股基本盈利減少至44.22港仙(2014/15財政年度：48.73港仙)。

收入

收入減少37.1%至61.363億港元(2014/15財政年度：97.578億港元)，減少主要原因是於本年度內整體經濟放緩，以及合約銷售及交付竣工的物業減少。

		FY2015/16 2015/16 財政年度 HK\$'000 千港元	FY2014/15 2014/15 財政年度 HK\$'000 千港元	Change 變幅 %
Sales of properties and finance lease income	物業銷售及 融資租賃收入	4,715,703	8,654,171	-45.5%
Sales of trade center units	銷售交易中心商舖	2,998,814	6,836,963	-56.1%
Sales of residential properties	銷售住宅物業	1,165,321	1,353,830	-13.9%
Finance lease income	融資租賃收入	551,568	463,378	19.0%
Recurring income	持續性收入	1,420,559	1,103,596	28.7%
Rental income	租金收入	681,314	573,895	18.7%
Property management service income	物業管理服務收入	247,721	133,321	85.8%
E-commerce income	電子商貿收入	202,184	201,806	0.2%
Other revenue	其他收入	289,340	194,574	48.7%
		6,136,262	9,757,767	-37.1%



Sales of Properties and Finance Lease Income

Revenue from sales of properties decreased by 49.2% to HK\$4,164.1 million (FY2014/15: HK\$8,190.8 million). The decrease was mainly due to slow down in general economy and decrease in Contracted Sales and delivery of completed properties during the Year. Sales of properties for each project are as follows:

銷售物業收入及融資租賃收入

銷售物業收入減少49.2%至41.641億港元(2014/15財政年度：81.908億港元)。減少主要是於本年度內整體經濟放緩，以及合約銷售及交付竣工的物業減少。各項目的物業銷售情況如下：

		Average selling price (before deduction of business tax) (HK\$/sq. m.) 平均售價 (扣除營業稅前) (港元/平方米)		GFA sold (sq. m.) 已售建築面積 (平方米)		Sales revenue (before deduction of business tax) (HK\$ million) 銷售收入 (扣除營業稅前) (百萬港元)		Sales revenue (net of business tax) (HK\$ million) 銷售收入 (扣除營業稅後) (百萬港元)	
		FY2015/16 2015/16 財政年度	FY2014/15 2014/15 財政年度	FY2015/16 2015/16 財政年度	FY2014/15 2014/15 財政年度	FY2015/16 2015/16 財政年度	FY2014/15 2014/15 財政年度	FY2015/16 2015/16 財政年度	FY2014/15 2014/15 財政年度
CSC Shenzhen	深圳華南城	24,600	24,400	4,900	5,900	120.6	143.6	113.8	135.5
CSC Nanchang	南昌華南城								
- Trade center units	- 交易中心商舖	21,600	17,300	100	63,400	3.1	1,094.4	2.9	1,034.5
- Residential properties	- 住宅物業	8,000	8,200	26,500	104,600	209.3	852.3	197.4	805.7
CSC Nanning	南寧華南城								
- Trade center units	- 交易中心商舖	24,300	21,000	1,800	8,600	36.6	180.0	34.5	169.6
- Residential properties	- 住宅物業	6,800	7,400	57,200	78,500	386.8	581.7	364.8	548.1
CSC Xi'an	西安華南城	6,400	8,600	94,600	43,200	602.0	371.8	568.3	351.0
CSC Harbin	哈爾濱華南城	10,600	7,700	4,900	225,400	52.2	1,745.0	49.3	1,648.4
CSC Zhengzhou	鄭州華南城	9,400	7,700	131,400	368,000	1,236.2	2,824.9	1,168.3	2,669.9
CSC Hefei	合肥華南城								
- Trade center units	- 交易中心商舖	6,500	9,300	7,600	53,100	50.0	496.0	47.2	468.8
- Residential properties	- 住宅物業	5,600	-	113,300	-	638.2	-	603.1	-
CSC Chongqing	重慶華南城	6,800	7,700	157,100	49,200	1,074.7	380.6	1,014.5	359.3
Total	總計	N/A不適用	N/A不適用	599,400	999,900	4,409.7	8,670.3	4,164.1	8,190.8

Finance lease income, derived from the leasing of office towers and residential properties, increased by approximately 19.0% to HK\$551.6 million (FY2014/15: HK\$463.4 million). The increase was primarily attributable to the increase in sale of office of plaza 5 and Warehouse Logistics Park at CSC Shenzhen during the Year.

來自辦公樓及住宅物業租賃的融資租賃收入增加約19.0%至5.516億港元(2014/15財政年度：4.634億港元)。增加主要是由於在本年度內增加對深圳5號交易廣場及倉儲物流園區寫字樓的銷售所致。



During the Year, the Group entered into finance lease arrangements with tenants for approximately 49,400 sq. m. (FY2014/15: 43,500 sq. m.) at an average price of HK\$11,800/sq. m. (FY2014/15: HK\$11,300/sq. m.).

Rental Income

Rental income increased by 18.7% to HK\$681.3 million (FY2014/15: HK\$573.9 million). The increase was mainly attributable to the continuous increase in rental income of trade center units of CSC Shenzhen, the contribution from HOBA Furnishing and trial operation of projects other than CSC Shenzhen during the Year.

Occupancy at CSC Shenzhen has been driven by the demand for large-scale integrated logistics and trade center facilities and the growing popularity of China South City. In FY2015/16, the rental business of CSC Shenzhen basically remained steady and a new HOBA Furnishing mall in phase III of CSC Shenzhen was put into trial operation during the Year. The newly opened mall increased the launched rentable GFA and bring along new rental income source, though it dragged down both occupancy rate and rent rate of phase III trade center in its initial stage of trial operation. As at 31 March 2016, the total occupancy rate of the launched rentable GFA of phase I, phase II, phase III trade center and shops were ranged from 58% to 92% (as at 31 March 2015: ranged from 61% to 95%), while the average rent rate ranged from HK\$35/sq. m. to HK\$55/sq. m. (as at 31 March 2015: HK\$40/sq. m. to HK\$55/sq. m.).

Property Management Service Income

Income from property management services rose by 85.8% to HK\$247.7 million (FY2014/15: HK\$133.3 million). The increase in income was mainly attributable to, on top of the increasing operating areas of CSC Shenzhen, along with the trial operations in CSC Nanning, CSC Nanchang, CSC Harbin and CSC Zhengzhou, the increasing operating areas of these projects bring along the increase in property management service income during the Year.

E-commerce Income

E-commerce income, derived from the E-commerce services provided to the Group's customers, remain flat during the Year and amount to HK\$202.2 million (FY2014/15: HK\$201.8 million). The trial online membership programme of the Group launched in CSC Zhengzhou in prior years was now gradually extended to other China South City projects. By joining the programme, the occupants will enjoy a full range of E-commerce service offered by the Group's E-commerce platform – CSC86.com.

於本年度內，本集團與承租人訂立的融資租賃合約約為49,400平方米(2014/15財政年度：43,500平方米)，平均單價為11,800港元/平方米(2014/15財政年度：11,300港元/平方米)。

租金收入

租金收入增加18.7%至6.813億港元(2014/15財政年度：5.739億港元)。增加主要歸因於本年度內深圳華南城交易中心的租金收入不斷增長、好百年家居的貢獻和深圳華南城以外的其他項目開始試運營。

市場對大型綜合商貿物流及商品交易中心設施的需求，加上華南城知名度不斷提高，均有助帶動深圳華南城的出租。於2015/16財政年度，深圳華南城的租賃業務基本保持平穩，而新設於深圳華南城三期的好百年家居廣場亦於本年度內投入試運營。此新設廣場增加了推出的可租面積和租金收入來源，儘管在其試運營初階段拖低了三期商品交易中心的佔用率和租金。截至2016年3月31日，一期、二期及三期商品交易中心及商舖的總佔用率為已推出之可出租用建築面積之58%至92%(截至2015年3月31日：61%至95%)，而其平均租金由35港元/平方米至55港元/平方米(截至2015年3月31日：40港元/平方米至55港元/平方米)。

物業管理服務收入

物業管理服務收入增加85.8%至2.477億港元(2014/15財政年度：1.333億港元)。收入增加主要是由於除了深圳華南城的經營面積在增加外，隨着南寧華南城、南昌華南城、哈爾濱華南城及鄭州華南城等項目已進入試運營，該等項目的經營面積不斷增加，並於本年度帶來物業管理服務收入的增長。

電子商貿收入

來自為集團客戶提供電子商貿服務的收入於本年度內維持平穩，總額為2.022億港元(2014/15財政年度：2.018億港元)。本集團之前於鄭州華南城推出的線上會員計劃，現初步逐漸延伸至其他華南城項目。參與計劃的商戶可專享本集團電子商貿平台—華南城網所提供的全方位電子商貿服務。



Other Revenue

Other revenue rose by 48.7% to HK\$289.3 million (FY2014/15: HK\$194.6 million). The increase was mainly attributable to the continuous growth of the outlet operations and logistics and warehousing services, with revenue from outlet operations increased 48.1% to HK\$136.9 million (FY2014/15: HK\$92.5 million) while that of logistics and warehousing services increased 49.7% to HK\$143.4 million (FY2014/15: HK\$95.8 million) respectively during the Year.

Increase in income from outlet operations was mainly due to the growth of outlet center business and the increase in operating areas in both the established outlet malls as well as the newly established outlet malls during the Year. The increase in income from the logistics and warehousing services was mainly due to the increase in operating areas of warehousing during the Year.

Cost of Sales

The Group's cost of sales mainly includes construction costs of properties sold, construction costs of properties held for finance lease and rental expenses. During the Year, cost of sales decreased by 30.7% to HK\$3,177.2 million (FY2014/15: HK\$4,582.2 million). The decrease in cost of sales was in line with the decrease of GFA of properties sold during the Year.

Gross Profit

Gross profit decreased by 42.8% to HK\$2,959.1 million (FY2014/15: HK\$5,175.6 million). Gross profit margin decreased to 48% (FY2014/15: 53%) which was mainly due to the change in product mix of sales with a higher portion of residential properties which had a relatively lower profit margin.

Other Income and Gains/(Losses)

Other income and gains/(losses) increased by 219.1% to HK\$1,066.2 million (FY2014/15: HK\$334.1 million). Such increase was mainly attributable to the government grants of HK\$1,001.1 million (FY2014/15: HK\$56.5 million) whereas for FY2014/15, besides government grants, the other income and gain/(loss) included the fair value gain of the option granted to Tencent to subscribe for the shares of the Company, which was treated as a derivative financial instrument and amounted to HK\$151.9 million. Such item did not exist during the Year.

其他收入

其他收入增加48.7%至2.893億港元(2014/15財政年度：1.946億港元)，增長主要由於本年度內奧特萊斯運營和物流及倉儲服務的持續增長所致。奧特萊斯運營的收入增長48.1%至1.369億港元(2014/15財政年度：9,250萬港元)，而物流及倉儲服務的收入增長49.7%至1.434億港元(2014/15財政年度：9,580萬港元)。

奧特萊斯中心運營收入增加主要是歸因於其業務量增長和原有及新設立的奧特萊斯商場運營面積增加所致。另外，於本年度內，物流及倉儲服務收入增加主要是歸因於倉儲的運營面積的增長。

銷售成本

本集團的銷售成本主要包括已售物業建築成本、持作融資租賃物業建築成本及租金支出。於本年度內，銷售成本減少30.7%至31.772億港元(2014/15財政年度：45.822億港元)。銷售成本的減少與本年度內已售物業的建築面積減少一致。

毛利

毛利減少42.8%至29.591億港元(2014/15財政年度：51.756億港元)。於本年度內，毛利率下降至48%(2014/15財政年度：53%)，主要由於銷售產品組合中的住宅物業比例較高而住宅物業銷售的毛利率相對較低。

其他收入及收益/(虧損)

其他收入及收益/(虧損)增加219.1%至10.662億港元(2014/15財政年度：3.341億港元)，主要為來自於政府的發展資金合共10.011億港元(2014/15財政年度：5,650萬港元)。2014/15財政年度的其他收入及收益/(虧損)除了政府的發展資金外，也包含被視為衍生金融工具入賬的授予騰訊的購股權，其公平值收益為1.519億港元所致。本年度不存在此項目。



Fair Value Gains on Investment Properties

The fair value gains on investment properties increased by 34.8% to HK\$3,232.7 million (FY2014/15: HK\$2,398.5 million). The increase was mainly contributed by the addition of new investment properties at the existing projects.

Selling and Distribution Expenses

Selling and distribution expenses increased by 19.8% to HK\$864.7 million (FY2014/15: HK\$722.0 million). The increase was mainly attributable to the implementation of various measures in marketing activities to promote the sales of properties and the business of the outlet and HOBA Furnishing. In addition, the change of the incentive package of sales and marketing team also led to the increase in selling and distribution expenses during the Year.

Administrative Expenses

Administrative expenses increased by 8.6% to HK\$1,177.2 million (FY2014/15: HK\$1,083.6 million). The increase was primarily due to more operating activities as a result of trial operations in various projects and share options expenses of HK\$29.3 million (FY2014/15: HK\$90.7 million). During the Year, the Group granted 79,990,000 share options to a director (FY2014/15: 103,300,000 share options were granted to certain directors and employees).

Finance Costs

Finance costs slightly dropped 3.7% to HK\$159.4 million (FY2014/15: HK\$165.6 million). The drop was mainly attributable to the decrease in bank and other borrowings for general business purposes, the interest expenses of which would be recorded through profit or loss. As at the end of March 2016, the Group's weighted average financing cost was approximately 6.3%, as compared with approximately 6.8% at the end of March 2015.

Tax

Tax expenses decreased by 36.1% to HK\$1,370.5 million (FY2014/15: HK\$2,144.7 million). The decrease in tax expenses was in line with the decrease of revenue during the Year.

投資物業公平值收益

投資物業公平值收益增加34.8%至32.327億港元(2014/15財政年度: 23.985億港元), 主要是由於現有項目增加新投資性物業。

銷售及分銷開支

銷售及分銷開支增加19.8%至8.647億港元(2014/15財政年度: 7.220億港元), 主要由於本年度內在物業銷售推出不同的推廣措施, 以及促進奧特萊斯和好百年家居業務的運營所致。另外, 改變銷售及市場推廣團隊的薪酬政策也引致銷售及分銷開支於本年度內上升。

行政開支

行政開支增加8.6%至11.772億港元(2014/15財政年度: 10.836億港元), 主要由於多個項目試運營所帶來業務活動增加和購股權開支2,930萬港元(2014/15財政年度: 9,070萬港元)所致。於本年度內, 本集團向一位董事授出79,990,000份購股權(2014/15財政年度: 向若干董事及僱員授出103,300,000份購股權)。

融資成本

融資成本輕微下降3.7%至1.594億港元(2014/15財政年度: 1.656億港元), 主要歸因於一般商業用途的銀行及其他貸款減少, 其利息開支會計入損益表。於2016年3月底, 本集團的加權平均融資成本約為6.3%, 而2015年3月底的加權平均融資成本則約為6.8%。

稅項

稅項開支減少36.1%至13.705億港元(2014/15財政年度: 21.447億港元)。稅項開支的減少與本年度內的收入減少一致。



Prepayments, Deposits and Other Receivables

Prepayments, deposits and other receivables increased by 19.5% to HK\$781.3 million (31 March 2015: HK\$653.8 million), mainly due to the net effect of (i) increase in deposits paid for construction of new projects and (ii) decrease in prepayment of business taxes of pre-sold properties in certain China South City projects.

Trade and Other Payables

Trade and other payables decreased by 2.0% to HK\$13,269.7 million (31 March 2015: HK\$13,534.7 million). The decrease was mainly due to the net effect of (i) settlement of construction fees and retention payables and (ii) the increase in other payables and accruals and deposits and receipt in advance during the Year. As at 31 March 2016, the balance of construction fees and retention payable and deposits received and receipts in advance were HK\$6,367.2 million and HK\$4,184.8 million respectively.

Liquidity and Financial Resources

The Group finances its development and operations primarily through internally generated funds, bank and other borrowings, senior notes, short-term notes, medium-term notes, corporate bonds and domestic company bonds financing.

Cash and Cash Equivalents and Restricted Cash

As at 31 March 2016, the Group had HK\$11,686.7 million in cash and cash equivalents and restricted cash (31 March 2015: HK\$8,672.7 million), among which non-restricted cash and cash equivalents amounted to approximately HK\$9,327.8 million (31 March 2015: HK\$7,253.5 million). The Group's cash and cash equivalents and restricted cash were primarily denominated in Renminbi, HK dollars and US dollars.

Borrowing and Charges on the Group's Assets

As at 31 March 2016, the total interest bearing debt of the Group was approximately HK\$33,808.6 million (31 March 2015: HK\$25,003.3 million) which included interest-bearing bank and other borrowings, senior notes, short-term notes, medium-term notes, corporate bonds and domestic company bonds.

預付款項、按金及其他應收款項

預付款項、按金及其他應收款項增加19.5%至7.813億港元(2015年3月31日: 6.538億港元), 主要歸因於(i)新項目的工程按金增加及(ii)若干華南城項目預售物業的預付營業稅金減少的淨影響。

貿易及其他應付款項

貿易及其他應付款項減少2.0%至132.697億港元(2015年3月31日: 135.347億港元), 主要歸因於本年度內(i)建築費用及應付保留金的結算及(ii)其他應付款項及應計項目及按金及預收款項增加的淨影響。於2016年3月31日, 應付建築費用及保留金以及按金及預收款項之餘額分別為63.672億港元及41.848億港元。

流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他借貸、優先票據、短期融資券、中期票據、企業債券和境內公司債券等融資撥付其業務發展及運營所需資金。

現金及現金等價物及受限制現金

於2016年3月31日, 本集團持有現金及現金等價物以及受限制現金116.867億港元(2015年3月31日: 86.727億港元), 當中不受限制現金及現金等價物約為93.278億港元(2015年3月31日: 72.535億港元)。本集團持有的現金及現金等價物以及受限制現金主要以人民幣、港元及美元為單位。

借貸及本集團資產抵押

於2016年3月31日, 本集團之計息債務總額約為338.086億港元(2015年3月31日: 250.033億港元), 當中包括計息銀行及其他借貸、優先票據、短期融資券、中期票據、企業債券以及境內公司債券。



Interest-bearing bank and other borrowings

The Group had aggregated interest-bearing bank and other borrowings of approximately HK\$16,622.7 million as at 31 March 2016 (31 March 2015: HK\$15,465.3 million), of which HK\$7,656.9 million will be repayable within one year or on demand, approximately HK\$4,368.4 million will be repayable in the second year, approximately HK\$4,291.4 million will be repayable in the third to fifth years and approximately HK\$306.0 million will be repayable after five years. As at 31 March 2016, approximately HK\$13,654.2 million of the Group's interest-bearing bank and other borrowings were secured by certain buildings, investment properties, properties under development, properties held for sales and bank deposit, the total carrying value of which was approximately HK\$26,376.0 million.

Except for the bank loan with balance of HK\$300 million denominated in HK dollars and bears interest at floating rates of HIBOR+2.65% (31 March 2015: HIBOR+2.65% to HIBOR+2.75%), the other interest-bearing bank and other borrowings of the Group were denominated in Renminbi with interest rates range from 3.3% to 7.5% (31 March 2015: 5.5% to 8.0%) per annum. Furthermore, as at 31 March 2016, the Group had unused banking facilities of approximately HK\$5,956.3 million. The Group will deploy these banking facilities as appropriate, depending on project development needs and working capital status.

Issuance of Notes

Senior Notes

In October 2012, the Company issued senior notes due in October 2017 with a nominal value of US\$125 million (equivalent to approximately HK\$975 million) at a coupon rate of 13.5% per annum for the purpose of funding its properties under development and properties planned for future development, and refinancing a portion of its existing debt and for general corporate purposes. In January 2014, the Company issued senior notes due in January 2019 with a nominal value of US\$400 million (equivalent to approximately HK\$3,120 million) at a coupon rate of 8.25% per annum for the purpose of redeeming all of the outstanding senior notes due in January 2016, with which the coupon rate was 13.5% per annum, and for general corporate purposes. In April 2016, the Company has fully redeemed the senior notes due in October 2017 with a nominal value of US\$125 million. The senior notes are jointly guaranteed by certain subsidiaries and secured by pledges of shares of certain subsidiaries.

計息銀行及其他借貸

本集團於2016年3月31日的計息銀行及其他借貸合計約為166.227億港元(2015年3月31日: 154.653億港元), 其中76.569億港元須於一年內或應要求償還、約43.684億港元須於第二年償還、約42.914億港元須於第三至第五年償還及約3.060億港元須於五年後償還。於2016年3月31日, 約136.542億港元之本集團計息銀行及其他借貸為以若干樓宇、投資物業、發展中物業、持作銷售物業或銀行存款作抵押, 其賬面總值約為263.760億港元。

除按香港銀行同業拆息加2.65%(2015年3月31日: 香港銀行同業拆息加2.65%至2.75%)利率計息的3億港元銀行貸款以港元為單位外, 本集團其他計息銀行及其他借貸均以人民幣為單位, 其年利率區間為3.3%至7.5%(2015年3月31日: 5.5%至8.0%)。此外, 於2016年3月31日, 本集團持有備用銀行融資約59.563億港元。本集團將於適當時候視乎項目發展需要及營運資金狀況調配此等銀行融資。

票據之發行

優先票據

於2012年10月, 本公司發行於2017年10月到期面值為1.25億美元(相當於約9.75億港元)每年票息率為13.5%的優先票據, 以撥付其發展中物業及已規劃作未來發展物業所需資金, 並為部分現有債項再融資及作一般公司用途。於2014年1月, 本公司發行於2019年1月到期面值為4億美元(相當於約31.2億港元)每年票息率為8.25%的優先票據, 發行所得款主要用作贖回所有於2016年1月到期, 每年票息率為13.5%尚未贖回的優先票據及一般公司用途。於2016年4月, 本公司已全數贖回2017年10月到期面值為1.25億美元的優先票據。優先票據由若干附屬公司共同擔保, 並由若干附屬公司之股份作抵押擔保。



Medium-Term Notes

In April 2014, China South International obtained the relevant approval for issuing medium-term notes in the national inter-bank market in the PRC with a maximum principal amount of RMB4 billion. In May 2014, China South International issued the first tranche of the medium-term notes of 2014 ("2014 First Tranche MTN") with a total principal amount of RMB1 billion with a maturity period of 5 years and at an interest rate of 7.5% per annum. The proceeds thereof were to be used for repaying part of the short-term bank loans of the Group. In September 2014, China South International issued the second tranche of the medium-term notes of 2014 ("2014 Second Tranche MTN") with a total principal amount of RMB1 billion with a maturity period of 5 years and at an interest rate of 8.4% per annum. The proceeds thereof were to be used for repaying part of bank loans of the Group. In July 2015, China South International issued the 2015 First Tranche MTN with a total principal amount of RMB2 billion with a maturity period of 3 years and at an interest rate of 7.0% per annum. The proceeds thereof were to be used for replacement of bank loans of the Group and the development of CSC Nanning project.

Short-Term Notes

In September 2014, China South International obtained the relevant approval for issuing the short-term notes in a maximum principal amount of RMB4.3 billion in the PRC. In October 2014, China South International issued the first tranche of the PRC short-term notes of 2014 in the national interbank market in the PRC ("2014 First Tranche STN") with a total principal amount of RMB2.2 billion with a maturity period of 1 year and at an interest rate of 5.4% per annum. The proceeds thereof were to be used for repaying part of the bank loans of the Group. The 2014 First Tranche STN have been repaid in October 2015. In September 2015, China South International issued the 2015 First Tranche STN with a total principal amount of RMB2.1 billion with a maturity period of 1 year and at an interest rate of 4.3% per annum. The proceeds thereof were to be used for replacement of bank borrowings of the Group.

Corporate Bonds

In March 2015, China South International obtained the relevant approval for issuing the corporate bonds in a maximum principal amount of RMB1.5 billion in the PRC. In April 2015, China South International issued the corporate bonds with a total principal amount of RMB1.5 billion with a term of up to 6 years in maximum and at an interest rate of 7.0% per annum. The proceeds thereof were to be used for funding the development of CSC Zhengzhou project.

中期票據

於2014年4月，華南國際取得於中國銀行間市場發行本金總額最多為人民幣40億元之中期票據的相關批准。於2014年5月，華南國際發行2014年第一期中期票據，本金總額為人民幣10億元，期限為5年，年利率為7.5%，該發行所得款項主要用作償還本集團的部分短期銀行貸款。於2014年9月，華南國際發行2014年第二期中期票據，本金總額為人民幣10億元，期限為5年，年利率為8.4%，該發行所得款項主要用作償還本集團的部分銀行貸款。於2015年7月，華南國際發行2015年第一期中期票據，本金總額為人民幣20億元，期限為3年，年利率為7.0%，該發行所得款項主要用作置換本集團的銀行貸款及南寧華南城項目之發展。

短期融資券

於2014年9月，華南國際取得於中國銀行間市場發行本金總額最多為人民幣43億元之短期融資券的相關批准。於2014年10月，華南國際發行2014年第一期短期融資券，本金總額為人民幣22億元，期限為1年，年利率為5.4%，該發行所得款項主要用作償還本集團的部分銀行貸款。2014年第一期短期融資券已於2015年10月償還。於2015年9月，華南國際發行2015年第一期短期融資券，本金總額為人民幣21億元，期限為1年，年利率為4.3%，該發行所得款項主要用作置換本集團的銀行貸款。

企業債券

於2015年3月，華南國際取得於中國發行本金總額最多為人民幣15億元之企業債券的相關批准。於2015年4月，華南國際發行該企業債券，本金總額為人民幣15億元，期限為最長6年，年利率為7.0%，該發行所得款項主要用作發展鄭州華南城項目。



Domestic Company Bonds

In December 2015, China South International obtained the relevant approval for issuing the domestic company bonds in a maximum principal amount of RMB4.4 billion in the PRC. In January 2016, China South International issued the first tranche of domestic company bonds of 2016 ("2016 First Tranche DCB") with the total principal amount of RMB3 billion with a term of 3 years and at an interest rate of 5.98% per annum. The proceeds thereof were to be used for repaying part of bank loans of the Group and for general corporate purposes. In May 2016, China South International issued the second tranche of domestic company bonds of 2016 ("2016 Second Tranche DCB") with the total principal amount of RMB1.4 billion with a term of 3 years and at an interest rate of 6.85% per annum. The proceeds thereof were to be used for repaying part of bank loans of the Group and general working capital.

As at 31 March 2016, the carrying value of China South International's medium-term notes were HK\$5,026.7 million, short-term notes were HK\$2,525.5 million, corporate bonds were HK\$1,891.2 million and domestic company bonds were HK\$3,629.1 million respectively.

Gearing Ratio

The Group's gearing ratio (net debt divided by total equity) was 83.9% as at 31 March 2016 and 65.3% as at 31 March 2015. The total liabilities over total assets ratio was 68.4% as at 31 March 2016 (31 March 2015: 65.8%).

Net Current Assets and Current Ratio

As at 31 March 2016, the Group had net current assets of HK\$10,971.0 million (31 March 2015: HK\$5,918.3 million) at a current ratio of 1.39 (31 March 2015: 1.21).

Contingent Liabilities

The Group has provided guarantees with respect to banking facilities granted by certain banks in connection with mortgage loans entered into by purchasers of the Group's trade centers and residential properties and bank loans entered into by lessees of the Group's residential and commercial properties. As at 31 March 2016, the guarantees amounted to HK\$5,805.4 million (31 March 2015: HK\$6,049.3 million). The guarantees granted to purchasers will be released when the purchasers obtain building ownership certificates, which will then be pledged to the banks. For leased residential and commercial properties, the guarantees will be released accordingly along with the repayment of loan principals by the lessees.

境內公司債券

於2015年12月，華南國際取得於中國發行本金總額最多為人民幣44億元之境內公司債券的相關批准。於2016年1月，華南國際發行2016年第一期境內公司債券，本金總額為人民幣30億元，期限為最長3年，年利率為5.98%，該發行所得款項主要用作置換本集團的銀行貸款及一般企業用途。於2016年5月，華南國際發行2016年第二期境內公司債券，本金總額為人民幣14億元，期限為最長3年，年利率為6.85%，該發行所得款項主要用作置換本集團的銀行貸款及一般營運資金。

於2016年3月31日，華南國際中期票據的賬面值為50.267億港元、短期融資券的賬面值為25.255億港元、企業債券的賬面值為18.912億港元及境內公司債券的賬面值為36.291億港元。

資本負債比率

本集團於2016年3月31日和2015年3月31日的資本負債比率(債務淨額除權益總額)分別為83.9%和65.3%。2016年3月31日，總負債對總資產比率為68.4%(2015年3月31日：65.8%)。

流動資產淨值及流動比率

於2016年3月31日，本集團流動資產淨值為109.710億港元(2015年3月31日：59.183億港元)，流動比率為1.39(2015年3月31日：1.21)。

或然負債

本集團為其交易中心及住宅物業買家訂立的按揭貸款以及其住宅及商業物業承租人訂立的銀行貸款授出若干銀行融資擔保。於2016年3月31日，擔保金額為58.054億港元(2015年3月31日：60.493億港元)。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款本金時相應解除。



Commitments

As at 31 March 2016, the Group had future capital expenditure contracted but not yet provided for in the amount of HK\$7,350.5 million (31 March 2015: HK\$9,253.9 million).

Acquisitions and Disposals of Subsidiaries and Associated Companies

Except for the update on the acquisition of HOBA Furnishing in July 2015, the Group had no material acquisitions and disposals of subsidiaries and associated companies during the Year.

Foreign Exchange Risk

The Group conducts its business primarily in Renminbi. The income and bank deposits of the Group were substantially denominated in Renminbi to meet the Group's development and operation needs in the PRC. As at 31 March 2016, among the Group's total interest bearing debts of HK\$33,808.6 million, approximately HK\$4,413.4 million were denominated in US dollars or HK dollars and the rest were in Renminbi. The Group does not have material exposure to foreign exchange risk and no foreign currency hedging was done during the Year. The Group will monitor its foreign currency exposure and consider hedging arrangement if such need arise.

Economic, Commercial and Other Risks

The Group may be exposed to the risk of negative developments in national and regional economies, property and financial markets. It may result in reductions in sales prices of the properties, rent rates and occupancy rates of properties, and demand for ancillary services and facilities it provides. It may also result in recession, inflation, deflation and currency fluctuations as well as restrictions in the availability of credit, increases in financing and other operating costs. The development of the Group's projects may subject to market risks as it usually takes time to complete. Though the Group appoints quality partners for the development of its projects, it may still be subject to associated risk of the quality and safety of the products and services provided by the Group. The Group may also be subject to a number of regulatory environments in the territories in which it operates. Changes in the regulatory approach to such matters as ownership of assets and businesses, regulations related to development and operations, exchange controls, tax rules and employment legislation may impact the business of the Group. Changes in the political environment in such territories may also affect the Group. The management of the Group will keep abreast of the environment and policy changes and make the necessary adjustments in response to such changes, if any. Further steps taken by the Group to manage the financial risk are set out in note 47 to the financial statements.

承擔

於2016年3月31日，本集團的已訂約但未計提撥備的未來資本開支金額為73.505億港元(2015年3月31日：92.539億港元)。

收購及出售附屬公司及聯營公司

除2015年7月有關收購好百年家居最新情況外，本集團於本年度內並無任何收購及出售附屬公司及聯營公司的重大項目。

外匯風險

本集團之業務主要以人民幣進行。本集團之收入及銀行存款大部分為人民幣，以滿足其在國內的發展和運營所需。截至2016年3月31日，在本集團338.086億港元之總計息借貸中，大約44.134億港元之計息借貸為美元或港元借款，餘額為人民幣借款。本集團並沒有重大的外匯風險，在本年度內並沒有進行匯率對沖之安排。本集團將留意其匯率風險，並在需要時適時作出匯率對沖之安排。

經濟、商業及其他風險

本集團或會受到來自國家與區域經濟、房地產及金融市場負面發展風險的影響。該等風險或會導致物業銷售價格、物業租金及佔有率下降，以及對其提供的配套服務與設施需求的下降。其亦或會導致經濟衰退、通貨膨脹、通貨緊縮及匯價波動，以及信貸受限、融資及其他運營成本上升。由於本集團的項目開發需時，其或受到市場風險影響。儘管本集團委聘優質合作夥伴進行項目開發，但仍可能受其提供產品與服務之品質及安全性所帶來風險的影響。本集團於其運營的地區亦可能受一系列監管環境影響，包括資產及業務的擁有權、涉及開發及運營的法規、外匯管制、稅收規則及勞動法規等監管方式的變化或會影響本集團的業務。當地政策環境的變化亦可能會影響本集團的業務。本集團管理層將因應該等變化作出適時調整，以與市場環境及政策變化保持一致。本集團進一步管理財務風險的辦法載於財務報表附註47內。



Land for Projects and Restriction on Sales

The Group signs project agreements with local governments prior to the development of all projects in order to outline the long term blueprints of relevant projects. These agreements generally set out the size and use of lands and the related development plans. However, the actual acquisition of lands, land area and terms and conditions of such acquisition are subject to the relevant regulations and local governments' requirements, the Group's development plans and the results of the relevant public tender, auction and listing. Since the development of each of these projects may last for more than ten years, the Group and the local government may agree to adjust the details of these agreements to align with the actual needs of project developments.

The progress of the land acquisition and project development depend on the progress of the Group's planning, as well as the procedural formalities as determined by the local government departments. As the procedures and requirements set by different local governments vary, the Group may adjust the development of each project according to relevant conditions. In view of its substantial land bank and flexibility in project planning, the Group believes such circumstances will not have material impact on its development as a whole.

Pursuant to certain project and land related contracts and documents, some of the land acquired by the Group may have sales restrictions on properties built on it. These include the saleable area of trade centers of CSC Shenzhen is limited to 30% of the total buildable GFA of properties built on the relevant parcels of land. The saleable area of trade centers and logistics facilities built on certain parcels of land acquired by CSC Nanchang and CSC Nanning in 2010 are limited to 60% of the relevant total buildable GFA. The saleable area of trade centers built by CSC Hefei and CSC Chongqing are limited to 50% of their relevant total buildable GFA. The saleable area of trade centers of phase I and future phases of CSC Zhengzhou are limited to 60% and 50% respectively of its relevant total buildable GFA. Except for the restrictions mentioned herein, there is no sales restriction on other land acquired by the Group. According to the Group's business model, the Group intends to hold not less than 50% of trade centers and commercial facilities for leasing and self-use, the related sales restrictions will not have significant impact to the Group.

項目土地及銷售限制

本集團在發展各項目前均與當地政府簽訂項目協議，以勾劃相關項目長遠的概要藍圖，該等協議一般會就項目土地規模、性質及發展作概要約定，但實質土地的取得、土地面積及取得之條款將以當地政府的相關規定、本集團的發展規劃及招拍掛的結果為準。由於各項目的發展期間可能超過十年，本集團及當地政府可能會因應項目發展的需要而協商調整協議內容。

本集團項目土地的取得及建設的進度，除視乎內部之規劃外，亦視乎項目當地政府部門各程序之手續。各地政府的程序和要求各異，因此，本集團對各項目的發展將視乎有關情況而作相應的調整和配合，但由於本集團的項目用地充裕，規劃上具較強的彈性，本集團認為有關情況對本集團的整體發展影響不大。

根據若干項目及土地相關合同和文件，部分項目所建物業存在銷售限制，包括深圳華南城相關地塊上的交易中心的可銷售面積限於總可建建築面積的30%；南昌華南城和南寧華南城於2010年取得的若干土地，其上建設的交易中心及倉儲設施的可銷售面積限於該等物業總可建建築面積的60%；合肥華南城及重慶華南城建設的交易中心的可銷售面積限於該等物業總可建建築面積的50%；鄭州華南城建設的一期及以後各期的交易中心的可銷售面積分別限於該等物業總可建建築面積的60%及50%。除上述情況之外，本集團的其他土地並沒有銷售限制。按本集團商業模式，本集團規劃持有不少於50%交易中心及商業配套設施作租賃和自用，有關銷售限制對本集團的影響不大。



General Mandate Issue

Update on Use of Proceeds

On 15 January 2014, the Company entered into the Investment and Cooperation Agreement (the "Agreement") with THL H Limited ("THL"), a wholly-owned subsidiary of Tencent, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). Pursuant to such Agreement and the general mandate granted to the Directors at the annual general meeting of the Company held on 21 August 2013, THL has subscribed for 680,300,000 shares of the Company at a price of HK\$2.20 per share ("Subscription Shares") on 23 January 2014 with a total consideration of approximately HK\$1,500 million. In addition, the Company has granted an option to THL to subscribe for a further 244,800,000 shares at the price of HK\$3.50 per share (subject to adjustments (if any)) ("Option"). In September 2014, THL noticed the Company to exercise the Option at the option price of HK\$3.36 per share at the total consideration of approximately HK\$822.5 million (as adjusted by the dividend declared by the Company and the Company issued and allotted such shares to THL accordingly. Details of the Investment and Cooperation Agreement are set out in the announcements dated 15 January 2014, 23 January 2014, 23 September 2014 and 29 September 2014 respectively. The Company intends to use part of the net proceeds in certain areas of intended cooperation with the Tencent Group and the remaining will be used for general corporate purposes.

The net proceeds from the Subscription Shares and the exercise of Option were in an aggregate of approximately HK\$2,319.2 million. As at 31 March 2016, the Company has utilized approximately HK\$1,848.7 million in E-commerce related business and other general corporate purposes. For the remaining of the net proceeds, the Group plans to use it for business related to E-commerce, logistics and general corporate purposes.

Human Resources

As at 31 March 2016, the Group had a workforce of approximately 6,930 people, including approximately 6,890 people directly employed by the Group and approximately 40 people employed by our associate. The number of the Group's staff decreased by 8.8% from 7,600 people as at 31 March 2015. The Group aims to recruit, retain and develop competent individuals who are committed to the Group's long-term success and growth. Remunerations and other benefits of employees are reviewed annually in response to both market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonuses and share options may be awarded to employees who display outstanding performance and contributions to the Group. During the Year, the Company granted 79,990,000 share options to a Director.

一般授權發行

所得款用途的最新情況

於2014年1月15日，本公司與THL H Limited(「THL」)(為騰訊，一家於香港聯合交易所有限公司(「香港聯交所」)主板上市公司之全資附屬公司)訂立投資及合作協議(「協議」)。根據該協議及本公司於2013年8月21日舉行的股東周年大會上授予董事之一般授權，THL於2014年1月23日以每股2.20港元認購680,300,000股本公司股份(「認購股份」)，總代價為15億港元。此外，本公司亦以購股權行使價每股3.50港元(可予調整(如有))向THL授出購股權以進一步認購244,800,000股股份(「購股權」)。於2014年9月，THL通知本公司以購股權價格每股3.36港元(按本公司宣派之股息已作調整)之總代價約為8.225億港元行使購股權，本公司據此發行及配發相關股份。有關該協議之詳情分別載於2014年1月15日、2014年1月23日、2014年9月23日及2014年9月29日之公告內。本公司擬將部份所得之款項投放於與騰訊的合作範疇，而有關餘數將用作一般企業用途。

有關認購股份及行使購股權所得款之淨額合共約為23.192億港元。截至2016年3月31日，本公司已使用18.487億港元於與電子商貿有關之業務及一般企業用途。就所得款項之餘額，本集團計劃用於與電子商貿、物流業務及一般企業用途。

人力資源

於2016年3月31日，本集團有僱員約6,930人，其中直接隸屬本集團的僱員約有6,890人，我們聯營企業的僱員約有40人。本集團僱員人數較2015年3月31日的7,600人減少8.8%。本集團旨在招聘、挽留及培訓該等致力於本集團長遠成功及增長的人員。僱員的薪酬及其他福利乃參考市況及市場趨勢，以及按彼等的資歷、經驗、職責及表現每年進行檢討。除基本薪金及其他員工福利外，表現優秀且為本集團作出貢獻的僱員亦可獲獎勵酌情花紅及購股權。於本年度內，本公司向董事授出79,990,000份購股權。

Project Portfolio

項目組合



Properties held for sale/finance lease 持作銷售/融資租賃物業

Project	Location	Group's Interest	Acquired land	Description	Approx. GFA (sq. m.)	Completion Year
			area (sq. m.)			
項目	地點	本集團權益	已購土地面積 (平方米)	內容	概約建築面積 (平方米)	竣工年份
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖華南大道一號	100%	1,060,000	Phase I trade centers 一期交易中心	1,200	2004
				Phase II residential facilities 二期住宅配套設施	1,200	2008
				Phase II commercial and other ancillary facilities 二期商業及其他配套設施		
				Phase II trade centers 二期交易中心	200	2009
				Phase III commercial and other ancillary facilities 三期商業及其他配套設施		
				Phase III trade centers 三期交易中心	42,500	2016
China South City Nanchang 南昌華南城	No. 1, Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區華南大道一號	100%	1,726,000	Logistics zone commercial and other ancillary facilities 物流園區商業及其他配套設施	22,400	2015
				— Office tower — 辦公樓		
				Phase I trade centers 一期交易中心	273,100	2012, 2014, 2015
				Phase I residential facilities 一期住宅配套設施	28,200	2012, 2015



Properties held for sale/finance lease
持作銷售/融資租賃物業

Project	Location	Group's Interest	Acquired land		Approx. GFA (sq. m.)	Completion Year
			area (sq. m.)	Description		
項目	地點	本集團權益	已購土地面積 (平方米)	內容	概約建築面積 (平方米)	竣工年份
China South City Nanning 南寧華南城	No. 56, Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市江南區沙井大道56號	100%	890,000	Phase I trade centers 一期交易中心	88,000	2012
				Phase I residential facilities 一期住宅配套設施	86,500	2013
China South City Xi'an 西安華南城	No. 8, Port Avenue, Xi'an International Trade & Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區港務大道8號	100%	1,589,000	Phase I trade centers 一期交易中心	513,600	2013, 2015
China South City Harbin 哈爾濱華南城	Tuanjie Town, Daowei District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	1,612,000	Phase I trade centers 一期交易中心	100,300	2014
China South City Zhengzhou 鄭州華南城	Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市龍湖鎮	100%	1,891,000	Phase I trade centers 一期交易中心	579,700	2014, 2016
China South City Hefei 合肥華南城	Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西桃花工業園繁華大道	100%	1,907,000	Phase I trade centers 一期交易中心	266,600	2014, 2015
				Phase I residential facilities 一期住宅配套設施	51,800	2016
China South City Chongqing 重慶華南城	No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區南彭東城大道一號	100%	2,276,000	Phase I trade centers 一期交易中心	816,900	2015, 2016



Properties for Investment
投資物業

Project	Location	Group's Interest	Description	Approx. GFA ⁽¹⁾ (sq. m.) 概約建築面積 ⁽¹⁾ (平方米)	Lease Term
項目	地點	本集團權益	內容		契約年期
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區 平湖華南大道一號	100%	Phase I trade centers 一期交易中心	167,100	Medium Term Lease 中期契約
			Phase I commercial and other ancillary facilities 一期商業及其他配套設施		
			— Business centers — 商務中心	22,400	Medium Term Lease 中期契約
			— Hotel properties — 酒店物業	32,100	Medium Term Lease 中期契約
			Phase II trade centers 二期交易中心	352,800	Medium Term Lease 中期契約
			Phase II commercial and other ancillary facilities 二期商業及其他配套設施		
			— Office tower — 辦公樓	15,100	Medium Term Lease 中期契約
			— Shopping plaza — 商場	15,200	Medium Term Lease 中期契約
			Phase III trade centers 三期交易中心	267,800	Medium Term Lease 中期契約
			Phase III commercial and other ancillary facilities 三期商業及其他配套設施		
— Office tower — 辦公樓	4,400	Medium Term Lease 中期契約			
— Residential properties — 住宅物業	32,100	Medium Term Lease 中期契約			
Logistics zone commercial and other ancillary facilities 物流園區商業及其他配套設施					
— Hotel properties — 酒店物業	7,000	Medium Term Lease 中期契約			



Properties for Investment
投資物業

Project 項目	Location 地點	Group's Interest 本集團權益	Description 內容	Approx. GFA ⁽¹⁾ (sq. m.) 概約建築面積 ⁽¹⁾ (平方米)	Lease Term 契約年期
China South City Nanchang 南昌華南城	No. 1 Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	100%	Phase I trade centers 一期交易中心	45,600	Medium Term Lease 中期契約
China South City Nanning 南寧華南城	No. 56 Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	Phase I trade centers 一期交易中心	567,600	Medium Term Lease 中期契約
China South City Xi'an 西安華南城	No. 8, Port Avenue, Xi'an International Trade & Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市 西安國際港務區 港務大道8號	100%	Phase I trade centers 一期交易中心	46,800	Medium Term Lease 中期契約
China South City Harbin 哈爾濱華南城	Tuanjie Town, Daowei District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區 團結鎮	100%	Phase I trade centers 一期交易中心	345,000	Medium Term Lease 中期契約
China South City Zhengzhou 鄭州華南城	Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	100%	Phase I trade centers 一期交易中心	390,500	Medium Term Lease 中期契約

Note 1: The approximate GFA does not include the area of underground facilities.

附註1：概約建築面積不包括地底設施面積。



Properties under Development – with Land use Rights Certificates
發展中物業 – 具備土地使用權證書

Project/Location	Group's Interest	Approx. Acquired land area ⁽¹⁾ (sq. m.) 概約已購土地面積 ⁽¹⁾ (平方米)	Approx. GFA ⁽²⁾ (sq. m.) 概約建築面積 ⁽²⁾ (平方米)	Description	GFA under construction ⁽³⁾ (sq. m.) 在建建築面積 ⁽³⁾ (平方米)	Stage of completion	Estimated completion calendar year
項目/地點	本集團權益			內容		完成階段	預計竣工曆年
1. China South City Shenzhen 深圳華南城 No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖 華南大道一號	100%	1,060,000	2,133,000	a. Trade centers, warehouse and other ancillary facilities 交易中心·倉儲及其他配套設施	242,200	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2019
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
2. China South City Nanning 南寧華南城 No. 56, Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市江南區沙井大道56號	100%	890,000	2,480,000	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	558,500	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2018
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
3. China South City Nanchang 南昌華南城 No. 1, Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區華南大道一號	100%	1,726,000	4,665,200	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	711,600	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2018
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
4. China South City Xi'an 西安華南城 No.8, Port Avenue, Xi'an International Trade & Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區港務大道8號	100%	1,589,000	4,156,000	a. Trade centers, commercial, warehouse and other ancillary facilities 交易中心·商業·倉儲及其他配套設施	456,400	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2019
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
5. China South City Harbin 哈爾濱華南城 Tuanjie Town, Daowei District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	1,612,000	4,748,000	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	1,340,900	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2018
				b. Remaining portions 餘下部分	–	Planning 規劃中	–



Properties under Development – with Land use Rights Certificates
發展中物業 – 具備土地使用權證書

Project/Location	Group's Interest	Approx. Acquired land area ⁽¹⁾ (sq. m.) 概約已購土地面積 ⁽¹⁾ (平方米)	Approx. GFA ⁽²⁾ (sq. m.) 概約建築面積 ⁽²⁾ (平方米)	Description	GFA under construction ⁽³⁾ (sq. m.) 在建建築面積 ⁽³⁾ (平方米)	Stage of completion	Estimated completion calendar year
項目/地點	本集團權益			內容		完成階段	預計竣工曆年
6. China South City Zhengzhou 鄭州華南城 Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	100%	1,891,000	5,170,000	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套 設施	1,265,000	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2019
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
7. China South City Hefei 合肥華南城 Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西 桃花工業園繁華大道	100%	1,907,000	5,201,000	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套 設施	1,822,400	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2018
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
8. China South City Chongqing 重慶華南城 No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區南彭東城大道1號	100%	2,276,000	5,605,100	a. Trade centers and other ancillary facilities 交易中心及其他配套設施	151,300	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2016-2017
				b. Remaining portions 餘下部分	–	Planning 規劃中	–

Notes:

- (1) The Group has acquired these parcels of land as at 31 March 2016.
(2) The approximate GFA does not include the area of underground facilities.
(3) The approximate GFA under construction includes the area of underground facilities.

附註：

- (1) 本集團於2016年3月31日已收購該等地塊。
(2) 概約建築面積不包括地底設施面積。
(3) 概約在建工程建築面積包括地底設施面積。

Five Years' Financial Summary

五年財務概要



		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
RESULTS	業績					
Revenue	收入	6,136,262	9,757,767	13,468,322	7,488,061	3,670,767
Gross Profit	毛利	2,959,053	5,175,530	6,547,164	4,176,695	2,236,096
Profit before tax	稅前利潤	4,904,233	5,859,489	6,168,828	4,473,136	3,305,515
Income tax expenses	所得稅開支	(1,370,457)	(2,144,709)	(2,472,478)	(1,606,468)	(1,257,953)
Profit for the year	本年度利潤	3,533,776	3,714,780	3,696,350	2,866,668	2,047,562
Attributable to:	下列各方應佔：					
Owners of the parent	母公司擁有人	3,537,012	3,727,872	3,494,481	2,749,864	2,070,708
Non-controlling interests	非控股權益	(3,236)	(13,092)	201,869	116,804	(23,146)
Core net profit attributable to owners of the parent*	母公司擁有人應佔核心淨利潤*	1,205,782	1,854,273	2,677,696	1,776,382	922,641
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	44,393,168	38,990,032	29,918,774	23,917,451	17,421,439
Current assets	流動資產	38,992,163	34,263,939	30,042,168	18,427,574	13,244,904
Total assets	資產總值	83,385,331	73,253,971	59,960,942	42,345,025	30,666,343
Current liabilities	流動負債	28,021,173	28,345,624	24,243,429	15,374,448	10,894,500
Non-current liabilities	非流動負債	28,995,693	19,886,531	15,573,368	10,927,816	6,776,552
Total liabilities	負債總額	57,016,866	48,232,155	39,816,797	26,302,264	17,671,052
Equity attributable to owners of parent	母公司擁有人應佔權益	26,178,517	24,866,969	19,969,505	15,853,253	12,938,680
Non-controlling interests	非控股權益	189,948	154,847	174,640	189,508	56,611
Total equity	權益總額	26,368,465	25,021,816	20,144,145	16,042,761	12,995,291
Earnings per share attributable to ordinary equity holders of the parent	歸屬於母公司普通股權益持有人之每股盈利					
Basic	基本	HK44.22 cents 港仙	HK48.73 cents 港仙	HK55.71 cents 港仙	HK45.62 cents 港仙	HK34.58 cents 港仙
Diluted	攤薄	HK44.05 cents 港仙	HK45.27 cents 港仙	HK47.93 cents 港仙	HK45.60 cents 港仙	HK34.51 cents 港仙

* Represents the net profit attributable to owners of the parent excluding fair value gains on investment properties, gain on disposal of subsidiaries and their respective related tax effects, fair value gain on derivative financial instrument and loss on redemption of senior notes.

* 代表未計投資物業公平值收益、出售附屬公司收益及該等收益的相關稅務影響、衍生金融工具公平值收益和贖回優先票據之虧損的母公司擁有人應佔淨利潤。

Biographical Details of Directors and Key Management

董事及主要管理層履歷



Executive Directors

Mr. CHENG Chung Hing, aged 55, is our Co-Chairman and an Executive Director. He is a co-founder of our Group and has been a Director since 2 August 2002. He is primarily responsible for formulating the overall strategies and assessing the performance of the Group as well as providing leadership for the Board. He has more than 33 years of management experience in the manufacturing, wholesale and distribution businesses. Mr. Cheng has been awarded the “Young Industrialist Awards of Hong Kong 1997” from the Federation of Hong Kong Industries, the Distinguished International Entrepreneur of the Year Award 1997 from San Francisco State University and the Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Cheng is the vice chairman of the China Chamber of International Commerce, a standing member of the 10th and the 11th Guangxi Zhuang Autonomous Region Committee of the Chinese People’s Political Consultative Conference and a member of the 3rd, 4th and the 5th Shenzhen Committee of the Chinese People’s Political Consultative Conference. Mr. Cheng is also presently the foundation honorary chairman of Gem and Jewelry Committee of China General Chamber of Commerce, a standing member of the China Enterprise Confederation and the China Enterprise Director Association, vice president of the China Federation of Logistics and Purchasing, vice president of the Guangxi Zhuang Autonomous Region Federation of Industry and Commerce, vice president of the Guangxi Overseas Friendship Association, vice president of the China Chamber of International Commerce Shenzhen, chairman of the Shenzhen Logistics and Supply Chain Management Association, vice chairman of the Federation of Shenzhen Industries, honorary life president of the Hong Kong Gemstone Manufacturers’ Association Limited, honorary chairman of Zhejiang Pearl Trade Association and member of the Shenzhen Overseas Friendship Association. Mr. Cheng is currently the chairman and non-executive director of Man Sang Jewellery Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) (stock code: 1466). Mr. Cheng was the chairman and non-executive director of Man Sang International Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 938) until his resignation effective from 16 October 2014. He was also the director of China Metro-Rural Holdings Limited (formerly known as Man Sang International (B.V.I.) Limited), a company listed on the New York Stock Exchange MKT (ticker symbol: CNR) until his resignation effective from 5 December 2013. Mr. Cheng is a younger brother of Mr. Cheng Tai Po, a Non-Executive Director.

執行董事

鄭松興先生，55歲，聯席主席兼執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責制定本集團的整體策略及評估本集團的業績，並領導董事會。彼在製造及批發分銷業務方面擁有逾33年管理經驗。鄭先生獲香港工業總會頒發1997年香港青年工業家獎、獲三藩市州立大學頒發Distinguished International Entrepreneur of the Year Award 1997，以及獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。鄭先生為中國國際商會副會長、中國人民政治協商會議廣西壯族自治區第十屆及第十一屆委員會常務委員以及中國人民政治協商會議廣東省深圳市第三屆、第四屆及第五屆委員會委員。鄭先生現時亦為中國商業聯合會珠寶首飾委員會名譽創會會長、中國企業聯合會及中國企業家協會常務委員、中國物流與採購聯合會副會長、廣西壯族自治區工商聯副主席、廣西海外聯誼會副會長、深圳國際商會副會長、深圳市物流與供應鏈管理協會會長、深圳工業總會副會長、香港寶石廠商會永遠名譽會長、浙江省珍珠行業協會名譽會長及深圳海外聯誼會會員。鄭先生現為民生珠寶控股有限公司（一家於香港聯合交易所有限公司（「香港聯交所」）主板上市之公司，股份代號：1466）之主席兼非執行董事。鄭先生曾為民生國際有限公司（一家於香港聯交所主板上市之公司，股份代號：938）的主席兼非執行董事至2014年10月16日辭任為止。彼亦曾為China Metro-Rural Holdings Limited（前稱Man Sang International (B.V.I.) Limited）（一家於紐約交易所MKT上市的公司，股份代號：CNR）的董事至2013年12月5日辭任為止。鄭先生為非執行董事鄭大報先生之胞弟。



Mr. LEUNG Moon Lam, aged 60, is an Executive Director. He is a co-founder of our Group and has been a Director since 1 June 2002. Mr. Leung has been the Chief Executive Officer of the Group since November 2009 until re-designation with effect from 1 January 2016. Currently, Mr. Leung is primarily responsible for the Group's overall development direction, the Group's sales and marketing strategies, banking, trade center occupants and government's relations. He has more than 33 years of management experience in the garment manufacturing, wholesale and distribution businesses. Mr. Leung received the Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Leung was a member of the 2nd, 3rd and the 4th Shenzhen Committee of the Chinese People's Political Consultative Conference and a member of the 10th Liaoning Committee of the Chinese People's Political Consultative Conference. He was also the chairman of the 7th Shenzhen Textile Industry Association Committee. Mr. Leung was appointed as a member of the National Committee of the Chinese People's Political Consultative Conference in February 2013. Mr. Leung is also presently a member of the Consultative Committee on Economic and Trade Co-operation between Hong Kong and the Mainland, the vice chairman of the Jiangxi Chinese Overseas Friendship Association, the honorary chairman of the Shenzhen Longgang Charity Association, the honorary professor of Business of Hang Seng School of Commerce and the president of the Federation of Hong Kong Shenzhen Associations. Mr. Leung is also the chairman of Wetter (China) Limited and Kings Faith International Limited.

Mr. FUNG Sing Hong Stephen, aged 51, is an Executive Director and the Chief Executive Officer. Mr. Fung joined our Group in July 2006 as the Group's Chief Financial Officer and has been an Executive Director since August 2014 and was appointed as Chief Executive Officer of the Group on 1 January 2016, and ceased to act as Group's Chief Financial Officer with effect from 19 May 2016. Currently, Mr. Fung is primarily responsible for the overall management and operation of the Group, and be responsible for formulating capital market financing, merger and acquisition, and business spin-off strategies, and extending the strategic co-operations with Tencent. Mr. Fung graduated from the University of Wales, United Kingdom with a master degree in business administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants and the Chartered Global Management Accountants, and is also the vice president of Hong Kong Business Accountants Association and a fellow member of the Hong Kong Institute of Directors. Mr. Fung has more than 23 years of experience in financial management, mergers and acquisitions, capital markets financing and corporate restructuring. Prior to joining our Group, Mr. Fung was an executive director and the chief financial officer of Guangdong Investment Limited ("GDI"). Before joining GDI, Mr. Fung served as an executive director and the chief financial officer of Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) ("GDL"). Both GDI and GDL are companies listed on the Main Board of the Hong Kong Stock Exchange (stock codes: 270 and 124, respectively). Mr. Fung was also a key member of the Guangdong Enterprises (Holdings) Limited ("GDE") restructuring team and has been extensively involved in the US\$5.3 billion debt restructuring of GDE.

梁滿林先生，60歲，執行董事。彼為本集團的創辦人之一，自2002年6月1日獲委任為董事。梁先生自2009年11月出任本集團行政總裁直至2016年1月1日調任為止。梁先生目前主要負責本集團整體發展方向、本集團的銷售及市場推廣策略，銀行、市場商戶及政府關係。彼於服裝製造及批發分銷業務方面擁有逾33年管理經驗。梁先生獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。梁先生曾為中國人民政治協商會議廣東省深圳市第二屆、第三屆及第四屆委員會委員及遼寧省第十屆委員會委員。彼亦曾為深圳市紡織行業協會第七屆委員會會長。梁先生於2013年2月獲委任為中國人民政治協商會議全國委員會委員，並現為香港與內地經貿合作諮詢委員會成員、江西海外聯誼會副理事長、深圳市龍崗區慈善會名譽會長、香港恒生商學書院榮譽商學教授及香港深圳社團總會之會長。梁先生亦為香港匯達(中國)有限公司及京暉國際有限公司的董事長。

馮星航先生，51歲，執行董事兼集團行政總裁。馮先生於2006年7月加入本集團為集團首席財務總監，並自2014年8月出任執行董事、自2016年1月1日起出任集團行政總裁，並於2016年5月19日辭任集團首席財務總監。馮先生目前主要負責本集團的整體管理及營運，制定資本市場融資、收購合併及業務分拆策略，並深化與騰訊的策略合作。馮先生畢業於英國威爾斯大學，持有工商管理碩士學位。彼為香港會計師公會資深會員、美國執業會計師公會會員和全球特許管理會計師公會會員，及亦為香港商界會計師協會之副會長和香港董事學會資深會員。馮先生於財務管理、合併及收購、資本市場融資及企業重組方面擁有超過23年經驗。加入本集團之前，馮先生為粵海投資有限公司(「粵海投資」)執行董事及財務總監。在加入粵海投資前，馮先生擔任粵海置地控股有限公司(前稱金威啤酒集團有限公司)(「粵海置地」)執行董事及財務總監。粵海投資及粵海置地均為香港聯交所主板上市的公司(股份代號分別為270及124)。馮先生亦曾為粵海企業(集團)有限公司(「粵海企業」)重組隊伍的主要成員，廣泛地參與粵海企業涉及53億美元的債務重組。



Non-Executive Directors

Dr. MA Kai Cheung, SBS, BBS, aged 74, is our Co-Chairman and a Non-Executive Director. He is a co-founder of our Group and has been a Director since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models and development strategies and the resolution of major issues. Dr. Ma has more than 44 years of management experience in garment distribution and manufacturing businesses. Dr. Ma was awarded a Bronze Bauhinia Star (BBS) and a Silver Bauhinia Star (SBS) by the Government of Hong Kong Special Administrative Region in 2003 and 2009 respectively. He was also a member of the 9th, 10th and the 11th National Committee of the Chinese People's Political Consultative Conference. Dr. Ma is currently the permanent honorary president of Shenzhen Overseas Chinese International Association, the permanent honorary president of Hong Kong Chiu Chow Chamber of Commerce Limited, the chairman of Federation of Hong Kong Guangdong Community Organizations, the permanent honorary president of Hong Kong & Kowloon Chiu Chow Public Association and the permanent honorary chairman of Federation of Hong Kong Chiu Chow Community Organizations. Dr. Ma received an honorary doctoral degree in philosophy from the Morrison University in the United States in 2004. He received a fellowship from the Asian Knowledge Management Association in 2008. Dr. Ma is also the Honorary chairman of Carrianna Group Holdings Company Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 126).

Mr. SUN Kai Lit Cliff, BBS, JP, aged 62, is a Non-Executive Director. He is a co-founder of our Group and has been a Director since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Mr. Sun is an associate of the Institute of Industrial Engineers of Ohio and has over 36 years of management experience in the business of wholesale distribution and manufacturing of kitchenware and other metal and plastic products. He was appointed as Justice of the Peace (JP) and was awarded a Bronze Bauhinia Star (BBS) by the Government of Hong Kong Special Administrative Region in 2003 and 2006 respectively. At present, Mr. Sun is a member of the 11th Zhejiang Committee of Chinese People's Political Consultative Conference. He is also the honorary chairman of the Federation of Hong Kong Industries, the honorary chairman of The Hong Kong Exporters' Association, the honorary chairman of the Hong Kong Q Mark Council, the honorary president of the Hong Kong Plastics Manufacturers Association Limited, the president of Shenzhen Overseas Chinese International Association and the president of the CPPCC (Shenzhen) Hong Kong and Macao Members Association Limited. Mr. Sun is currently the chairman of Kinox Enterprises Limited and Kin Hip Metal and Plastic Factory Limited, and is an independent non-executive director of Ka Shui International Holdings Ltd, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 822). He was an independent non-executive director of Ming Fai International Holdings Limited (stock code: 3828) until his retirement effective from 29 March 2016.

非執行董事

馬介璋博士，銀紫荊星章、銅紫荊星章，74歲，聯席主席兼非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。馬博士在成衣分銷及製造業方面擁有逾44年管理經驗。馬博士分別於2003年及2009年獲香港特別行政區政府頒授銅紫荊星章及銀紫荊星章，並為中國人民政治協商會議全國委員會第九屆、第十屆及第十一屆委員。馬博士現為深圳市僑商國際聯合會永遠名譽會長、香港潮州商會永遠名譽會長、香港廣東社團總會會長、香港九龍潮州公會永遠榮譽主席及香港潮屬社團總會永遠名譽主席。馬博士於2004年獲美國莫里森大學頒授榮譽哲學博士學位。彼於2008年獲亞洲知識管理協會頒授院士名銜。馬博士亦為佳寧娜集團控股有限公司(一家於香港聯交所主板上市的公司，股份代號：126)名譽主席。

孫啟烈先生，銅紫荊星章、太平紳士，62歲，非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。孫先生為俄亥俄州工業工程學會會員，於廚具及其他金屬及塑膠產品批發分銷及製造業方面擁有逾36年的管理經驗。彼分別於2003年及2006年獲香港特別行政區政府委任為太平紳士及頒授銅紫荊星章。孫先生現時為中國人民政治協商會議第十一屆浙江省委員會委員。彼同時亦為香港工業總會名譽會長、香港出口商會名譽主席、香港優質產品標誌局名譽主席、香港塑膠業廠商會有限公司名譽會長、深圳市僑商國際聯合會會長及深圳市政協歷屆港澳委員聯誼會有限公司會長。孫先生現為建樂士企業有限公司及建業五金塑膠廠有限公司的董事長，及為嘉瑞國際控股有限公司(一家在香港聯交所主板上市的公司，股份代號：822)的獨立非執行董事。彼曾為明輝國際控股有限公司(股份代號：3828)的獨立非執行董事至2016年3月29日退任為止。



Dr. MA Wai Mo, aged 71, is a Non-Executive Director. He is a co-founder of our Group and has been a Director of the Company since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. He has more than 37 years of management experience in the printing and packaging, manufacturing, wholesale and distribution businesses. Dr. Ma was a member of the 3rd and the 4th Shenzhen Committee of the Chinese People's Political Consultative Conference, the chairman of the 13th, 14th, 16th and the 17th Hong Kong Corrugated Paper Manufacturers' Association. Currently, Dr. Ma is a member of the Committee of Foreign and Overseas Chinese Affairs, the Standing Committee of Shenzhen Municipal People's Congress, the honorary chairman of the 2nd and the 3rd Chaoyang District Shantou City Committee of the Chinese People's Political Consultative Conference, the vice chairman of the 7th general committee of the China Packaging Federation, the honorary chairman of the 7th and the 8th Shenzhen Packaging Association, the vice president of the 7th and the 8th Guangdong Printing Association, the executive vice president of the Guangdong Overseas Chinese Enterprises Association, the honorary founding president and the executive vice president of Shenzhen Overseas Chinese International Association, and the permanent honorary chairman of the Shenzhen Graphic Society. Dr. Ma is also the chairman of Luk Ka International Limited, a wholly owned subsidiary of Luk Ka Overseas Investments Limited. Dr. Ma was awarded the World's Outstanding Chinese in 2005 and received an honorary doctor of science degree from Armstrong University in the same year. Dr. Ma was awarded the Bisheng Printing Outstanding Achievement Award by the Printing Technology Association of China in 2013 and the Global Outstanding Chinese Award by the Global Outstanding Chinese Association in 2014.

Mr. CHENG Tai Po, aged 64, is a Non-Executive Director. He has been a Director since 30 April 2010 and is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Mr. Cheng has over 33 years of experience in manufacturing, wholesale and distribution businesses. He is a board member of the Zhanjiang Ocean University, China, a general committee member of the Hong Kong Jewelry Manufacturers' Association, the chairman of Hong Kong Overseas Puning Sheshan Clansmen Association and the permanent honorary president of Hong Kong Association of Jie Yang Federation of Returned Overseas Chinese Limited. Mr. Cheng has been the executive director and deputy chairman of Man Sang International Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 938), since August 1997 and has been re-designated as chairman and non-executive director since 16 October 2014 until his retirement effective from 31 March 2016, and the director and vice-chairman of China Metro-Rural Holdings Limited (formerly known as Man Sang International (B.V.I) Limited), a company listed on the New York Stock Exchange MKT (ticker symbol: CNR) until his retirement effective from 5 September 2014. Mr. Cheng is an elder brother of Mr. Cheng Chung Hing, the Co-Chairman and Executive Director of the Company.

馬偉武博士，71歲，非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為本公司董事。彼主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。彼在印刷及包裝、製造及批發分銷業務方面擁有逾37年的管理經驗。馬博士曾為中國人民政治協商會議廣東省深圳市第三屆及第四屆委員會委員、香港瓦通紙業廠商會第十三屆、第十四屆、第十六屆及第十七屆會長。現時，馬博士為深圳市人大常委會外事僑務工作委員會委員、中國人民政治協商會議汕頭市潮陽區第二屆及第三屆政協名譽主席、中國包裝聯合會第七屆理事會副會長、深圳市包裝行業協會第七屆及第八屆榮譽會長、第七屆及第八屆廣東省印刷複製業協會副會長、廣東省僑商投資企業協會常務副會長、深圳市僑商國際聯合會創會名譽會長及常務副會長，以及深圳市印刷學會永遠榮譽會長。馬博士同時亦為Luk Ka Overseas Investments Limited的全資附屬公司力嘉國際集團有限公司董事長。於2005年，馬博士獲選為世界傑出華人，並於同年獲Armstrong University頒授榮譽科學博士學位。馬博士另於2013年獲中國印刷技術協會頒授畢昇印刷傑出成就獎，並於2014年獲全球傑出華人總會頒授第二屆全球傑出華人獎。

鄭大報先生，64歲，非執行董事。自2010年4月30日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。鄭先生於製造及批發分銷業務方面擁有逾33年的經驗。彼為中國湛江海洋大學校董、香港珠寶製造業廠商會之理事、香港海外普寧社山同鄉聯會會長及香港揭陽僑聯誼會之永遠名譽主席。鄭先生自1997年8月出任民生國際有限公司(一家於香港聯交所主板上市的公司，股份代號：938)之執行董事及副主席，並於2014年10月16日獲調任為主席兼非執行董事至2016年3月31日退任為止，以及為China Metro-Rural Holdings Limited(前稱Man Sang International (B.V.I) Limited)(一家於紐約交易所MKT上市之公司，股份代號：CNR)之董事及副主席至2014年9月5日退任為止。鄭先生為本公司之聯席主席兼執行董事鄭松興先生之胞兄。



Mr. LIN Ching Hua, aged 43, has been a Non-Executive Director since 28 June 2014. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Mr. Lin joined Tencent Group ("Tencent Group" includes Tencent Holdings Limited, shares of which are listed on the Main Board of the Hong Kong Stock Exchange with stock code no. 700, and its subsidiaries) in April 2013. He is currently the vice president of Tencent Group and is the general manager of Strategy Development Department and Social and Performance Advertisement Department. Mr. Lin is mainly responsible to establish the strategic platform of Tencent, to formulate the business development strategies of the Tencent Group, and to lead the research and development of various business models in the Tencent Group and the business cooperation with external strategic partners who the Tencent Group has equity investments. Mr. Lin has taken a crucial and leading role in promoting Tencent's strategic initiatives, including Weixin commercialization, important strategic investments and cooperations, and the business planning and development in internet finance, and resources integration and product innovation on social advertisement. Before joining Tencent, Mr. Lin was a partner at McKinsey & Company, Inc. and general manager of its branch in Taiwan. Mr. Lin mainly served clients and performed research in technology sector, including hi-tech manufacturing, internet service, telecommunication and media during his 12 years with McKinsey. His various research received wide coverage in a number of Business and Financial media in China. Before joining McKinsey, Mr. Lin worked at Deloitte Consulting Inc., Taiwan Office, as a consultant. He received his MBA degree from Harvard Business School in 2001.

Independent Non-Executive Directors

Mr. LEUNG Kwan Yuen Andrew, *GBS, SBS, JP*, aged 65, has been an Independent Non-Executive Director since 4 September 2009. He has more than 36 years of management experience in the textile manufacturing, wholesale and distribution businesses. Mr. Leung is currently a member of the Industrial (First) Functional Constituency of the Legislative Council of Hong Kong and is also a member of the National Committee of the Chinese People's Political Consultative Conference. Mr. Leung is currently the honorary chairman of Textile Council of Hong Kong, the honorary president of the Federation of Hong Kong Industries, a fellow member of the Textiles Institute as well as the Clothing and Footwear Institute in the United Kingdom. He was a council member of the Hong Kong Trade Development Council. In addition, Mr. Leung is the chairman of Sun Hing Knitting Factory Limited and is also an independent non-executive director of Dah Sing Banking Group Limited (stock code: 2356) and Harbour Center Development Limited (stock code: 51), both are companies listed on the Main Board of the Hong Kong Stock Exchange. Mr. Leung was an independent non-executive director of Meadville Holdings (BVI) Limited (formerly known as "Meadville Holdings Limited"), a company withdrawing the listing of its shares from the Hong Kong Stock Exchange effective 19 April 2010 (stock code: 3313), until his resignation effective from 1 June 2010.

林環驊先生，43歲，自2014年6月28日獲委任為非執行董事。彼主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。林先生於2013年4月加入騰訊集團(「騰訊集團」包括其股份於香港聯交所主板上市，股份代號為700之騰訊控股有限公司及其附屬公司)。彼現任騰訊集團副總裁，並兼任戰略發展部及社交與效果廣告部總經理。林先生主要負責騰訊戰略平台的構建、業務發展戰略的擬定，主導騰訊集團各項商業模式的創新以及對外投資的業務合作等工作。林先生在近期的騰訊微信商業化、重要的戰略投資合作、互聯網金融業務規劃與推進，以及在騰訊集團社交廣告整合與產品創新等關鍵領域均承擔主要推動領導職責。在加入騰訊前，林先生為麥肯錫全球合夥人及台灣分公司的總經理。在麥肯錫的12年間，林先生主要服務和研究的領域包括高科技產品、互聯網、通信和媒體等行業，其領導的多項研究成果在國內的多家財經與商業經營權威媒體發表。在加入麥肯錫前，林先生曾在台灣的勤業管理顧問公司擔任諮詢師，並於2001年取得哈佛大學商學院的MBA學位。

獨立非執行董事

梁君彥先生，*金紫荊星章、銀紫荊星章、太平紳士*，65歲，自2009年9月4日獲委任為獨立非執行董事。彼於紡織品製造、批發及分銷業務方面擁有逾36年管理經驗。梁先生現為香港立法會工業界(第一)功能界別成員，亦為中國人民政治協商會議全國委員會委員。梁先生同時亦為香港紡織業聯會理事委員會名譽會長、香港工業總會名譽會長、英國的紡織學會以及製衣業及鞋類學會資深會員。他曾為香港貿易發展局理事會成員。此外，梁先生為新興織造廠有限公司主席，亦為於香港聯交所主板上市之大新銀行集團有限公司(股份代號：2356)及海港企業有限公司(股份代號：51)的獨立非執行董事。梁先生為Meadville Holdings (BVI) Limited(前稱「美維控股有限公司」)(一家於2010年4月19日起在香港聯交所除牌的公司，股份代號：3313)的獨立非執行董事至2010年6月1日辭去獨立非執行董事一職為止。



Mr. Li Wai Keung, aged 59, has been an Independent Non-Executive Director since 4 September 2009. Mr. Li has more than 38 years of experience in financial management. Mr. Li graduated from the Hong Kong Polytechnic and holds a master degree in Business Administration from the University of East Asia, Macau, currently known as the University of Macau. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants, and the executive vice president of Hong Kong Business Accountants Association. Mr. Li is the executive director and chief financial officer of GDH Limited, executive director of Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) (“GDL”), non-executive director of Guangdong Investment Limited (“GDI”) and an independent non-executive director of Shenzhen Investment Limited (“SZ Investment”) and Hans Energy Company Limited (“Hans”). GDL, GDI, SZ Investment and Hans are companies listed on the Main Board of the Hong Kong Stock Exchange (stock codes: 124, 270, 604 and 554 respectively). He is a director of Shenzhen City Airport (Group) Company Limited, the chairman of the Council of the Hong Kong Chinese Orchestra Limited, a member of China Overseas Friendship Association and the vice chairman and secretary of the Financial and Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association. He was appointed as Advisor of Management Accounting of the Ministry of Finance, PRC since 21 July 2014. Mr. Li had worked for Henderson Land Development Company Limited (stock code: 12) and was an independent non-executive director of Sun Century Group Limited (formerly known as Hong Long Holdings Limited) (stock code: 1383) until 27 May 2011.

Mr. HUI Chiu Chung, JP, aged 69, has been an Independent Non-Executive Director since 11 April 2011. Mr. Hui has over 45 years of experience in the securities and investment industry. He has served as a council member and vice chairman of the Hong Kong Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A for a number of years. He was also a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission and a member of Government “Appointees” (independent member) of Appeal Panel of the Travel Industry Council of Hong Kong. Mr. Hui was appointed by the Government of the Hong Kong Special Administrative Region a Justice of the Peace (JP) in 2004 and was also appointed as a member of the Zhuhai Municipal Committee of the Chinese People’s Political Consultative Conference in 2006. He is a fellow member of The Hong Kong Institute of Directors and a senior fellow member of Hong Kong Securities and Investment Institute. Mr. Hui also serves as a non-executive director of Luk Fook Holdings (International) Limited (stock code: 590) and an independent non-executive director of

李偉強先生，59歲，自2009年9月4日獲委任為獨立非執行董事。李先生擁有逾38年財務管理經驗。李先生畢業於香港理工學院，並持有澳門東亞大學(現稱為澳門大學)工商管理碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員，以及香港商界會計師協會常務副會長。李先生現為粵海控股集團有限公司的執行董事兼財務總監，粵海置地控股有限公司(前稱金威啤酒集團有限公司)(「粵海置地」)執行董事，同時亦為粵海投資有限公司(「粵海投資」)之非執行董事、深圳控股有限公司(「深圳控股」)及漢思源有限公司(「漢思」)之獨立非執行董事。粵海置地、粵海投資、深圳控股及漢思均為在香港聯交所主板上市的公司(股份代號分別為124, 270, 604及554)。彼為深圳市機場(集團)有限公司董事、香港中樂團有限公司理事會主席、中華海外聯誼會理事及香港中國企業協會財會專業委員會副主任委員兼副秘書長。彼於2014年7月21日獲聘為中華人民共和國財政部管理會計諮詢專家。李先生曾任職於恆基兆業地產公司(股份代號：12)，並於2011年5月27日前為太陽世紀集團有限公司(前稱鴻隆控股有限公司)(股份代號：1383)之獨立非執行董事。

許照中先生，太平紳士，69歲，自2011年4月11日獲委任為獨立非執行董事。許先生具備逾45年之證券及投資經驗。彼多年來曾出任香港聯交所理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員。彼曾為香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及香港旅遊業議會上訴委員會獨立委員。許先生於2004年獲香港特區政府頒授太平紳士榮譽，並於2006年獲中國珠海市人民政治協商會議委任為政協委員。彼為香港董事學會資深會員和香港證券及投資學會傑出資深會員。許先生亦為股份於香港聯交所上市之六福集團(國際)有限公司(股份代號：590)之非執行董事，以及為珠海控股投資集團有限公司(前稱九洲發展有限公司)(股份代號：908)、利福國際集團有限公司(股份代號：1212)、金地商置集團有限公司(前稱星獅地產(中國)有限公司)(股份代號：535)、中石化煉化工程(集團)股份有限公司(股份代號：2386)、雅居樂地產控股有限公司(股份代號：3383)及豐盛機電控股有限公司(股份代號：331)之獨立非執行董事。彼曾為俊和發展集團有限公司(現稱中國城建集團股份有限



Zhuhai Holdings Investment Group Limited (formerly known as Jiuzhou Development Company Limited) (stock code: 908), Lifestyle International Holdings Limited (stock code: 1212), Gemdale Properties and Investment Corporation Limited (formerly known as Frasers Property (China) Limited) (stock code: 535), SINOPEC Engineering (Group) Co., Limited (stock code: 2386), Agile Property Holdings Limited (stock code: 3383) and FSE Engineering Holdings Limited (stock code: 331), whose shares are listed on the Hong Kong Stock Exchange. He was an independent non-executive director of Chun Wo Development Holdings Limited (now known as China City Construction Group Holdings Limited) (stock code: 711) and Hong Kong Exchanges and Clearing Limited (stock code: 388) until his resignation effective from 1 February 2015 and his retirement effective from 29 April 2015 respectively.

Mr. YUNG Wing Ki Samuel, *SBS, MH, JP*, aged 57, has been an Independent Non-Executive Director since 1 March 2013. Mr. Yung has over 34 years of experience in insurance sector. He was awarded an EMBA from the Hong Kong University of Science and Technology and has attained certain professional qualifications, including Certified Financial Planner, Registered Financial Consultant, fellow Chartered Financial Practitioner, Certified Manager of Financial Advisor and Chartered Insurance Agency Manager. Mr. Yung is currently an executive district director of AIA International Limited and an independent non-executive director of China Overseas Insurance Limited, a wholly-owned subsidiary of China Overseas Holdings Group, and is also an independent non-executive director of China Overseas Property Holdings Limited (stock code: 2669) and Fitec International Group Limited (stock code: 2662), both are listed on the Main Board of the Hong Kong Stock Exchange. He was an independent non-executive director of Group Sense (International) Limited, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 601) until his retirement as independent non-executive director effective from 11 September 2013. Mr. Yung is also presently a member of the National Committee of the Chinese People's Political Consultative Conference, the founding president of Hong Kong Professionals and Senior Executives Association and the chairman or committee member of several Government committees and non-governmental organizations.

Mr. Yung was elected the "Ten Outstanding Young Persons Award" in 1994. He was also a Municipal Commission Standing member of the Chinese People's Political Consultative Conference of Jilin, Standing Committee member of All-China Youth Federation, member of Commission on Strategic Development of the HKSAR, member of Central Policy Unit, chairman of Hong Kong United Youth Association, chairman of The Outstanding Young Persons' Association, director & chairman of International Committee of General Agents & Managers Association International, co-chairman of the Asia Pacific Financial Services Association and president of The Life Underwriters Association of Hong Kong, president of General Agents and Managers Association of Hong Kong and chairman of Betting and Lotteries Commission.

公司)(股份代號：711)和香港交易及結算所有限公司(股份代號：388)之獨立非執行董事，分別至2015年2月1日退任及2015年4月29日任滿為止。

容永祺先生，*銀紫荊星章、榮譽勳章、太平紳士*，57歲，自2013年3月1日獲委任為獨立非執行董事。容先生於保險業方面擁有逾34年經驗，獲香港科技大學頒授高層管理人員工商管理碩士，並取得若干專業資格，包括認可財務策劃師、認證財務顧問師、註冊特許財務策劃師、認可財務經理顧問及特許壽險營業經理等。容先生現為友邦保險(國際)有限公司區域執行總監，以及中國海外保險有限公司(中國海外集團旗下一間全資附屬公司)之獨立非執行董事，並亦為在香港聯交所主板上市之中海物業集團有限公司(股份代號：2669)及奕達國際集團有限公司(股份代號：2662)之獨立非執行董事。彼曾為一家於香港聯交所之主板上市公司一權智(國際)有限公司(股份代號：601)之獨立非執行董事至2013年9月11日退任獨立非執行董事一職為止。此外，容先生亦現為全國政協委員、香港專業及資深行政人員協會創會會長及其他多個政府委員會及社會服務團體的主席或委員。

容先生曾於1994年獲選為香港「十大傑出青年」，亦曾任吉林省政協常委、全國青聯常委、特區政府策略發展委員會委員、中央政策組成員、香港青年聯會主席、傑出青年協會主席、國際人壽保險經理協會董事兼國際委員會主席、亞太財務策劃聯會聯席主席、香港人壽保險從業員協會會長、香港人壽保險經理協會會長及博彩及獎券事務委員會主席等。



Key Management

Mr. TSOI Yiu Ting, aged 43, was appointed as the Group's Chief Financial Officer on 19 May 2016. He is primarily responsible for the overall financial management of the Group, establishing and maintaining investor relations and executing the Group's capital market financing, mergers and acquisitions and business cooperation. Mr. Tsoi has more than 17 years of experience in corporate finance and investment banking, specializing in initial public offerings, mergers and acquisitions as well as equity and debt financing for companies in the real estate, manufacturing and technologies sectors in Hong Kong and China. Before joining the Group, Mr. Tsoi was the head of Hong Kong Corporate Finance of JP Morgan. Other positions he had held before that include director of Corporate Finance of ABN AMRO and vice president of Corporate Finance of Cazenove Asia. He also worked at the Listing Division of the Hong Kong Stock Exchange. Mr. Tsoi holds a bachelor of business administration degree from the Chinese University of Hong Kong and a master of business administration degree from London Business School. He is a fellow member of the Association of Chartered Certified Accountants.

Ms. TSE Man Yu, aged 45, is the Company Secretary and the Group's Deputy Chief Financial Officer. Ms. Tse joined our Group in February 2008. She assists the Chief Financial Officer in offshore financing, merger and acquisition and business cooperation of the Group, and is responsible for company secretarial duties and investor relations. Ms. Tse is also a director of certain subsidiaries of the Group. Ms. Tse graduated from the City University of Hong Kong with a bachelor of science (honours) degree in finance. She is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Tse has more than 20 years of experience in financial management, mergers and acquisitions, corporate finance and asset management. Prior to joining our Group, Ms. Tse was the assistant chief financial officer of GDI which is a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 270). Ms. Tse was an alternate director of Guangdong Development Fund Limited ("GDF"), which was a company listed on the London Stock Exchange (code: gdf), and a director of Guangdong Investment Management Limited, which was the fund manager of GDF. Ms. Tse had also been a senior corporate finance executive of Tung Fong Hung (Holdings) Limited (stock code: 279) and Sing Pao Media Group Limited (stock code: 164), both companies were listed on the Main Board of the Hong Kong Stock Exchange.

主要管理層

蔡耀庭先生，43歲，於2016年5月19日獲委任為集團首席財務總監。彼主要負責本集團的整體財務管理、建立和維護投資者關係、執行本集團資本市場融資、收購合併及業務合作項目。蔡先生擁有逾17年企業融資及投資銀行經驗，於中國及香港的房地產、工業製造及科技企業的上市、股權與債務融資及收購合併方面擁有豐富經驗。於加入本集團前，蔡先生為摩根大通香港企業融資部主管。在此之前，蔡先生曾擔任荷蘭銀行企業融資部董事及嘉誠亞洲企業融資部副總裁。彼亦曾於香港聯交所上市科工作。蔡先生持有香港中文大學工商管理學士學位及倫敦商學院工商管理碩士學位，並為英國特許會計師公會註冊資深會員。

謝文瑜女士，45歲，公司秘書及集團副財務總監。謝女士於2008年2月加入本集團。彼協助集團首席財務總監進行本集團的境外融資、收購合併和業務合作項目，並負責公司秘書事務和投資者關係。謝女士現亦為本集團若干附屬公司之董事。謝女士畢業於香港城市大學，取得財務學榮譽理學士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。謝女士於財務管理、合併及收購、企業財務及資產管理方面擁有超過20年經驗。加入本集團之前，謝女士為粵海投資有限公司(一家於香港聯交所主板上市的公司，股份代號：270)的助理財務總監。謝女士曾為 Guangdong Development Fund Limited (「GDF」)(一家曾於倫敦證券交易所上市的公司，代號：gdf) 替任董事及 Guangdong Investment Management Limited (GDF的基金經理)董事。謝女士亦曾任在香港聯交所主板上市之東方紅集團有限公司(股份代號：279)及成報傳媒集團有限公司(股份代號：164)的高級企業融資人員。



Ms. JIANG Ling, aged 43, is the Group's Vice President. Ms. Jiang joined our Group in November 2003, and is responsible for the Group's strategic development, including policy research, project planning, land resources planning and management and public relations. Ms. Jiang graduated from the Department of Journalism, Huazhong University of Science and Technology in 1994. She later completed Advanced Business Management Course at HSBC Business School, Peking University in 2009 and the postgraduate course in fashion buying at Hong Kong Institute of Fashion Buying in 2011. She has also attained the qualification of senior planner from the Ministry of Labor and Social Security of the People's Republic of China (which has been renamed as the Ministry of Human Resources and Social Security of the People's Republic of China). Ms. Jiang has over 16 years of management experience in the property industry and 3 years of experience in the media industry. She was the manager of the development department of Shanghai Chenghuang Temple Fuyoumen Small-Commodities Market Corporation Limited, the director of Shenzhen Column Editorial Department, Hong Kong Ta Kung Pao and the general manager of Shenzhen Tongyuan Nanling Cultural and Creative Park Corporation Limited.

Mr. LI Sen, aged 43, is the Group's Vice President. Mr. Li joined our Group in August 2010, and is responsible for the Group's operations management, human resources and property management. He graduated from Wuhan University of Technology with a degree in engineering and motors in School of Automotive Engineering, and received an MBA degree from Bangor University. He later completed courses of business administration, CEO training and study of enterprise strategic management at the Graduate School at Shenzhen, Tsinghua University. Mr. Li is expertized in group control, operations management, consultation and training. Mr. Li was the human resources director of Shenzhen Galaxy Real Estate Development Co., Ltd.

姜玲女士，43歲，集團副總裁。姜女士於2003年11月加入本集團，負責本集團的戰略發展工作，包括政策研究、項目策劃、土地資源規劃與管理及公共關係等事務。姜女士於1994年畢業於華中理工大學(現為華南科技大學)新聞系，並於2009年於北京大學匯豐商學院完成高級工商管理課程，其後於2011年於香港時尚買手學院修畢時尚買手研究生課程。彼亦持有中華人民共和國勞動和社會保障部(現稱中華人民共和國人力資源和社會保障部)頒發的高級策劃師資格。姜女士於產業地產行業擁有逾16年管理經驗，亦於傳媒行業擁有3年經驗。彼曾擔任上海市城隍廟福佑門小商品批發市場有限公司開發部經理、香港大公報深圳專欄採編部主任及深圳市同源南嶺文化創意園有限公司總經理。

李森先生，43歲，集團副總裁。李先生於2010年8月加入本集團，負責本集團的運營管理、人力資源及物業管理等工作。彼畢業於武漢理工大學汽車工程學院發動機及摩托車本科，並取得班戈大學工商管理碩士學位。彼其後於清華大學深圳研究生院完成工商管理、CEO高級研修班及企業戰略管理等課程。李先生擅長於企業集團管控、運營管理、諮詢和培訓領域。李先生曾任深圳市星河房地產開發有限公司人力資源總監。



Ms. LIU Qiang, aged 46, is the Group's Vice President. Ms. Liu joined our Group in December 2007, and is responsible for the Group's construction project management, including cost management, tender management and construction management. Ms. Liu graduated from Wuhan University of Technology in 1992 with a bachelor degree in science and holds a qualification of senior engineer. Ms. Liu later passed accounting professional examination held by Ministry of Personnel of the People's Republic of China and became a qualified certified public accountant in 1998. She hence attained the qualification of cost engineer from Ministry of Personnel and Ministry of Construction of the People's Republic of China, certified public valuer from Ministry of Personnel and Ministry of Finance of the People's Republic of China and registered consulting engineer from Ministry of Personnel and National Development and Reform Commission of the People's Republic of China in 2000, 2001 and 2004 respectively. Ms. Liu has over 13 years of management experience in the construction industry. She had worked for Shenzhen Chengxinhang Engineering Consultation Company Limited.

Mr. ZHANG Xue Fang, aged 52, is the Group's Vice President. Mr. Zhang joined our Group in May 2007, and is responsible for the overall operation and daily management of CSC Nanchang and CSC Harbin. Mr. Zhang graduated from Jinggangshan University in 1981, majoring in Chinese and also completed a postgraduate program at the School of International Politics in Shandong University in 1999. He is currently the member of Jiangxi Writers Association and the chairman of Jiangxi Electronic Commerce Association, the vice president of Jiangxi Management Society and the vice chairman of Jiangxi Enterprise Federation of Literature. Prior to joining our Group, Mr. Zhang held senior managerial positions with a large-scale national defense industrial corporation in Jiangxi, was a chancellor of Jiangxi National Defense Industrial Staff University, an adjunct professor of Jiangxi Normal University and a general manager of Yuan Wang Group. He was also engaged in property development education, and was an executive council member of China Market Economics Society.

劉強女士，46歲，集團副總裁。劉女士於2007年12月加入本集團，負責本集團工程建設管理，包括成本管理、招標管理、施工管理等事務。劉女士於1992年畢業於武漢工業大學(現名武漢理工大學)建築工程系，取得工學學士學位，並持有高級工程師資格。劉女士其後通過全國專業技術統一考試，於1998年取得會計師資格。彼並分別於2000年、2001年及2004年取得中華人民共和國人事部和建設部頒發的造價工程師註冊資格、中華人民共和國人事部和財政部頒發的資產評估師註冊資格及中華人民共和國人事部和國家發展和改革委員會頒發的諮詢工程師(投資)執業資格。劉女士於建築行業擁有逾13年管理經驗。彼曾任職深圳市誠信行工程諮詢有限公司。

章學方先生，52歲，集團副總裁。章先生於2007年5月加入本集團，負責南昌華南城及哈爾濱華南城的整體運營及日常管理工作。章先生於1981年畢業於井崗山大學，主修中文，並於1999年於山東大學國政學院修畢研究生課程。彼現為江西省作家協會會員，並擔任江西省電子商務協會理事長、江西省管理學會副會長及江西省企業文聯副主席等社會職務。在加入本集團前，章先生曾先後擔任江西國防工業大型企業的高管職位、江西國防工業職工大學校長、江西師範大學的客座教授，以及遠望集團公司總經理。彼亦曾從事有關教育的地產開發工作及曾為中國市場經濟研究會的常務理事。

Report of the Directors

董事會報告



The Board hereby presents this annual report and the audited consolidated financial statements of the Group for the fiscal year ended 31 March 2016.

Principal Activities

The principal activities of the Group is developing and operating large-scale integrated logistics and trade centers in China, providing a comprehensive trading platform of raw materials and finished products for domestic and international wholesale suppliers, traders, manufacturers and distributors. With its unique business model, the Group not only sells and leases well-designed, high quality trade center units for businesses to display and sell their products, but also provides trade center occupants and their customers with a full range of facilities and services such as E-commerce services, outlet operations, logistics and warehousing services, property management, offices, residential facilities, convention and exhibition facilities, hotels, restaurants, banking services, on-site government services in a bid to offer one-stop convenient supply chain solutions. The successful business model was first pioneered by CSC Shenzhen and has been replicated to the provincial capital and metropolises cities across China such as Nanchang, Nanning, Xi'an, Harbin, Zhengzhou, Hefei and Chongqing, forming a strategic network covering key domestic logistics nodes. At the same time, through the cooperation with Tencent, the Group is actively building an O2O business eco-system to facilitate the industrial upgrade of the occupants. Details of the principal activities of the principal subsidiaries, joint venture and associates are set out under Management Discussion and Analysis as well as in notes 1 and 18 to 19 to the financial statements of this annual report respectively.

Results and Dividends

The Group's results for the fiscal year ended 31 March 2016 and the state of affairs of the Company and the Group at that date are set out under Management Discussion and Analysis as well as in the consolidated financial statements on pages 129 to 244 of this annual report respectively.

The Board recommends the payment of a final dividend of HK5.0 cents per share in respect of FY2015/16 (FY2014/15: HK14.0 cents). Subject to the approval of the shareholders of the Company (the "Shareholders") at the forthcoming AGM to be held on 22 August 2016, the proposed final dividend will be distributed on or about 12 September 2016 to Shareholders whose names appear on the register of members of the Company on 29 August 2016.

The register of members of the Company will be closed from 26 August 2016 to 29 August 2016, both days inclusive. In order to be qualified for the proposed final dividend, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 August 2016.

董事會謹此呈列本集團截至2016年3月31日止財政年度的年報及經審核綜合財務報表。

主要業務

本集團的主要業務為在中國開發及經營大型綜合商貿物流及商品交易中心，為內地和國際批發供應商、貿易商、製造商及分銷商提供原材料和製成品的全方位交易平台。憑藉其獨特的業務模式，本集團不僅銷售及出租設計優良、高質的交易中心商舖，供企業展示和出售其產品，亦為交易中心商戶與其客戶提供完善的設施及服務，包括電子商貿服務、奧特萊斯運營、倉儲物流服務、物業管理、辦公樓、住宅設施、會議展覽設施、酒店、餐廳、銀行服務、駐場政府服務等，藉此提供一站式便捷供應鏈解決方案。這源自深圳華南城的成功業務模式已複製至南昌、南寧、西安、哈爾濱、鄭州、合肥及重慶等中國省會及直轄城市，形成一個覆蓋中國關鍵物流節點的戰略網絡。與此同時，通過與騰訊的合作，本集團正在積極打造O2O商貿生態系統，從而促進商戶的產業升級。主要附屬公司、合營企業及聯營公司的主要業務之詳情分別載於本年報內的管理層討論及分析，以及財務報表附註1及附註18至19。

業績及股息

本集團截至2016年3月31日止財政年度的業績及本公司與本集團於該日的事務狀況已分別載於本年報內的管理層討論及分析，以及第129至244頁之綜合財務報表。

董事會建議派付2015/16財政年度的末期股息每股5.0港仙(2014/15財政年度：14.0港仙)。待本公司股東(「股東」)於2016年8月22日舉行的應屆股東周年大會上批准後，建議末期股息將於2016年9月12日或其前後派付予於2016年8月29日名列本公司股東名冊之股東。

本公司將由2016年8月26日至2016年8月29日(包括首尾兩天)期間暫停辦理股份過戶登記。為符合資格獲派付建議末期股息，所有填妥之股份過戶文件連同相關股票證書最遲須於2016年8月25日下午4時30分前遞交本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。



Business Overview

The business overview of the Group for the year ended 31 March 2016 are provided in the Chairman's Statement, the Management Discussion and Analysis and the Environmental, Social and Governance Report of this annual report.

Successful Quotation of HOBA Furnishing on the New Third Board

Shenzhen HOBA Home Furnishing Chain Store Co., Ltd. ("HOBA Furnishing"), an indirect 75% owned subsidiary of the Company, has obtained approval for the application for the quotation of its shares on the National Equities Exchange and Quotation System (also known as "New Third Board") in the PRC and the quotation of shares of HOBA Furnishing on the New Third Board commenced on 16 November 2015.

The success of quotation of HOBA Furnishing will help to unlock the value of HOBA Furnishing and its subsidiaries ("HOBA Group") and provide a fund-raising platform for HOBA Group's operation and future expansion, improve brand recognition of HOBA Furnishing which in turn will improve the business and performance of the HOBA Group.

Share Capital

Details of the movements in the share capital of the Company during the Year are set out in note 36 to the financial statements.

Reserves

Details of movements in the reserves of the Group and the Company during the Year are set out in the section headed "Consolidated Statement of Changes in Equity" and in note 49 to the financial statements, respectively.

Distributable Reserves

Details of the Company's reserves available for distribution as at 31 March 2016, calculated in accordance with Part 6 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), amounted to approximately HK\$888.2 million (31 March 2015: HK\$2,213.9 million), of which HK\$400.0 million (31 March 2015: HK\$1,120.1 million), subject to the adjustment with the number of shares which may be allotted after the date of this report but before the date of book close, has been proposed as final dividend for the Year, are set out in note 49 to the financial statements.

業務回顧

本集團截至2016年3月31日止年度的業務回顧已於本年報內的主席報告、管理層討論及分析，以及環境、社會與管治報告闡述。

好百年家居成功於新三板掛牌上市

好百年家居連鎖股份有限公司(「好百年家居」)(由本公司間接持有75%權益的附屬公司)就其股份在中國的全國中小企業股份轉讓系統(俗稱「新三板」)掛牌之申請已獲得批准，而好百年家居股份已於2015年11月16日正式在新三板掛牌。

好百年家居之成功掛牌將有助釋放好百年家居及其附屬公司(「好百年集團」)的價值，並為好百年集團的運營及未來擴展提供融資平台，增進好百年家居的品牌認受度，以提升好百年集團的業務及表現。

股本

本公司於本年度內的股本變動詳情載於財務報表附註36。

儲備

本集團及本公司於本年度內的儲備變動詳情分別載於「綜合權益變動表」及財務報表附註49。

可分派儲備

本公司按照香港公司條例(香港法例第622章)第6部計算於2016年3月31日的可分派儲備約為8.882億港元(2015年3月31日: 22.139億港元)，並建議動用當中4.0億港元(2015年3月31日: 11.201億港元)作本年度末期股息(股票數目可能會於本報告發佈後並在股份暫停辦理股份過戶登記前因應配發股份而有所調整)，有關詳情載於財務報表附註49。



Senior Notes

The information of the outstanding senior notes issued by the Company during the reporting period is as below:

In October 2012, the Company issued senior notes due in October 2017 with a nominal value of US\$125 million (equivalent to approximately HK\$975 million) at a coupon rate of 13.5% per annum (“2012 Notes”) for the purpose of funding its properties under development and properties planned for future development, and refinancing a portion of its existing debt and for general corporate purposes. Subsequent to the reporting period, the 2012 Notes has been redeemed in full on 15 April 2016 and was cancelled and delisted from the official list of the Singapore Exchange Securities Trading Limited accordingly.

In January 2014, the Company issued senior notes due in January 2019 with a nominal value of US\$400 million (equivalent approximately HK\$3,120 million) at a coupon rate of 8.25% per annum (“2014 Notes”) for the purpose of redeeming all of the outstanding senior notes due in January 2016, with which the coupon rate was 13.5% per annum, and for general corporate purposes. In April 2016, the Company has completed the consent solicitation and obtained requisite consents from holders of the 2014 Notes in relation to certain proposed amendments to the terms of the indenture governing 2014 Notes (the “Consent Solicitation”). The principal purpose of the Consent Solicitation is to enable the Company to become more adaptive to the fast-changing competition landscape, increase the flexibility of the Company to implement business plans in the future and bring the terms of the 2014 Notes more in line with the terms of senior notes issued by comparable issuers in the market. Details of the Consent Solicitation are set out in the announcements of the Company dated 16 March 2016 and 1 April 2016.

Further details of the Senior Notes are set out in note 31 to the financial statements.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 13 to the financial statements.

Donations

During the Year, in order to care about the society where the Group operates its business, the Group made charitable donations totaling approximately HK\$2.4 million (FY2014/15: HK\$9.3 million) to various charitable organizations.

Subsidiaries

Details of the Company’s principal subsidiaries as at 31 March 2016 are set out in note 1 to the financial statements.

優先票據

於報告期內，本公司發行的優先票據情況如下：

於2012年10月，本公司發行於2017年10月到期面值1.25億美元(相當於約9.75億港元)及每年票息率為13.5%的優先票據(「2012年票據」)，以撥付其發展中物業及已規劃作未來發展物業所需資金，並為部分現有債項再融資及作一般公司用途。於報告期間結束後，2012年票據已於2016年4月15日全數贖回及註銷，並在新加坡證券交易所有限公司的官方名單中刪除。

於2014年1月，本公司發行於2019年1月到期面值4億美元(相當於約31.2億港元)及每年票息率為8.25%的優先票據(「2014年票據」)，主要用作贖回所有於2016年1月到期及每年票息率為13.5%尚未贖回的優先票據及一般公司用途。於2016年4月，本公司已完成徵求同意，並獲得2014年票據持有人的必要同意，以修訂有關2014年票據之契約的若干建議條款(「徵求同意」)。徵求同意的主要目的為使本公司愈加適應多變的競爭格局，增強本公司日後實施其業務計劃的靈活性，同時使2014年票據條款更貼近市場上可比發行人發行的優先票據條款。有關徵求同意之詳情載於本公司日期為2016年3月16日及2016年4月1日之公告內。

優先票據的進一步詳情載於財務報表附註31。

物業、廠房及設備

本集團於本年度內的物業、廠房及設備變動詳情載於財務報表附註13。

捐款

於本年度內，本集團向各慈善機構合共捐出約240萬港元(2014/15財政年度：930萬港元)的慈善捐款，以關顧本集團有業務運營的社區。

附屬公司

本公司於2016年3月31日的主要附屬公司詳情載於財務報表附註1。



Directors

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

Executive Directors

Mr. Cheng Chung Hing (Co-Chairman)
Mr. Leung Moon Lam⁽¹⁾
Mr. Fung Sing Hong Stephen (Chief Executive Officer)⁽²⁾

Non-Executive Directors

Dr. Ma Kai Cheung (Co-Chairman)
Mr. Sun Kai Lit Cliff
Dr. Ma Wai Mo
Mr. Cheng Tai Po
Mr. Lin Ching Hua

Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew
Mr. Li Wai Keung
Mr. Hui Chiu Chung
Mr. Yung Wing Ki Samuel

Notes:

- (1) Mr. Leung Moon Lam has ceased to act as Chief Executive Officer of the Group with effect from 1 January 2016 but remains as Executive Director of the Company.
- (2) Mr. Fung Sing Hong Stephen, an Executive Director and Chief Financial Officer of the Group, was appointed as Chief Executive Officer of the Group with effect from 1 January 2016, and ceased to act as Chief Financial Officer of the Group with effect from 19 May 2016.

In accordance with the Company's Memorandum of Association and New Articles of Association (the "Articles"), Mr. Cheng Chung Hing, Dr. Ma Kai Cheung, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel shall retire from office by rotation at the forthcoming AGM. All of them being eligible will offer themselves for re-election at the forthcoming AGM.

The Board has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Rules governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"). The Board considers all independent non-executive Directors to be independent.

董事

於本年度內及截至本報告日期之董事包括：

執行董事

鄭松興先生(聯席主席)
梁滿林先生⁽¹⁾
馮星航先生(集團行政總裁)⁽²⁾

非執行董事

馬介璋博士(聯席主席)
孫啟烈先生
馬偉武博士
鄭大報先生
林璟驊先生

獨立非執行董事

梁君彥先生
李偉強先生
許照中先生
容永祺先生

附註：

- (1) 梁滿林先生自2016年1月1日起不再擔任集團行政總裁，但繼續擔任本公司之執行董事。
- (2) 本公司之執行董事兼集團首席財務總監馮星航先生，自2016年1月1日起獲委任為集團行政總裁，並自2016年5月19日起不再擔任集團首席財務總監。

根據本公司之組織章程大綱及新訂組織章程細則(「章程」)，鄭松興先生、馬介璋博士、許照中先生及容永祺先生於應屆股東周年大會將輪流退任。彼等均合資格於應屆股東周年大會膺選連任。

本公司已接獲各獨立非執行董事根據香港聯交所證券上市規則(「上市規則」)第3.13條編製的年度獨立確認書。董事會認為全體獨立非執行董事均屬獨立人士。



The list of names of all directors who have served on the boards of the subsidiaries of the Company during the Year and up to the date of this report is available on the Company's website.

Directors' Service Contracts

Each of the executive Directors has entered into service contract with the Company while each of the non-executive Directors and independent non-executive Directors has entered into letter of appointment with the Company for a term of three years. The service contract and the letter of appointment may be terminated by either party thereto by giving not less than one month's prior written notice.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Directors' Interests in Contracts of Significance

None of the Directors had a material beneficial interest, whether directly or indirectly, in any significant contract to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party during the Year or as at 31 March 2016.

Biographical Information of Directors and Key Management

The biographical information of the Directors and Key Management of the Company is set out in the section headed "Biographical Details of Directors and Key Management" on pages 68 to 77 of this annual report.

Enforcement of the Deed of Non-Competition

Pursuant to the deed of non-competition dated 4 September 2009 ("Non-Competition Undertaking") entered into by each of Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po, each of them has undertaken with the Company (for itself and on behalf of each other member of the Group) that so long as the Company is listed on the Main Board of the Hong Kong Stock Exchange and so long as any of:

- (i) in respect of Mr. Cheng Chung Hing, he remains as the controlling shareholder or a director of the Company;
- (ii) in respect of Mr. Leung Moon Lam, he remains as a director of the Company;
- (iii) in respect of Mr. Cheng Tai Po, he remains as the controlling shareholder of the Company,

於本年度內及截至本報告日期，所有出任本公司附屬公司董事會的董事姓名名單已載於本公司網站。

董事服務合約

各執行董事已與本公司訂立服務合約，而本公司亦與各非執行董事及獨立非執行董事訂立委任函，該服務合約及委任函為期三年。任何一方可向對方事先發出不少於一個月書面通知終止該合約或委任函。

董事與本公司概無訂立任何本公司於一年內不作賠償(法定賠償除外)而不可終止的服務合約。

董事於重大合約的權益

於本年度內或於2016年3月31日，概無董事於本公司或其任何附屬公司、其控股公司或其控股公司的附屬公司訂立的任何重大合約中直接或間接擁有重大實際權益。

董事及主要管理層履歷

本公司董事及主要管理層的履歷資料載於本年報第68至77頁「董事及主要管理層履歷」一節。

履行不競爭契據

根據鄭松興先生、梁滿林先生及鄭大報先生各自於2009年9月4日訂立的不競爭契據(「不競爭承諾」)，彼等各自向本公司(就其本身及代表本集團各其他成員公司)承諾，只要本公司仍於香港聯交所主板上市，且以下其中一項仍生效：

- (i) 有關鄭松興先生，當彼仍為本公司之控股股東或董事；
- (ii) 有關梁滿林先生，當彼仍為本公司之董事；
- (iii) 有關鄭大報先生，當彼仍為本公司之控股股東，



that he shall not, and shall procure his associates not to, either alone or jointly with any other person or entity, or for any other person, firm or company, or as principal, partner, director, employee, consultant or agent through any body corporate, partnership, joint venture or other contractual arrangement, be engaged, invested, or otherwise involved, whether as a shareholder, director, employee, partner, agent or otherwise, directly or indirectly, in the carrying on of any business in any form or manner in China that is in competition or is likely to be in competition, directly or indirectly, with the business of the Group, unless those business opportunities have been first offered to the Group upon terms which are fair and reasonable and the Board has declined such opportunities, in accordance with the provisions of the Non-Competition Undertaking, Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po or any of them or their respective associates may pursue such opportunities.

Mr. Cheng Tai Po has ceased to be a controlling shareholder of the Company since 22 December 2015 and ceased to be bound by the provisions of the Non-Competition Undertaking accordingly. The Company has received an annual confirmation from Mr. Cheng Chung Hing, Mr. Cheng Tai Po and Mr. Leung Moon Lam confirming their compliance with the Non-Competition Undertaking for the relevant period of the Year. The independent non-executive Directors have reviewed their compliance with the Non-Competition Undertaking during the Year.

Directors' Emoluments

Particulars of the Directors' emoluments for the fiscal year ended 31 March 2016 are set out in note 8 to the financial statements.

Directors' Interests in Competing Business

Save as disclosed above, the Company has received confirmations from all Directors that none of them have engaged or were interested in any business which were in competition or were likely to compete, either directly or indirectly, with the business of the Group during the Year.

彼等各自將不會及促使其聯繫人不會就其本身或聯同任何其他人士或實體或代任何人士、企業或公司，或以其主事人、合夥人、董事、僱員、顧問或代理身分透過任何法人團體、合作夥伴、合營企業或其他合約安排，以股東、董事、僱員、合夥人、代理或其他身份直接或間接於中國以任何形式或方式經營、投資或以其他方式涉足與本集團業務直接或間接構成競爭或可能構成競爭的任何業務，除非該等商機按公平合理的條款首先向本集團提出及由董事會拒絕該等商機後，根據不競爭承諾的條文，鄭松興先生、梁滿林先生及鄭大報先生或彼等任何一方或彼等各自的聯繫人才可尋求該等商機。

鄭大報先生自2015年12月22日起不再為本公司的控股股東，彼據此不再受限於不競爭承諾條款之約束。本公司已接獲鄭松興先生、鄭大報先生及梁滿林先生確認有關彼等於本年度內相應期間已遵守不競爭承諾。獨立非執行董事已檢討彼等於本年度內已遵守不競爭承諾。

董事酬金

截至2016年3月31日止財政年度之董事酬金詳情載於財務報表附註8。

董事於競爭業務之權益

除上文披露者外，本公司已接獲所有董事確認彼等於本年度內，並無從事與本集團業務直接或間接競爭之業務或於可能存在競爭之業務中擁有權益。



Directors' and Chief Executive's Interests in Securities

As at 31 March 2016, the interests and short positions of the Directors in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

董事及主要行政人員於證券的權益

於2016年3月31日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的本公司股份（「股份」）、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯交所的權益及淡倉如下：

Long Position in the Shares and Underlying Shares of the Company

於本公司股份及相關股份的好倉

Name of Directors	Class of Shares	Number of Shares held				Total	Approximate percentage of the Company's total number of issued Shares ⁽⁸⁾
		Corporate interest	Personal interest	Family interest	Share options		
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計	佔本公司已發行股份總數概約百分比 ⁽⁸⁾
Cheng Chung Hing 鄭松興	Ordinary Shares 普通股	1,778,196,831 ⁽¹⁾	79,000,000	-	-	1,857,196,831	23.21%
Cheng Tai Po 鄭大報	Ordinary Shares 普通股	588,984,145 ⁽²⁾	4,936,000	-	-	593,920,145	7.42%
Leung Moon Lam 梁滿林	Ordinary Shares/Share Options 普通股/購股權	463,899,770 ⁽³⁾	-	2,000,000	69,300,000 ⁽⁴⁾	535,199,770	6.69%
Ma Kai Cheung 馬介璋	Ordinary Shares 普通股	138,966,649 ⁽⁵⁾	-	-	-	138,966,649	1.73%
Ma Wai Mo 馬偉武	Ordinary Shares 普通股	126,197,662 ⁽⁶⁾	-	-	-	126,197,662	1.57%
Sun Kai Lit Cliff 孫啟烈	Ordinary Shares 普通股	125,241,662 ⁽⁷⁾	-	-	-	125,241,662	1.56%
Fung Sing Hong Stephen 馮星航	Ordinary Shares/Share Options 普通股/購股權	-	9,200,000	-	155,990,000 ⁽⁴⁾	165,190,000	2.06%
Li Wai Keung 李偉強	Share Options 購股權	-	-	-	2,000,000 ⁽⁴⁾	2,000,000	0.02%
Leung Kwan Yuen Andrew 梁君彥	Share Options 購股權	-	-	-	2,000,000 ⁽⁴⁾	2,000,000	0.02%
Hiu Chiu Chung 許照中	Share Options 購股權	-	-	-	2,000,000 ⁽⁴⁾	2,000,000	0.02%
Yung Wing Ki Samuel 容永祺	Share Options 購股權	-	-	-	2,000,000 ⁽⁴⁾	2,000,000	0.02%



Notes:

- (1) Mr. Cheng Chung Hing is interested in 100% of the issued share capital of Accurate Gain Developments Limited which in turn holds 1,778,196,831 Shares and is therefore deemed to be interested in the aforesaid 1,778,196,831 Shares. Mr. Cheng is a director of Accurate Gain Developments Limited. Mr. Cheng Chung Hing is the younger brother of Mr. Cheng Tai Po.
- (2) Mr. Cheng Tai Po is interested in 100% in the issued share capital of Proficient Success Limited which in turn holds 588,984,145 Shares and is therefore deemed to be interested in the aforesaid 588,984,145 Shares. Mr. Cheng is a director of Proficient Success Limited. Mr. Cheng Tai Po is the elder brother of Mr. Cheng Chung Hing.
- (3) Mr. Leung Moon Lam owns 100% of the issued share capital of Kings Faith International Limited which in turn holds 463,899,770 Shares and is therefore deemed to be interested in the aforesaid 463,899,770 Shares. Mr. Leung Moon Lam is a director of Kings Faith International Limited.
- (4) The relevant interests are share options granted to Mr. Leung Moon Lam, Mr. Fung Sing Hong Stephen, Mr. Li Wai Keung, Mr. Leung Kwan Yuen Andrew, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel pursuant to the Company's share option scheme adopted on 4 September 2009. Further details of the share option scheme are set out in the section headed "Share Option Scheme" in this report.
- (5) Dr. Ma Kai Cheung, as beneficial owner and beneficiary of trust and through the interest of his spouse, being interested in 41.45% of the issued share capital of Carrianna Group Holdings Company Limited which through a number of intermediaries, wholly owns Carrianna Development Limited, Dr. Ma Kai Cheung is therefore deemed to be interested and duplicated interested in an aggregate of 138,966,649 Shares held by Carrianna Development Limited via its holding company. Dr. Ma is a director of each of Carrianna Group Holdings Company Limited, Carrianna Development Limited, Sincere United Holdings Limited, Carrianna Holdings Limited, Gartrend Development Limited and Carrianna (BVI) Limited.
- (6) By virtue of Dr. Ma Wai Mo's 50% shareholding interests in Luk Ka Overseas Investments Limited which is interested in 100% interests in Luk Ka International Limited, Dr. Ma is deemed to be interested and duplicated interested in the same 126,197,662 Shares held by Luk Ka International Limited.

附註：

- (1) 由於鄭松興先生擁有 Accurate Gain Developments Limited 已發行股本的 100% 股份權益，而該公司持有 1,778,196,831 股股份，故鄭松興先生被視為持有上述 1,778,196,831 股股份權益。鄭先生分別為 Accurate Gain Developments Limited 的董事。鄭松興先生為鄭大報先生之胞弟。
- (2) 由於鄭大報先生擁有 Proficient Success Limited 已發行股本的 100% 股份權益，而該公司持有 588,984,145 股股份，故鄭大報先生被視為持有上述 588,984,145 股股份權益。鄭先生為 Proficient Success Limited 的董事。鄭大報先生為鄭松興先生之胞兄。
- (3) 由於梁滿林先生擁有京暉國際有限公司已發行股本的 100% 股份權益，而該公司持有 463,899,770 股股份，故梁滿林先生被視為持有上述 463,899,770 股股份權益。梁滿林先生為京暉國際有限公司之董事。
- (4) 有關之權益是指根據本公司於 2009 年 9 月 4 日採納之購股權計劃而授予梁滿林先生、馮星航先生、李偉強先生、梁君彥先生、許照中先生及容永祺先生之購股權。購股權計劃之進一步詳情載於本報告之「購股權計劃」一節內。
- (5) 由於馬介璋博士為實益擁有人及信託受益人，並透過其配偶的權益，持有佳寧娜集團控股有限公司已發行股本中 41.45% 之股份權益，而佳寧娜集團控股有限公司透過若干中間控股公司全資擁有 Carrianna Development Limited，馬介璋博士故被視為透過其控股公司於 Carrianna Development Limited 持有合共 138,966,649 股股份中擁有權益及權益重疊。馬介璋博士為佳寧娜集團控股有限公司、Carrianna Development Limited、Sincere United Holdings Limited、佳寧娜集團有限公司、嘉堅發展有限公司及 Carrianna (BVI) Limited 的董事。
- (6) 由於馬偉武博士擁有 Luk Ka Overseas Investments Limited 的 50% 股份權益，而該公司擁有力嘉國際集團有限公司的 100% 權益，故馬博士被視為於力嘉國際集團有限公司所持的 126,197,662 股股份中擁有權益及權益重疊。



- (7) Mr. Sun Kai Lit Cliff owns the entire interests in Kinox Holdings Limited and is therefore deemed to be interested in the 125,241,662 Shares held by Kinox Holdings Limited.
- (8) The percentage shareholding is calculated on the basis of 7,999,321,999 Shares issued as at 31 March 2016.

Save as disclosed above, as at 31 March 2016, to the knowledge of the Directors, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

Substantial Shareholders' Interests in Securities

As at 31 March 2016, to the knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have interests or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

- (7) 由於孫啟烈先生擁有 Kinox Holdings Limited 之全部權益，故被視為於 Kinox Holdings Limited 所持有的 125,241,662 股股份中擁有權益。
- (8) 股本百分比乃根據於 2016 年 3 月 31 日已發行之 7,999,321,999 股股份計算。

除上文所披露者外，於 2016 年 3 月 31 日，據董事所知，概無董事或本公司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)的股份、相關股份或債權證中擁有任何：(i) 根據證券及期貨條例第 XV 部第 7 及第 8 分部須知會本公司及香港聯交所的權益或淡倉(包括董事及主要行政人員根據證券及期貨條例相關條文被當作或被視為擁有之權益及淡倉)；(ii) 本公司根據證券及期貨條例第 352 條須記錄於登記冊之任何權益或淡倉；或(iii) 根據標準守則須知會本公司及香港聯交所之任何權益或淡倉。

主要股東於證券的權益

於 2016 年 3 月 31 日，據董事所知，以下人士(董事或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根據證券及期貨條例第 XV 部第 2 及 3 分部條文須向本公司披露，或載入本公司根據證券及期貨條例第 336 條須予存置的登記冊的權益或淡倉：



Long Position in the Shares

於股份中的好倉

Name	Nature of interest	Number of Shares or underlying Shares held	Approximate percentage of the Company's total number of issued Shares ⁽⁶⁾
姓名／名稱	權益性質	所持股份或相關股份數目	佔本公司已發行股份總數概約百分比 ⁽⁶⁾
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	1,778,196,831 ⁽¹⁾	22.22%
Mr. Chen Hong Tian 陳紅天先生	Deemed interest in controlled corporation 被視作受控制法團權益	1,002,524,000 ⁽²⁾	12.53%
Mrs. Chen Li Ni Yao 陳姚麗妮女士	Deemed interest in controlled corporation 被視作受控制法團權益	1,002,524,000 ⁽²⁾	12.53%
Chen Family Assets Management Company Limited	Deemed interest in controlled corporation 被視作受控制法團權益	1,002,524,000 ⁽²⁾	12.53%
Chen's International Investment Limited	Beneficial owner 實益擁有人	1,002,524,000 ⁽²⁾	12.53%
Naspers Limited	Deemed interest in controlled corporation 被視作受控制法團權益	925,100,000 ⁽³⁾	11.56%
MIH TC Holdings Limited	Deemed interest in controlled corporation 被視作受控制法團權益	925,100,000 ⁽³⁾	11.56%
Tencent Holdings Limited 騰訊控股有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	925,100,000 ⁽³⁾	11.56%
THL H Limited	Beneficial owner 實益擁有人	925,100,000 ⁽³⁾	11.56%
Proficient Success Limited	Beneficial owner 實益擁有人	588,984,145 ⁽⁴⁾	7.36%
Kings Faith International Limited 京暉國際有限公司	Beneficial owner 實益擁有人	463,899,770 ⁽⁵⁾	5.79%



Notes:

- (1) Mr. Cheng Chung Hing owns 100% of the issued share capital of Accurate Gain Developments Limited.
- (2) Chen's International Investment Limited is wholly owned by Chen Family Assets Management Company Limited. Mr. Chen Hong Tian and Mrs. Chen Li Ni Yao each owns 50% of the issued share capital of Chen Family Assets Management Company Limited.
- (3) Pursuant to the Investment and Cooperation Agreement entered into between the Company and THL H Limited ("THL") on 15 January 2014, 680,300,000 Shares were issued and allotted by the Company to THL on 23 January 2014, and 244,800,000 Shares were issued by the Company to THL on 29 September 2014 with respect to the exercise of the options by THL. THL is wholly owned by Tencent Holdings Limited ("Tencent"). Tencent is owned as to 33.50% by MIH TC Holdings Limited which is indirectly controlled by Naspers Limited.
- (4) Mr. Cheng Tai Po owns 100% of the issued share capital of Proficient Success Limited.
- (5) These 463,899,770 Shares are held by Kings Faith International Limited which in turn is 100% owned by Mr. Leung Moon Lam.
- (6) The percentage shareholding is calculated on the basis of 7,999,321,999 Shares issued as at 31 March 2016.

Save as disclosed above, as at 31 March 2016, to the knowledge of the Directors or chief executive of the Company, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

Information on Share Options Share Option Scheme

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme"). The major terms of the Share Option Scheme are summarized as follows:

1. The purpose of the Share Option Scheme is to provide incentives to eligible persons for their contribution to the Group and to enable the Group to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to Directors, employees, officers, agents, consultants or representatives of the Group.

附註：

- (1) 鄭松興先生擁有Accurate Gain Developments Limited已發行股本的100%股份權益。
- (2) Chen's International Investment Limited由Chen Family Assets Management Company Limited全資擁有。陳紅天先生及陳姚麗妮女士各擁有Chen Family Assets Management Company Limited已發行股本的50%股份權益。
- (3) 根據本公司於2014年1月15日與THL H Limited(「THL」)訂立投資及合作協議，本公司分別於2014年1月23日向THL發行及配發680,300,000股股份，以及就THL行使購股權而於2014年9月29日向其發行244,800,000股股份。THL由騰訊控股有限公司(「騰訊」)全資擁有。騰訊由MIH TC Holdings Limited擁有33.50%之權益，而MIH TC Holdings Limited則由Naspers Limited間接控制。
- (4) 鄭大報先生擁有Proficient Success Limited已發行股本的100%股份權益。
- (5) 該463,899,770股股份由京暉國際有限公司持有，其100%由梁滿林先生擁有。
- (6) 股本百分比乃根據於2016年3月31日已發行之7,999,321,999股股份計算。

除上文所披露者外，於2016年3月31日，據董事或本公司主要行政人員所知，概無其他人士(董事或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被當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或根據證券及期貨條例第336條載入本公司存置的登記冊之權益或淡倉。

有關購股權的資料 購股權計劃

本公司已於2009年9月4日採納了一套購股權計劃(「購股權計劃」)，購股權計劃的主要條款摘錄如下：

1. 該購股權計劃旨在獎勵合資格人士對本集團所作貢獻，並使本集團得以招聘優秀員工及吸引人才。
2. 董事會有權酌情向本集團之董事、僱員、高級職員、代理、顧問或代表授出購股權。



3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% in nominal amount of the issued Shares as at the date of commencement of the listing of Shares on the Hong Kong Stock Exchange unless with the prior approval from the Shareholders. The Share Option Scheme limit was refreshed at the annual general meeting of the Company held on 21 August 2013, and hence the maximum number of the Shares available for issue upon exercise of all share options which may be granted under the Share Option Scheme is 395,932,400 Shares, representing approximately 4.95% of the total number of issued Shares of the Company as at 31 March 2016.
 4. The total number of Shares issued and to be issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
 5. The period during which a share option may be exercised will be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.
 6. The consideration paid by each grantee for each grant of options is HK\$1.
 7. The exercise price in relation to each share option will be determined by the Directors at their absolute discretion and shall not be less than the highest of: (i) the official closing price of the Shares as stated in the daily quotation sheet of the Hong Kong Stock Exchange on the date of grant; (ii) the average closing prices of the Shares as stated in the daily quotation sheets of the Hong Kong Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares on the date of grant.
 8. The Share Option Scheme will expire on 29 September 2019 after which no further options will be granted under the Share Option Scheme. In respect of the options granted and accepted prior to such expiration and not then exercised, they shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.
3. 因購股權計劃項下已授出但尚未行使其所有購股權獲行使而可予發行的股份總數，不得超過不時已發行股份的30%。除獲本公司股東預先批准，否則根據購股權計劃可予授出的購股權所涉及之股份總數，不得超過股份於香港聯交所上市之日期的已發行股份面值的10%。購股權計劃上限已於2013年8月21日舉行之本公司股東周年大會上更新，因此根據購股權計劃項下可予授出的所有購股權獲行使而可供發行的股份總數為395,932,400股，相當於本公司於2016年3月31日已發行股份總數約4.95%。
 4. 因購股權計劃項下已授出購股權(包括已行使、註銷及未行使之購股權)獲行使而於任何12個月期間至授出日期止向各承授人發行及即將發行的股份總數，不得超過本公司於授出日期已發行股本的1%。如要進一步授出超過此限額的購股權，須獲股東批准。
 5. 董事可全權酌情決定購股權的行使期，惟以購股權獲授出後10年為限。
 6. 各承授人須支付1港元作為每次獲授購股權的代價。
 7. 董事可全權酌情決定各購股權的行使價，惟不得低於下列各項之最高者：(i)股份於授出日期在香港聯交所每日報價表所列官方收市價；(ii)股份於緊接授出日期前五個營業日在香港聯交所每日報價表所列平均收市價；及(iii)股份於授出日期的面值。
 8. 股權計劃將於2019年9月29日終止，其後將不能根據購股權計劃進一步授出購股權。根據購股權計劃並在其規限下，於該終止前已授出並獲接納惟當時並未行使之購股權將仍然有效及可行使。



The table below summarized the details of the movements in the share options granted pursuant to the Share Option Scheme during the Year:

於本年度內根據購股權計劃授出購股權的變動詳情摘錄於下表之內：

Name	Date of Grant	Number of Share Options 購股權數目					As at 31 March 2016 於 2016 年 3 月 31 日	Exercise Price HK\$ 港元	Exercisable Period
		As at 1 April 2015 於 2015 年 4 月 1 日	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷 / 失效	As at 31 March 2016 於 2016 年 3 月 31 日			
Directors									
董事									
Leung Moon Lam	30/6/2014	34,650,000	-	-	-	34,650,000	4.07	30/6/2014-29/6/2019	
梁滿林		34,650,000	-	-	-	34,650,000	4.07	30/6/2015-29/6/2019	
Fung Sing Hong Stephen	27/6/2013	8,000,000	-	-	-	8,000,000	1.69	27/6/2014-26/6/2018	
馮星航	17/2/2014	19,000,000	-	-	-	19,000,000	4.14	17/2/2014-16/2/2019	
		19,000,000	-	-	-	19,000,000	4.14	17/2/2015-16/2/2019	
	30/6/2014	15,000,000	-	-	-	15,000,000	4.07	30/6/2014-29/6/2019	
		15,000,000	-	-	-	15,000,000	4.07	30/6/2015-29/6/2019	
	13/1/2016	-	39,995,000	-	-	39,995,000	1.528	13/1/2016-12/1/2021	
		-	39,995,000	-	-	39,995,000	1.528	13/1/2017-12/1/2022	
Leung Kwan Yuen Andrew	17/2/2014	1,000,000	-	-	-	1,000,000	4.14	17/2/2014-16/2/2019	
梁君彥		1,000,000	-	-	-	1,000,000	4.14	17/2/2015-16/2/2019	
Li Wai Keung	17/2/2014	1,000,000	-	-	-	1,000,000	4.14	17/2/2014-16/2/2019	
李偉強		1,000,000	-	-	-	1,000,000	4.14	17/2/2015-16/2/2019	
Hui Chiu Chung	17/2/2014	1,000,000	-	-	-	1,000,000	4.14	17/2/2014-16/2/2019	
許照中		1,000,000	-	-	-	1,000,000	4.14	17/2/2015-16/2/2019	
Yung Wing Ki Samuel	17/2/2014	1,000,000	-	-	-	1,000,000	4.14	17/2/2015-16/2/2019	
容永祺		1,000,000	-	-	-	1,000,000	4.14	17/2/2016-16/2/2019	
Employees									
僱員									
	11/4/2011	7,000,000	-	-	-	7,000,000	1.29	11/4/2011-10/4/2016	
	27/6/2013	1,500,000	-	-	-	1,500,000	1.69	27/6/2013-26/6/2018	
		2,850,000	-	(350,000)	-	2,500,000	1.69	27/6/2014-26/6/2018	
		6,750,000	-	(4,300,000)	(500,000)	1,950,000	1.69	27/6/2015-26/6/2018	
	17/2/2014	1,000,000	-	-	-	1,000,000	4.14	17/2/2015-16/2/2019	
		1,000,000	-	-	-	1,000,000	4.14	17/2/2016-16/2/2019	
	30/6/2014	1,000,000	-	-	-	1,000,000	4.07	30/6/2015-29/6/2019	
		1,000,000	-	-	-	1,000,000	4.07	30/6/2016-29/6/2019	
		175,400,000	79,990,000	(4,650,000)	(500,000)	250,240,000			

Notes:

附註：

- The closing price of the Shares immediately before the date on which the share options granted on 13 January 2016 was HK\$1.52 per Share.
- The weighted average closing price of the Shares immediately before the date on which the share options were exercised was approximately HK\$2.427 per Share.
- Details of the Share Option Scheme are set out in note 38 to the financial statements.

- 緊接於2016年1月13日授出購股權日期前本公司股份收市價為每股1.52港元。
- 緊接購股權行使日期前本公司股份加權平均收市價為每股2.427港元。
- 購股權計劃的詳情載於財務報表附註38。



Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests in Securities" and "Information on Share Options" in this report and in note 38 to the financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

General Mandate Issue Update on Use of Proceeds

On 15 January 2014, the Company entered into the Investment and Cooperation Agreement (the "Agreement") with THL H Limited ("THL"), a wholly-owned subsidiary of Tencent, a company listed on the Main Board of the Hong Kong Stock Exchange. Pursuant to such Agreement and the general mandate granted to the Directors at the annual general meeting of the Company held on 21 August 2013, THL has subscribed for 680,300,000 shares of the Company at a price of HK\$2.20 per share ("Subscription Shares") on 23 January 2014 with a total consideration of approximately HK\$1,500 million. In addition, the Company has granted an option to THL to subscribe for a further 244,800,000 shares at the price of HK\$3.50 per share (subject to adjustments (if any)) ("Option"). In September 2014, THL notified the Company to exercise the Option at the option price of HK\$3.36 per share at the total consideration of approximately HK\$822.5 million (as adjusted by the dividend declared by the Company and the Company issued and allotted such shares to THL accordingly. Details of the Agreement are set out in the announcements dated 15 January 2014, 23 January 2014, 23 September 2014 and 29 September 2014 respectively. The Company intends to use part of the net proceeds in certain areas of intended cooperation with the Tencent Group and the remaining will be used for general corporate purposes.

董事認購股份或債務證券的權利

除本報告「董事及主要行政人員於證券的權益」及「有關購股權的資料」章節及財務報表附註38所披露者外，本公司或其任何附屬公司於本年度內任何時候概無進行任何安排，致使董事或本公司主要行政人員（包括彼等的配偶或18歲以下的子女）透過收購本公司或任何其他法人團體的股份或債權證獲取利益。

一般授權發行 所得款用途的最新情況

於2014年1月15日，本公司與THL H Limited（「THL」）（為騰訊，一家於香港聯交所主板上市公司之全資附屬公司）訂立投資及合作協議（「協議」）。根據該協議及本公司於2013年8月21日舉行的股東周年大會上授予董事之一般授權，THL於2014年1月23日以每股2.20港元認購680,300,000股本公司股份（「認購股份」），總代價為15億港元。此外，本公司亦以購股權行使價每股3.50港元（可予調整（如有））向THL授出購股權以進一步認購244,800,000股股份（「購股權」）。於2014年9月，THL通知本公司以購股權價格每股3.36港元（按本公司宣派之股息已作調整）之總代價約為8.225億港元行使購股權，本公司據此發行及配發相關股份。有關該協議之詳情分別載於2014年1月15日、2014年1月23日、2014年9月23日及2014年9月29日之公告內。本公司擬將部份所得之款項投放於與騰訊的合作範疇，而有關餘數將用作一般企業用途。



The net proceeds from the Subscription Shares and the exercise of Option were in an aggregate of approximately HK\$2,319.2 million. As at 31 March 2016, the Company has utilized approximately HK\$1,848.7 million in E-commerce related business and other general corporate purposes. For the remaining of the net proceeds, the Group plans to use it for business related to E-commerce, logistics and general corporate purposes.

Issuance of Debt Securities by a Subsidiary Short-Term Notes

In September 2014, China South International Industrial Materials City (Shenzhen) Company Limited (“China South International”), a wholly-owned subsidiary of the Company, obtained the relevant approval for issuing short-term notes in a maximum principal amount of RMB4.3 billion with a term of 1 year in the PRC.

In October 2014, China South International completed the issuance of the first tranche of the short-term notes of 2014 (“2014 First Tranche STN”) in the national inter-bank market in the PRC with the total principal amount of RMB2.2 billion with a maturity period of 1 year and at an interest rate of 5.4% per annum. The proceeds thereof were to be used for repaying part of bank loans of the Group. The 2014 First Tranche STN has been repaid in October 2015.

In September 2015, China South International completed the issuance of the first tranche of the short-term notes of 2015 (“2015 First Tranche STN”) in the national inter-bank market in the PRC with the total principal amount of RMB2.1 billion with a maturity period of 1 year and at an interest rate of 4.3% per annum. The proceeds thereof were to be used for replacement of bank borrowings of the Group.

As at 31 March 2016, the carrying value of China South International’s short-term notes was HK\$2,525.5 million. As assessed by Dagong Global Credit Rating Co., Ltd. (大公國際資信評估有限公司) (“Dagong Global”), China South International was given “AA” rating, and 2015 First Tranche STN was given “A-1” rating.

Further details of the Short-Term Notes are set out in note 30 to the financial statements.

有關認購股份及行使購股權所得款之淨額合共約為23.192億港元。截至2016年3月31日，本公司已使用18.487億港元於與電子商貿有關之業務及一般企業用途。就所得款項之餘額，本集團計劃用於與電子商貿、物流業務及一般企業用途。

附屬公司發行債務證券 短期融資券

於2014年9月，本公司全資附屬公司—華南國際工業原料城(深圳)有限公司(「華南國際」)取得於中國發行本金總額最多為人民幣43億元之1年期短期融資券的相關批准。

於2014年10月，華南國際完成於中國銀行間市場發行2014年第一期短期融資券，本金總額為人民幣22億元，期限為1年，年利率為5.4%。該短期融資券發行所得款項主要用作償還部分本集團的銀行貸款。2014年第一期短期融資券已於2015年10月償還。

於2015年9月，華南國際完成於中國銀行間市場發行2015年第一期短期融資券，本金總額為人民幣21億元，期限為1年，年利率為4.3%。該短期融資券發行所得款項主要用作置換本集團的銀行貸款。

於2016年3月31日，華南國際短期融資券的賬面值為25.255億港元。經大公國際資信評估有限公司(「大公國際」)評定，華南國際的信用評級為「AA」級，而2015年第一期短期融資券的信用評級均為「A-1」級。

短期融資券之進一步詳情載於財務報表附註30。



Medium-Term Notes

In April 2014, China South International obtained the relevant approval for issuing medium-term notes in a maximum principal amount of RMB4 billion with a term of 5 years in the PRC.

In May 2014, China South International completed the issuance of the first tranche of the medium-term notes of 2014 ("2014 First Tranche MTN") in the national inter-bank market in the PRC with the total principal amount of RMB1 billion with a maturity period of 5 years and at an interest rate of 7.5% per annum. The proceeds thereof were to be used for repaying existing short-term bank loans of the Group.

In September 2014, China South International completed the issuance of the second tranche of the medium-term notes of 2014 ("2014 Second Tranche MTN") in the national inter-bank market in the PRC with the total principal amount of RMB1 billion with a maturity period of 5 years and at an interest rate of 8.4% per annum. The proceeds thereof were to be used for repaying part of bank loans of the Group.

In July 2015, China South International completed the issuance of the first tranche of the medium-term notes of 2015 ("2015 First Tranche MTN") in the national inter-bank market in the PRC with the total principal amount of RMB2 billion with a maturity period of 3 years and at an interest rate of 7.0% per annum. The proceeds thereof were to be used for replacement of bank loans of the Group and the development of CSC Nanning project.

As at 31 March 2016, the carrying value of China South International's medium-term notes was HK\$5,026.7 million. As assessed by Dagong Global, China South International, 2014 First Tranche MTN, 2014 Second Tranche MTN and 2015 First Tranche MTN, all were given "AA" rating.

Further details of the Medium-Term Notes are set out in note 32 to the financial statements.

中期票據

於2014年4月，華南國際取得於中國發行本金總額最多為人民幣40億元之5年期中期票據的相關批准。

於2014年5月，華南國際完成於中國銀行間市場發行2014年第一期中期票據，本金總額為人民幣10億元，期限為5年，年利率為7.5%。2014年第一期中期票據發行所得款項主要用作償還本集團的現有短期銀行貸款。

於2014年9月，華南國際完成於中國銀行間市場發行2014年第二期中期票據，本金總額為人民幣10億元，期限為5年，年利率為8.4%。2014年第二期中期票據發行所得款項主要用作償還部分本集團的銀行貸款。

於2015年7月，華南國際完成於中國銀行間市場發行2015年第一期中期票據，本金總額為人民幣20億元，期限為3年，年利率為7.0%。2015年第一期中期票據發行所得款項主要用作置換本集團的銀行貸款及南寧華南城項目之發展。

於2016年3月31日，華南國際中期票據的賬面值為50.267億港元。經大公國際評定，華南國際、2014年第一期中期票據、2014年第二期中期票據及2015年第一期中期票據的信用評級均為「AA」級。

中期票據之進一步詳情載於財務報表附註32。



Corporate Bonds

In March 2015, China South International obtained the relevant approval for issuing corporate bonds in a maximum principal amount of RMB1.5 billion with a term of up to 6 years in maximum from the date of issue in the PRC. In April 2015, China South International completed the issuance of the corporate bonds in the PRC with the total principal amount of RMB1.5 billion with a term of up to 6 years in maximum at the coupon rate of 7.0% per annum, and the listing of the corporate bonds on the Shanghai Stock Exchange commenced in May 2015. The proceeds thereof were to be used for the development of CSC Zhengzhou project. As at 31 March 2016, the carrying value of China South International's corporate bonds was HK\$1,891.2 million. As assessed by Pengyuan Credit Rating Co., Ltd. (鵬元資信評估有限公司), China South International and the corporate bonds were given "AA" and "AA+" rating respectively.

Further details of the Corporate Bonds are set out in note 33 to the financial statements.

Domestic Company Bonds

In December 2015, China South International obtained the relevant approval for issuing domestic company bonds in a maximum principal amount of RMB4.4 billion in the PRC.

In January 2016, China South International completed the issuance of the first tranche of the domestic company bonds in 2016 ("2016 First Tranche of DCB") in the PRC with the total principal amount of RMB3.0 billion with a term of 3 years at the coupon rate of 5.98% per annum, and the listing of the 2016 First Tranche of DCB on the Shenzhen Stock Exchange commenced in April 2016. In May 2016, China South International completed the issuance of the second tranche of the domestic company bonds in 2016 ("2016 Second Tranche of DCB") in the PRC with the total principal amount of RMB1.4 billion with a term of 3 years at the coupon rate of 6.85% per annum. The proceeds thereof were to be used for repaying part of bank loans of the Group and general working capital.

As at 31 March 2016, the carrying value of China South International's domestic company bonds was HK\$3,629.1 million. As assessed by Golden Credit Rating International Co., Ltd. (東方金誠國際信用評估有限公司), China South International was given "AA" rating, and the 2016 First Tranche of DCB and 2016 Second Tranche of DCB, both were given "AA+" rating.

Further details of the Domestic Company Bonds are set out in notes 34 and 48 to the financial statements.

企業債券

於2015年3月，華南國際取得於中國發行本金總額最多為人民幣15億元之由發行日開始計算起最長6年期企業債券的相關批准。於2015年4月，華南國際完成於中國發行本金總額為人民幣15億元的企業債券，期限為最長6年，年利率為7.0%，而該企業債券已於2015年5月正式在上海證券交易所上市。該企業債券發行所得款項主要用作鄭州華南城項目之發展。於2016年3月31日，華南國際企業債券的賬面值為18.912億港元。經鵬元資信評估有限公司評定，華南國際及企業債券的信用評級分別為「AA」級及「AA+」級。

企業債券之進一步詳情載於財務報表附註33。

境內公司債券

於2015年12月，華南國際取得於中國發行本金總額最多為人民幣44億元之境內公司債券的相關批准。

於2016年1月，華南國際完成於中國發行本金總額為人民幣30億元的2016年第一期境內公司債券，期限為3年，年利率為5.98%，而該2016年第一期境內公司債券已於2016年4月正式在深圳證券交易所上市。於2016年5月，華南國際完成於中國發行本金總額為人民幣14億元的2016年第二期境內公司債券，期限為3年，年利率為6.85%。該企業債券發行所得款項主要用作置換本集團的銀行貸款及一般營運資金。

於2016年3月31日，華南國際境內公司債券的賬面值為36.291億港元。經東方金誠國際信用評估有限公司評定，華南國際的信用評級為「AA」級，而2016年第一期境內公司債券及2016年第二期境內公司債券的信用評級均為「AA+」級。

境內公司債券之進一步詳情載於財務報表附註34及48。



Connected Transaction

The Company had not entered into any connected transaction during the Year which is required to be disclosed under Chapter 14A of the Listing Rules. Related party transactions entered into by the Group during the year ended 31 March 2016 which constituted connected transactions or continuing connected transactions are disclosed in note 44 to the financial statements.

Purchase, Sale or Redemption of Listed Securities

The Company repurchased a total of 6,000,000 shares of the Company at prices ranging from HK\$1.80 to HK\$2.00 per share on the Hong Kong Stock Exchange during the Year. Details of the repurchases of such shares were as follows:

Date of the repurchase	購回日期	Number of shares repurchased 購回的股份數目	Highest price paid per Share 每股最高價 HK\$ 港幣	Lowest price paid per Share 每股最低價 HK\$ 港幣	Aggregate consideration paid (excluding expenses) 總代價 (不包括開支) HK\$ 港幣
8 July 2015	2015年7月8日	5,000,000	1.98	1.80	9,602,100
9 July 2015	2015年7月9日	1,000,000	2.00	2.00	2,000,000
		6,000,000			11,602,100

All 6,000,000 shares repurchased were cancelled during the Year. The Company believes that the repurchase of shares will lead to an enhancement of the net value of the Group, its assets and its earnings per Share.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the Year.

Bank Borrowings

Details of the Group's bank borrowings as at 31 March 2016 are set out in note 29 to the financial statements.

關聯交易

本公司於本年度內沒有進行根據上市規則第14A章之披露要求的關連交易。截至2016年3月31日止，構成關連交易或持續關連交易之本集團關聯交易載於財務報表附註44。

購買、出售或贖回上市證券

於本年度內，本公司以每股1.80港元至2.00港元的價格於香港聯交所購回本公司6,000,000股股份。購回該等股份之詳情概要如下：

全數6,000,000股購回股份已於本年度內被註銷。本公司相信購回股份將提升本集團及其資產及其每股盈利淨值。

除上述披露者外，本公司及其任何附屬公司於本年度內概無購買、贖回或出售本公司任何上市證券。

銀行借貸

於2016年3月31日，本集團銀行借貸詳情載於財務報表附註29。



Major Customers and Suppliers

The aggregate sales to the Group's five largest customers were less than 10% of the Group's total revenue. The aggregate purchases from the five largest suppliers of the Group accounted for approximately 54% (FY2014/15: 36%) of the Group's total purchases and purchases from the largest supplier accounted for approximately 15% (FY2014/15: 12%) of the Group's total purchases for the fiscal year ended 31 March 2016.

None of the Directors, their associates, or any Shareholders which to the knowledge of the Directors own more than 5% of the Company's total number of issued Shares has any interests in the Group's five largest suppliers or customers.

Corporate Governance

The Company is committed to achieving high standard of corporate governance. Detailed information on the Company's corporate governance principles and practices are set out in the Corporate Governance Report as contained in this annual report.

Environmental, Social and Governance

The Group is committed to fulfilling its corporate social responsibility in community affairs, environmental protection and corporate governance during its business operation in order to achieve its sustainable development. The Company's Environmental, Social and Governance Report is set out in this annual report.

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float as required under the Listing Rules.

主要客戶及供應商

本集團五大客戶總銷售額佔本集團總收入少於10%。截至2016年3月31日止財政年度，本集團五大供應商總採購額約佔本集團總採購額約54% (2014/15財政年度：36%)，而最大供應商採購額約佔本集團總採購額15% (2014/15財政年度：12%)。

董事知悉，概無擁有本公司已發行股份總數超過5%的董事、其聯繫人或任何股東於本集團五大供應商或客戶中擁有任何權益。

企業管治

本公司致力實現高標準的企業管治。有關本公司之企業管治原則及常規載於本年報的企業管治報告內。

環境、社會與管治

本集團在運營過程中致力履行自身在參與社會活動、環境保護及公司管治的企業社會責任，以達至集團的可持續發展。本公司之環境、社會與管治報告載於本年報內。

公眾持股量

根據本公司的公開資料及據董事於本報告刊發前之最後實際可行日期所知，本公司已根據上市規則維持本公司股份足夠的公眾持股量。



Five Years' Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five fiscal years is set out on page 67 of this annual report.

Management Contract

During the Year, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

Events after the Reporting Period

The events after the reporting period are set out in note 48 to the financial statements.

Auditors

The financial statements have been audited by Messrs. Ernst & Young who will retire and being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for the re-appointment of Messrs. Ernst & Young as auditors of the Company is to be proposed at the forthcoming AGM.

For and on behalf of the Board

CHENG CHUNG HING

Co-Chairman & Executive Director

Hong Kong, 27 June 2016

五年財務概要

本集團過去五個財政年度的業績及資產與負債摘要載於年報第67頁。

管理合約

於本年度內，本公司並無就全盤業務或其中任何重要部分簽訂或存有任何管理及行政合約。

報告期間結束後事項

本報告日期後事項詳情載於財務報表附註48。

核數師

財務報表由安永會計師事務所審核，其將退休並符合資格於應屆股東周年大會重選連任。續聘安永會計師事務所為本公司獨立核數師之決議案將於應屆股東周年大會提呈。

代表董事會

鄭松興

聯席主席兼執行董事

香港，2016年6月27日



The Company recognizes the value and importance of achieving high standard of corporate governance to enhance the corporate performance accountability and is committed to doing so. The Board is also committed to the principles of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules.

Throughout the fiscal year ended 31 March 2016, the Company has complied with the code provisions set out in the CG Code, save and except for the following deviation:

Code Provision A.6.7

Under Code Provision A.6.7, independent non-executive Directors and other non-executive Directors, as equal Board members, should attend general meetings of the Company. During the Year, one non-executive Director and one independent non-executive Director were unable to attend the annual general meeting of the Company held on 21 August 2015 as they had other prior business engagements. Attendance of the Directors at the general meeting is set out in this report.

The Board of Directors

Board Composition

As at 31 March 2016, the Board comprises twelve Directors, including three executive Directors, five non-executive Directors and four independent non-executive Directors. During the Year and up to the date of this annual report, Mr. Leung Moon Lam has ceased to act as Chief Executive Officer of the Group with effect from 1 January 2016 but remains as Executive Director of the Company. Mr. Fung Sing Hong Stephen, an Executive Director and Chief Financial Officer of the Group, was appointed as Chief Executive officer of the Group with effect from 1 January 2016 and ceased to act as Chief Financial Officer of the Group with effect from 19 May 2016. The brief biographical details of the Directors are set out in the section headed “Biographical Details of the Directors and Key Management” on pages 68 to 77 of this annual report.

Independent non-executive Director

During the Year, the Board has at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10(A) of the Listing Rules relating to the appointment of at least three independent non-executive Directors and representing at least one-third of the board with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

During the Year, all existing independent non-executive Directors have made an annual confirmation of independence in accordance with Rule 3.13 of the Listing Rules. The Company considers that each of the independent non-executive Directors to be independent.

本公司認同實現高標準的企業管治以提高企業業績的問責制的價值及重要性，並會致力達成此目標。董事會亦承諾遵守上市規則附錄14所載的企業管治守則（「管治守則」）的原則。

本公司於截至2016年3月31日止財政年度內一直遵守管治守則載列的條文，惟以下守則條文除外：

守則條文第A.6.7條

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應出席本公司的股東大會。於本年度內，一名非執行董事及一名獨立非執行董事因有其他先前的事務在身而未能出席本公司於2015年8月21日舉行之股東周年大會。股東大會的董事出席情況載於本報告內。

董事會

董事會組成

於2016年3月31日，董事會由十二名董事組成，包括三名執行董事、五名非執行董事及四名獨立非執行董事。於本年度內及至本年報日期，梁滿林先生自2016年1月1日起不再擔任集團行政總裁，但繼續擔任本公司之執行董事。本公司之執行董事兼集團首席財政總監馮星航先生自2016年1月1日起獲委任為集團行政總裁，並自2016年5月19日起不再擔任集團首席財務總監。董事履歷詳情載於本年報第68至77頁「董事及主要管理層履歷」一節。

獨立非執行董事

於本年度內，董事會於任何時間一直符合上市規則第3.10(1)、3.10(2)及3.10(A)條的要求，委任最少三名獨立非執行董事並佔董事會成員人數至少三分之一，而最少一名獨立非執行董事須具備適當專業資格，或會計或相關財務管理專業知識。

於本年度內，全體獨立非執行董事已根據上市規則第3.13條之規定，各自就其獨立性作出年度確認。本公司認為各獨立非執行董事均為獨立人士。



Role and Function

The Board is responsible for overall strategic formulation and performance monitoring of the Group. It delegates day-to-day operations of the Group to the executive Directors and key senior management within the control and authority framework set by the Board. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report.

Relationship between Directors

Mr. Cheng Tai Po is an elder brother of Mr. Cheng Chung Hing.

Change in Information of Directors

The change in the information of Directors since the publication of the 2015/16 interim report up to the date of this annual report is set out below pursuant to Rule 13.51(B)(1) of the Listing Rules:

- Mr. Leung Moon Lam has ceased to act as Chief Executive Officer of the Group with effect from 1 January 2016 but remains as Executive Director of the Company. Upon re-designation on 1 January 2016, Mr. Leung's basic annual salary has been adjusted from HK\$5,850,000 to HK\$5,500,000, and his entitlement of a performance based bonus was also adjusted from an amount of 1% to 0.5% of the audited net profit attributable to owners of the parent of the relevant financial year excluding fair value gains on investment properties and related tax effects and fair value gain on derivative financial instrument (in addition to any discretionary bonus (if any)).
- Mr. Fung Sing Hong Stephen was appointed as Chief Executive Officer of the Group with effect from 1 January 2016 and has ceased to act as Chief Financial Officer of the Group on 19 May 2016. Upon re-designation on 1 January 2016, Mr. Fung's basic annual salary has been adjusted from HK\$5,820,000 to HK\$6,800,000. In addition, Mr. Fung is entitled to a performance based bonus of an amount of 0.75% of the audited net profit attributable to owners of the parent of the relevant financial year excluding fair value gains on investment properties and related tax effects and fair value gain on derivative financial instrument (in addition to any discretionary bonus (if any)), and 79,990,000 share options (representing approximately 1% of the issued shares of the Company) was granted to Mr. Fung by the Board on 13 January 2016 in accordance with the provisions of the Share Option Scheme of the Company.

角色及職能

董事會負責制定本集團的整體策略及監察其表現，並委派執行董事及主要高級管理人員在董事會設定的控制範圍及職權框架內處理本集團的日常運作。此外，董事會亦將若干責任委派予審核委員會、薪酬委員會及提名委員會。該等委員會的進一步詳情載於本報告內。

與董事的關係

鄭大報先生為鄭松興先生的胞兄。

董事資料變動

根據上市規則第13.51(B)(1)條，於2015/16中期報告刊發後至本年報日期的董事資料變動載列如下：

- 梁滿林先生由2016年1月1日起不再擔任集團行政總裁，但繼續擔任本公司執行董事。於2016年1月1日之調任後，梁先生之基本年薪已由5,850,000港元調整至5,500,000港元，及彼有權收取有關財政年度母公司擁有人應佔核心淨利潤（即未計投資物業公平值收益及相關稅務影響和衍生金融工具公平值收益的母公司擁有人應佔淨利潤）之1%的表現花紅亦調整至0.5%（另加酌情花紅（如有））。
- 馮星航先生由2016年1月1日起獲委任為集團行政總裁，並於2016年5月19日不再擔任集團首席財務總監。於2016年1月1日之調任後，馮先生之基本年薪已由5,820,000港元調整至6,800,000港元。此外，馮先生有權收取有關財政年度母公司擁有人應佔核心淨利潤（即未計投資物業公平值收益及相關稅務影響和衍生金融工具公平值收益的母公司擁有人應佔淨利潤）之0.75%的表現花紅（另加酌情花紅（如有）），及董事會根據本公司購股權計劃之條款於2016年1月13日向馮先生授出79,990,000份購股權（佔本公司已發行股份約1%）。



- Mr. Cheng Tai Po has retired as chairman and non-executive director of Man Sang International Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 938), on 31 March 2016.
- Mr. Yung Wing Ki Samuel was appointed as independent non-executive director of Fittec International Group Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2662), on 21 January 2016.
- Mr. Sun Kai Lit Cliff has retired as independent non-executive director of Ming Fai International Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 3828), on 29 March 2016.
- 鄭大報已於2016年3月31日退任民生國際有限公司(一家於香港聯交所主板上市的公司，股份代號：938)之主席及非執行董事。
- 容永祺先生於2016年1月21日獲委任為奕達國際集團有限公司(一家於香港聯交所主板上市的公司，股份代號：2662)之獨立非執行董事。
- 孫啟烈先生已於2016年3月29日退任明輝國際控股有限公司(一家於香港聯交所主板上市的公司，股份代號：3828)之獨立非執行董事。

Compliance with the Model Code for Securities Transactions

The Company has adopted the Model Code of the Listing Rules as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the fiscal year ended 31 March 2016. Employees who are, or likely to be, in possession of unpublished price sensitive information in relation to the Company or its Shares are required to prohibit from dealing in shares of the Company during the black-out period.

遵守董事進行證券交易之標準守則

本公司已採納上市規則所載的標準守則，作為本公司董事進行證券交易的標準。本公司已向全體董事作出具體查詢後，董事於截至2016年3月31日止財政年度內一直遵守標準守則所載的規定準則。擁有或可能擁有有關本公司或其股份的未公佈股價敏感資料的僱員不得於禁制期內買賣本公司股份。



Board Meetings

During the Year, four Board meetings were convened by the Company. The attendance of the Directors at the Board meetings was as follows:

董事會會議

於本年度內，本公司共召開四次董事會會議，董事會會議的董事出席情況如下：

Directors	董事	Number of Attendance/ meeting held ⁽¹⁾ 出席/舉行 會議次數 ⁽¹⁾
Executive Directors		
Mr. Cheng Chung Hing (Co-Chairman)	鄭松興先生(聯席主席)	4/4
Mr. Leung Moon Lam	梁滿林先生	4/4
Mr. Fung Sing Hong Stephen (Chief Executive Officer)	馮星航先生(集團行政總裁)	4/4
Non-Executive Directors		
Dr. Ma Kai Cheung (Co-Chairman)	馬介璋博士(聯席主席)	0/4
Mr. Sun Kai Lit Cliff	孫啟烈先生	4/4
Dr. Ma Wai Mo	馬偉武博士	4/4
Mr. Cheng Tai Po	鄭大報先生	4/4
Mr. Lin Ching Hua	林璟驊先生	3/4
Independent Non-Executive Directors		
Mr. Leung Kwan Yuen Andrew	梁君彥先生	4/4
Mr. Li Wai Keung	李偉強先生	4/4
Mr. Hui Chiu Chung	許照中先生	4/4
Mr. Yung Wing Ki Samuel	容永祺先生	4/4

Note:

(1) The attendance figure represents actual attendance/the number of meetings a director is entitled to attend.

附註：

(1) 出席數字為董事實際出席有關會議的次數/有資格出席的次數。

The Directors are provided with agenda and relevant Board materials related to the agenda in advance before the meeting. They can access to the senior management and the company secretary of the Company at all time and, upon reasonable request, seek independent professional advice at the Company's expense.

董事於會議舉行前預先獲提供議程及與議程相關的董事會資料。彼等可隨時與本公司高級管理人員及公司秘書接洽，並可提出合理要求諮詢獨立專業意見，費用由本公司承擔。



Appointment and Re-election of Directors

Each of the executive Directors has entered into service contract with the Company while each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years.

The Company's Articles provide rotation and re-election for all Directors. In accordance with the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. The Articles also provide that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible to offer for re-election, and any Director appointed by the Board as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible to offer for re-election. Accordingly, four Directors, namely, Mr. Cheng Chung Hing, Dr. Ma Kai Cheung, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel, shall retire from office and are eligible to offer themselves for re-election at the forthcoming AGM of the Company.

Chairman and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated. Mr. Cheng Chung Hing and Dr. Ma Kai Cheung are Co-Chairman of the Company and they provide leadership for the Board and ensure the proper and effective functioning of the Board in the discharge of its responsibilities. Mr. Leung Moon Lam and Mr. Fung Sing Hong Stephen during their tenure of office as the Chief Executive Officer during the Year, are respectively accountable to the Board for the overall implementation of the Company's strategies and the coordination of overall business operations of the Group.

委任及重選董事

各執行董事已與本公司訂立服務合約，而各非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年。

本公司章程規定全體董事須輪席退任及重選連任。根據章程規定，於本公司各屆股東周年大會上，當時三分之一的董事(或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須輪席退任。章程亦規定任何由董事會委任的董事若是為填補董事會臨時空缺，其任期僅直至本公司下次股東大會，屆時將符合資格重選連任；而任何由董事會委任的董事以作為董事會新增成員，其任期僅直至本公司下次股東周年大會，屆時將符合資格重選連任。因此，鄭松興先生、馬介璋博士、許照中先生及容永祺先生等四名董事須退任，並符合資格於本公司應屆股東周年大會上膺選連任。

主席及行政總裁

為確保權力及職權平衡，主席及行政總裁的職責有所區分。鄭松興先生及馬介璋博士為本公司的聯席主席，彼等領導董事會，並確保董事會於履行其職責時能正確有效地運作。梁滿林先生及馮星航先生於本年度內，分別於其任內出任本集團行政總裁期間就履行本公司整體策略及協調本集團的整體業務運作向董事會負責。



Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to handle particular responsibilities of the Board and the Company's affairs. All board committees of the Company are established with specific written terms of reference which have been published at the websites of the Hong Kong Stock Exchange and the Company respectively. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Audit Committee is responsible for the review and supervision of the Group's financial reporting process, risk management and internal controls system and review of the Company's financial statements. The written terms of reference are in line with the provisions under the CG Code and the roles and the responsibilities delegated to the Audit Committee by the Board, which include to determine the appropriate corporate governance practices applicable to the Group's circumstances and to ensure processes and procedures are in place to achieve the Group's corporate governance objectives. To align with the recent amendments to the CG Code in relation to the risk management and internal controls has become effective for accounting periods beginning on or after 1 January 2016, the Company has revised and adopted the updated written terms of reference of Audit Committee accordingly.

During the Year, the Audit Committee consists of Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel. All the Audit Committee members are independent non-executive Directors. During the Year, two meetings of Audit Committee were held to review the FY2014/15 annual results and the FY2015/16 interim results of the Group before submission to the Board.

董事委員會

董事會成立三個委員會，包括審核委員會、薪酬委員會及提名委員會，負責處理董事會及本公司的特定事務。本公司所有董事委員會均訂有明確的書面職權範圍，相關職權範圍書已分別刊發於香港聯交所及本公司網站。董事委員會獲提供足夠資源以履行其職責，並可提出合理要求於適當情況下諮詢獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會負責檢討及監察本集團的財務申報程序、風險管理及內部監控系統及審閱本公司的財務報表。其書面職權範圍與管治守則項下規定及董事會指派審核委員會的職責及職務相符，其中包括負責釐定適用於本集團情況的恰當企業管治常規、並確保現時流程及程序可達致本集團企業管治的目的。因應於2016年1月1日或之後開始的會計期間生效的企業管治守則中，有關風險管理及內部監控之最近修訂，本公司已修訂及採納審核委員會之最新職權範圍。

於本年度內，審核委員會由李偉強先生(主席)、梁君彥先生、許照中先生及容永祺先生組成。審核委員會所有成員均為獨立非執行董事。於本年度內，曾召開兩次審核委員會會議，於提交董事會前已審閱本集團2014/15財政年度業績及2015/16財政年度中期業績。



During FY2015/16, the Audit Committee had reviewed the risk management and internal control system, connected transactions, interim results and annual results of the Group and the accounting principles and practices adopted by the Group. The attendance of the Directors at the Audit Committee meetings was as follows:

於2015/16財政年度，審核委員會已審閱本集團的風險及內部監控系統、關連交易、中期業績及全年業績以及本集團採納的會計原則及慣例。審核委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席/舉行 會議次數
Mr. Li Wai Keung (Chairman)	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew	梁君彥先生	2/2
Mr. Hui Chiu Chung	許照中先生	2/2
Mr. Yung Wing Ki Samuel	容永祺先生	2/2

Remuneration Committee

The Remuneration Committee is responsible for making recommendations on the Directors' and senior management's remuneration and other benefits. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee so as to ensure that the level of their remuneration and compensation are reasonable. The specific written terms of reference are in line with the provisions of the CG Code.

The Remuneration Committee comprises two independent non-executive Directors and one executive Director, including Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew and Mr. Cheng Chung Hing.

The primary goal of the Group's remuneration policy for executive Directors is to enable the Company to retain and motivate executive Directors by linking their compensation with their individual performance as measured against the Group's corporate objectives and operating results, taking into account also the comparable market conditions. The principal elements of the remuneration package of an executive Director include basic salary, performance and/or discretionary bonus, participation in the Share Option Scheme and other benefits. The remuneration of non-executive Directors (including independent non-executive Directors) includes mainly the director's fee and participation in the Share Option Scheme which is a matter for the Board to decide by reference to their duties and responsibilities and the comparable market conditions.

薪酬委員會

薪酬委員會負責就董事及高級管理人員薪酬及其他福利提出建議。薪酬委員會定期監察全體董事及高級管理人員的薪酬，確保彼等的薪酬水平及補償屬合理。其明確書面職權範圍符合管治守則規定。

薪酬委員會由兩名獨立非執行董事及一名執行董事組成，包括李偉強先生(主席)、梁君彥先生及鄭松興先生。

本集團的執行董事薪酬政策主要目的為讓本公司執行董事的酬金與彼等的個人表現及本集團的企業目標和經營業績掛鉤，同時考慮可資比較市場情況，藉以挽留及激勵執行董事。執行董事的薪酬待遇主要包括基本薪金、績效及/或酌定花紅，參與購股權計劃及其他福利。非執行董事(包括獨立非執行董事)的薪酬主要包括董事袍金及參與購股權計劃，並由董事會經參照彼等的職責及可資比較市場情況後釐定。



During the Year, two Remuneration Committee meetings were held to review the structure of the remunerations for Directors of the Company and the grant of share options under the Share Option Scheme to Director of the Company. The attendance of the Directors at the Remuneration Committee meeting was as follows:

於本年度內，曾召開兩次薪酬委員會會議，以審閱本公司董事的薪酬架構及根據購股權計劃授予董事購股權事宜。薪酬委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席/舉行 會議次數
Mr. Li Wai Keung (<i>Chairman</i>)	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew	梁君彥先生	2/2
Mr. Cheng Chung Hing	鄭松興先生	2/2

Nomination Committee

The Nomination Committee is responsible for making recommendation to the nomination of Directors with a view for the appointment of suitable individuals with relevant expertise and experience to enhance the constitution of the Board and to contribute to the Board. The specific written terms of reference are in line with the provisions of the CG Code.

提名委員會

提名委員會負責就董事提名提供建議，以委任具備相關專業知識及經驗的適當人選，以強化董事會成員架構，為董事會作出貢獻。其明確書面職權範圍符合管治守則規定。

The Nomination Committee comprises two independent non-executive Directors and one executive Director, including Mr. Leung Kwan Yuen Andrew as chairman, Mr. Li Wai Keung and Mr. Cheng Chung Hing. During the Year, two Nomination Committee meetings were held to review the structure, size and composition of the Board, including the skill, knowledge, experience and diversity of background of its members, and the re-designation of senior management of the Company. The attendance of the Directors at the Nomination Committee meeting was as follows:

提名委員會由兩名獨立非執行董事及一名執行董事組成，包括梁君彥先生(主席)、李偉強先生及鄭松興先生。於本年度內，提名委員會曾召開兩次會議，以檢討董事會結構、人數及構成，包括董事會成員的技能、知識、經驗及背景的多樣性，以及本公司高級管理層之調任。提名委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席/舉行 會議次數
Mr. Leung Kwan Yuen Andrew (<i>Chairman</i>)	梁君彥先生(主席)	2/2
Mr. Li Wai Keung	李偉強先生	2/2
Mr. Cheng Chung Hing	鄭松興先生	2/2



Board Diversity Policy

The Company seeks to achieve Board diversity by adopting a board diversity policy which stipulates that when identifying individuals suitably qualified to become Directors, the Nomination Committee will consider the benefits of all aspects of diversity including, but not limited to, a number of factors, such as age, race, cultural and educational background, professional and business-related experience, reputation of candidates for integrity and his/her accomplishment, skills, knowledge and length of service, in order to maintain an appropriate range of balance of skills, experience and background on the Board. The appointments of Directors will base on meritocracy and take into account the aforesaid factors as a whole for the benefits of the Company, as well as taking into consideration its own business model and specific needs from time to time.

Directors' and Officers' Insurance

During the Year, the Company has arranged appropriate Directors' and Officers' liabilities insurance coverage in respect of legal action against its Directors and Officers.

Risk Management and Internal Controls

The Board is responsible for overseeing the risk management and internal control systems of the Group and reviewing its effectiveness. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorized use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

An internal audit department has been established to perform regular financial and operational reviews and recommend necessary actions to the relevant management. The works carried out by the internal audit department ensure the risk management and internal control systems are in place and function properly as intended. The results of the internal audit and reviews are reported to the executive Directors and Audit Committee of the Company. The Directors have reviewed the effectiveness of the Group's risk management and internal control systems and are satisfied with the adequacy of the systems of risk management and internal control of the Group during the Year.

董事會成員多元化政策

為達至董事會成員多元化，本公司採納董事會成員多元化政策，當提名委員會物色具備合適資格擔任董事之人士時，將考慮多元化在各方面的裨益，包括但不限於一些因素例如年齡、種族、文化及教育背景、專業及業務相關經驗、候選人的誠信度及彼之成就、技能、知識及服務任期，以使董事會具備合適且比例均稱的專門技術、經驗及背景。董事之委任將以有能者居之為原則，並就本公司的利益整體考慮上述因素，及不時考慮本公司本身的業務模式及具體需要。

董事及要員責任保險

於本年度內，本公司就董事及高級職員可能會面對的法律行動，已安排投保適當的董事及高級職員責任保險。

風險管理及內部監控

董事會負責監督本集團之風險管理及內部監控系統，並檢討其有效性。本公司已制定明確界定的管理架構，並訂明職權範圍及職責，以防止未經授權使用或處置資產、確保維持妥善會計記錄，以提供可靠財務資料供內部使用或刊發，並遵守適用法例、規則及法規。

內部審核部門已經成立，以定期進行財務及運營檢討，並向有關管理人員建議所需行動。內部審核部門所進行的工作乃為確保風險管理及內部監控系統合適地進行，並按擬定功能有效運作。內部審核及審閱的結果會向本公司執行董事及審核委員會報告。董事已審閱本集團風險管理及內部監控系統的有效性，並信納本集團於本年度內的風險管理及內部監控系統屬足夠。



For the annual review on the risk management and internal controls, the Audit Committee considered the internal control report and risk management report were satisfied as to effectiveness of the Group's risk management and internal control systems. There were no matters of material concerns relating to financial, operational or compliance controls. The Board is satisfied with the adequacy and the effectiveness of the systems of the risk management and internal controls of the Group during the Year.

Independent Auditors' Remuneration

The Group's independent auditors are Messrs. Ernst & Young. For FY2015/16, the remuneration paid and payable by the Group to the independent auditors in respect of audit and non-audit services provided by them were as follows:

		HK\$'000 千港元
Audit and review services	審核及審查服務	3,900
Non-audit services	非審核服務	180

Directors' Responsibility

Every newly appointed Director will receive briefings and comprehensive induction on appointment to ensure understanding of the Directors' responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Directors are encouraged to participate in continuous professional development to refresh their knowledge and skills and the Company organizes appropriate directors' training to Directors to help ensure they are apprised of the role, functions and duties being a director of the Company.

The Directors are aware that they should give sufficient time and attention to the affairs of the Company and they are continually adapted with regulatory developments and business development of the Group to discharge their responsibilities. The Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

就風險及內部監控的年度審閱而言，審核委員會審議內部監控報告及風險管理報告，並信納本集團風險及內部監控系統屬有效，且並無有關財務、運營或合規監控而須高度關注的事宜。董事會信納本集團於本年度的風險管理及內部監控系統屬足夠及有效性。

獨立核數師酬金

本集團的獨立核數師為安永會計師事務所。截至2015/16財政年度，本集團向獨立核數師就彼等所提供審核及非審核服務已付及應付的酬金如下：

董事責任

每位新獲委任董事將會接獲一份有關委任的綜合資料，藉此可確保其瞭解在上市規則和相關監管規定下之董事責任和義務。董事鼓勵參與持續專業發展以更新其知識和技能，而本公司亦會在適當時組織及安排董事培訓，藉以確保他們瞭解作為本公司董事之角色、職能及責任。

董事知悉彼等須付出足夠時間及注意力以處理本公司事務，及彼等獲持續提供最新的上市規則發展及本集團的業務發展，以助彼等履行職務。透過(其中包括)以下形式以持續發展並更新董事之知識及技能：



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|--|--|
| <p>(1) Attending training session organized by and/or reading materials provided by the Company, as regards to legal and regulatory changes and matters relevant to the Directors in discharging their duties, including the laws, rules and regulations relating to the corporate governance;</p> <p>(2) Participating in continuous professional training seminars/conferences/courses/workshops on subjects relating to directors' duties and corporate governance, and rules and regulatory changes, organized by the other companies, professional bodies or government authorities; and</p> <p>(3) Reading news, journal, magazine or other reading materials from time to time as regards to legal and regulatory changes, economics and matters relevant to the Directors in discharging their duties.</p> | <p>(1) 參加由本公司舉辦之董事培訓講座和閱覽所提供的相關資料，內容有關法律及規管變動，以及董事履行其職責之相關事項，包括企業管治事項之法例、規則及規例；</p> <p>(2) 參與由其他公司、專業團體或政府機構舉辦有關董事職責和企業管治，及法規和監管變更有關的課題或持續專業培訓講座、會議、課程或研討會；及</p> <p>(3) 不時閱讀就有關法律及規管變更、經濟，以及其他有關董事履行其責任相關事宜之新聞、期刊、雜誌或其他閱讀資料。</p> |
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According to the records provided by the Directors, the Directors received the following trainings during the Year:

根據董事所提供的記錄，於本年度內，董事參與之培訓如下：

Directors	董事	Type of Training 培訓類型
Executive Directors		
Mr. Cheng Chung Hing (<i>Co-Chairman</i>)	鄭松興先生(<i>聯席主席</i>)	(1) & (3)
Mr. Leung Moon Lam	梁滿林先生	(1) & (3)
Mr. Fung Sing Hong Stephen (<i>Chief Executive Officer</i>)	馮星航先生(<i>集團行政總裁</i>)	(1) & (3)
Non-Executive Directors		
Dr. Ma Kai Cheung (<i>Co-Chairman</i>)	馬介璋博士(<i>聯席主席</i>)	(3)
Mr. Sun Kai Lit Cliff	孫啟烈先生	(1) & (3)
Dr. Ma Wai Mo	馬偉武博士	(1)
Mr. Cheng Tai Po	鄭大報先生	(1) & (3)
Mr. Lin Ching Hua	林環驊先生	(1) & (3)
Independent Non-Executive Directors		
Mr. Leung Kwan Yuen Andrew	梁君彥先生	(1), (2) & (3)
Mr. Li Wai Keung	李偉強先生	(1) & (3)
Mr. Hui Chiu Chung	許照中先生	(1), (2) & (3)
Mr. Yung Wing Ki Samuel	容永祺先生	(1), (2) & (3)



Directors' and Auditors' Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for FY2015/16 which were prepared in accordance with statutory requirements and applicable accounting standards.

The reporting responsibility of the independent auditors of the Company on the consolidated financial statements of the Group is set out in the independent auditors' report on pages 127 to 128.

Company Secretary

Ms. Tse Man Yu has been the Company Secretary of the Company since 2008. She is a full time employee of the Company with professional qualifications and extensive experience, and has adequate working knowledge on the Company to discharge her duty as the Company Secretary. During the Year, Ms. Tse confirmed that she has received relevant professional training of not less than 15 hours to update her skills and knowledge.

Communication with Shareholders and Noteholders

The Company believes that effective communication with Shareholders, noteholders and other investment community is essential. During the Year, the executive Directors, Chief Financial Officer and team of investor relations of the Group held regular briefings, press conferences and analysts meetings of interim and annual results, attended investor forums and participated in roadshows, conducted meetings and visits to projects of the Group with the institutional investors and financial analysts in China, Hong Kong and overseas countries to keep them abreast of the Group's business and development. Investors can also communicate with the Company through email at ir@chinasouthcity.com.

董事及核數師就財務報表承擔的責任

董事及核數師確認其對編製本集團2015/16財政年度綜合財務報表的責任，並已按照法定規定及適用會計準則編製。

本公司獨立核數師對本集團綜合財務報表的申報責任載於第127至128頁的獨立核數師報告內。

公司秘書

謝文瑜女士自2008年起出任本公司之公司秘書。彼為本公司全職僱員，具有專業資格和資深經驗，及具備足夠的工作經驗，以履行公司秘書的職責。於本年度內，謝女士確認彼已接受不少於15小時之相關專業培訓以更新其技能和知識。

與股東及票據持有人溝通

本公司認為，與股東、票據持有人及其他投資團體作出有效溝通乃至關重要。於本年度內，執行董事、集團首席財務總監及投資者關係團隊定期舉行簡報會、新聞發佈會以及中期及年度業績分析會議、於中國、香港及海外國家出席投資者論壇，與機構投資者及財務分析員參與路演、舉行會議及參觀本集團之項目，讓彼等能了解本集團的業務及最新發展。投資者亦可透過電郵 ir@chinasouthcity.com 與本公司聯絡。



The Shareholders' meeting provides a useful forum for the Shareholders to exchange views with the Board. The Directors and Chief Financial Officer of the Group will attend the Shareholders' meetings to answer the questions raised by the Shareholders. Shareholders can also direct their enquiries and proposals to the Company. The contact details of the Company are set out in the "Contact Us" section of the Company's website at www.chinasouthcity.com.

Shareholders' Rights

Pursuant to the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), shareholders of the Company holding not less than 5% of the total voting rights of all the members having a right to vote at general meeting may request the Directors to call a general meeting. The request must state the general nature of business to be dealt with at the meeting and may be sent to the Company in hard copy form or in electronic form and must be authenticated by the person or persons making it in accordance with the provisions under sections 566 to 568 of the New Companies Ordinance and the Company's Articles.

股東會議提供具裨益的論壇，供股東與董事會互相交流意見。董事及集團首席財務總監將出席股東大會解答股東提出的提問。股東亦可以向本公司提出諮詢及建議。本公司的聯絡詳情載於本公司網站 www.chinasouthcity.com「聯絡我們」一節。

股東權利

根據新《公司條例》(香港法例第622章)，持有本公司有權於股東會議上投票之本公司所有股東總投票權不少於5%的股東可要求董事召開股東會議。有關請求需明述將會於會上處理之事務，並獲該提出要求的人士認證後，可採用書面或電子形式送交予本公司，並須根據新《公司條例》第566條至568條的規定以及本公司章程進行。



Attendance of the Directors at the annual general meeting of the Company which was held on 21 August 2015 was as follows:

董事於2015年8月21日舉行之本公司股東周年大會的出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席/ 舉行會議次
Executive Directors	執行董事	
Mr. Cheng Chung Hing (<i>Co-Chairman</i>)	鄭松興先生(<i>聯席主席</i>)	1/1
Mr. Leung Moon Lam ⁽¹⁾	梁滿林先生 ⁽¹⁾	1/1
Mr. Fung Sing Hong Stephen (<i>Chief Executive Officer</i>) ⁽²⁾	馮星航先生(<i>集團行政總裁</i>) ⁽²⁾	1/1
Non-Executive Directors	非執行董事	
Dr. Ma Kai Cheung (<i>Co-Chairman</i>)	馬介璋博士(<i>聯席主席</i>)	1/1
Mr. Sun Kai Lit Cliff	孫啟烈先生	1/1
Dr. Ma Wai Mo	馬偉武博士	1/1
Mr. Cheng Tai Po	鄭大報先生	1/1
Mr. Lin Ching Hua	林環驊先生	0/1
Independent Non-Executive Directors	獨立非執行董事	
Mr. Leung Kwan Yuen Andrew	梁君彥先生	1/1
Mr. Li Wai Keung	李偉強先生	0/1
Mr. Hui Chiu Chung	許照中先生	1/1
Mr. Yung Wing Ki Samuel	容永祺先生	1/1

Notes:

附註：

(1) Mr. Leung Moon Lam has ceased to act as Chief Executive Officer of the Group with effect from 1 January 2016 but remains as Executive Director of the Company.

(1) 梁滿林先生由2016年1月1日起不再擔任集團行政總裁，但繼續擔任本公司執行董事。

(2) Mr. Fung Sing Hong Stephen was appointed as Chief Executive Officer of the Group with effect from 1 January 2016 and has ceased to act as Chief Financial Officer of the Group on 19 May 2016.

(2) 馮星航先生由2016年1月1日起獲委任為集團行政總裁，並於2016年5月19日不再擔任集團首席財務總監。

Mr. Lin Ching Hua and Mr. Li Wai Keung were unable to attend the last annual general meeting of the Company due to other prior business engagements.

林環驊先生及李偉強先生因有其他先前的事務安排而未能出席本公司上次股東周年大會。

Published documents together with the latest corporate information and news are available on the Company's website at www.chinasouthcity.com.

有關發佈文件連同最新的公司資料及新聞，可瀏覽本公司網站www.chinasouthcity.com。



Our Philosophy

China South City is a leading developer and operator of large-scale integrated logistics and trade centers in China. Adhering to the business philosophy of “Integrity, harmony, win-win and sharing”, China South City on the one hand, provides urban functional upgrade solutions to local governments at its projects through provision of modern wholesale marketplace to promote regional economic development; on the other hand, it provides one-stop comprehensive value-added services to SMEs within China South City projects to assist them in reducing the operating costs and enhancing their competitiveness.

The Group has consistently maintained open communications with its stakeholders. It endeavors to achieve the sustainable development of the Company through creating a favorable working environment for its employees, assisting its customers to enhance their competitiveness, and minimizing the impacts on the environment during the course of its business operation.

Workplace Quality

The Group believes that outstanding talents are the cornerstone for the facilitation of the healthy and steady development of an enterprise.

As such, China South City greatly emphasizes the recruitment, reserve, nurturing and development of talents. During the Year, the Group continued to reinforce employee communications, training and safety education, and was committed to achieving a win-win situation for both enterprise and employees through effective interactions.

Overview of Employees

China South City values its employees as an important asset, arranges and adjusts its structure according to the needs of its business development. During the Year, the Group continued to engage qualified staff through campus and social recruitment as well as internal referral, based on the principles of fairness and openness. As at 31 March 2016, the Group had approximately 6,930 employees in total.

集團理念

華南城是中國領先的大型綜合商貿物流及商品交易中心的開發商及運營商。秉承「誠信、和諧、共贏、分享」的經營理念，華南城一方面通過提供現代化的批發市場經營場所，為項目當地政府提供城市功能升級解決方案，振興區域經濟發展，另一方面亦向入駐華南城項目的中小企業提供一站式的全面增值服務，以協助中小企業降低營商成本，提升其競爭力。

本集團在運營過程中一直積極保持與持份者的溝通，通過為員工締造良好的工作環境，協助客戶提升競爭力，及儘量減少業務運營過程對環境造成的影響，以實現公司的可持續發展。

工作環境質素

本集團相信優秀人才為推動企業健康穩健發展的基石。

因此，華南城十分重視人才的招募、儲備、培育及發展。於本年度，本集團繼續加強員工溝通、培訓及安全教育等各方面的工作，致力通過有效互動達至企業員工雙贏。

員工概況

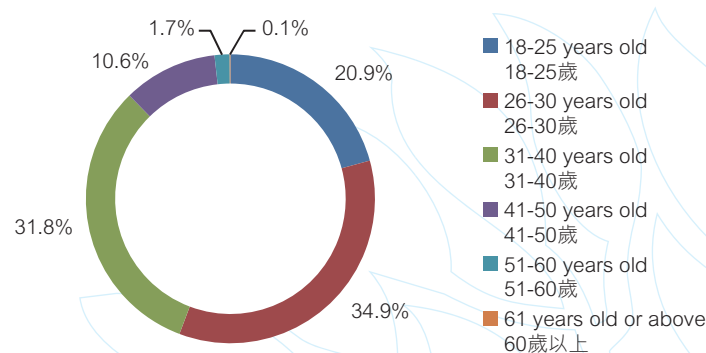
華南城視員工為重要的資產，並按業務發展需要安排及調整其架構。於本年度，本集團繼續以公平公開的原則，通過校園招聘、社會招聘及內部推薦等方式聘用合資格人士。於2016年3月31日，本集團共有約6,930名員工。



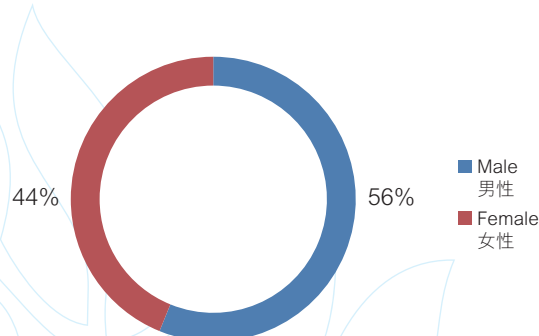
Number of Employees (by Type of Engagement) as at 31 March 2016
 截至2016年3月31日按聘用類型劃分的員工人數

Total 總人數	Full-time 全職	Part-time 兼職	Contractual 合約制
6,928	6,903	23	2

Number of Employees (by Age) as at 31 March 2016
 截至2016年3月31日按年齡劃分的員工人數



Number of Employees (by Gender) as at 31 March 2016
 截至2016年3月31日按性別劃分的員工人數



Sustainable Development of Employees

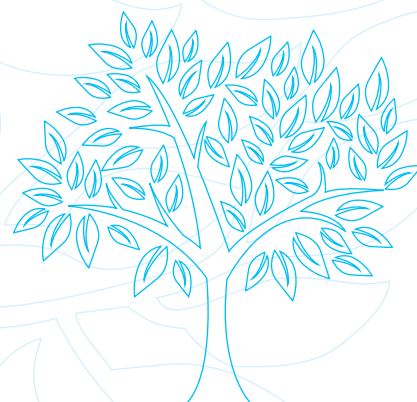
China South City believes that learning and self-enrichment are the principal methods to equip employees with sustainable values and creativity, and an enterprise is responsible for providing opportunities for its employees for continuous improvement.

During the Year, the Group conducted a series of training courses for its employees in every position, including professional knowledge and skills, topical social issues and business management, and at the same time the Group included the hours of training completed as one of the criteria of employees' assessment in order to amply motivate employees' initiatives in learning and encourage the constant self-improvement of employees. During the Year, the total staff training hours of the Group has jumped by approximately 3.7 times as compared to the last fiscal year.

員工可持續發展

華南城相信學習及自我增值是使員工具備持續性價值及創造能力的主要途徑，企業有責任為員工提供不斷提升的機遇。

於本年度，本集團向各職級員工開展了包括專業知識技能、社會熱點話題及企業管理等一系列的培訓課程，同時亦將完成培訓的時數納入考核員工的標準，以充分激發員工學習的積極性，鼓勵員工不斷進行自我增值。於本年度，本集團員工培訓總時數較上一財政年度大幅上升近3.7倍。





Training Hours by Types of Staff in FY2015/16
 2015/16財政年度按員工類別劃分的培訓時數

		Basic Level 一般員工	Middle Level 中層管理	Senior Level 高層管理	Total 總數
Hours	小時	26,540	7,960	910	35,410
Percentage	百分比	75%	22%	3%	100%

In addition, the Group has also introduced an e-learning system during the Year through the provision of various online teaching resources, it enabled employees to keep abreast of the latest information and courses, whenever and wherever. Employees can also share their learning experience via the platform. Currently, such e-learning system has been launched in Shenzhen and shall be gradually applied to other projects.

此外，本集團亦於本年度引入網上學習系統，透過提供不同類型的在線教學資源，令員工能隨時隨地掌握最新資訊及課程，而員工亦可於該平台互相分享其學習經驗。目前，該網絡學習系統已在深圳項目推行，並將陸續應用於其他項目中。



Outward bound
戶外拓展培訓



Video training
視像培訓



Occupational Safety and Health for Employees

China South City is committed to maintaining a good occupational safe and healthy environment. Through regularly providing its employees, particularly those involved in construction, decoration and fire services, with educational courses and training on occupational safety, their awareness of safety precaution has been aroused. In the event of construction accidents, the Group has also established a comprehensive response system to reimburse the payment of the medical expenses for the sick and wounded employees in the first instance. The Group will also delegate staff from labor union to visit the affected employees, conduct counseling for the employees' families and seek the best treatment plan with the medical institutions.

員工職業安全及健康

華南城致力維持良好的職業安全及健康環境。本集團通過定期向員工，尤其是涉及施工、裝修及消防的員工提供職業安全教育課程及培訓，以提升其安全防範意識。本集團亦已建立一套完善的應對系統，倘發生施工事故，本集團將於第一時間為傷病員工墊付工傷醫療費用。本集團亦會派出工會人員探訪傷病員工，做好員工家屬的心理輔導，並與醫療機構配合，尋求最佳治療方案。

		Male 男性	Female 女性	Total 整體
Rate of work-related injuries per thousand employees	每千名員工的工傷率	1.0	0.3	1.3
Number of working days lost as a result of work-related injuries	因工傷損失工作日數	560	40	600

Environmental Protection

Recognizing that the development of each enterprise may affect the eco-environment, China South City adheres to the philosophy of energy-saving and emission reduction throughout the entire process of development and operation. From product design, constructions to practical operations, China South City is committed to implementing different environmental protection measures in every single aspect so as to reduce the impacts on the environment.

環境保護

華南城深明每個企業的發展或會對生態環境造成影響，因此將節能減排的理念貫穿於開發運營的全過程。由產品的設計，施工以至實際運營，華南城致力在各環節推行不同的環保措施以減低對環境的影響。





Environmental-friendly Design


All constructions of China South City are designed and built according to the state's energy-saving standards, and have undergone energy-saving examination by third parties. Projects are also subject to energy-saving inspections by the government upon completion. For example, the trade centers for Metals, Chemicals and Plastics in CSC Shenzhen adopted a series of energy-saving design, helping the Group to implement energy-saving measures from the origin. And such energy-saving design has also met the requirements of Green Building Label (one-star level in the PRC) (「綠色建築評價標識國家一星級」) and bronze level in Shenzhen (深圳市銅級).

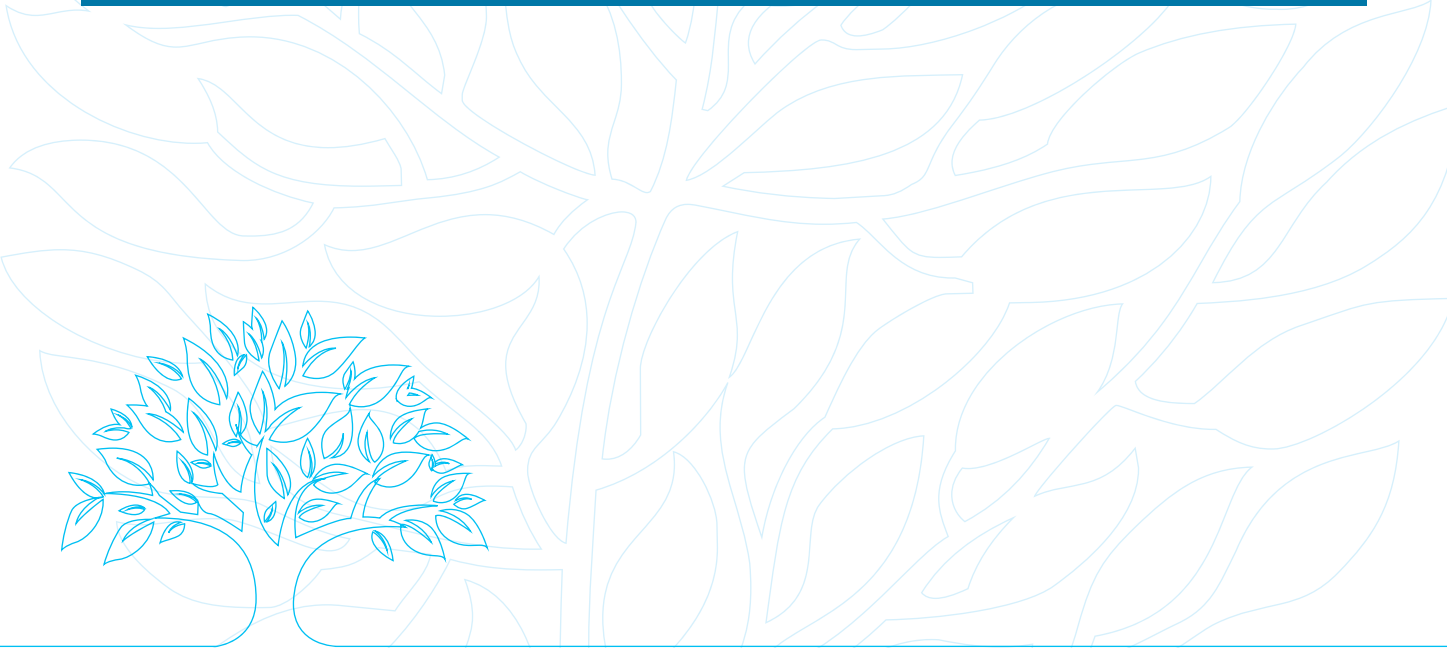
環保設計

華南城的所有建築均按照國家節能建築標準進行設計及施工，並通過第三方機構的節能審查，而項目竣工亦會由政府進行節能驗收。以深圳華南城為例，該項目的五金化工塑膠交易中心採用一系列的節能設計，協助本集團由源頭實施節能措施。該節能設計亦達到「綠色建築評價標識」國家一星級及深圳市銅級的要求。

The energy-saving and emission reduction measures of the trade centers for Metals, Chemicals and Plastics in CSC Shenzhen:

深圳華南城五金化工塑膠交易中心節能減排措施：

Measure 措施	Design or Technology Adopted 採用設計或技術	Function 功能
 Water-saving 節水	Rainwater harvesting and treatment system 雨水回收處理系統	Collect and reuse rainwater 雨水收集及利用
 Energy-saving 節電	Adoption of LED lighting 採用LED照明	Reduce electricity consumption 減少電力消耗
 Material-saving 節約用料	Use of high tensile steel bars 高強度鋼筋利用	Reduce the use of structural materials 減少使用結構材料





Environment-friendly Facilities

To better incorporate the philosophy of sustainable development into daily operation and management, the Group proactively promotes the use of energy-saving equipment in every project. Taking CSC Shenzhen as an example, in terms of water-saving measures, it has adopted the air-conditioning condensate recovery systems in the plaza 1 and plaza 2 and installed automatic induction taps in the malls, which can save approximately 9,500 cubic meter of water last year. In terms of electricity saving, 1.2 million kWh of electricity can be saved in CSC Shenzhen plaza 1, plaza 2, wholesale markets and the Group's office building by the installation of LED energy-saving lightings. Furthermore, the Group can save over 1.7 million kWh of electricity each year through the implementation and application of variable-frequency control and integrated optimization control system for refrigeration pumps, cooling pumps and cooling towers in plaza 1 and plaza 2 of CSC Shenzhen.

Energy management measures adopted in the projects



Solar panels
太陽能板



Induction wash basin
感應洗手盆

環保設施

為更好地將可持續發展的理念融入日常營運及管理之中，本集團在各個項目中積極推行使用節能設備。以深圳項目為例，於節水措施方面，深圳華南城1號交易廣場及2號交易廣場均採用了空調冷凝水回收系統，並於商場內安裝自動感應水龍頭，此舉去年可節省用水約9,500立方米。於節電措施方面，深圳華南城1號交易廣場、2號交易廣場、專業批發市場及集團行政辦公樓通過安裝LED節能燈，每年可節電120萬度。此外，本集團通過對位於深圳華南城1號交易廣場及2號交易廣場的冷凍泵、冷卻泵、冷卻塔實行變頻控制及應用集成優化控制系統，每年可節電逾170萬度。

於項目中使用的能源管理措施



Variable-frequency controller for cooling pumps
冷卻泵變頻控制器



During the Year, the Group signed a memorandum of understanding for the strategic cooperation with a professional renewable energy solutions provider and construction contractor to forge closer cooperation in solar power energy conservation business. The Group is going to build a 2MW solar power generation system on the rooftop of the plaza 4 of CSC Shenzhen, for the use of electricity by CSC Shenzhen and its tenants. At the moment, the installation of solar power generation system on the rooftop of plaza 4 of CSC Shenzhen was steadily processed. Meanwhile, the Group plans to install solar power generation system on the rooftop of the qualified buildings in other China South City projects. The Group believes this measure will effectively lower the electricity cost of China South City and create a green business environment for its clients.

Green Construction

The Group realizes the impact it may have on the environment and community during its project development, it has established a set of standards in relation to civilized construction and monitoring measures, including “Construction Sites Safety and Civilized Construction Standard of China South City” 《華南城集團施工現場安全文明施工管理標準》 and “Construction Project Safety and Civilized Construction Evaluation Methods of China South City (Trial)” 《華南城建設工程安全文明施工專項評比辦法(試行)》, to urge the contractors to minimize the impact of operation on the environment.

於本年度，本集團與一間專業可再生能源解決方案供應商及建築承包商共同簽訂戰略合作備忘錄，計劃於太陽能節能領域展開深入合作。本集團將於深圳華南城4號交易廣場的屋頂興建一座2MW光伏電站，供深圳華南城及其商戶使用。目前深圳華南城4號交易廣場屋頂光伏電站的建設在穩定進行中。同時，本集團亦計劃於其他華南城項目內符合條件的建築物屋頂安裝光伏電站。本集團相信此舉將有效降低華南城的電力成本，為客戶創造綠色營商環境。

綠色施工

本集團十分重視項目開發過程中對環境及社區的影響，並制定了包括《華南城集團施工現場安全文明施工管理標準》及《華南城建設工程安全文明施工專項評比辦法(試行)》在內的一系列文明施工的準則及監察措施以敦促承建商，努力將運營對環境的影響降至最低。



Car-washing trough at the entrance
出入口洗車槽



Water sprays to prevent dust at construction site
施工現場霧化降塵



The Group implements closed construction at the construction sites and requires the contractors to establish a green belt at the main entrance of the site and along the main construction passage. Also, measures on preventing pollutions from dust, mud, sewage and wasted water are strictly enforced at all construction sites. Regarding drainage facilities, the Group requests the contractors to build filtration tank and grit chamber near the drain in the construction sites and prohibits the direct discharge of oil substances, including oils used in daily life and wasted oil, and untreated polluted rainwater into municipal pipe network and rivers. Regarding the construction waste processing, the Group engages professional removal companies approved by the local government authorities to transport left-behind concrete, mortar and decoration garbage to the landfill or disposal sites specified by the government, so that they can be treated by the government authorities in accordance with relevant requirements. Regarding the environmental protection of the community, the Group also requests the contractors to establish relevant non-intrusive construction measures and prevent dust, noise and light pollution at the construction sites.

Operation Practices

Through close cooperation with suppliers and contractors, the Group strives to provide its clients with efficient and high-quality products and services, and requires its staff to comply with the Company's policies against corruption and bribery at all time so as to avoid violations.

Supply Chain Management

Most of the procurements made by China South City have undergone a tender process. The Group implements a just and fair tender process to ensure adequate competition and adopts a series of assessment methods in relation to supplier management to ensure the quality of its supplied products and services and the professionalism during performance process.

本集團於施工現場實行封閉式施工，並要求承建商於工地主入口及主施工通道旁設置綠化帶，且於每一施工地點均嚴格執行防止揚塵、防止泥漿、污水、廢水污染環境的措施。於排水設施方面，本集團要求承建商在施工現場靠近排水出口處設置過濾池及沉砂池，並嚴禁將生活用油、廢機油等油類物質，以及未經處理的雨水，直接排入市政管網及河流。於建築廢料處理方面，本集團委派專業及經當地政府部門許可的清運公司，將施工留下的混凝土、砂石砂漿以及裝飾裝修用垃圾，運送至政府指定的垃圾填埋處理場，由政府部門按相關規定處理。於社區環境保護方面，本集團亦要求承建商制定相關施工不擾民措施，做好施工現場的防粉塵、防噪音及防光污染。

營運慣例

本集團通過與供應商及承建商緊密合作，竭誠為客戶提供高效優質的產品及服務，並要求員工時刻遵守公司反貪污及賄賂的政策，避免違規行為。

供應鏈管理

華南城大部份的採購均通過招標進行。本集團採用不偏不倚的招標程序，確保充分競爭，並實施一系列供應商管理考核辦法，以確保其供應產品與服務的品質，以及履約過程的專業性。





Following the principle of “Integrity, fairness and justice”, the Group signs letters of undertaking with suppliers of goods, service providers and construction units to strictly restrict any staff from receiving private benefits including gifts, commissions or any form of remuneration to eradicate corruption and bribery.

Customer Service and Security Management

Apart from property development, China South City also actively cultivates the market in order to provide a favorable business environment for its tenants. In this regard, the Group values the comments and suggestions of its tenants and seeks communications with its tenants via different channels. During the Year, the Group established Customer Satisfaction Survey Management Procedure《客戶滿意度調查管理規程》to further standardize the implementation of customer market research. By conducting questionnaire, focus group and phone sample survey for the tenants in the trial operating projects through customer service centers, the Group understands the views of and ratings by its clients in respect of product planning and design, construction quality, sales service, business operation, property and customer service during the process of property development, sales and after-sales services. Accordingly, a clear analysis of the problem can be reached and feedback and improvement measures can be timely reflected and proposed to relevant departments so as to raise the satisfaction and loyalty of the clients.

本著「廉潔、公平、公正」的宗旨，本集團與貨品供應商、服務商及工程單位簽訂承諾書，嚴格限制任何員工收受包括禮物、回佣或任何形式之報酬等的私人利益，杜絕貪污賄賂行為。

客戶服務及安全管理

華南城在物業開發之餘亦積極培育市場，為入駐商戶提供良好的營商環境。為此，本集團十分重視商戶的意見及建議，並通過各種渠道尋求與商戶的溝通。於本年度，本集團推出《客戶滿意度調查管理規程》，進一步規範客戶市場調研的執行。本集團透過客戶服務中心對試運營項目內的商戶進行問卷調查、關注小組及電話抽樣調查等，以了解客戶在物業開發、銷售及售後服務的過程中，對產品規劃設計、工程品質、銷售服務、商業經營、物業及客戶服務等各方面的意見和評價，從而明確分析問題所在，並及時向相關部門反映意見及提出改進措施，以提升客戶的滿意度及忠誠度。



The Advisory Committee for Tenants of CSC Nanning was established for a better communication between China South City and tenants
旨在促進華南城與商戶之間更佳溝通的南寧華南城商家諮詢委員會成立



As more projects proceed to trial operation, safety management has become an important aspect to the development of the Group. In order to further regulate the internal safety management, the Group set up the Production Safety Supervision and Management Office (安全生產監督管理辦公室) during the Year, which is responsible for formulating relevant systems and standards, participating in safety related works in project planning, blueprint designing, construction, inspection and fire safety, as well as coordinating and arranging fire safety training. In addition, China South City, together with the armed police fire department, promoted the knowledge of fire safety, held fire drills and introduced the usage of the fire equipments, firefighting methods and precautions, fire hazards and emergency knowledge, etc to its staff, tenants and residents. During the Year, China South City held more than 40 safety talks and fire drills for its staff, tenants and residents to raise their awareness of safety.

隨著更多的項目投入試運營，安全管理成為本集團發展中的重要一環。為進一步規範本集團內部的安全管理，本集團於本年度成立安全生產監督管理辦公室，負責制定相關制度規範，並參與工程規劃、圖紙設計、施工、驗收及消防安全等安全相關專項工作，以及統籌安排消防安全培訓。此外，華南城聯同武警消防部門向其員工、商戶及住戶進行消防知識宣傳及消防演習，並向其介紹消防器材的使用、滅火方法及注意事項、火災隱患及應急自救常識等。於本年度，華南城向員工、商戶及住戶舉辦了逾40次安全講座及消防演習，以提升其自我安全意識。



Fire safety talks
消防安全講座



Firemen introduced fire safety to staff, tenants and residents
消防人員向員工、商戶及住戶介紹消防安全



Fire drill
消防演習



Profession Invasion

The Group strictly prohibits any acts of bribery and corruption during its business operation and reminds its employees to avoid any acts which may cause conflicts of interest from time to time. To conduct risk prevention work, the Group has set up an email account for reporting complaints and a telephone number for case handling at the home page of its office system, while each subsidiaries of the Group also establishes their own public complaint and report mailboxes. All complaints are received and reported by the dedicated supervisory personnel from the customer services center and the supervision and auditing department of the Group at once and subsequently, be investigated and handled after categorizing the cases. If the reported act involves criminal activities, it shall be transferred to the judiciary authorities for handling according to the laws. During the Year, the Group had no case involving criminal activities that was required to be transferred to the judiciary authorities for handling.

Community Engagement

As a corporate citizen, China South City has been supporting and engaging in community and charitable activities in order to achieve a harmonious development between enterprise and the community.

職業侵佔

本集團嚴禁在運營過程中有任何賄賂及貪污的行為，亦時刻提醒員工必須避免任何可能產生利益衝突的行為。為作好風險防範工作，本集團於辦公系統首頁設立投訴舉報郵箱及受理舉報電話，各附屬公司亦設立公開投訴舉報信箱。所有投訴舉報，由本集團的客服中心及督察審計部的監察專門崗位，於第一時間接收匯報，隨後區別情況調查處理。若被舉報行為涉及犯罪的，將依法移送司法機關處理。於本年度，本集團無發生涉及犯罪需移送司法機關處理的案件。

社區參與

作為企業公民，華南城透過持續支持並參與社區公益活動，達至企業與社區發展的和諧互惠。



Charity Donations

China South City cares about the society where it locates. During the Year, it made charitable donations of approximately HK\$2.4 million in aggregate to various charitable organizations. Apart from charitable donations, with the aims of improving the social environment and promoting the development of the society, China South City, together with Shenzhen Charity Foundation, established the Shenzhen Charity Foundation • China South City Charity Fund (深圳市慈善會•華南城慈善基金), committing to charitable functions regarding environmental protection, education and elderly care services, poverty relief, disaster relief and youngsters physical and mental health. During the Year, the foundation engaged in various charitable activities, including:

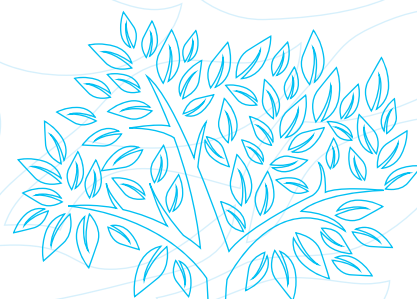
- Nanning City Charity Day (南寧市慈善日)
- Guangxi Poverty Alleviation and Education Support Foundation (廣西和合濟困助學基金)
- Poverty Alleviation Day of Guangdong (廣東扶貧濟困日)
- Green Shenzhen • Tree Planting Activity for Livable Home (綠色深圳•宜居家園環保植樹活動)
- 南寧市慈善日
- 廣西和合濟困助學基金
- 廣東扶貧濟困日
- 綠色深圳•宜居家園環保植樹活動

慈善捐助

華南城關愛所處社區，並於本年度向多個慈善機構合共捐出約240萬港元的慈善捐款。除了慈善捐款外，華南城與深圳市慈善會攜手成立深圳市慈善會•華南城慈善基金，以改善社會環境，推動社會發展為宗旨，積極實踐環境保護、教育及養老服務、扶貧濟困、賑災救援、青少年身心健康等慈善公益項目。於本年度，該基金會參與的慈善活動包括：



Charitable donation campaigns
慈善捐款活動





Cultural and Recreational Activities

1. CSC Nanchang – World-record-breaking Cycling Parade

As an incubation base of E-commerce business for university students in Nanchang, CSC Nanchang, together with the Human Resources and Social Security Bureau of Nanchang (南昌市人力資源和社會保障局), the Communist Youth of Nanchang Committee (共青團南昌市委) and Financial Bureau of Nanchang, organized the 1st Cultural Festival for Mass Entrepreneurship and Innovation in Nanchang cum 2nd World-record-breaking Cycling Parade of China South City (「南昌市首屆雙創文化節暨華南城第二屆千人騎行挑戰世界紀錄」). It called on university students and citizens to engage in Mass Entrepreneurship and Innovation (「大眾創業萬眾創新」) initiated by the State.

2. CSC Nanning – The Healthy Run for The 10th Nanning International Half Marathon

CSC Nanning and the People's Government of Jiangnan District, Nanning co-organized the healthy run for the 10th Nanning International Half Marathon (迎接第10屆南寧國際半程馬拉松比賽健康跑). The activity attracted over 1,000 runners. Not only did it raise the health awareness of the public, but also reflected China South City's care about community development.

文化康樂活動

1、南昌華南城－千人騎行挑戰世界紀錄

南昌華南城作為南昌市大學生電子商務創業孵化基地，攜手南昌市人力資源和社會保障局、共青團南昌市委及南昌市財政局等，舉辦「南昌市首屆雙創文化節暨華南城第二屆千人騎行挑戰世界紀錄」活動。此活動號召大學生與市民響應國家提出的「大眾創業萬眾創新」的倡議。

2、南寧華南城－迎接第10屆南寧國際半程馬拉松比賽健康跑

南寧華南城與南寧市江南區人民政府聯合舉辦「迎接第10屆南寧國際半程馬拉松比賽健康跑」。此次活動吸引逾千名選手參賽，活動在提高市民健康意識之餘，亦體現華南城對社區發展的關注。



World-record-breaking Cycling Parade
千人騎行挑戰世界紀錄



The Healthy Run for the 10th Nanning International Half Marathon
迎接第10屆南寧國際半程馬拉松比賽健康跑



Serving Community

1. Incubation Base of E-commerce Business for University Students

Echoing the State's spirit of "encouraging entrepreneurship to promote employment" (「鼓勵創業，促進創業帶動就業」), CSC Nanchang and CSC Zhengzhou, with the keen support from the local governments and coupled with the local universities' resources, separately established "Incubation Base of E-commerce Business for University Students". This nurtured E-commerce talents and incubated entrepreneurship projects through providing the undergraduates and fresh graduates with free facilities such as office premises and computer network, professional E-commerce trainings and seminars, concessionary operational policies and free commercial promotional resources. Currently, the projects are co-operating with many local tertiary institutions, providing numerous university students with E-commerce trainings, and have assisted them to establish E-commerce projects.



Incubation base of E-commerce business for university students
大學生電子商務創業孵化基地

2. "Face-to-face with Famous Teachers" (「名師零距離」) Large-scale Charitable Seminar

To care for the students, CSC Hefei and the educational and legal channel of the Hefei Broadcasting Television Station (合肥廣播電視台 - 教育法制頻道) jointly organized a large-scale charitable seminar, entitled "Face-to-face with Famous Teachers" (「名師零距離」), which invited famous teachers for national college entrance examination from the local key high schools to give talks and give advices to students regarding examination skills and mental adjustment before the test, helping students to proactively cope with the examination.

服務社區

1、大學生電子商務創業孵化基地

為響應國家「鼓勵創業，促進創業帶動就業」的精神，南昌華南城及鄭州華南城在當地政府的大力支持下，結合當地高校資源，分別成立了「大學生電子商務創業孵化基地」。此舉通過向在校及剛畢業的大學生提供包括辦公場所、電腦網絡等免費設施，專業的電商培訓及講座，優惠的營商政策及免費的商業推廣資源等，進行電商人才的培養及創業項目孵化。目前，該等項目已與眾多當地大專院校進行合作，向眾多大學生提供電商培訓，並幫助大學生建立電商項目。



"Face-to-face with Famous Teachers" large-scale charitable seminar
「名師零距離」大型公益講座

2、「名師零距離」大型公益講座

為關懷學生，合肥華南城聯同合肥廣播電視台—教育法制頻道，開展「名師零距離」大型公益講座，邀請本地重點高中高考名師主持講座，就考試技巧、考前心態調整等對學生進行輔導，協助考生積極應對考試。



3. Distribution of Winter Heartwarming Packs from One Foundation cum Warm Winter Campaign of CSC Zhengzhou (壹基金冬季溫暖包發放暨鄭州華南城暖冬行動)

CSC Zhengzhou, together with One Foundation and Henan Association of Emergency Assistance (河南省應急救援協會), presented 500 heartwarming packs from One Foundation (「壹基金溫暖包」) and 200 caring gifts from China South City to children who suffered from poverty and disaster in various cities in Henan province, including Pingdingshan, Zhoukou, Anyang, Xinxiang and Jiyuan, to comfort children living in the freezing disaster area.



Distribution of winter heartwarming packs from One Foundation cum warm winter campaign of CSC Zhengzhou
壹基金冬季溫暖包贈送暨鄭州華南城暖冬行動

3、壹基金冬季溫暖包發放暨鄭州華南城暖冬行動

鄭州華南城與壹基金及河南省應急救援協會攜手向河南省平頂山、周口、安陽、新鄉及濟源等地的貧困受災兒童贈送500份「壹基金溫暖包」及200份華南城關愛禮品，為凝凍災區兒童獻上溫暖。



Cool Summer HOBA's Charity Walk in Pengcheng
清涼一夏好百年鵬城公益行

4. Cool Summer HOBA's Charity Walk in Pengcheng (清涼一夏好百年鵬城公益行)

Since its launch last year, "HOBA's Charity Walk in Pengcheng" (「好百年鵬城公益行」) has enjoyed wide support from the general public and has been approved by government bodies such as Shenzhen Environmental Hygiene Bureau and environmental hygiene bureaus of each district. During the Year, HOBA organized "Cool Summer HOBA's Charity Walk in Pengcheng" (「清涼一夏好百年鵬城公益行」) again and distributed materials for relief from summer heat and labour protection, including towels, gloves, caps and mineral water to thousands of cleaning workers in major communities in Shenzhen, with an aim to call upon every sector in the community to respect and care the cleaning workers.

4、清涼一夏好百年鵬城公益行

「好百年鵬城公益行」自去年舉辦以來，得到社會各界的廣泛支持，也獲得深圳市環衛局及各區環衛局等政府機構的一致認可。於本年度，好百年再度舉辦「清涼一夏好百年鵬城公益行」活動，向深圳市各大社區的數千名清潔工人送贈毛巾、手套、太陽帽及礦泉水等消暑及勞保物品，藉此呼籲社會各界尊重關愛清潔工人。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



To the members of China South City Holdings Limited (Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of China South City Holdings Limited (the "Company") and its subsidiaries set out on pages 129 to 244, which comprise the consolidated statement of financial position as at 31 March 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the 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 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.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.

致華南城控股有限公司各股東 (於香港註冊成立之有限公司)

我們已審核列載於第129至244頁的華南城控股有限公司(「貴公司」)及其附屬公司的財務報表，其中包括於2016年3月31日的綜合財務狀況表，及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表以及主要會計政策概要及其他說明資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會刊發的香港財務報告準則及香港公司條例規定編制綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見。本報告根據香港公司條例第405條僅向閣下(作為團體)報告，除此之外，別無其他目的。本核數師不會就本報告內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會刊發的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。



Auditors' 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 auditors' judgement, 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 auditors consider internal control relevant to the entity's preparation of 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 Company and its subsidiaries as at 31 March 2016, and of their 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 Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

27 June 2016

核數師的責任(續)

審核涉及執行程序以獲取有關綜合財務報表所載金額和披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實且反映相關的內部監控，以設計適當的審核程序，但並非對公司的內部監控的有效性發表意見。審核亦包括評估董事所採用的會計政策的恰當性及作出的會計估計的合理性，以及評估綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及其附屬公司於2016年3月31日的財務狀況及截至該日止年度貴集團的財務表現和現金流量，並已按照香港公司條例妥為編製。

安永會計師事務所
執業會計師
香港
中環
添美道1號
中信大廈22樓

2016年6月27日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

Year ended 31 March 2016 截至2016年3月31日止年度

For the year ended 31 March

截至3月31日止年度

		Notes	2016	2015
		附註	HK\$'000	HK\$'000
			千港元	千港元
REVENUE	收入	5	6,136,262	9,757,767
Cost of sales	銷售成本		(3,177,209)	(4,582,237)
Gross profit	毛利		2,959,053	5,175,530
Other income and gains/(losses)	其他收入及收益/(虧損)	5	1,066,242	334,096
Fair value gains on investment properties	投資物業公平值收益	5	3,232,699	2,398,531
Selling and distribution expenses	銷售及分銷開支		(864,670)	(721,991)
Administrative expenses	行政開支		(1,177,180)	(1,083,587)
Other expenses	其他開支		(152,525)	(70,285)
Finance costs	融資成本	7	(159,386)	(165,595)
Share of profits and losses of:	應佔下列的利潤及虧損：			
Associates	聯營公司		–	(7,210)
PROFIT BEFORE TAX	稅前利潤	6	4,904,233	5,859,489
Income tax expenses	所得稅開支	10	(1,370,457)	(2,144,709)
PROFIT FOR THE YEAR	本年度利潤		3,533,776	3,714,780
Attributable to:	下列各方應佔：			
Owners of the parent	母公司擁有人		3,537,012	3,727,872
Non-controlling interests	非控股權益		(3,236)	(13,092)
			3,533,776	3,714,780
EARNINGS PER SHARE	歸屬於母公司普通股			
ATTRIBUTABLE TO ORDINARY	權益持有人之			
EQUITY HOLDERS OF THE PARENT	每股盈利	12		
Basic	基本			
– for profit for the year	– 本年度利潤		HK44.22 cents港仙	HK48.73 cents港仙
Diluted	攤薄			
– for profit for the year	– 本年度利潤		HK44.05 cents港仙	HK45.27 cents港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 March 2016 截至2016年3月31日止年度

For the year ended 31 March

截至3月31日止年度

2016

2015

HK\$'000

HK\$'000

千港元

千港元

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
PROFIT FOR THE YEAR	本年度利潤	3,533,776	3,714,780
OTHER COMPREHENSIVE INCOME	其他全面收入		
Other comprehensive (loss)/income to be reclassified to profit or loss in subsequent periods:	將於其後期間重分類至損益的其他全面(虧損)/收入：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(1,092,050)	58,537
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	本年度除稅後其他全面(虧損)/收入	(1,092,050)	58,537
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度總全面收入	2,441,726	3,773,317
Attributable to:	下列各方應佔：		
Owners of the parent	母公司擁有人	2,453,167	3,788,396
Non-controlling interests	非控股權益	(11,441)	(15,079)
		2,441,726	3,773,317

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2016 2016年3月31日



			31 March 2016 2016年3月31日	31 March 2015 2015年3月31日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS				
非流動資產				
Property, plant and equipment	物業、廠房及設備	13	1,507,155	1,328,231
Investment properties	投資物業	14	34,814,188	30,217,792
Properties under development	發展中物業	15	4,252,854	3,697,166
Prepaid land lease payments	預付土地出租金	16	996,351	787,819
Goodwill	商譽	17	34,128	34,128
Investment in a joint venture	於一家合營企業的投資	18	–	5,079
Investments in associates	於聯營公司的投資	19	60,310	34,884
Available-for-sale investments	可供出售金融投資	20	175,512	175,500
Other long-term receivables	其他長期應收款項	21	4,179	8,860
Deposits paid for purchase of land use rights	購買土地使用權支付的按金	22	403,144	1,225,250
Deferred tax assets	遞延稅項資產	35	2,145,347	1,475,323
Total non-current assets	非流動資產總值		44,393,168	38,990,032
CURRENT ASSETS				
流動資產				
Properties held for finance lease	持作融資租賃物業		168,524	297,940
Properties held for sale	持作銷售物業	23	25,179,046	22,969,976
Trade receivables	應收貿易賬款	24	1,149,273	1,636,626
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	781,260	653,785
Held-for-trading investments at fair value through profit or loss	透過損益以公平值列賬之 持作買賣投資	26	27,365	32,890
Cash and cash equivalents and restricted cash	現金及現金等價物及受限制現金	27	11,686,695	8,672,722
Total current assets	流動資產總值		38,992,163	34,263,939
CURRENT LIABILITIES				
流動負債				
Trade and other payables	貿易及其他應付款項	28	13,269,724	13,534,665
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	7,656,878	6,824,949
Short-term notes	短期融資券	30	2,525,460	2,750,880
Tax payables	應付稅項		4,569,111	5,235,130
Total current liabilities	流動負債總額		28,021,173	28,345,624
NET CURRENT ASSETS	流動資產淨值		10,970,990	5,918,315
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		55,364,158	44,908,347

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)
綜合財務狀況表(續)

31 March 2016 2016年3月31日



			31 March 2016	31 March 2015
			2016年3月31日	2015年3月31日
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	8,965,863	8,640,398
Senior notes	優先票據	31	4,113,363	4,082,811
Medium-term notes	中期票據	32	5,026,696	2,704,226
Corporate bonds	企業債券	33	1,891,219	–
Domestic company bonds	境內公司債券	34	3,629,086	–
Deferred tax liabilities	遞延稅項負債	35	5,369,466	4,459,096
			28,995,693	19,886,531
Total non-current liabilities	非流動負債總額		28,995,693	19,886,531
			26,368,465	25,021,816
Net assets	資產淨值		26,368,465	25,021,816
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	36	7,043,784	7,034,761
Other reserves	其他儲備	39	19,134,733	17,832,208
			26,178,517	24,866,969
Non-controlling interests	非控股權益		189,948	154,847
			26,368,465	25,021,816
Total equity	權益總額		26,368,465	25,021,816

CHENG CHUNG HING 鄭松興
Director 董事

FUNG SING HONG STEPHEN 馮星航
Director 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 March 2016 截至2016年3月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Capital reserve	Revaluation reserve	Retained profits	Equity component of convertible notes	Total	Non-controlling interests	Total equity
Notes		股本	法定盈餘儲備	購股權儲備	匯兌波動儲備	資本儲備	重估儲備	保留利潤	權益部份可換股票據	總計	非控股權益	權益總額
附註		HK\$'000 千港元	HK\$'000 千港元 Note (i) 附註(i)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2014	於2014年4月1日	4,684,476	684,711	85,157	1,397,501	(232,690)	286,456	13,026,534	37,360	19,969,505	174,640	20,144,145
Profit for the year	本年度利潤	-	-	-	-	-	-	3,727,872	-	3,727,872	(13,092)	3,714,780
Other comprehensive income for the year:	本年度其他全面收入：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	60,524	-	-	-	-	60,524	(1,987)	58,537
Total comprehensive income for the year	本年度總全面收入	-	-	-	60,524	-	-	3,727,872	-	3,788,396	(15,079)	3,773,317
Capital contribution from non-controlling shareholders	非控股股東的資本出資	-	-	-	-	5,211	-	-	-	5,211	8,921	14,132
Acquisition of non-controlling interests of subsidiaries	收購附屬公司的非控股權益	-	-	-	-	-	-	-	-	-	(13,635)	(13,635)
Exercise of Tencent call options	行使騰訊購股權	851,904	-	-	-	-	-	-	-	851,904	-	851,904
Conversion of convertible notes	可換股票據轉換	1,045,292	-	-	-	-	-	-	(37,360)	1,007,932	-	1,007,932
Exercise of share options	行使購股權	38	453,089	-	(62,917)	-	-	-	-	390,172	-	390,172
Lapse of share options	購股權失效	38	-	-	(215)	-	-	215	-	-	-	-
Equity-settled share option arrangement	以權益結算的購股權安排	38	-	-	90,742	-	-	-	-	90,742	-	90,742
Shares repurchased	股份回購	-	-	-	-	-	-	(150,619)	-	(150,619)	-	(150,619)
Final 2014 dividend paid	已付2014年末期股息	-	-	-	-	-	-	(1,086,274)	-	(1,086,274)	-	(1,086,274)
Transfer from retained profits	轉發自保留利潤	-	396,369	-	-	-	-	(396,369)	-	-	-	-
At 31 March 2015	於2015年3月31日	7,034,761	1,081,080*	112,767*	1,458,025*	(227,479)*	286,456*	15,121,359*	-	24,866,969	154,847	25,021,816

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)
綜合權益變動表(續)

Year ended 31 March 2016 截至2016年3月31日止年度



		Attributable to owners of the parent 母公司擁有人應佔							Non-controlling interests		Total equity	
		Share capital	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Capital reserve	Revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity	
		股本	法定盈餘儲備	購股權儲備	匯兌波動儲備	資本儲備	重估儲備	保留利潤	總計	非控股權益	權益總額	
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		附註(i)										
At 1 April 2015	於2015年4月1日	7,034,761	1,081,080	112,767	1,458,025	(227,479)	286,456	15,121,359	24,866,969	154,847	25,021,816	
Profit for the year	本年度利潤	-	-	-	-	-	-	3,537,012	3,537,012	(3,236)	3,533,776	
Other comprehensive loss for the year:	本年度其他全面虧損：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	(1,083,845)	-	-	-	(1,083,845)	(8,205)	(1,092,050)	
Total comprehensive income for the year	本年度總全面收入	-	-	-	(1,083,845)	-	-	3,537,012	2,453,167	(11,441)	2,441,726	
Capital contribution from non-controlling shareholders	非控股股東的資本出資	-	-	-	-	(46,542)	-	-	(46,542)	46,542	-	
Exercise of share options	行使購股權	38	9,023	(1,164)	-	-	-	-	7,859	-	7,859	
Lapse of share options	購股權失效	38	-	(126)	-	-	-	126	-	-	-	
Equity-settled share option arrangement	以權益結算的購股權安排	38	-	29,341	-	-	-	-	29,341	-	29,341	
Shares repurchased	股份回購	36	-	-	-	-	-	(11,602)	(11,602)	-	(11,602)	
Final 2015 dividend paid	已付2015年末期股息	-	-	-	-	-	-	(1,120,675)	(1,120,675)	-	(1,120,675)	
Transfer from retained profits	轉撥自保留利潤	-	263,686	-	-	-	-	(263,686)	-	-	-	
At 31 March 2016	於2016年3月31日	7,043,784	1,344,766*	140,818*	374,180*	(274,021)*	286,456*	17,262,534*	26,178,517	189,948	26,368,465	

* These reserve accounts comprise the consolidated other reserves of HK\$19,134,733,000 (31 March 2015: HK\$17,832,208,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表所載的綜合其他儲備19,134,733,000港元(2015年3月31日: 17,832,208,000港元)。

Note:

附註:

(i) In accordance with the PRC Company Law, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of this reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the registered capital after such usages.

(i) 根據中國公司法，本公司於中國註冊的附屬公司須將年度法定稅後利潤(經抵銷任何過往年度虧損後)的10%撥入法定盈餘儲備。當儲備資金結餘達至實體註冊資本的50%時，可以選擇是否再次撥入資金。法定盈餘儲備可用於抵銷過往年度虧損或增加資本。然而，法定盈餘儲備於作出該等用途後的結餘必須最少維持於註冊資本的25%。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2016 截至2016年3月31日止年度

For the year ended 31 March

截至3月31日止年度

	Notes	2016	2015
	附註	HK\$'000	HK\$'000
		千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Profit before tax	稅前利潤	4,904,233	5,859,489
Adjustments for:	調整：		
Finance costs	融資成本	159,386	165,595
Share of profits and losses of associates	應佔聯營公司利潤及虧損	–	7,210
Bank interest income	銀行利息收入	(85,947)	(68,996)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	61	114
Depreciation	折舊	150,885	93,265
Amortisation of prepaid land lease payments	預付土地出租金攤銷	23,618	14,823
Changes in fair value of investment properties	投資物業公平值變動	(3,232,699)	(2,398,531)
Provision for/(reversal of provision for) impairment of trade receivables	應收貿易賬款減值撥備/(沖回撥備)	96,660	(16,400)
Loss on disposal of a joint venture	處置一家合營公司虧損	4,959	–
Loss on disposal of subsidiaries	處置附屬公司虧損	444	–
Fair value losses/(gains), net:	公平值虧損/(收益)·淨額：		
Derivative financial instrument	衍生金融工具	–	(151,915)
Held-for-trading investments at fair value through profit or loss, net	透過損益以公平值列賬之持作買賣投資	5,525	(3,770)
Dividend income from held-for-trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資的股息收入	(1,053)	(195)
Equity-settled share option expense	以權益結算的購股權開支	29,341	90,742
		2,055,413	3,591,431
Decrease/(increase) in properties held for sale	持作銷售物業減少/(增加)	1,793,122	(2,841,920)
Decrease/(increase) in properties held for finance lease	持作融資租賃物業減少/(增加)	233,976	(51,421)
Decrease in other long-term receivables	其他長期應收款項減少	4,342	9,158
Decrease in trade receivables	應收貿易賬款減少	328,128	1,192,361
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(152,468)	(61,818)
(Increase)/decrease in restricted cash	受限制現金(增加)/減少	(993,890)	58,356
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)/增加	(599,346)	708,071
		2,669,277	2,604,218
Cash generated from operations	經營所得的現金	(1,481,940)	(1,217,408)
Overseas taxes paid	已付海外稅項		
		1,187,337	1,386,810
Net cash flows from operating activities	經營活動現金流入淨額		

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)
綜合現金流量表(續)

Year ended 31 March 2016 截至2016年3月31日止年度



		For the year ended 31 March 截至3月31日止年度	
		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
Net cash flows from operating activities	經營活動現金流入淨額	1,187,337	1,386,810
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(38,390)	(84,127)
Dividends received from held-for-trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資已收股息	1,053	195
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	6,392	3,124
Purchase of available-for-sale investments	購買可供出售金融投資	(12)	(175,500)
Investments in associates	於聯營公司的投資	(26,760)	(30,733)
Acquisition of non-controlling interests of subsidiaries	收購附屬公司的非控股權益	-	(239,342)
Proceeds received from disposal of subsidiaries	出售附屬公司所得款項	10,246	139,261
Net advances to a joint venture	一家合營企業所得墊款淨額	-	(3,349)
Additions to properties under development	發展中物業添置	(5,423,894)	(12,022,895)
Additions to prepaid land lease payments	預付土地出租金增加	(83,019)	-
Interest received	已收利息	85,947	68,996
	5		
Net cash flows used in investing activities	投資活動現金流出淨額	(5,468,437)	(12,344,370)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Issue of medium-term notes	發行中期票據	2,415,662	2,483,550
Issue of corporate bonds	發行企業債券	1,787,980	-
Issue of short-term notes	發行短期融資券	2,559,480	2,750,880
Issue of domestic company bonds	發行境內公司債券	3,582,545	-
Capital contribution from non-controlling shareholders	非控股股東出資	-	8,921
Shares repurchased	股份回購	(11,602)	(150,619)
Payment for interest on senior notes	優先票據利息付款	(389,024)	(389,024)
Payment for interest on convertible notes	可換股票據利息付款	-	(31,688)
Payment for interest on medium-term notes	中期票據利息付款	(196,953)	-
Payment for interest on short-term notes	短期融資券利息付款	(135,995)	-
Repayment of short-term notes	償還短期融資券	(2,698,740)	-
New bank and other borrowings	新借銀行及其他貸款	10,800,504	9,346,170
Repayment of bank and other borrowings	償還銀行及其他貸款	(9,051,904)	(6,370,970)
Exercise of share options	行使購股權	7,859	390,171
Exercise of Tencent call options	行使騰訊購股權	-	822,528
Dividends paid	分派股息	(1,120,675)	(1,086,274)
Interest paid	已付利息	(990,380)	(960,997)
Net cash flows from financing activities	融資活動現金流入淨額	6,558,757	6,812,648
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加/(減少)淨額	2,277,657	(4,144,912)
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	7,253,469	11,303,044
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(203,319)	95,337
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終的現金及現金等價物	9,327,807	7,253,469
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents	現金及現金等價物	9,327,807	7,253,469
	27		

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2016 2016年3月31日



1. Corporate and Group Information

China South City Holdings Limited (the "Company") is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Room 2205, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in the development and operation of large-scale integrated logistics and trade centers, development of residential and commercial ancillary facilities, property management and the provision of E-commerce, outlet operations, logistics and warehousing services.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2016 於2016年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
China South International Industrial Materials City (Shenzhen) Company Limited (ii)(iv) ("China South International") 華南國際工業原料城(深圳)有限公司(ii)(iv) (「華南國際」)	The People's Republic of China ("PRC")/ Mainland China 中國/中國大陸	HK\$2,200,000,000 2,200,000,000港元	18 December 2002 18-12-2002	100	-	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Nanchang China South City Company Limited (i)(iv) 南昌華南城有限公司(i)(iv)	PRC/Mainland China 中國/中國大陸	Renminbi ("RMB") 1,100,000,000 人民幣1,100,000,000元	16 November 2007 16-11-2007	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Nanning China South City Company Limited (iii)(iv) 南寧華南城有限公司(iii)(iv)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	28 August 2009 28-08-2009	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營

1. 公司及本集團資料

華南城控股有限公司(「本公司」)在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室。

年內，本公司及其附屬公司(統稱「本集團」)主要從事發展及經營大型綜合商貿物流及商貿中心、開發商住配套設施、物業管理以及提供電子商貿、奧特萊斯運營、物流及倉儲服務。

附屬公司資料

本公司的主要附屬公司詳情如下：

31 March 2016 2016年3月31日



1. Corporate and Group Information (Continued)
Information about subsidiaries (Continued)

1. 公司及本集團資料(續)
附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2016 於2016年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Xi'an China South City Company Limited (iii) 西安華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	12 November 2009 12-11-2009	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Harbin China South City Company Limited (iii) 哈爾濱華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB1,500,000,000 人民幣1,500,000,000元	9 January 2012 09-01-2012	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Harbin Baoliton Market Development Management Company Limited (iii) 哈爾濱寶力通市場開發管理有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB500,000,000 人民幣500,000,000元	22 December 2011 22-12-2011	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Zhengzhou China South City Company Limited (iii)(iv) 鄭州華南城有限公司(iii)(iv)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	17 May 2012 17-05-2012	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Hefei China South City Company Limited (ii)(iv) 合肥華南城有限公司(ii)(iv)	PRC/Mainland China 中國/中國大陸	RMB600,000,000 人民幣600,000,000元	25 December 2012 25-12-2012	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營
Chongqing China South City Company Limited (ii)(iv) 重慶華南城有限公司(ii)(iv)	PRC/Mainland China 中國/中國大陸	RMB800,304,400/ RMB1,000,000,000 人民幣800,304,400元/ 人民幣1,000,000,000元	27 December 2013 27-12-2013	-	100	Development and operation of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及運營



1. Corporate and Group Information (Continued)
Information about subsidiaries (Continued)

1. 公司及本集團資料(續)
附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2016 於2016年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Shenzhen Huasheng Commercial Development Company Limited (iii) 深圳華盛商業發展有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	19 November 2010 19-11-2010	-	100	Management of outlet operations 奧特萊斯商場運營管理
Shenzhen China South City E-Commerce Technology Company Limited (ii) 深圳華南城網科技有限公司(ii)	PRC/Mainland China 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	19 April 2012 19-04-2012	-	100	Development, operation and management of E-commerce platform 電子商貿平台開發、運營及管理
Shenzhen First Asia Pacific Property Management Company Limited (i) 深圳第一亞太物業管理有限公司(i)	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	31 December 2003 31-12-2003	2.5	97.5	Provision of property management services 提供物業管理服務
Qianlong Logistics Group Limited (iii) 乾龍物流集團有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB200,000,000 人民幣200,000,000元	2 July 2004 02-07-2004	-	100	Provision of logistics services 提供物流服務

31 March 2016 2016年3月31日



1. Corporate and Group Information (Continued)
Information about subsidiaries (Continued)

1. 公司及本集團資料(續)
附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2016 於2016年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Shenzhen HOBA Home Furnishing Chain Store Company Limited (iii)(v) 深圳市好百年家居連鎖股份有限公司(iii)(v)	PRC/Mainland China 中國/中國大陸	RMB480,000,000 人民幣480,000,000元	12 October 2001 12-10-2001	-	75	Furnishing market operation 家居廣場運營
China South City Management Company Limited 華南城管理有限公司	Hong Kong 香港	HK\$1 1港元	9 November 2007 09-11-2007	-	100	Provision of management services 提供管理服務
China South City Group Company Limited (iii) 華南城集團有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB300,000,000 人民幣300,000,000元	20 July 2004 20-07-2004	-	100	Investment holding 投資控股

Notes:

- (i) Sino-foreign equity joint ventures under PRC law.
- (ii) Wholly-foreign-owned enterprises under PRC law.
- (iii) Limited companies under PRC law.
- (iv) Pursuant to certain project and land related contracts signed by the subsidiaries of the Group and the local governments, as well as pursuant to the requirements of the local governments and the local authorities related to the relevant public tender, auction and listing, some of the land acquired have sales restrictions on properties built on it. The saleable area of trade centers of CSC Shenzhen is limited to 30% of the total buildable gross floor area ("GFA") of properties built on the relevant parcels of land. The saleable area of trade centers and logistics facilities built on certain parcels of land acquired by CSC Nanchang and CSC Nanning in 2010 is limited to 60% of the relevant total buildable GFA. The saleable area of trade centers built by CSC Hefei and CSC Chongqing is limited to 50% of their relevant total buildable GFA. The saleable area of trade centers of phase I and future phases of CSC Zhengzhou are limited to 60% and 50% respectively of the relevant total buildable GFA. Except for the restrictions mentioned herein, there is no sales restriction on other parcels of land acquired by the Group.

附註：

- (i) 中國法律下的中外合資經營公司。
- (ii) 中國法律下的外商獨資企業。
- (iii) 中國法律下的有限公司。
- (iv) 根據本集團附屬公司與當地政府簽訂的若干項目及土地相關合同，以及根據當地政府或招拍掛相關部門的文件要求，部分項目所建物業存在銷售限制，包括深圳華南城相關地塊上的交易中心的可銷售面積限於總可建建築面積的30%；南昌華南城和南寧華南城於2010年取得的若干土地，其上建設的交易中心及倉儲設施的可銷售面積限於該等物業總可建建築面積的60%；合肥華南城及重慶華南城建設的交易中心的可銷售面積限於該等物業總可建建築面積的50%；鄭州華南城建設的一期及以後各期的交易中心的可銷售面積分別限於該等物業總可建建築面積的60%及50%。除上述情況之外，本集團的其他土地並沒有銷售限制。



1. Corporate and Group Information (Continued) Information about subsidiaries (Continued)

Notes: (Continued)

- (v) Pursuant to an agreement entered into with Shenzhen Hoba Home Furnishing Chain Store Company Limited ("Hoba Furnishing") in July 2013, the Group has agreed to subscribe for 360,000,000 shares of Hoba Furnishing at a total consideration of RMB522,210,000. In November 2013, the Group subscribed for 72,000,000 shares in Hoba Furnishing, which was satisfied by cash of RMB104,442,000 (equivalent to HK\$132,861,000). During the year, the Group further subscribed for 288,000,000 shares of Hoba Furnishing, which was satisfied by cash of RMB52,221,000 (equivalent to HK\$63,647,000) and investment properties with fair value in aggregate of RMB365,547,000 (equivalent to HK\$445,529,000). As of 31 March 2016, the Group has acquired a 75% equity interest in Hoba Furnishing.

2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and held-for-trading investments at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 March 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

1. 公司及本集團資料(續) 附屬公司資料(續)

附註：(續)

- (v) 根據與深圳市好百年家居連鎖股份有限公司(「好百年家居」)於2013年7月所訂立的協議，本集團同意認購好百年家居的360,000,000股股份，總代價為人民幣522,210,000元。於2013年11月，本集團已繳付人民幣104,442,000元(相等於132,861,000港元)認購72,000,000股好百年家居的股份。於本年內，本集團以現金人民幣52,221,000元(相等於63,647,000港元)及公平值人民幣365,547,000元(相等於445,529,000港元)的投資性物業認購288,000,000股好百年家居的股份。於2016年3月31日，本集團持有好百年家居75%的權益。

2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之規定而編製，並按歷史成本法編製，惟投資物業及透過損益以公平值列賬之持作買賣投資按公平值計量則除外。除另有說明外，此等財務報表以港元呈列，所有數值均已四捨五入至最接近千位數。

綜合基準

合併財務報表包括本集團截至2016年3月31日止年度的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團承受或享有參與投資對象業務所得的可變回報，且能透過對投資對象的權力(即賦予本集團有能力主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。



2.1 Basis of Preparation (Continued)

Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangement; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

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.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

綜合基準(續)

倘本公司直接或間接擁有少於投資對象大多數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時，會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃就與本公司相同的報告期間採納一致的會計政策編製。附屬公司的業績由本集團取得控制權當日起綜合計算，並會繼續綜合，直至該等控制權終止。

即使會導致非控股權益出現虧蝕結餘，損益及其他全面收入的各個組成部分仍會歸屬於本集團母公司擁有人及非控股權益。

所有集團內公司間資產、負債、權益、收入及開支以及與本集團成員公司間交易有關的現金流，將於綜合時悉數對銷。

倘事實或情況顯示上文所述三個控制因素中有一個或以上出現變動，則本集團將重新評估其是否仍控制該投資對象。於附屬公司擁有權權益的變動(並無喪失控制權)於入賬時列作權益交易。



2.1 Basis of Preparation (Continued)

Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following revised standards for the first time for the current year's financial statements.

Amendments to HKAS 19 *Defined Benefit Plans: Employee Contributions*

Annual Improvements to HKFRSs 2010-2012 Cycle

Annual Improvements to HKFRSs 2011-2013 Cycle

The nature and the impact of each amendment is described below:

- (a) Amendments to HKAS 19 apply to contributions from employees or third parties to defined benefit plans. The amendments simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. If the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction of service cost in the period in which the related service is rendered. The amendments have had no impact on the Group as the Group does not have defined benefit plans.

2.1 編製基準(續)

綜合基準(續)

倘本集團失去附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公允值；(ii)任何獲保留投資的公允值；及(iii)其因而產生計入損益的盈餘或虧蝕。先前已於其他全面收入確認的本集團應佔部分，乃按照本集團直接出售相關資產及負債時所規定的相同基準，在適當的情況下重新分類至損益或保留利潤。

2.2 會計政策的變更及披露

本集團已於本年度財務報表中首次採納下列經修訂準則。

香港會計準則第19號 *界定福利計劃：僱員供款之修訂*

2010年至2012年週期香港財務報告準則之年度改進

2011年至2013年週期香港財務報告準則之年度改進

各項修訂及詮釋之性質及影響說明如下：

- (a) 香港會計準則第19號修訂本適用於僱員或者第三方向界定福利計劃的供款。該修訂本簡化獨立於僱員服務年期的供款的會計處理，如僱員供款根據薪金的固定比例進行計算。倘供款金額獨立於服務年期，實體可以在僱員提供有關服務期間將僱員供款確認為服務成本的抵減項。由於本集團並無任何界定福利計劃，故該等修訂並無對本集團構成任何影響。



2.2 Changes in Accounting Policies and Disclosures (Continued)

(b) The *Annual Improvements to HKFRSs 2010-2012 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows:

- HKFRS 8 *Operating Segments*: Clarifies that an entity must disclose the judgements made by management in applying the aggregation criteria in HKFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar. The amendments also clarify that a reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker. The amendments have had no impact on the Group.
- HKAS 16 *Property, Plant and Equipment* and HKAS 38 *Intangible Assets*: Clarifies the treatment of gross carrying amount and accumulated depreciation or amortisation of revalued items of property, plant and equipment and intangible assets. The amendments have had no impact on the Group as the Group does not apply the revaluation model for the measurement of these assets.
- HKAS 24 *Related Party Disclosures*: Clarifies that a management entity (i.e., an entity that provides key management personnel services) is a related party subject to related party disclosure requirements. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendment has had no impact on the Group as the Group does not receive any management services from other entities.

2.2 會計政策的變更及披露(續)

(b) 於2014年1月頒佈的*2010年至2012年週期香港財務報告準則之年度改進*載列香港財務報告準則的多項修訂。於本年度生效的修訂詳情如下：

- 香港財務報告準則第8號*經營分部*：釐清實體必須披露管理層於應用香港財務報告準則第8號中的合併處理準則時作出的判斷，包括作合併處理的經營分部簡述，以及評估分部是否相似時所用的經濟特徵。該等修訂亦澄清，分部資產與總資產的對賬僅於該對賬乃向主要營運決策者匯報時方須披露。該等修訂並無對本集團構成影響。
- 香港會計準則第16號*物業、廠房及設備*及香港會計準則第38號*無形資產*：釐清物業、廠房及設備以及無形資產重估項目的賬面總值及累計折舊或攤銷處理方法。由於本集團並無使用重估模式計量該等資產，因此該等修訂並無對本集團構成影響。
- 香港會計準則第24號*關連方披露*：釐清管理實體(即提供關鍵管理人員服務的實體)為關連方，須遵守關連方披露規定。此外，使用管理實體的實體須披露就管理服務產生的開支。由於本集團並無接受其他實體提供的任何管理服務，因此該等修訂並無對本集團構成任何影響。



2.2 Changes in Accounting Policies and Disclosures (Continued)

(c) The *Annual Improvements to HKFRSs 2011-2013 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows:

- HKFRS 3 *Business Combinations*: Clarifies that joint arrangements but not joint ventures are outside the scope of HKFRS 3 and the scope exception applies only to the accounting in the financial statements of the joint arrangement itself. The amendment is applied prospectively. The amendment has had no impact on the Group as the Company is not a joint arrangement and the Group did not form any joint arrangement during the year.
- HKFRS 13 *Fair Value Measurement*: Clarifies that the portfolio exception in HKFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of HKFRS 9 or HKAS 39 as applicable. The amendment is applied prospectively from the beginning of the annual period in which HKFRS 13 was initially applied. The amendment has had no impact on the Group as the Group does not apply the portfolio exception in HKFRS 13.
- HKAS 40 *Investment Property*: Clarifies that HKFRS 3, instead of the description of ancillary services in HKAS 40 which differentiates between investment property and owner-occupied property, is used to determine if the transaction is a purchase of an asset or a business combination. The amendment is applied prospectively for acquisitions of investment properties. The amendment has had no impact on the Group as the acquisition of investment properties during the year was not a business combination and so this amendment is not applicable.

2.2 會計政策的變更及披露(續)

(c) 於2014年1月頒佈的2011年至2013年週期香港財務報告準則的年度改進載列香港財務報告準則的多項修訂。於本年度生效的修訂詳情如下：

- 香港財務報告準則第3號業務合併：釐清合營安排(而非合營公司)不屬於香港財務報告準則第3號的範圍內，而此範圍豁免僅適用於合營安排自身財務報表的會計處理。該修訂將於生效後應用。由於本公司並非合營安排，且本集團於年內並無成立任何合營安排，因此該修訂並無對本集團構成影響。
- 香港財務報告準則第13號公允價值計量：釐清香港財務報告準則第13號所述的組合豁免不僅適用於金融資產及金融負債，亦可應用於香港財務報告準則第9號或香港會計準則第39號(如適用)範圍內的其他合約。該修訂將自香港財務報告準則第13號首次應用的年度期間開始起應用。由於本集團並無應用香港財務報告準則第13號的組合豁免，因此該修訂並無對本集團構成影響。
- 香港會計準則第40號投資物業：釐清須使用香港財務報告準則第3號(而非香港會計準則第40號對輔助服務的描述，該描述區分投資物業與自有物業)以釐定交易屬購置資產或業務合併。該修訂於生效後應用於收購投資物業。由於本集團於年內並無收購任何投資物業，該修訂並不適用，因此該修訂並無對本集團構成影響。



2.3 Issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ¹
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i> ¹
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹
HKFRS 14	<i>Regulatory Deferral Accounts</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
HKFRS 16	<i>Leases</i> ³
Amendments to HKAS 1	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i> ¹
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i> ¹
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs ¹

- ¹ Effective for annual periods beginning on or after 1 January 2016
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for annual periods beginning on or after 1 January 2019
- ⁴ Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group

2.3 已頒佈但尚未生效的香港財務報告準則

本集團並未於此等財務報表中採納以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第9號	<i>金融工具</i> ²
香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂	<i>投資者與其聯營公司或合營公司之間的資產出售或注資</i> ¹
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(2011年)之修訂	<i>投資實體：應用綜合豁免</i> ¹
香港財務報告準則第11號之修訂	<i>收購合營業務權益的會計方法</i> ¹
香港財務報告準則第14號	<i>監管遞延賬目</i> ⁴
香港財務報告準則第15號	<i>客戶合約收益</i> ²
香港財務報告準則第16號	<i>租賃</i> ³
香港會計準則第1號之修訂	<i>披露計劃</i> ¹
香港會計準則第16號及香港會計準則第38號之修訂	<i>澄清折舊及攤銷的可接受方法</i> ¹
香港會計準則第16號及香港會計準則第41號之修訂	<i>農業：生產性植物</i> ¹
香港會計準則第27號之修訂(2011年)	<i>獨立財務報表之權益法</i> ¹
<i>2012年至2014年週期之年度改進</i>	多項香港財務報告準則之修訂 ¹

- ¹ 於2016年1月1日或之後開始之年度期間生效
- ² 於2018年1月1日或之後開始之年度期間生效
- ³ 於2019年1月1日或之後開始之年度期間生效
- ⁴ 首次採納香港財務報告準則的實體，適用於2016年1月1日或之後開始的年度財務報表，因此不適用於本集團



2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 April 2018. The Group is currently assessing the impact of the standard upon adoption and expects that the adoption of HKFRS 9 will have an impact on the classification and measurement of the Group's financial assets. Further information about the impact will be available nearer the implementation date of the standard.

The amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The Group expects to adopt the amendments from 1 April 2016.

The amendments to HKFRS 11 require that an acquirer of an interest in a joint operation in which the activity of the joint operation constitutes a business must apply the relevant principles for business combinations in HKFRS 3. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to HKFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2016.

2.3 已頒佈但尚未生效的香港財務報告準則(續)

預期將適用於本集團的香港財務報告準則的進一步資料如下：

於2014年9月，香港會計師公會頒佈香港財務報告準則第9號的最終版本，將金融工具項目的所有階段集於一起以代替香港會計準則第39號及香港財務報告準則第9號的全部先前版本。該準則引入分類及計量、減值及對沖會計處理的新規定。本集團預期自2018年4月1日起採納香港財務報告準則第9號。本集團正在評估採納該準則的影響及預期採納香港財務報告準則第9號將對本集團金融資產的分類及計量產生影響。進一步關於採納之影響可於接近實施日期時獲得。

香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(2011年)之間有關投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂即將應用。本集團預期自2016年4月1日起採納該等修訂。

香港財務報告準則第11號之修訂規定共同經營(其中共同經營的活動構成一項業務)權益的收購方必須應用香港財務報告準則第3號內業務合併的相關原則。該等修訂亦釐清於共同經營中先前所持有的權益於收購相同共同經營中的額外權益而共同控制權獲保留時不得重新計量。此外，香港財務報告準則第11號已增加一項範圍豁免，訂明當共享共同控制權的各方(包括呈報實體)處於同一最終控制方的共同控制之下時，該等修訂不適用。該等修訂適用於收購共同經營的初始權益以及收購相同共同經營中的任何額外權益。該等修訂預期於2016年4月1日採納後，將不會對本集團的財務狀況或表現產生任何影響。



2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1 January 2018. The Group expects to adopt HKFRS 15 on 1 April 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

HKFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for the lessee and the lessor to a contract. For the lessee, HKFRS 16 introduces a single accounting model for all leases, with certain exemptions, which requires the lessee to recognise most leases in the statement of financial position. For the lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. HKFRS 16 is effective for annual periods beginning on or after 1 January 2019 and early adoption is permitted if HKFRS 15 has also been applied. The Group is yet to assess the full impact of HKFRS 16.

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in HKAS 1;
- (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

2.3 已頒佈但尚未生效的香港財務報告準則(續)

香港財務報告準則第15號建立一個新的五步模式，將應用於客戶合約收益。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得的代價金額確認。香港財務報告準則第15號的原則為計量及確認收益提供更加結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額，關於履行責任、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該準則將取代香港財務報告準則項下所有現時收益確認的規定。於2015年9月，香港會計師公會頒佈香港財務報告準則第15號之修訂，其有關將香港財務報告準則第15號之強制生效日期延遲一年至2018年1月1日。本集團預期於2018年4月1日採納香港財務報告準則第15號，目前正評估採納香港財務報告準則第15號的影響。

香港財務報告準則第16號載列有關就合約向承租人及出租人作出租賃之確認、計量、呈列及披露之原則。對於承租人，香港財務報告準則第16號對所有租賃引入一個單一會計模式，惟若干豁免除外，該準則規定承租人須於其資產負債表確認大部分租賃。對於出租人，香港財務報告準則第16號轉載香港會計準則第17號有關出租人之大部分會計規定。香港財務報告準則第16號於2019年1月1日或之後開始的年度期間生效，且倘亦採用香港財務報告準則第15號，則可提早應用。本集團尚未評估香港財務報告準則第16號的全面影響。

香港會計準則第1號之修訂載有對財務報表的呈報及披露範疇內具針對性的改進。該等修訂釐清：

- (i) 香港會計準則第1號內的重重大性規定；
- (ii) 損益表及財務狀況表內之特定項目可予細分；
- (iii) 實體就彼等呈列財務報表附註的順序擁有靈活性；及
- (iv) 使用權益法入賬的分佔聯營公司及合營公司的其他全面收益必須作為單獨項目匯總呈列，並且在將會或不會其後重新分類至損益的該等項目間進行歸類。



2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The Group expects to adopt the amendments from 1 April 2016. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are to be applied prospectively. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2016 as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

2.4 Summary of Significant Accounting Policies Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

2.3 已頒佈但尚未生效的香港財務報告準則(續)

此外，該等修訂釐清於財務狀況表及損益表內呈列額外小計時適用的規定。本集團預期於2016年4月1日起採納該等修訂。該等修訂預期不會對本集團的財務報表產生任何重大影響。

香港會計準則第16號及香港會計準則第38號之修訂澄清香港會計準則第16號及香港會計準則第38號中的原則，即收益反映自經營業務(資產為其一部分)產生的經濟利益而非通過使用資產消耗的經濟利益的模式。因此，收益法不得用於折舊物業、廠房及設備，並且僅在非常有限的情況下可用於攤銷無形資產。該等修訂即將應用。預期該等修訂於2016年4月1日獲採納後將不會對本集團的財務狀況或表現產生任何影響，原因是本集團並未使用收益法計算其非流動資產的折舊。

2.4 重大會計政策概要

於聯營公司及合營企業的投資

聯營公司為本集團一般擁有不少於20%股本投票權的長期權益，並能對其發揮重大影響力的實體。重大影響力為參與投資對象財政及經營政策決策的權力，但並非控制或共同控制該等政策。

合營企業為一項合營安排，據此，擁有安排之共同控制權的人士均有權享有合營企業的資產淨值。共同控制乃以合約協定分佔一項安排之控制權，其僅在相關活動決策必須獲分佔控制權的人士一致同意時方存在。



2.4 Summary of Significant Accounting Policies

(Continued)

Investments in associates and joint ventures

(Continued)

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures are included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 重大會計政策概要(續)

於聯營公司及合營企業的投資(續)

本集團於聯營公司及合營企業的投資乃按以權益會計法計算之本集團應佔資產淨值減任何減值虧損於綜合財務狀況表內列賬。

倘出現任何不相符的會計政策，即會作出調整加以修正。

本集團應佔聯營公司及合營企業收購後業績和其他全面收入分別計入合併損益表及合併其他全面收入內。此外，倘直接於聯營公司或合營企業的權益確認變動，則本集團會於綜合權益變動表確認其應佔的任何變動(如適用)。本集團與其聯營公司或合營企業進行交易而出現的未實現利益及虧損會互相抵銷，金額以本集團於聯營公司或合營企業的投資為限，但如果未實現虧損證明所轉讓資產發生減值則除外。收購聯營公司或合營企業產生的商譽計入本集團於聯營公司或合營企業的投資的一部分。

倘於聯營公司的投資變為於合營企業的投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，對聯營公司失去重大影響力或對合營企業失去共同控制後，本集團按其公允值計量及確認任何保留投資。於失去重大影響力或共同控制後聯營公司或合營企業的賬面值與保留投資及來自出售所得款項之公允值之間的差額於損益內確認。

當聯營公司或合營企業的投資被視為持作銷售，將會以香港財務報告準則第5號持作待售之非流動資產及非持續業務計量。



2.4 Summary of Significant Accounting Policies

(Continued)

Business combinations and goodwill

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

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

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

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

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

2.4 重大會計政策概要(續)

業務併購及商譽

業務併購乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產於收購日期之公平值、本集團自被收購方之前度擁有人承擔之負債，及本集團發行以換取被收購方控制權之股權之總和。就各業務合併而言，本集團選擇以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方中現時屬擁有權益並賦予其持有人權利可於清盤時按比例分佔資產淨值之非控股權益。非控股權益之所有其他部分按公平值計量。有關收購成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及指定用途。此包括將被收購方主合約中之嵌入式衍生工具分開計算。

倘業務併購分階段進行，先前持有股權應按收購日期公平值計入收益表重新計量及任何產生之收益或虧損確認於損益。

由收購方將予轉讓的任何或然代價將按收購日期的公允值確認。分類為資產或負債之或然代價按公允值計量，而公允值變動於損益確認。倘或然代價歸類為權益毋須重新計量，其日後結算於權益列賬。

商譽起初按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權之公平值之總和，超逾與所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值的公平值，於評估後其差額將於收益表內確認為議價購買收益。



2.4 Summary of Significant Accounting Policies

(Continued)

Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its investment properties and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 重大會計政策概要(續)

業務併購及商譽(續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於3月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產出單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽相關之現金產生單位(或現金產生單位組別)之可收回金額釐定。倘現金產生單位(或現金產生單位組別)之可收回金額低於賬面值時，減值虧損則予以確認。已就商譽確認之減值虧損不得於其後期間撥回。

倘商譽被分配為現金產生單位(或現金產生單位組別)之一部分，而該單位內部分業務被出售，則出售業務相關商譽於釐定出售業務收益或虧損時列入業務之賬面值。在這些情況下出售之商譽根據已出售業務及所保留現金產生單位部分之相對價值計算。

公允值計量

本集團於各報告期末按公允值計量投資物業及股權投資。公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允值計量乃假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公允值乃基於市場參與者於資產或負債定價所用的假設計量(即假設市場參與者會以最佳經濟利益行事)。



2.4 Summary of Significant Accounting Policies

(Continued)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits 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.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 重大會計政策概要(續)

公允值計量(續)

非金融資產的公允值計量須計及市場參與者透過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者以產生經濟利益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公允值的估值方法，以盡量使用相關可觀察元素及盡量減少使用不可觀察元素。

所有於財務報表計量或披露公允值的資產及負債乃基於對公允值計量整體而言屬重大的最低層輸入數據按以下公允值層級分類：

- 第一級 – 基於相同資產或負債於活躍市場的報價(未經調整)
- 第二級 – 按估值技術計量，而對公允值計量而言屬重大的最低層元素可直接或間接觀察得出
- 第三級 – 按估值技術計量，而對公允值計量而言屬重大的最低層元素不可觀察得出

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公允值計量整體而言屬重大的最低層元素)確定是否發生不同層級轉移。



2.4 Summary of Significant Accounting Policies

(Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 重大會計政策概要(續)

非金融資產減值

倘有跡象顯示減值存在，或當必須為資產(存貨、金融資產、投資物業及商譽除外)作出年度減值測試時，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值兩者的較高者減出售成本，並就個別資產而釐定，惟不可產生大體上獨立於其他資產或資產組別的現金流入的資產則除外，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

僅於資產的賬面值超逾其可收回金額時，減值虧損方予確認。評估使用價值時，估計日後現金流量乃使用可反映金額時間值的現行市場評估及該資產特有的風險的稅前折現率折現至現值。減值虧損於其產生期間自收益表與該減值資產功能一致的該等費用類別內扣除。

於各申報日期結束時均評估是否有任何跡象顯示於過往確認的減值虧損可能不再存在或可能已經減少。如該等跡象存在，則會估計可收回金額。僅於用作釐定資產的可收回金額的估計出現變動時，資產(商譽除外)過往確認的減值虧損方可撥回；惟撥回金額不得高於(倘該資產於過往年度未有確認減值虧損)將可釐定的賬面值(扣除任何折舊/攤銷)。有關減值虧損的撥回於產生期間計入損益表，但如該資產按重估金額列賬，則減值損失撥回會根據該重估資產的有關會計政策列賬。



2.4 Summary of Significant Accounting Policies

(Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 重大會計政策概要(續)

關連人士

有關人士在下列情況下被視為與本集團有關連：

- (a) 該人士為一名人士或該人士之近親，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的其中一名主要管理層成員；

或

- (b) 該人士為符合下列任何一項條件之實體：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 該實體為另一家實體之聯營公司或合營企業(或另一家實體之母公司、附屬公司或同系附屬公司)；
 - (iii) 該實體與本集團均為同一第三方之合營企業；
 - (iv) 該實體為第三方實體之合營企業，而另一家實體則為該第三方實體的聯營公司；
 - (v) 該實體為就本集團或與本集團有關連之實體之僱員之利益而設之離職後福利計劃；
 - (vi) 該實體受(a)項所識別之人士控制或共同控制；
 - (vii) 於(a)(i)項所識別之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員之一；及
 - (viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團的母公司提供主要管理人員服務。



2.4 Summary of Significant Accounting Policies

(Continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	3% to 9%
Furniture, fixtures and equipment	9% to 18%
Motor vehicles	9% to 18%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 重大會計政策概要(續)

物業、廠房和設備及折舊

物業、廠房及設備(除在建工程外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使其投入現時運作狀況及將其運往擬定用途地點的任何直接應佔成本。

物業、廠房及設備項目投入使用後所產生的開支，如維修保養費用，通常於產生期間在收益表扣除。在符合確認條件的情況下，大的檢修開支於資產賬面值資本化，作為置換。倘大部分物業、廠房及設備須定期置換，本集團確認該等部分為具備特定可使用年期及據此折舊之個別資產。

折舊乃以直線法於估計可使用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。就此而言使用的主要年率如下：

樓宇	3%至9%
傢俬、裝置及設備	9%至18%
汽車	9%至18%

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本以合理基準在該等部分之間分配，而各部分將會分開折舊。至少於各財政年結日檢討剩餘價值、可使用年期及折舊方法，並在適當情況下調整。

物業、廠房及設備項目包括初步確認之任何重大部分於出售或預期不會從使用或出售有關項目而取得未來經濟利益時終止確認。於終止確認資產的年度內在收益表確認的任何出售或報廢該等項目的盈虧乃指銷售所得款項淨額與有關資產賬面值的差額。



2.4 Summary of Significant Accounting Policies

(Continued)

Property, plant and equipment and depreciation

(Continued)

Construction in progress represents buildings under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. For a transfer from properties under development to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

2.4 重大會計政策概要(續)

物業、廠房和設備及折舊(續)

在建工程指在建中的大廈，以成本減去任何減值虧損列賬，且不予折舊。成本包括直接建築成本及建築期間相關借貸的資本化借貸成本。在建工程於落成及可予使用時，會重新分類至適當的類別，如物業、廠房及設備。

投資物業

投資物業指為賺取租金收入及/或資本增值目的而持有的土地及樓宇權益(包括符合投資物業定義的物業的經營租賃下的租賃權益)，但不包括用作生產或供應貨品或提供服務或行政管理用途；或用作於日常業務過程中出售的土地及樓宇權益。該等物業初步按成本(包括交易成本)計量。初步確認後，投資物業按反映於報告期末市場狀況的公平值列賬。

投資物業公平值變動產生的盈虧，會於產生年度計入損益表。

報廢或出售投資物業產生的任何盈虧，會於報廢或出售的年度在損益表確認。

若本集團擁有的自用物業轉變為投資物業，本集團將根據「物業、廠房和設備及折舊」的政策把該等物業入賬，直至改變用途當日，並計算物業在該日的賬面值與公平值之間的差額根據上述「物業、廠房和設備及折舊」所載政策確認的重估賬。就將發展中物業轉為投資物業而言，物業在該日的公平值與其先前賬面值之間的差額於損益表確認。



2.4 Summary of Significant Accounting Policies

(Continued)

Properties under development

Properties under development are stated at the lower of cost and net realisable value. Cost comprises the land costs, construction costs, capitalised borrowing costs and other costs directly attributed to such properties during the period of construction.

Properties under development are initially classified as non-current assets and transferred to current assets under the category of properties held for sale when the construction of the relevant properties commences and the construction period of the relevant property development project is expected to complete within normal operating cycle.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 重大會計政策概要(續)

發展中物業

發展中物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、發展開支、借貸成本及其他於建築期間該等物業應佔的直接成本。

起始時發展中物業分類為非流動資產，並於有關物業的建設開始及有關發展項目之預計施工期於正常營運週期內結轉至流動資產中的持作銷售物業。

租賃

凡資產所有權(除法定業權外)的絕大部分回報及風險轉移予本集團，均列為融資租賃。於融資租賃生效時，租賃資產之成本按最低應付租金之現值資本化，並連同承擔(不包括利息部份)入賬，以反映購入及融資情況。根據資本化融資租約持有之資產(包括融資租約項下之預付土地租賃款項)均計入物業、廠房及設備，並於租期與資產之估計可使用年期(以較短者為準)內折舊。有關租賃之融資成本於收益表扣除，以便於租期內按固定比率扣除。

凡資產所有權的絕大部分回報及風險仍歸出租人所有，則有關租賃列為經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產計入非流動資產，而經營租賃下的應收租金則以直線法於租賃期內計入收益表。倘本集團為承租人，則經營租賃下的應付租金以直線法於租賃期內在收益表扣除。

經營租賃下的預付土地出租金初步按成本列賬，其後則以直線法於租賃期內確認。



2.4 Summary of Significant Accounting Policies

(Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss and available-for-sale financial investments, or loans and receivables. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held-for-trading. Financial assets are classified as held-for-trading if they are acquired for the purpose of sale in the near term.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value presented as other income and gains. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

2.4 重大會計政策概要(續)

投資及其他金融資產

初次確認及計量

金融資產於初始確認時分類為以公允價值計入損益表的金融資產及可供出售金融投資，或貸款及應收賬款。金融資產於初次確認時以公允價值及收購金融資產應佔交易成本計量，惟以公允價值計入損益表的金融資產除外。

所有金融資產常規買賣均於交易日確認，即本集團承諾購買或出售該項資產的日期。常規買賣乃指需按法規規定或市場慣例在一定期間內轉移資產的金融資產買賣交易。

其後計量

金融資產的其後計量視其以下分類而定：

透過損益以公平價值列賬的金融資產

透過損益以公平價值列賬之金融資產，包括持作買賣的金融資產。倘金融資產的收購目的為於短期內出售，則分類為持作買賣。

透過損益以公平價值列賬之金融資產於財務狀況表按公平價值列賬，而公平價值之正變動淨額列為其他收入及收益。該等公平淨值變動並未包括根據下文「收入確認」所載政策確認的該等金融資產的任何股息或所賺取的利息。

僅當符合香港會計準則第39號的條件時，在初步確認時指定為按公平價值計入損益的金融資產方於初步確認日期指定。



2.4 Summary of Significant Accounting Policies

(Continued)

Investments and other financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held-for-trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss as other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss as other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

貸款及應收款項

貸款及應收款項指具有固定或可確定收回金額但無活躍市場報價的非衍生性金融資產。初步計量後，該等資產其後以實際利率法計算的攤餘成本減去任何減值撥備計量。計量攤餘成本時已考慮到收取時產生的任何折價或溢價，包括構成實際利率一部分的費用或成本。實際利率攤銷計入收益表中的其他收入及收益內。減值產生之虧損在損益表中確認為貸款的融資成本及應收款項的其他開支。

可供出售金融投資

可供出售金融投資指上市及非上市的權益投資及債權證券的非衍生金融資產。分類為可供出售的權益投資即未被分類為持作買賣亦非被指定為公允值計入損益的金融資產。該分類中的債權證券乃以並無具體到期日持有為意圖且根據流動性需要和市場行情變化而出售。

於首次確認後，可供出售金融投資按公允值計量，而有關盈虧確認為其他全面收益中的可供出售投資重估儲備，直至投資終止確認為止，屆時過往在權益入賬的累計盈虧均計入損益表作其他收入，或者直至該投資被確定減值為止，屆時該等投資的累計盈虧將由可供出售投資重估儲備轉撥至損益表作其他收入或虧損。所賺取的利息及股息分別列報為利息收入及股息收入，並根據下文「收入確認」一段所載的政策於綜合收益表中確認為其他收入。



2.4 Summary of Significant Accounting Policies

(Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments (Continued)

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

可供出售金融投資(續)

倘基於(a)該項投資的合理公允值估計範圍廣闊或(b)於估計公允值時無法合理評估並使用該範圍內不同估計的可能性而未能可靠衡量非上市權益投資的公允值，則該等投資均按成本減任何減值虧損入賬。

本集團評估可供出售的金融資產以判斷其於短期內出售的能力和意圖是否恰當。當本集團由於市場喪失活躍性而無法交易該金融資產本集團將重分類這些金融資產(極少情況)，僅當實體有能力 and 意圖在可見將來或到期日持有該金融資產。

當金融資產被分類出可供出售金融資產類別，該等資產任何原計入權益的盈虧須在該投資的剩餘年限內按實際利率法攤銷入損益。任何新攤銷成本與原預期現金流的差異亦須在資產的剩餘年限內按實際利率法予以攤銷。若該資產於其後被確定減值，原計入權益的金額被分類至損益表。



2.4 Summary of Significant Accounting Policies

(Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策概要(續)

終止確認金融資產

金融資產(或(如適用)金融資產的一部分或同類金融資產組別的一部分)在下列情況下終止確認(從本集團綜合財務狀況表移除):

- 從資產收取現金流量的權利屆滿時;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或須根據一項「轉付」安排,有責任在無重大延誤情況下將所收取現金流量悉數付予第三方;及(a)本集團已轉讓該項資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排,會評估其是否保留該項資產所有權的風險及回報以及其程度。倘並無轉讓或保留該項資產的絕大部分風險及回報,且並無轉讓該項資產的控制權,該項資產將按本集團於資產的持續參與而確認入賬。在此情況下,本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續涉及指本集團就已轉讓資產作出之保證,已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。



2.4 Summary of Significant Accounting Policies

(Continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

2.4 重大會計政策概要(續)

金融資產減值

本集團於各報告期末時對資產進行評估，以判斷是否存在客觀證據表明某項金融資產或某組金融資產可能已減值。倘於初步確認資產後發生一個或多個事件，而該事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，即存在減值。減值證據可能包括債務人或一組債務人出現重大財政困難、違約或拖欠利息或本金付款，有面臨破產或進行其他財務重組之可能以及有公開資料表明其預計未來現金流量已出現可計量之減幅，如債務人支付能力或所處經濟環境惡化。

按攤銷成本入賬的金融資產

對於按攤銷成本列賬的金融資產，本集團首先對個別金額屬重大的金融資產單獨評估是否有客觀減值證據，或對個別金額屬不重大的金融資產共同進行評估。倘本集團認定單獨評估的金融資產並不存在客觀減值證據，無論其金額是否重大，亦應當包括具有類似信貸風險特性的金融資產組合內的資產進行集體減值評估。已個別進行減值測試及已確認減值虧損或繼續確認減值虧損的資產不應進行集體減值評估。

倘有客觀跡象顯示已發生減值虧損，虧損金額按該資產的賬面值與所估計未來現金流量(不包括尚未發生的未來信貸虧損)的現值兩者的差額計算。估計未來現金流量的現值按該金融資產的原實際利率(即初始確認時使用的實際利率)折現。

該資產的賬面值乃透過使用撥備賬扣減，而虧損金額則於收益表確認。利息收入應繼續按照計量減值虧損時對未來現金流量進行折現採用的折現率為基準按扣減後的賬面值計算。當未來收回並無實質展望時，則撇銷貸款及應收款項及任何有關撥備，且所有抵押品已變現或轉讓予本集團。



2.4 Summary of Significant Accounting Policies

(Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

2.4 重大會計政策概要(續)

金融資產減值(續)

按攤銷成本入賬的金融資產(續)

倘在後續期間，確認減值後發生致使估計減值虧損金額增加或減少的事件，則調整撥備賬以增加或減少先前確認的減值虧損。倘撇銷款項其後收回，則收回金額於損益表以其他開支入賬。

可供出售金融投資

對於可供出售金融投資，本集團於各報告期末進行評估，確定是否存在單項投資或一組投資減值的客觀證據。

如果可供出售的資產發生減值，則將按其成本(減去已償還的本金和攤銷額)與當前公允價值之間的差額，減去任何以前在損益中確認的減值損失，從其他全面收入轉出及轉入損益表中確認。

對於分類為可供出售的權益投資，若一項投資的公允價值大幅或長期下跌至低於其成本價，即屬客觀減值證據。「大幅」乃相對於投資的成本原值而評估，「長期」相對於公允價值低於成本原值的期間。如出現減值證據，累計損失(購入成本與目前公允價值的差額，減該項投資先前在損益表中確認的任何減值損失)將從其他全面收入轉出及轉入損益表中確認。分類為可供出售的權益工具的減值損失，不會在損益表中撥回，減值後公允價值如有增加，則直接在其他全面收入確認。



2.4 Summary of Significant Accounting Policies

(Continued)

Impairment of financial assets (Continued)

Available-for-sale financial investments (Continued)

The determination of what is “significant” or “prolonged” requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group’s financial liabilities include trade and other payables, senior notes, short-term notes, medium-term notes, corporate bonds, domestic company bonds and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing bank and other borrowings, short-term notes, medium-term notes, corporate bonds, senior notes, and domestic company bonds are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 重大會計政策概要(續)

金融資產減值(續)

可供出售金融投資(續)

何謂「大幅」或「長期」則需運用判斷決定。在作出此項判斷時，本集團評估(其中包括)某項投資的公允價值低於其成本的持續時間或數額。

金融負債

初始確認及計量

金融負債於初始確認時分類為以公允價值計入損益表的金融負債、或貸款及借貸。

所有金融負債乃按公平值初步確認，而倘為貸款及借貸，則扣除直接計入應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、優先票據、短期融資券、中期票據、企業債券、境內公司債券及計息銀行及其他借貸。

其後計量

金融負債的其後計量視其以下分類而定：

貸款及借貸

於初步確認後，計息銀行及其他借貸、短期融資券、中期票據、企業債券、優先票據及境內公司債券其後用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則於該情況下，金融負債按成本列賬。損益乃於負債終止確認及於實際利率法攤銷過程中於損益表中確認。

攤銷成本乃計算自收購的任何折扣或溢價及屬於實際利率構成部分的費用或成本。實際利率攤銷乃計入損益表中的融資成本內。



2.4 Summary of Significant Accounting Policies

(Continued)

Financial liabilities (Continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 重大會計政策概要(續)

金融負債(續)

財務擔保合同

本集團發行的財務擔保合同乃規定於特定債務人未能按照債務票據條款於到期時支付款項時須支付款項以補償持有人所蒙受損失。財務擔保合同初步以公平值確認為負債，並按與發出財務擔保合同有直接關係的交易成本予以調整。在初步確認後，本集團對財務擔保合同的計量以(i)於報告期末時履行有關責任的最佳估計開支金額；及(ii)按初步確認金額減(如適用)累計攤銷，兩者之較高者計算。

終止確認金融負債

當負債項下的責任已解除、取消或期滿，則終止確認金融負債。

如現有金融負債被同一貸款人按條款大部分不同的另一項金融負債取代，或現有負債的條款被大幅修改，有關置換或修改會被視作終止確認原有負債並確認新負債，而其各自賬面值間的差額於損益表確認。

金融工具的抵銷

當目前有可執行法定權利以抵銷已確認金額並擬按淨額基準結算，和將資產變現及償還負債時，金融資產及金融負債會互相抵銷，並在財務狀況表內以淨額列示。



2.4 Summary of Significant Accounting Policies

(Continued)

Properties held for sale and held for finance lease

Properties held for sale and held for finance lease include completed properties held for sale and held for finance lease and properties under development expected to be completed within normal operating cycle. Properties held for sale and held for finance lease are stated at the lower of cost and net realisable value. Cost includes land costs, all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined by reference to the prevailing market prices, on an individual property basis.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.4 重大會計政策概要(續)

持作銷售及持作融資租賃物業

持作銷售及持作融資租賃物業包括持作銷售及持作融資租賃已落成物業及建築期間預計在正常經營週期內的發展中物業。持作銷售及持作融資租賃物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、所有發展開支、適用的借貸成本及該等物業應佔的其他直接成本。可變現淨值乃參考當前市價按個別物業基準釐定。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知金額現金的短期高流動性投資，該筆現金承受價值轉變的較低風險，一般於收購起計三個月內到期，並已減去須應要求償還的銀行透支，而成為本集團現金管理的一部分。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，當中包括定期存款及性質與現金相類的資產，該等存款用途不受限制。

撥備

撥備乃於本集團因以往的事件導致現行的責任（不論法定或推定）產生，並將有可能需要於日後作出資源流出以履行責任時確認，惟須可靠地估計有關責任的金額。

倘折現的影響重大，確認為撥備的金額則為預期須用作履行責任的日後開支於報告期末的現值。折現的現值因時間流逝而產生的升幅，乃於損益表中列作融資成本。



2.4 Summary of Significant Accounting Policies

(Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 重大會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。於損益以外確認項目相關的所得稅於損益以外之其他全面收入或直接於權益確認。

即期稅項資產和負債按預期可自稅務機關收回或須支付予稅務機關的金額，基於報告期末時已頒佈或實際已頒佈的稅率(和稅法)，計及本集團營運所在國家現行詮釋及慣例計量。

在報告期末時，資產與負債的稅基與作為財務報告用途的資產與負債賬面值之間的全部暫時性差異，須按負債法計提遞延稅項撥備。

所有應課稅暫時性差異均確認為遞延稅項負債，惟下列各項除外：

- 倘若遞延稅項負債的起因，是由於商譽而產生，或在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資及於合營企業的權益有關的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

對於所有可扣減暫時性差異、結轉未動用稅項抵免及任何未動用稅項虧損，若日後有可能出現應課稅利潤，可用以抵銷該等可扣減暫時性差異、結轉未動用稅項抵免及未動用稅項虧損，則遞延稅項資產確認入賬，惟下列各項除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及



2.4 Summary of Significant Accounting Policies

(Continued)

Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge or over the benefits received by the Group related to such assets.

2.4 重大會計政策概要(續)

所得稅(續)

- 對於與於附屬公司及聯營公司的投資及於合營企業的權益有關的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵銷該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在各報告期末時予以審閱，若不再可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。過往未予確認的遞延稅項資產於各報告期末時重新評估，而在可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則確認過往未予確認的遞延稅項資產。

變現資產或清償負債的期間預期適用的稅率，會用作計量遞延稅項資產及負債，並以報告期末時已經生效或大致上已經生效的稅率(及稅法)為基準。

倘存在可依法執行的權利將即期稅項資產與即期稅項負債抵銷，而遞延稅項與相同應課稅實體及相同稅務機關有關，則遞延稅項資產及遞延稅項負債互相抵銷。

政府補助

政府補助於合理地確保本集團將取得該補助並將可符合所有隨附條件時按公平值確認。與開支項目有關的補助，則有系統地於擬作成本開銷期間確認為收入。

當該補助與資產有關時，則以其公平值記錄於遞延收入中，再於有關資產之預計可使用年期內，分期每年分攤計入損益表，或在資產之賬面值扣除，並以扣減折舊費用方式或本集團從該資產得到的得益之攤分方式計入損益表。



2.4 Summary of Significant Accounting Policies

(Continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of properties, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the properties sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) finance lease income, when the significant risks and rewards incidental to ownership of the properties have been transferred to the lessee;
- (d) property management service and other revenue, when the services have been rendered;
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (f) income from E-commerce and the provision of logistics and warehousing services, when the services have been rendered.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 38 to the financial statements.

2.4 重大會計政策概要(續)

收入確認

收入乃於經濟利益有可能流入本集團，並能夠可靠地計量收入之時，按下列基準確認：

- (a) 來自銷售物業的收入，於所有權的重大風險及回報已轉移予買家，而本集團並不保留通常與所有權有關的管理權或對已售物業的有效控制；
- (b) 租金收入，在租賃期內按時間比例基準；
- (c) 融資租賃收入，當物業擁有權相關的主要風險及回報已轉移予承租人；
- (d) 物業管理服務及其他收入，於提供服務時；
- (e) 利息收入，以累計基準計算，於金融工具的預期年期或較短期間(如適用)內採用實際利息法按估計未來現金收入準確折現至金融資產賬面淨額的折現率；及
- (f) 電子商貿及提供物流倉儲服務收入，於提供服務時。

以股份形式付款

本公司營運購股權計劃，向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)按以股份形式付款方式收取薪酬，僱員以提供服務作為權益工具的代價(「以權益結算的交易」)。

與僱員之間於2002年11月7日後的以權益結算的交易成本乃參考授出日期的公平值計量。公平值乃由外聘估值師採用適當定價模式釐定，進一步詳情載於財務報表附註38。



2.4 Summary of Significant Accounting Policies

(Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 重大會計政策概要(續)

以股份形式付款(續)

權益結算交易之成本在績效及/或服務條件達成之期間，連同權益之相應升幅一併確認。就權益結算交易於各告期間結束時至歸屬日期確認之累計開支，反映歸屬期屆滿之程度以及本集團就最終歸屬之權益工具數目之最佳估計。期內在損益表扣除或計入之金額，指於該期間期初及期終所確認之累計開支變動。

釐定獎勵獲授當日之公允值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會歸屬權益工具數目最佳估計之一部分。市場績效條件反映於獎勵獲授當日之公允值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於獎勵之公允值，除非同時具服務及/或績效條件，否則獎勵即時支銷。

因非市場績效及/或服務條件未能達成而最終無歸屬之獎勵並不確認為支出。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及/或服務條件均獲履行，則交易仍被視為一項歸屬。

當以權益結算的獎勵的條款經修改，倘符合獎勵的原有條款，則會確認最低額度的開支，猶如條款未經修改。此外，就引致以股份形式付款的總公平值上升或以其他方式對僱員有利的任何改動(以改動當日的計量為準)確認開支。



2.4 Summary of Significant Accounting Policies

(Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their respective payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 重大會計政策概要(續)

以股份形式付款(續)

當一項以權益結算的獎勵註銷，會被視作猶如於註銷當日歸屬，及並未就獎勵確認的任何開支將即時確認。此乃包括受本集團或僱員控制的非歸屬條件未能達成的任何獎勵。然而，如一項新獎勵取代一項註銷獎勵，並於授出當日界定為取替的獎勵，如上段所述，註銷及新獎勵兩者會被視為原有獎勵的改動。

尚未行使購股權的攤薄影響用於計算每股盈利時反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為其所有香港僱員參與強制性公積金計劃(「強積金計劃」)營運一項定額供款強積金計劃。供款按僱員基本薪金的若干百分比作出，並於根據強積金計劃規則的規定於應付時自收益表扣除。強積金計劃的資產乃與本集團資產分開以獨立管理基金持有。本集團對強積金計劃作出的僱主供款，在供款作出時全數歸屬僱員。

本集團旗下在中國大陸營運的附屬公司的僱員，須參與由地方市政府營運的中央公積金計劃。該等附屬公司須按彼等各自的支薪成本的若干百分比向中央公積金計劃作出供款。供款須按照中央公積金計劃規則的規定於應付時在損益表內扣除。



2.4 Summary of Significant Accounting Policies

(Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Following the implementation of the Hong Kong Companies Ordinance (Cap. 622), proposed final dividends are disclosed in the notes to the financial statements.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 重大會計政策概要(續)

借貸成本

因收購、建設或生產合資格資產(即須頗長期間準備方可用作其擬定用途或銷售的資產)直接產生的借貸成本，乃作為該等資產的部分成本予以資本化。當資產大致達到擬定用途或銷售時，該等借貸成本則不再予以資本化。待作出合資格資產開支的特定借貸臨時投資所賺取的投資收入於借貸成本資本化時扣除。所有其他借貸成本會於發生當期支銷。借貸成本包括利息及其他由公司借貸資金而產生之費用。

股息

當末期股息於股東大會上獲股東批准，該等股息則被確認為負債。隨著香港公司條例(第622章)的實施，建議的末期股息將於財務報表附註中披露。

外幣

此等財務報表按港元呈列，而港元為本公司的功能貨幣。本集團內各實體決定其本身的功能貨幣，而各實體的財務報表內各項目均使用該功能貨幣計量。本集團實體所入賬的外幣交易初步普遍按交易日期其各自的功能貨幣匯率入賬。以外幣為單位的貨幣資產及負債，乃按報告期末的功能貨幣匯率換算。因結算或換算貨幣項目產生的一切差額乃於損益表入賬。

按外幣的歷史成本計量的非貨幣項目按最初交易當日的匯率換算。按外幣公平值計量的非貨幣項目按釐定公平值當日的匯率換算。換算非貨幣項目產生的收益或虧損乃按與確認該項目的公平值變動產生按公平值的收益或虧損一致的方法處理(即公平值收益或虧損於其他全面收入或損益確認的項目的換算差額，亦分別於其他全面收入或損益確認)。



2.4 Summary of Significant Accounting Policies

(Continued)

Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

2.4 重大會計政策概要(續)

外幣(續)

若干海外附屬公司、合營企業及聯營公司的功能貨幣為港元以外的貨幣。於報告期末時，該等實體的資產及負債按報告期末時的匯率換算為港元，而該等公司的損益表按該年度普遍的平均匯率換算為港元。

所產生的匯兌差額確認為其他全面收入，並計入匯兌波動儲備。出售海外實體時，在權益確認有關該特定海外業務的遞延累計金額在損益表確認。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港元。海外附屬公司於年內經常產生的現金流量則按該年度的加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團財務報表時需管理層作出影響於報告期末的收入、費用、資產及負債及其隨附披露事項以及或然負債之呈報金額的判斷、預計及假設。然而，此等假設及預計的不明朗因素將引致受影響之資產或負債賬面值於將來或作出重大調整。

判斷

在應用本集團的會計政策的過程中，除該等涉及估計者外，管理層已作出下列對財務報表確認的金額有最重大影響的判斷：

經營租賃承擔 – 本集團作為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對該等安排的條款及條件作出的評估，本集團已釐定，按照經營租賃出租的該等物業所有權的所有重大風險及回報仍歸本集團所有。



3. Significant Accounting Judgements and Estimates (Continued) Judgements (Continued)

Transfer from properties under development to investment properties

Properties under development are transferred to investment properties when there is a change in use with sufficient evidence. The Group determines whether a change in use has occurred based on an assessment of all relevant facts and circumstances, which include but are not limited to: (a) a business plan that reflects the future rental income generated by the property; (b) the resources to hold and manage an investment property; (c) legal permissibility for the change in use; (d) the commencement of development if the property requires further development for the change in use. Any excess of fair value over the original carrying amount of such properties at the date of transfer was recognised as current year profit or loss.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independent of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 重大會計判斷及估計(續)

判斷(續)

發展中物業結轉至投資物業

當有充足證明用途轉變時，發展中物業結轉至投資物業。本集團乃基於所有相關事實及情況的評估釐定用途有否轉變，其中包括但不限於：(a) 反映此物業將來產生租金收入的商業計劃；(b) 持有及經營投資物業所需的資源；(c) 容許改變有關用途的法律許可；(d) 如物業改變用途需其他開發，有關開發需開始進行。於結轉日期該等物業的公平值超出原賬面值的任何金額確認為本年度損益。

投資物業與業主自用物業之間的分類

本集團釐定物業是否符合投資物業的條件，並已制定出一套判斷準則。投資物業是持作賺取租金或資本增值或兩者俱備的物業。因此，本集團考慮物業產生現金流量時是否大體獨立於本集團持有的其他資產。某些物業的部分是為賺取租金或資本增值而持有，而另一部分是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或根據融資租賃分開出租，本集團將把有關部分分開入賬。倘若該等部分無法分開出售，則僅在非主要部分持作生產或供應貨品或服務或作行政用途時，有關物業方會列作投資物業。本集團按個別基準對物業作出判斷，以決定配套服務是否重要，以致物業不符合投資物業資格。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 March 2016 was HK\$34,128,000 (2015: HK\$34,128,000). Further details are given in note 17.

Estimation of fair value of investment properties

The Group engaged Savills Valuation and Professional Services Limited ("Savills"), independent professionally qualified valuers, to perform the valuation of the Group's investment properties at the end of the reporting period. The carrying amount of investment properties at 31 March 2016 was HK\$34,814,188,000 (2015: HK\$30,217,792,000). Further details are given in note 14.

Impairment allowances for trade receivables and other receivables

The Group estimates the impairment allowances for trade receivables and other receivables by assessing the recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgements. Allowances are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, the difference will affect the carrying amounts of trade receivables and other receivables and thus the impairment loss in the period in which the estimate is changed. The Group reassesses the impairment allowance at the end of each reporting period. At 31 March 2016, the aggregate carrying amounts of trade receivables and other receivables were HK\$1,644,268,000 (2015: HK\$2,082,857,000).

3. 重大會計判斷及估計(續)

估計的不確定因素

有關未來的主要假設以及於報告期末時存在重大風險導致於下一個財政年度對資產及負債的賬面值作出重大調整的其他主要估計不確定因素來源在下文論述。

商譽減值

本集團至少每年釐定商譽是否減值。這需要對獲分配商譽的現金產生單位使用價值作出估計。估計使用價值時，本集團須對現金產生單位的預期未來現金流量作出估計，亦須選擇適當的折現率以計算該等現金流量的現值。於2016年3月31日，商譽的賬面值為34,128,000港元(2015年：34,128,000港元)。詳情載於附註17。

投資物業公平值估計

本集團委聘獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)進行本集團投資物業於報告期末時的估值。於2016年3月31日，投資物業的賬面值為34,814,188,000港元(2015年：30,217,792,000港元)。詳情載於附註14。

應收貿易賬款及其他應收款項的減值撥備

本集團估計應收貿易賬款及其他應收款項的減值撥備，方法是透過基於信貸記錄及現行市況來評估可收回性。此舉需要使用估計及判斷。倘事件或情況變動顯示結餘不可收回，則須就應收貿易賬款及其他應收款項作出撥備。倘預計數額與原先估計有所不同，則此差額將影響有關估計變動期間的應收貿易賬款及其他應收款項的賬面值以及減值虧損。本集團於各報告期末時重新評估減值撥備。於2016年3月31日，應收貿易賬款及其他應收款項的賬面總值為1,644,268,000港元(2015年：2,082,857,000港元)。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Land appreciation tax

Under the Provisional Regulations on Land Appreciation Tax ("LAT") implemented upon the issuance of the Provisional Regulations of the PRC on 27 January 1995, all gains arising from the transfer of real estate properties in Mainland China with effect from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land use rights, borrowing costs and all property development expenditures.

The subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT, which has been included in income tax. However, the implementation of these taxes varies amongst various Mainland China cities and the Group has not finalised its LAT returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these liabilities based on management's best estimates. When the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact the income tax and provisions for land appreciation taxes in the period in which the determination is made.

Withholding tax arising from the distribution of dividends

Withholding tax arising from the distribution of dividends pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. Further details are given in note 35.

3. 重大會計判斷及估計(續)

估計的不確定因素(續)

土地增值稅

根據於1995年1月27日頒佈實施的中華人民共和國土地增值稅(「土地增值稅」)暫行條例實施細則，於中國大陸轉讓房地產物業產生的所有收益自1994年1月1日起須按介乎土地增值30%至60%之累進利率繳納土地增值稅。土地增值指出售物業所得款項減應課稅開支，包括土地使用權、借貸成本及所有物業開發開支。

本集團附屬公司於中國大陸從事物業開發業務，須繳納土地增值稅(計入所得稅)。然而，中國大陸的不同城市對土地增值稅的實施不盡相同，故本集團並未完成向不同稅務機關申報土地增值稅。因此，有關釐定土地增值及相關稅項須作出重大判斷。於日常業務中釐定的最終稅項金額並不確定。本集團基於管理層之最佳估計確認該等負債。當該等事宜之最終稅項支出與初步列賬之數額出現差異時，該等差額將影響釐定稅項期間之所得稅及土地增值稅撥備。

股息分派產生的預扣稅

股息分派產生的預扣稅乃據中國企業所得稅法，在中國內地成立之外資企業向外國投資者宣派之股息需徵收10%預扣稅。該規定由2008年1月1日起生效，且適用於2007年12月31日後之盈利。倘中國內地與外國投資者司法管轄區內訂立稅務條約，則採用較低之預扣稅率。本集團適用的扣稅率為5%。因此，本集團須為於中國內地成立的附屬公司就2008年1月1日起產生之盈利分派股息而繳納預扣稅。進一步詳情載於附註35。



3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 March 2016 was HK\$355,795,000 (2015: HK\$152,803,000). The amount of unrecognised tax losses at 31 March 2016 was HK\$652,542,000 (2015: HK\$452,875,000). Further details are contained in note 35 to the financial statements.

4. Operating Segment Information

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

- (a) the property development segment engages in the development of integrated logistics and trade centers and residential and commercial ancillary facilities;
- (b) the property investment segment invests in integrated logistics and trade centers and residential and commercial ancillary facilities;
- (c) the property management segment engages in the management of the Group's developed properties;
- (d) the E-commerce segment engages in the development, operations and maintenance of an E-commerce platform; and
- (e) the "others" segment comprises, principally, the provision of advertising, exhibition, logistics and warehousing services, outlet operations and other services.

3. 重大會計判斷及估計(續)

估計的不確定因素(續)

遞延稅項資產

僅在可能取得應課稅利潤作扣減虧損的情況下，方確認由所有未動用稅項虧損產生的遞延稅項資產。在釐定可予確認的遞延稅項資產款項時，須根據可能的時間、未來應課稅利潤的水平連同未來稅項計劃策略，作出重要的管理層判斷。於2016年3月31日，有關因稅項虧損而確認的遞延稅項資產的賬面值為355,795,000港元(2015年：152,803,000港元)。於2016年3月31日，未確認的稅項虧損為652,542,000港元(2015年：452,875,000港元)。詳情載於財務報表附註35。

4. 經營分部資料

就管理而言，本集團按其產品及服務劃分為不同的業務單位，並具備以下五個可申報營運分部：

- (a) 物業發展分部從事發展綜合商貿物流中心及住宅及商業配套設施；
- (b) 物業投資分部投資綜合商貿物流中心及住宅及商業配套設施；
- (c) 物業管理分部從事管理本集團的已建成物業；
- (d) 電子商貿分部從事發展、經營及維持電子商貿平台；及
- (e) 「其他」分部基本上包括提供廣告、展覽、物流及倉儲服務、奧特萊斯經營及其他服務。



4. Operating Segment Information (Continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that interest income, finance costs, fair value gains from the Group's financial instruments, head office and corporate expenses are excluded from this measurement.

Segment assets exclude cash and cash equivalents, equity investments at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, senior notes, short-term notes, medium-term notes, corporate bonds, domestic company bonds, tax payables and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

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

No geographical segment analysis is presented as the majority of the assets and operations of the Group are located in the PRC, which is considered as one geographical location in an economic environment with similar risks and returns.

There was no single customer to the revenue derived from which amounted to 10% or more of the Group's revenue during the year ended 31 March 2016 (2015: Nil).

4. 經營分部資料(續)

管理層會獨立監察營運分部之業績而作出資源分配決定及評定其表現。分部表現乃根據可呈報分部利潤/(虧損)(即經調整稅前利潤/(虧損))評估。經調整稅前利潤/(虧損)與本集團稅前利潤計量方式一致，惟利息收入、融資成本、本集團金融工具公平值收益以及總辦事處及公司開支均無計算在內。

分部資產不包括現金及現金等價物、透過損益以公平值列賬之股本投資及其他未分配總辦事處及公司資產，原因為該等資產按集團整體管理。

分部負債不包括計息銀行及其他借貸、優先票據、短期融資券、中期票據、企業債券、境內公司債券、應付稅項及其他未分配總辦事處及公司負債，原因為該等負債按集團整體管理。

分部間銷售及轉讓乃參考當時向第三方按市價作出銷售的售價進行。

由於本集團的大部分資產及經營均位於中國(被視為處於具類似風險及回報的經濟環境的一個地理位置)，本集團並無呈列地理分部分析。

截至2016年3月31日止年度，並無單一客戶為本集團收入貢獻10%或以上(2015年：無)。



4. Operating Segment Information (Continued)

4. 經營分部資料(續)

Year ended 31 March 2016 截至2016年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	E-commerce 電子商貿 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入:						
Sales to external customers	對外部客戶銷售	4,715,703	681,314	247,721	202,184	289,340	6,136,262
Intersegment sales	分部間銷售	-	30,058	-	146,228	14,051	190,337
		4,715,703	711,372	247,721	348,412	303,391	6,326,599
Elimination of intersegment sales	分部間銷售對銷						(190,337)
Revenue	收入						6,136,262
Segment results before increase in fair value of investment properties	投資物業公平值增加前分部業績	2,488,203	493,656	(44,460)	202,169	181,566	3,321,134
Increase in fair value of investment properties	投資物業公平值增加	-	3,232,699	-	-	-	3,232,699
Segment results after increase in fair value of investment properties	投資物業公平值增加後分部業績	2,488,203	3,726,355	(44,460)	202,169	181,566	6,553,833
Unallocated cost of sales	未分配銷售成本						(362,081)
Interest income	利息收入						85,947
Loss on held-for-trading investments at fair value through profit or loss, net	透過損益以公平值列賬之持作買賣投資虧損·淨額						(5,525)
Unallocated income and gains	未分配收入及收益						985,820
Unallocated expenses	未分配開支						(2,194,375)
Finance costs	融資成本						(159,386)
Profit before tax	稅前利潤						4,904,233
Segment assets	分部資產	36,370,396	32,286,528	45,800	100,455	1,338,433	70,141,612
Reconciliation:	對賬:						
Investments in associates	於聯營公司的投資						60,310
Unallocated assets	未分配資產						13,183,409
Total assets	資產總值						83,385,331
Segment liabilities	分部負債	5,610,040	5,164,724	56,657	544,419	288,382	11,664,222
Reconciliation:	對賬:						
Unallocated liabilities	未分配負債						45,352,644
Total liabilities	負債總額						57,016,866
Other segment information:	其他分部資料:						
Depreciation	折舊	98,266	1,495	403	3,242	14,445	117,851
Corporate and other unallocated amounts	公司及其他未分配金額						33,034
							150,885
Increase in fair value of investment properties	投資物業公平值增加	-	3,232,699	-	-	-	3,232,699
Capital expenditure*	資本開支*	8,973,136	18,032	345	6,181	9,676	9,007,370

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4. Operating Segment Information (Continued)

4. 經營分部資料(續)

Year ended 31 March 2015 截至2015年3月31日止年度	Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	E-commerce 電子商貿 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入:					
Sales to external customers	8,654,171	573,895	133,321	201,806	194,574	9,757,767
Intersegment sales	–	45,907	41,965	43,127	21,086	152,085
	8,654,171	619,802	175,286	244,933	215,660	9,909,852
Elimination of intersegment sales						(152,085)
Revenue						9,757,767
Segment results before increase in fair value of investment properties	4,875,425	379,064	(88,574)	201,806	112,948	5,480,669
Increase in fair value of investment properties	–	2,398,531	–	–	–	2,398,531
Segment results after increase in fair value of investment properties	4,875,425	2,777,595	(88,574)	201,806	112,948	7,879,200
Unallocated cost of sales						(305,139)
Interest income						68,996
Gains on held-for-trading investments at fair value through profit or loss, net						3,770
Unallocated income and gains						261,330
Unallocated expenses						(1,875,863)
Finance costs						(165,595)
Share of losses of associates						(7,210)
Profit before tax						5,859,489
Segment assets	32,990,415	29,648,772	9,810	329,344	573,974	63,552,315
<i>Reconciliation:</i>	<i>對賬:</i>					
Investment in a joint venture						5,079
Investments in associates						34,884
Unallocated assets						9,661,693
Total assets						73,253,971
Segment liabilities	5,371,768	4,408,104	623,801	323,393	173,222	10,900,288
<i>Reconciliation:</i>	<i>對賬:</i>					
Unallocated liabilities						37,331,867
Total liabilities						48,232,155
Other segment information:	其他分部資料:					
Depreciation	36,077	1,758	1,056	4,442	7,811	51,144
Corporate and other unallocated amounts						42,121
						93,265
Increase in fair value of investment properties	–	2,398,531	–	–	–	2,398,531
Capital expenditure*	18,152,683	43,597	1,042	4,323	294,218	18,495,863

* Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments, properties under development and investment properties.

* 資本開支包括物業、廠房及設備、預付土地出租金、發展中物業及投資物業添置。

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5. Revenue, Other Income and Gains/(Losses), and Fair value gains on Investment Properties

Revenue represents the net sales of completed properties, finance lease income, rental income, income from the provision of property management services, E-commerce income and other revenue, net of business tax and other sales related tax.

An analysis of revenue, other income and gains/(losses) is as follows:

5. 收入、其他收入及收益／(虧損)，及投資物業公平值收益

收入指扣除營業稅後竣工物業銷售淨額、融資租賃收入、租金收入、提供物業管理服務收入、電子商貿收入及其他收入(扣除營業稅及其他銷售相關稅項)。

收入、其他收入及收益／(虧損)分析如下：

		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
Note 附註			
	Revenue		
	Sales of properties	4,164,135	8,190,793
	Finance lease income	551,568	463,378
	Rental income	681,314	573,895
	Property management service income	247,721	133,321
	E-commerce income	202,184	201,806
	Other revenue*	289,340	194,574
		6,136,262	9,757,767
	Other income		
	Bank interest income	85,947	68,996
	Government grants**	1,001,128	56,454
	Others	56,122	43,580
		1,143,197	169,030
	Gains/(losses)		
	Fair value (losses)/gains on held-for-trading investments at fair value through profit or loss, net	(5,525)	3,770
	Exchange (losses)/gains	(71,430)	9,381
	Fair value gain on derivative financial instrument	—	151,915
		(76,955)	165,066
		1,066,242	334,096
	Fair value gains on investment properties	3,232,699	2,398,531
	投資物業公平值收益	14	

* Other revenue includes amounts of HK\$136,944,000 (2015: HK\$92,476,000) related to income from outlet operations and HK\$143,433,000 (2015: HK\$95,845,000) related to income from logistics and warehousing services.

** Various government grants have been received from the relevant government authorities to foster and support the development of the relevant projects of the Group in Mainland China. There are no unfulfilled conditions or contingencies relating to these subsidies.

* 其他收入已包括奧特萊斯運營收入136,944,000港元(2015年：92,476,000港元)及物流及倉儲服務收入143,433,000港元(2015年：95,845,000港元)。

** 若干政府補貼為相關政府部門給予本集團，以培育及扶持本集團於中國大陸項目的發展。該等補助沒有未履行之條件或或然事件。



6. Profit Before Tax

The Group's profit before tax is arrived at after charging/(crediting):

6. 稅前利潤

本集團的稅前利潤已扣除/(計入)下列各項：

		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
	Notes 附註		
Cost of properties sold	已售物業成本	1,984,613	3,563,495
Cost of properties held for finance lease	融資租賃物業成本	242,887	215,251
Depreciation	折舊	152,182	94,523
Less: Depreciation capitalised in respect of properties under development	減：就發展中物業資本化折舊	(1,297)	(1,258)
		150,885	93,265
Amortisation of prepaid land lease payments	預付土地出租金攤銷	23,618	14,823
Minimum lease payments under operating leases in respect of land and buildings and vehicles	土地及樓宇及汽車經營租賃下的最低租金	9,239	13,957
Auditors' remuneration	核數師薪酬	4,080	4,000
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事薪酬)：		
Wages and salaries*	工資及薪金*	718,348	707,329
Equity-settled share option expense	以權益結算的購股權開支	29,341	90,742
Pension scheme contributions	退休金計劃供款	107,938	86,974
		855,627	885,045
Provision for/(reversal of provision for) impairment of trade receivables**	應收貿易賬款減值撥備/(沖回撥備)**	96,660	(16,400)
Loss on disposal of a joint venture**	處置一家合營公司虧損**	4,959	-
Loss on disposal of subsidiaries**	處置附屬公司虧損**	444	-
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	61	114

* Included amounts of HK\$176,313,000 and HK\$127,665,000 for the years ended 31 March 2016 and 2015, respectively, which were capitalised under properties under development.

** Included in "Other expenses" in the consolidated statement of profit or loss.

* 包括截至2016年及2015年3月31日止年度的金額分別176,313,000港元及127,665,000港元，已予以資本化計入發展中物業。

** 計入綜合損益表「其他開支」項內。

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7. Finance Costs

An analysis of finance costs is as follows:

		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
Interest on bank and other borrowings (including convertible notes, senior notes, medium-term notes, short-term notes, corporate bonds and domestic company bonds)	銀行及其他借貸利息(包括可換股票據、優先票據、中期票據、短期融資券、企業債券及境內公司債券)	2,049,155	1,617,376
Less: Interest capitalised	減：資本化利息	(1,889,769)	(1,451,781)
Total	總計	159,386	165,595

7. 融資成本

融資成本之分析如下：

8. Directors' Emoluments

Directors' remuneration for the year, disclosed pursuant to the Rules governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		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
Fees	袍金	4,640	4,640
Other emoluments:	其他酬金：		
Salaries, allowances, and benefits in kind	薪金、津貼及實物福利	17,678	16,131
Performance-related bonuses*	與表現掛鉤的花紅*	34,957	52,898
Equity-settled share option expense	以權益結算的購股權開支	28,181	89,552
Pension scheme contributions	退休金計劃供款	54	48
		85,510	163,269

8. 董事酬金

根據香港聯交所證券上市規則(「上市規則」、香港公司條例第383(1)(a), (b), (c)及(f)條及公司(披露董事利益資料)規例第2部，於本年度的董事酬金披露如下：

* Certain executive directors of the Company are entitled to a performance based bonus payments which are determined as a percentage of the Group's consolidated net profit attributable to owners of the parent excluding fair value gains on investment properties and related tax effects and fair value gain on derivative financial instrument (in addition to any discretionary bonus (if any)) of the financial year.

* 本公司若干執行董事有權收取按該財政年度的未計投資物業公平值收益及相關稅務影響和衍生金融工具公平值收益的母公司擁有人應佔淨利潤百分比釐定基於表現之花紅(除任何酌情花紅(如有))。



8. Directors' Emoluments (Continued)

(b) Executive directors and non-executive directors

8. 董事酬金(續)

(b) 執行董事及非執行董事

		Fees	Salaries, allowances, and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		袍金	薪金、津貼及實物福利	與表現掛鈎的花紅	以權益結算的購股權開支	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2016	2016年						
Executive directors:	執行董事:						
Cheng Chung Hing	鄭松興	-	5,850	13,167	-	18	19,035
Leung Moon Lam*	梁滿林*	-	5,763	10,582	7,222	18	23,585
Fung Sing Hong Stephen*	馮星航*	-	6,065	11,208	20,569	18	37,860
		-	17,678	34,957	27,791	54	80,480
Non-executive directors:	非執行董事:						
Ma Kai Cheung	馬介璋	1,080	-	-	-	-	1,080
Sun Kai Lit Cliff	孫啟烈	680	-	-	-	-	680
Ma Wai Mo	馬偉武	680	-	-	-	-	680
Cheng Tai Po	鄭大報	680	-	-	-	-	680
Lin Ching Hua**	林璟驊**	-	-	-	-	-	-
		3,120	-	-	-	-	3,120
		3,120	17,678	34,957	27,791	54	83,600

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8. Directors' Emoluments (Continued)
(b) Executive directors and non-executive directors (Continued)

8. 董事酬金(續)
(b) 執行董事及非執行董事(續)

		Fees	Salaries, allowances, and benefits in kind 薪金、津貼及實物福利	Performance-related bonuses 與表現掛鈎的花紅	Equity-settled share option expense 以權益結算的購股權開支	Pension scheme contributions 退休金計劃供款	Total 總計
		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
2015	2015年						
Executive directors:	執行董事：						
Cheng Chung Hing	鄭松興	-	5,850	18,949	-	18	24,817
Leung Moon Lam*	梁滿林*	-	5,850	18,949	52,721	18	77,538
Xu Yang	許揚	-	926	-	305	-	1,231
Fung Sing Hong Stephen*	馮星航*	-	3,505	15,000	32,956	12	51,473
		-	16,131	52,898	85,982	48	155,059
Non-executive directors:	非執行董事：						
Ma Kai Cheung	馬介璋	1,080	-	-	-	-	1,080
Sun Kai Lit Cliff	孫啟烈	680	-	-	-	-	680
Ma Wai Mo	馬偉武	680	-	-	-	-	680
Cheng Tai Po	鄭大報	680	-	-	-	-	680
Lin Ching Hua**	林瓊驊**	-	-	-	-	-	-
		3,120	-	-	-	-	3,120
		3,120	16,131	52,898	85,982	48	158,179

* On 1 January 2016, Mr. Leung Moon Lam ceased to act as Chief Executive Officer of the Group but remains as an executive director of the Group, while Mr. Fung Sing Hong Stephen was appointed as the Chief Executive Officer of the Group.

** Mr. Lin Ching Hua, a non-executive director of the Company, has voluntarily decided not to receive any director's emolument in the future from the Company since his appointment on 28 June 2014, including a director's fee of HK\$380,000 and 2,000,000 share options in 2015. Apart from this, there was no agreement under which a director waived or agreed to waive any remuneration during the year.

* 於2016年1月1日，梁滿林先生不再擔任本集團之行政總裁，但繼續擔任本公司之執行董事，同時馮星航先生獲委任為本集團之行政總裁。

** 本公司之非執行董事林瓊驊先生自願不收取自2014年6月28日上任以後的任何本公司之董事酬金，包括2015年的董事金380,000港元及2,000,000股購股權。除此之外，於本年內無董事放棄或同意放棄酬金的安排。

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9. Five Highest Paid Employees

The five highest paid employees during the year included three (2015: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the five highest paid employees for the year are as follows:

9. 五位最高薪人士

年內，五位最高薪僱員分別包括三名董事(2015年：三名)，其酬金已載於上文附註8。年內五名最高薪僱員酬金的詳情如下：

		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
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	23,838	23,429
Bonuses	花紅	34,957	71,298
Equity-settled share option expense	以權益結算的購股權開支	27,791	85,899
Pension scheme contributions	退休金計劃供款	54	54
		86,640	180,680

The number of the five highest paid employees whose remuneration fell within the following bands is as follows:

介乎以下範圍的五名最高薪僱員人數如下：

		Number of employees 僱員人數	
		2016	2015
HK\$2,000,001 to HK\$15,000,000	2,000,001港元至15,000,000港元	2	2
HK\$15,000,001 to HK\$25,000,000	15,000,001港元至25,000,000港元	2	1
HK\$25,000,001 to HK\$50,000,000	25,000,001港元至50,000,000港元	1	–
HK\$50,000,001 to HK\$75,000,000	50,000,001港元至75,000,000港元	–	1
HK\$75,000,001 to HK\$95,000,000	75,000,001港元至95,000,000港元	–	1
		5	5

During the year and in prior years, share options were granted to non-director, highest paid employees in respect of their services to the Group, further details of which are included in the disclosure in note 38 to the financial statements. The fair value of those options, which is recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above five highest paid employees' remuneration disclosures.

年內及以前年度，非董事最高薪僱員就其向本集團提供之服務而獲授購股權，其進一步詳情載於財務報表附註38。該等購股權的公平值(已於歸屬期間於損益表確認)乃於授出日期釐定，而載於本年度財務報表的金額已包括於上文五名最高薪僱員酬金的披露資料。



10. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2015: Nil).

Taxes on profits assessable in Mainland China are calculated at the rates of tax prevailing in the provinces in which the Group operates.

Under the relevant income tax law, the PRC subsidiaries are subject to corporate income tax ("CIT") at the statutory rate of 25% (2015: 25%) on their respective taxable income during the year.

The PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and all property development expenditures.

The major components of income tax expenses for the year are as follows:

10. 所得稅

年內，於香港產生的估計應課稅溢利乃按16.5% (2015年：16.5%)的稅率計提。年內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備(2015年：無)。

中國大陸的應課稅溢利稅項乃按本集團營運所在省份的現行稅率計提。

根據相關所得稅法，年內，中國附屬公司須就各自應課稅收入按法定稅率25% (2015年：25%)繳納企業所得稅。

中國土地增值稅按30%至60%不等的累進稅率就土地價值(即物業銷售所得款項減包括土地成本、借貸成本及所有物業發展開支在內的可扣減開支)增值徵收。

年內，所得稅開支主要部分如下：

		For the year ended 31 March		
		截至3月31日止年度		
		2016	2015	
		HK\$'000	HK\$'000	
		千港元	千港元	
Note	附註			
	Current — Mainland China	1,011,480	819,254	
	LAT in Mainland China	(23,865)	1,213,663	
	Deferred Mainland China corporate income tax	382,842	111,792	
	Total tax charged for the year	1,370,457	2,144,709	



10. Income Tax (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate to the tax expense at the Group's effective income tax rate is as follows:

10. 所得稅(續)

按法定稅率計算適用於稅前利潤的稅項開支與按本集團本年度實際稅率計算的稅項開支的對賬如下：

		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
Profit before tax	稅前利潤	4,904,233	5,859,489
Tax at the statutory tax rate of 16.5%	按16.5%法定稅率計算的稅項	809,198	966,816
Higher tax rates enacted by local authorities	地方機關制定的較高稅率	416,656	509,000
Income not subject to tax	毋須繳稅收入	(37,664)	(176,604)
Expenses not deductible for tax	不可扣稅開支	51,975	39,337
Tax losses utilised from previous years	動用過往年度的稅項虧損	-	(4,781)
Losses attributable to associates	聯營公司應佔虧損	-	1,803
Tax losses not recognised	未確認的稅項虧損	80,078	21,155
LAT	土地增值稅	(23,865)	1,213,663
Tax effect of LAT	土地增值稅的稅務影響	5,966	(303,416)
Adjustments in respect of current tax of previous years	過往年度稅項調整	23,363	19,955
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	按本集團的中國附屬公司的可分配利潤而計算預扣所得稅的影響	44,750	(142,219)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	1,370,457	2,144,709

The share of tax attributable to associates amounting to nil (2015: HK\$1,803,000) is included in "Share of profits and losses of associates" in the consolidated statement of profit or loss.

聯營公司並無應佔稅項(2015年: 1,803,000港元)計入綜合損益表的「應佔聯營公司利潤及虧損」內。



11. Dividend

11. 股息

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
Proposed final dividend — HK5.0 cents per ordinary share (2015: HK14.0 cents per ordinary share)	建議末期股息—每股普通股5.0港仙(2015年：每股普通股14.0港仙)	399,966	1,120,094

The proposed final dividend is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

擬派末期股息須待本公司股東於應屆股東周年大會批准後，方可作實。

12. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 7,999,399,905 (2015: 7,650,707,736) in issue during the year.

The calculation of diluted earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

12. 歸屬於母公司普通股權益持有人的每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔年內利潤及年內已發行7,999,399,905股(2015年：7,650,707,736股)普通股的加權平均數計算。

每股攤薄盈利乃根據母公司普通股權益持有人應佔年內利潤計算。計算所用的普通股加權平均數乃為計算每股基本盈利所用的年內已發行普通股股數，而加權平均普通股數目乃假設行使或轉換所有具潛在攤薄性的普通股為普通股按無償發行。

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12. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent (Continued)

The calculations of basic and diluted earnings per share are based on:

12. 歸屬於母公司普通股權益持有人的每股盈利(續)

每股基本及攤薄盈利的計算乃基於：

		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
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利之 母公司普通股權益持有人 應佔利潤	3,537,012	3,727,872
Add: Interest on convertible notes	加：可換股票據利息	—	1,701
Less: Fair value gain on derivative financial instrument	減：衍生金融工具公平值收益	—	(151,915)
Profit attributable to ordinary equity holders of the parent, used in the diluted earnings per share calculation	用於計算每股攤薄盈利之 母公司擁有人應佔利潤	3,537,012	3,577,658
		Number of shares 股數	
		2016	2015
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之 年內已發行普通股的 加權平均數	7,999,399,905	7,650,707,736
Effect of dilution — weighted average number of ordinary shares:	攤薄影響—普通股加權平均數：		
Share options	購股權	29,764,395	74,674,865
Tencent call options	騰訊購股權	—	6,810,690
Convertible notes	可換股票據	—	171,232,876
		8,029,164,300	7,903,426,167



13. Property, Plant and Equipment

13. 物業、廠房及設備

31 March 2016	2016年3月31日	Notes 附註	Buildings	Furniture, fixtures and equipment	Motor vehicles	Total
			樓宇 HK\$'000 千港元	傢俬、 裝置及設備 HK\$'000 千港元	汽車 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2015:	於2015年4月1日：					
Cost	成本		1,348,702	181,634	85,896	1,616,232
Accumulated depreciation	累計折舊		(160,597)	(89,394)	(38,010)	(288,001)
Net carrying amount	賬面淨額		1,188,105	92,240	47,886	1,328,231
At 1 April 2015, net of accumulated depreciation	於2015年4月1日，已扣除累計折舊		1,188,105	92,240	47,886	1,328,231
Additions	添置		3,854	21,316	13,220	38,390
Transfer from properties under development	轉撥自發展中物業	15	353,081	-	-	353,081
Disposals	出售		(1,095)	(4,712)	(646)	(6,453)
Depreciation provided during the year	年度折舊撥備	6	(104,867)	(30,615)	(16,700)	(152,182)
Exchange realignment	匯兌調整		(48,886)	(3,410)	(1,616)	(53,912)
At 31 March 2016, net of accumulated depreciation	於2016年3月31日，已扣除累計折舊		1,390,192	74,819	42,144	1,507,155
At 31 March 2016:	於2016年3月31日：					
Cost	成本		1,648,029	191,041	95,342	1,934,412
Accumulated depreciation	累計折舊		(257,837)	(116,222)	(53,198)	(427,257)
Net carrying amount	賬面淨額		1,390,192	74,819	42,144	1,507,155

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13. Property, Plant and Equipment (Continued)

13. 物業、廠房及設備(續)

			Buildings 樓宇	Furniture, fixtures and equipment 傢私、 裝置及設備	Motor vehicles 汽車	Total 總計
31 March 2015	2015年3月31日	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2014:	於2014年4月1日:					
Cost	成本		658,730	136,323	59,358	854,411
Accumulated depreciation	累計折舊		(109,236)	(59,459)	(26,793)	(195,488)
Net carrying amount	賬面淨額		549,494	76,864	32,565	658,923
At 1 April 2014, net of accumulated depreciation	於2014年4月1日，已扣除累計折舊		549,494	76,864	32,565	658,923
Additions	添置		7,279	49,133	27,715	84,127
Transfer from properties under development	轉撥自發展中物業	15	681,372	-	-	681,372
Disposals	出售		(25)	(2,948)	(265)	(3,238)
Depreciation provided during the year	年度折舊撥備	6	(51,326)	(31,003)	(12,194)	(94,523)
Exchange realignment	匯兌調整		1,311	194	65	1,570
At 31 March 2015, net of accumulated depreciation	於2015年3月31日，已扣除累計折舊		1,188,105	92,240	47,886	1,328,231
At 31 March 2015:	於2015年3月31日:					
Cost	成本		1,348,702	181,634	85,896	1,616,232
Accumulated depreciation	累計折舊		(160,597)	(89,394)	(38,010)	(288,001)
Net carrying amount	賬面淨額		1,188,105	92,240	47,886	1,328,231

31 March 2016 2016年3月31日



13. Property, Plant and Equipment (Continued)

Certain of the Group's buildings with aggregate carrying values of approximately HK\$469,182,000 as at 31 March 2016 (2015: HK\$23,546,000) were pledged to secure general banking facilities granted to the Group (note 29).

At 31 March 2016, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate net book value of approximately HK\$1,045,731,000 (2015: HK\$752,134,000) had not been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates of ownership.

14. Investment Properties

		Notes	2016 HK\$'000 千港元	2015 HK\$'000 千港元
		附註		
Carrying amount at beginning of year	年初的賬面值		30,217,792	24,033,905
Additions	添置		928,586	2,267,085
Transfer from properties under development	轉撥自發展中物業	15	424,934	1,446,966
Transfer from completed properties held for sale	轉撥自竣工持作銷售物業		1,843,953	–
Transfer to completed properties held for sale	轉撥至持作銷售物業		(632,773)	–
Net gain from a fair value adjustment	公平值調整淨收益	5	3,232,699	2,398,531
Exchange realignment	匯兌調整		(1,201,003)	71,305
Carrying amount at end of year	年終的賬面值		34,814,188	30,217,792

The Group's investment properties were revalued on 31 March 2016 and 2015 by Savills at RMB28,949,100,000 and RMB24,166,500,000, respectively (equivalent to approximately HK\$34,814,188,000 and HK\$30,217,792,000, respectively), on an open market, existing use basis.

The Group's investment properties with aggregate carrying values of approximately HK\$21,237,246,000 and HK\$20,652,214,000 as at 31 March 2016 and 2015, respectively, were pledged to secure general banking facilities granted to the Group (note 29).

The Group's investment properties with aggregate carrying values of approximately HK\$30,598,954,000 and HK\$26,084,344,000 as at 31 March 2016 and 2015, respectively, are subject to sales restriction (note 1(iv)).

13. 物業、廠房及設備(續)

於2016年3月31日，本集團賬面總值分別約469,182,000港元(2015年：23,546,000港元)的若干樓宇已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

於2016年3月31日，本集團於中國賬面淨值合共約1,045,731,000港元(2015年：752,134,000港元)的若干樓宇未獲相關中國機關發出所有權證。本集團正在領取相關所有權證。

14. 投資物業

第一太平戴維斯於2016年及2015年3月31日重估本集團的投資物業，按公開市場現有用途基準的價值分別為人民幣28,949,100,000元及人民幣24,166,500,000元(分別相等於約34,814,188,000港元及30,217,792,000港元)。

於2016年及2015年3月31日，本集團賬面總值分別約21,237,246,000港元及20,652,214,000港元的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

於2016年及2015年3月31日，本集團賬面總值分別約30,598,954,000港元及26,084,344,000港元的投資物業受到銷售限制(附註1(iv))。



14. Investment Properties (Continued)

The Group's investment properties consist of trade centers, commercial and other ancillary facilities in Mainland China. The Group's investment properties were revalued on 31 March 2016 based on valuations performed by Savills, an independent professionally qualified valuer, at HK\$34,814,188,000 on an open market, existing use basis. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's finance department has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

14. 投資物業(續)

本集團的投資物業包括在中國的交易中心、商業及其他配套設施。根據一家獨立專業合資格估值師第一太平戴維斯進行的估值，本集團的投資物業於2016年3月31日的按公開市場現有用途基準重估價值達34,814,188,000港元。本集團的管理層每年決定委任負責對本集團物業進行外部估值的外聘估值師人選。篩選準則包括市場知識、聲譽、獨立性，以及是否維持專業水平。就中期及年度財務報告進行估值時，本集團的財務部與估值師每年就估值假設及估值結果進行兩次討論。

公平值層級

本集團投資物業的公平值計量層級載於下表：

**Fair value measurement
 as at 31 March 2016
 using significant
 unobservable inputs
 (Level 3)
 於2016年3月31日
 使用重大不可觀察元素
 的公平值計量
 (第3級)
 HK\$'000
 千港元**

Recurring fair value measurement for:	就以下各項的經常性公平值計量：	
Trade centers, commercial and other ancillary facilities	交易中心、商業及其他配套設施	34,814,188

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14. Investment Properties (Continued)
Fair value hierarchy (Continued)

14. 投資物業(續)
公平值層級(續)

**Fair value measurement
as at 31 March 2015
using significant
unobservable inputs
(Level 3)**
於2015年3月31日
使用重大不可觀察元素
的公平值計量
(第3級)
HK\$'000
千港元

Recurring fair value measurement for: Trade centers, commercial and other ancillary facilities	就以下各項的經常性公平值計量： 交易中心、商業及 其他配套設施	30,217,792
--	---------------------------------------	------------

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2015: Nil).

年內，第1級與第2級之間概無發生公平值計量的轉移，第3級亦無公平值計量轉入或轉出(2015年：無)。

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

以下為投資物業估值所用的估值技術及主要元素的概要：

Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察元素	Range 範圍		
		As at 31 March 2016 於2016年3月31日	As at 31 March 2015 於2015年3月31日	
Trade centers, commercial and other ancillary facilities 交易中心、商業及 其他配套設施	Income capitalisation method 收入資本化法	Market unit rental rate (RMB/sq. m./month) 市場單位租金 (人民幣/平方米/月)	41-144	40-142
		Capitalisation rate 資本化率	3.00%-8.25%	3.00%-8.25%

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14. Investment Properties (Continued) Fair value hierarchy (Continued)

The fair values of investment properties are determined principally using the income capitalisation method by capitalising the rental income derived from the existing tenancies with due provisions for the reversionary income potential of the properties. The fair value measurement is positively correlated to the market unit rental rate and negatively correlated to the capitalisation rate. For the portions which were under construction, the expended construction costs and the costs that are expected to be expended to complete the properties have also been taken into account in arriving at their fair values.

15. Properties Under Development

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Carrying amount at beginning of year	年初的賬面值	3,697,166	2,933,492
Additions	添置	7,957,375	16,144,651
Transfer to property, plant and equipment	轉撥至物業、 廠房及設備	13 (353,081)	(681,372)
Transfer to investment properties	轉撥至投資物業	14 (424,934)	(1,446,966)
Transfer to prepaid land lease payments	轉撥至預付土地出租金	16 (182,681)	(659,404)
Transfer to completed properties held for sale and properties under development held for sale	轉撥至已竣工持作 銷售物業及發展中持作 銷售物業	(6,171,387)	(12,601,248)
Transfer to properties held for finance lease	轉撥至融資租賃物業	(115,950)	–
Exchange realignment	匯兌調整	(153,654)	8,013
Carrying amount at end of year	年終的賬面值	4,252,854	3,697,166

Certain of the Group's properties under development with aggregate carrying values of approximately HK\$779,665,000 and HK\$190,683,000 as at 31 March 2016 and 2015, respectively, were pledged to secure general banking facilities granted to the Group (note 29).

During the current year, the Group has received government grants with a total amount of approximately RMB833,257,000 (equivalent to HK\$1,002,075,000), which were provided by the local government authorities to support infrastructure construction and development activities in connection with the Group's property development projects. The amount was deducted from the additions of properties under development for the year. An aggregate amount of approximately RMB458,259,000 (equivalent to HK\$559,030,000) (2015: RMB654,082,000 (equivalent to HK\$813,287,000)) which related to properties sold, has been credited to the cost of properties sold during the year.

14. 投資物業(續) 公平值層級(續)

投資物業公平價值主要按收入資本化釐定，方法是將現有租賃所得的租金收入資本化，並就物業的潛在可復歸收入計提適當撥備。公平價值計量與市場租金成正比且與資本化率成反比。就正在建造之部分，在確定公平價值時，已考慮已計及已支銷的建築成本及完成開發項目將支銷的成本。

15. 發展中物業

於2016年及2015年3月31日，本集團賬面總值分別約779,665,000港元及190,683,000港元的若干發展中物業已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

年內，本集團取得總數為約人民幣833,257,000元(相等於1,002,075,000港元)由地方政府機關提供，旨在為集團物業發展項目中有關於基礎建設工程及發展活動提供支持的政府補助。此全額已在添置發展中物業中扣除。其中關於已售物業累計金額約人民幣458,259,000元(相等於559,030,000港元)(2015年：人民幣654,082,000元(相等於813,287,000港元))在年內於已售物業成本扣除。



16. Prepaid Land Lease Payments

16. 預付土地出租金

		Notes	2016	2015
		附註	HK\$'000	HK\$'000
			千港元	千港元
Carrying amount at beginning of year	年初的賬面值		802,642	144,093
Additions	添置		83,019	–
Transfer from properties under development	轉撥自發展中物業	15	182,681	659,404
Recognised during the year	年內確認	6	(23,618)	(14,823)
Exchange realignment	匯兌調整		(24,755)	13,968
Carrying amount at end of year	年終的賬面值		1,019,969	802,642
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的即期部分		(23,618)	(14,823)
Non-current portion	非即期部分		966,351	787,819

17. Goodwill

17. 商譽

		HK\$'000
		千港元
At 31 March 2015 and 31 March 2016:	於2015年3月31日及2016年3月31日：	
Cost	成本	54,194
Accumulated impairment	累計減值	(20,066)
Net carrying amount	賬面淨額	34,128

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17. Goodwill (Continued)

Impairment testing of goodwill

Goodwill acquired through business combinations have been allocated to the hotel cash-generating unit and the property leasing operation cash-generating unit for impairment testing.

- Hotel cash-generating unit
- Property leasing operation cash-generating unit

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	Hotel		Property leasing operation		Total		
	酒店		物業租賃經營		總額		
	2016	2015	2016	2015	2016	2015	
	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	
Carrying amount of goodwill	商譽賬面值	-	-	34,128	34,128	34,128	34,128

The Group has leased its hotel properties to an independent party. Full impairment loss of HK\$20,066,000 has been provided on the goodwill related to the hotel operation of the Group in the previous year.

The recoverable amount of the property leasing operation cash-generating unit is determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period.

The key assumptions adopted on the growth rate and discount rate used in the value-in-use calculation are based on management's best estimates. The growth rate of 5% is determined by considering both internal and external factors relating to the property leasing segment. The discount rate applied to the cash flow projections is 14%.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amounts of goodwill are based would not cause the carrying amounts of goodwill to exceed their recoverable amounts.

17. 商譽(續)

商譽減值測試

透過業務合併收購的商譽已分配至酒店的現金產生單位及物業租賃經營的現金產生單位作減值測試。

- 酒店的現金產生單位
- 物業租賃經營的現金產生單位

分配於各現金產生單位的商譽賬面值如下：

本集團已出租其酒店物業予一個獨立第三方。有關本集團的酒店營運的商譽在以前年度已計提了全部的減值虧損，金額為20,066,000港元。

物業租賃經營的現金產生單位的可收回金額使用價值計算法確定。該計算法使用以高級管理層批准為期五年的財務預算為基準的現金流量預測。

價值計算法中的增長率及貼現率採用的主要假設是以管理層的最佳預測為基準。5%的增長率是考慮有關物業租賃分部的內部及外部因素而確定。現金流量預測的貼現率為14%。

管理層相信商譽可收回金額的主要假設，如有任何合理性的可能改變，都不會引致商譽賬面值大於其可收回金額。



18. Investment in a Joint Venture

18. 於一家合營企業的投資

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Share of net assets	應佔資產淨值	-	-
Due from a joint venture	應收一家合營企業款項	-	10,299
		-	10,299
Provision for impairment	減值撥備	-	(5,220)
		-	5,079

Particulars of the Group's joint venture are as follows:

本集團之合營企業詳情如下：

Name	Place of registration and business	Nominal value of issued and fully paid-up registered capital as at 31 March 2016 於2016年3月31日 已發行及繳足 註冊資本面值	Date of deregistration	Percentage of equity attributable to the Group as at 31 March		Principal activities
				於3月31日本集團 應佔權益百分比 2016	2015	
名稱	註冊及經營地點		註銷日期	%	%	主要業務
China South Royal Restaurant (Shenzhen) Co., Ltd. 華南富豪酒樓(深圳)有限公司	PRC/Mainland China 中國/中國大陸	-	16 June 2015 16-06-2015	-	50.5	Restaurant operations 酒樓營運

The joint venture was deregistered on 16 June 2015. The Group recognised a loss from the disposal of the joint venture of HK\$4,959,000 (note 6).

此合營企業於2015年6月16日註銷。本集團因此確認處置此合營企業的虧損金額4,959,000港元(附註6)。

19. Investments in Associates

19. 於聯營公司的投資

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Due to associates	應付聯營公司款項	(3,316)	(3,514)
Due from associates	應收聯營公司款項	63,626	38,398
		60,310	34,884

The amounts due from/(to) associates included in investments in associates above are unsecured, interest-free and are not expected to be repaid in one year.

計入上述於聯營公司的投資的應收/(應付)聯營公司款項為無抵押、免息及預期不會在一年內償還。

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19. Investments in Associates (Continued)

Particulars of the associates are as follows:

Name 名稱	Place of registration and business 註冊及經營地點	Nominal value of issued and fully paid- up registered capital 已發行及繳足 註冊資本面值	Date of registration 註冊日期	Percentage of equity attributable to the Group as at 31 March 於3月31日 本集團應佔 權益百分比		Principal activities 主要業務
				2016 %	2015 %	
China South Intimex Technology (Shenzhen) Co., Ltd. 華南泰美科技(深圳)有限公司	PRC/Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	18 January 2004 18-01-2004	30	30	Website and software development 網站及軟件開發
Harbin Huayilong Fur Market Co., Ltd. 哈爾濱華億龍皮革城有限公司	PRC/Mainland China 中國/中國大陸	RMB21,000,000 人民幣21,000,000元	17 January 2014 17-01-2014	25	25	Property leasing 物業租賃

The associates have a financial year end of 31 December. The consolidated financial statements are adjusted for the material transactions between the associates and the group companies between 1 January and 31 March annually.

The associates have been accounted for using the equity method in these financial statements.

The following table illustrates the aggregate financial information of the Group's associates:

19. 於聯營公司的投資(續)

聯營公司詳情如下：

聯營公司的財政年度乃截至12月31日止。綜合財務報表就每年1月1日至3月31日期間聯營公司與集團成員公司之間的重大交易作出調整。

聯營公司乃以權益法於此等財務報表入賬。

下表列示摘錄本集團聯營公司的財務資料概要：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Assets 資產		11,934	16,305
Liabilities 負債		72,606	43,902
Revenue 收入		4,178	35
Loss 虧損		(34,515)	(24,035)



20. Available-for-sale Investments

20. 可供出售金融投資

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Unlisted equity investments, at cost	按成本計算的非上市權益投資	175,512	175,500

As at 31 March 2016, certain unlisted equity investments with a total carrying amount of HK\$175,512,000 (2015: HK\$175,500,000) were stated at cost less impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair value cannot be measured reliably. The Group does not intend to dispose of them in the near future.

由於賬面總值為175,512,000港元(2015年: 175,500,000港元)的可供出售金融投資的合理公平值估計範圍頗大,致使董事認為其公平值不能可靠地計量,故於2016年3月31日按成本減去減值計量。本集團並無意向於不久將來出售此等投資。

21. Other Long-term Receivables

21. 其他長期應收款項

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Finance lease receivables*	融資租賃應收款項*	1,758	8,860
Other long-term receivables	其他長期應收款項	2,421	-
		4,179	8,860

* The balance represents entrusted loans provided by the Group to lessees through Shanghai Pudong Development Bank in connection with the finance lease of its properties. The finance lease receivables, which bear interest at rates ranging from 6.336% to 8.613% per annum, are repayable by monthly instalments within 6 to 10 years. The carrying amounts of the finance lease receivables approximate to their fair values. The amounts of the current portion of the finance lease receivables as at 31 March 2016 was HK\$7,910,000 (2015: HK\$8,224,000) which was included in prepayments, deposits and other receivables (note 25).

* 結餘指本集團就其物業的融資租賃,透過上海浦東發展銀行向承租人提供的委託貸款。融資租賃應收款項按年利率介乎6.336%至8.613%計息,並須於6至10年內每月分期償還。融資租賃應收款項的賬面值與其公平值相若。於2016年3月31日,融資租賃應收款項的即期部分金額為7,910,000港元(2015年: 8,224,000港元)並已計入預付款項、按金及其他應收款項(附註25)。



22. Deposits Paid for Purchase of Land Use Rights

The balance represents deposits paid for acquisitions of land use rights for parcels of land in Mainland China. The carrying amounts of the deposits paid for the purchase of land use rights approximate to their fair values.

22. 購買土地使用權支付的按金

該結餘指在中國大陸收購地塊的土地使用權所支付的按金。購買土地使用權支付的按金的賬面值與其公平值相若。

23. Properties Held for Sale

23. 持作銷售物業

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Completed properties held for sale	持作銷售竣工物業	12,283,168	9,967,608
Properties under development expected to be completed within normal operating cycle	預期於正常營運週期內竣工的發展中物業	12,895,878	13,002,368
		25,179,046	22,969,976
Properties under development expected to be completed and ready for sale	發展中物業預期竣工及可作銷售		
Within one year	一年內	8,055,546	6,535,438
Beyond one year	一年後	4,840,332	6,466,930
Total	總值	12,895,878	13,002,368

Certain of the Group's properties held for sale with an aggregate carrying value of HK\$3,644,590,000 (2015: HK\$3,626,061,000) at the end of the reporting period were pledged to secure the bank loans granted to the Group (note 29).

於報告期末時，賬面值合共3,644,590,000港元(2015年：3,626,061,000港元)的本集團若干持作銷售物業已抵押作為本集團獲授銀行貸款的擔保(附註29)。



24. Trade Receivables

24. 應收貿易賬款

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Trade receivables	應收貿易賬款	1,388,129	1,778,414
Impairment	減值	(238,856)	(141,788)
		1,149,273	1,636,626

Trade receivables represent sales income, rentals receivable and service income receivables from customers which are payable on issuance of invoices or in accordance with the terms of the related sale and purchase agreements. The Group generally allows a credit period of not exceeding 60 days to its customers. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing. The carrying amounts of the trade receivables approximate to their fair values.

An aged analysis of the trade receivables based on the payment due date as at the end of the reporting period, net of provision, is as follows:

應收貿易賬款指於出具發票時應收或根據相關買賣協議條款應收客戶的銷售收入、應收租金及服務收入。本集團一般提供不超過60天信貸期予客戶。高級管理層定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。應收貿易賬款為免息。應收貿易賬款賬面值與其公平值相若。

於報告期末時，根據付款到期日，應收貿易賬款扣除撥備後的賬齡分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within 1 month	1個月以內	550,292	952,372
1 to 2 months	1至2個月	108,926	55,269
2 to 3 months	2至3個月	39,340	32,239
Over 3 months	逾3個月	450,715	596,746
		1,149,273	1,636,626

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24. Trade Receivables (Continued)

The movements in provision for impairment of trade receivables are as follows:

		2016	2015
	Note	HK\$'000	HK\$'000
	附註	千港元	千港元
Carrying amount at beginning of year		141,788	158,268
Provision for/(reversal of provision for) impairment of trade receivables	6	96,660	(16,400)
Exchange realignment		408	(80)
Carrying amount at end of year		238,856	141,788

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Neither past due nor impaired	未逾期及未減值	297,010	875,257
Less than 1 month past due	逾期少於1個月	253,282	77,115
1 to 3 months past due	逾期1至3個月	148,266	87,508
Over 3 months past due	逾期3個月以上	450,715	596,746
		1,149,273	1,636,626

Receivables that were neither past due nor impaired and past due but not impaired relate to a large number of diversified customers for whom there was no recent history of default. The Group would not release the property ownership certificates to the buyers before the buyers fully settle the payment.

24. 應收貿易賬款(續)

應收貿易賬款的減值撥備變動如下：

個別或合計均不被視為減值的應收貿易賬款的賬齡分析如下：

未逾期及未減值以及已逾期但未減值的應收款項與大量不同客戶有關，彼等最近並無欠款記錄。在買家全數清償付款前，本集團不會向其發出房產證。



25. Prepayments, Deposits and Other Receivables

25. 預付款項、按金及其他應收款項

	Note	2016	2015
	附註	HK\$'000	HK\$'000
		千港元	千港元
Prepayments		286,265	207,554
Receivables for disposal of subsidiaries		–	12,504
Deposits and other receivables		487,085	425,503
Current portion of finance lease receivables	21	7,910	8,224
		781,260	653,785

The financial assets included in the above balances relate to receivables for which there was no recent history of default.

於上述結餘入賬的金融資產最近並無欠款記錄。

26. Held-for-Trading Investments at Fair Value Through Profit or Loss

26. 透過損益以公平值列賬之持作買賣投資

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Listed investment funds at market value	按市值計算的上市投資基金	27,365	32,890

The above listed investment funds at 31 March 2016 and 2015 were classified as held-for-trading upon initial recognition, and designated by the Group as financial assets at fair value through profit or loss since they were acquired or incurred principally for the purpose of selling or repurchasing in the near term.

於2016年及2015年3月31日，上述上市投資基金初步確認時分類為持作買賣，由於收購或產生主要為於短期內銷售或購回，故本集團將其指定為透過損益以公平值列賬的金融資產。



27. Cash and Cash Equivalents and Restricted Cash

27. 現金及現金等價物及受限制現金

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	11,686,695	8,672,722
Less: Restricted cash*	減：受限制現金*	(2,358,888)	(1,419,253)
Cash and cash equivalents	現金及現金等價物	9,327,807	7,253,469

* Restricted cash mainly comprises: (i) guarantee deposits for the mortgage loan facilities granted by the banks to purchasers of the Group's properties; (ii) guarantee funds of construction projects to meet local authorities' requirements; (iii) certain amounts of pre-sale proceeds from properties placed as guarantee deposits for the construction of related properties; and (iv) certain amounts of proceeds from lease of properties which have been placed as guarantee deposits for the borrowings.

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi amounted to HK\$7,709,882,000 (2015: HK\$5,488,597,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

Certain of the Group's bank deposits with a carrying amounts of HK\$245,330,000 as at 31 March 2016 (2015: Nil), were pledged to secure general banking facilities granted to the Group (note 29).

* 受限制現金主要包括：(i)就購買本集團物業之買家獲銀行授予的按揭貸款融資的保證按金；(ii)建設項目的保證金，以符合當地機關的要求；(iii)物業預售的若干所得款項金額，以作為相關物業建設的保證按金；及(iv)租賃物業的若干出租所得款項金額以作為借貸保證的保證按金。

於報告期末，本集團以人民幣為單位的現金及現金等價物達7,709,882,000港元(2015年：5,488,597,000港元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸的外匯管制條例及結匯、付匯及售匯規定，本集團可以透過獲准進行外匯業務的銀行將人民幣兌換為其他貨幣。

存於銀行之現金根據每日銀行存款利率之浮動利率賺取利息。短期定期存款的存款期各異，由一天至三個月不等，視乎本集團即時的現金需求而定，而利息則按各個短期定期存款利率賺取。銀行結餘及受限制現金乃存放於信譽良好且近期並無欠款記錄的銀行。

於2016年3月31日，本集團賬面總值為245,330,000港元(2015年：無)的若干存款已抵押作為本集團獲授一般銀行融資的擔保(附註29)。



28. Trade and Other Payables

28. 貿易及其他應付款項

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Other payables and accruals	其他應付款項及應計項目		2,514,025	1,626,215
Notes payable	應付票據	(i)	203,708	187,560
Deposits and receipts in advance	按金及預收款項		4,184,827	3,913,942
Construction fee and retention payables	應付建築費用及保留金	(ii)	6,367,164	7,806,948
			13,269,724	13,534,665

(i) An aged analysis of the Group's notes payable presented based on the invoice date at the end of the reporting period is as follows:

(i) 於報告期末本集團基於發票日之應付票據的賬齡分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
1 to 3 months	1至3個月	72,625	187,560
Over 3 months	超過3個月	131,083	–
		203,708	187,560

(ii) An aged analysis of the construction fee and retention payables as at the end of the reporting period is as follows:

(ii) 於報告期末建築費用及保留金應付款項的賬齡分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within 1 year	1年內	6,152,501	7,714,040
Over 1 year	超過1年	214,663	92,908
		6,367,164	7,806,948

The construction fee and retention payables are non-interest-bearing and repayable within the normal operating cycle or on demand.

應付建築費用及保留金為免息及須於一般業務週期或應要求償還。

The other payables are non-interest-bearing.

其他應付款項為免息。



29. Interest-Bearing Bank and Other Borrowings

29. 計息銀行及其他借貸

		2016			2015		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Current	即期						
Bank loans – unsecured	銀行貸款 – 無抵押	3.30%–6.00%	2016–2017	1,712,502	5.50%–6.94%	2015–2016	2,357,004
Bank loans – secured	銀行貸款 – 有抵押	3.97%–5.34%	2016–2017	1,691,277	6.16%–6.60%	2015–2016	1,025,328
Current portion of long term bank and other borrowings:	長期銀行及其他借貸的 即期部分：						
Bank loans – unsecured	銀行貸款 – 無抵押	5.15%–7.50% HIBOR+2.65%	2016–2017	654,767	6.15%–7.07% HIBOR+2.65%– HIBOR+2.75%	2015–2016	1,280,871
Bank loans – secured	銀行貸款 – 有抵押	4.41%–7.48%	2016–2017	3,598,332	5.54%–8.00%	2015–2016	2,161,746
				<u>7,656,878</u>			<u>6,824,949</u>
Non-current	非即期						
Bank loans – unsecured	銀行貸款 – 無抵押	5.15%–5.46%	2017–2020	601,300	6.15%–7.07% HIBOR+2.65%– HIBOR+2.75%	2016–2020	1,467,249
Bank loans – secured	銀行貸款 – 有抵押	4.41%–7.48%	2017–2022	8,364,563	5.54%–7.38%	2016–2021	7,173,149
				<u>8,965,863</u>			<u>8,640,398</u>
				<u>16,622,741</u>			<u>15,465,347</u>



29. Interest-Bearing Bank and Other Borrowings 29. 計息銀行及其他借貸(續)
(Continued)

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Analysed into:	分析列為：		
Bank loans repayable:	須於以下期間償還的 銀行貸款：		
Within one year or on demand	一年內或應要求	7,656,878	6,824,949
In the second year	第二年	4,368,426	4,296,445
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年在內)	4,291,375	3,809,632
Beyond five years	五年後	306,062	534,321
		16,622,741	15,465,347

Bank loans with a total amount of HK\$13,654,172,000 (2015: HK\$10,360,223,000) are secured by:

總共13,654,172,000港元(2015年：10,360,223,000港元)的銀行貸款由下列各項抵押：

- | | |
|---|---|
| (i) Certain of the Group's buildings with aggregate carrying values of approximately HK\$469,182,000 as at 31 March 2016 (2015: HK\$23,546,000) (note 13); | (i) 於2016年3月31日賬面總值約469,182,000港元的本集團若干樓宇(2015年：23,546,000港元)(附註13)； |
| (ii) Certain of the Group's investment properties situated in Mainland China with aggregate carrying values of approximately HK\$21,237,246,000 as at 31 March 2016 (2015: HK\$20,652,214,000) (note 14); | (ii) 於2016年3月31日賬面總值約21,237,246,000港元的本集團位於中國大陸的若干投資物業(2015年：20,652,214,000港元)(附註14)； |
| (iii) Certain of the Group's properties under development situated in Mainland China with aggregate carrying values of approximately HK\$779,665,000 as at 31 March 2016 (2015: HK\$190,683,000) (note 15); | (iii) 於2016年3月31日賬面總值約779,665,000港元的本集團位於中國大陸的若干發展中物業(2015年：190,683,000港元)(附註15)； |
| (iv) Certain of the Group's properties held for sale with aggregate carrying values of approximately HK\$3,644,590,000 as at 31 March 2016 (2015: HK\$3,626,061,000) (note 23); and | (iv) 於2016年3月31日賬面總值約3,644,590,000港元的本集團若干持作銷售物業(2015年：3,626,061,000港元)(附註23)；及 |
| (v) Certain of Group's bank deposits with carrying amounts of HK\$245,330,000 as at 31 March 2016 (2015: Nil) (note 27). | (v) 於2016年3月31日賬面總值達245,330,000港元的本集團若干銀行存款(2015年：無)(附註27)。 |



29. Interest-Bearing Bank and Other Borrowings (Continued)

Except for the bank loan equivalent to HK\$300,000,000 (2015: HK\$850,000,000), which is denominated in Hong Kong dollars and bears interest at a floating rate of the Hong Kong Inter-bank Offered Rate HIBOR +2.65% (2015: HIBOR +2.65% to HIBOR +2.75%), the other interest-bearing borrowings of the Group are denominated in RMB and bear interest at floating rates ranging from 3.30% to 7.50% per annum (2015: 5.50% to 8.00% per annum).

The carrying amounts of the Group's bank and other borrowings approximate to their fair values, which have been calculated by discounting the expected future cash flows at the prevailing interest rates.

30. Short-Term Notes

The Group has the following short-term notes remain in issue at the end of the reporting period:

- (i) On 17 October 2014, China South International completed the issuance of the first tranche of short-term notes of 2014 (the "2014 First tranche STN") with a total principal amount of RMB2,200,000,000 (equivalent to HK\$2,750,880,000) in the national inter-bank market of the PRC. The 2014 First tranche STN carried interest at the rate of 5.4% per annum, payable on 17 October in arrears, and will mature on 17 October 2015. The amount has been fully settled in October 2015.
- (ii) On 9 September 2015, China South International completed the issuance of the first tranche of short-term notes of 2015 (the "2015 First tranche STN") with a total principal amount of RMB2,100,000,000 (equivalent to HK\$2,559,480,000) in the national inter-bank market of the PRC. The 2015 First tranche STN carry interest at the rate of 4.3% per annum, payable on 9 September in arrears, and will mature on 9 September 2016.

The fair value of the short-term notes at 31 March 2016 amounted to HK\$2,588,000,000 (2015: HK\$2,817,041,000). The fair value is calculated using the market price of the short-term notes on 31 March 2016.

29. 計息銀行及其他借貸(續)

除按由香港銀行同業拆息加2.65%(2015年:香港銀行同業拆息加2.65%至香港銀行同業拆息加2.75%)之浮動利率計息的300,000,000港元(2015年:850,000,000港元)銀行貸款以港元為單位外,本集團所有其他計息借貸均以人民幣為單位,並按每年3.30%至7.50%的浮動利率計息(2015年:每年5.50%至8.00%的浮動利率)。

本集團計息銀行及其他借貸的賬面值與其公平值相若,乃按預期日後現金流量以當時利率貼現計算。

30. 短期融資券

本集團於報告期末尚有以下之短期融資券在發行:

- (i) 華南國際於2014年10月17日完成在中國銀行間市場發行2014年第一期短期融資券,本金總額為人民幣2,200,000,000元(相等於為2,750,880,000港元)。2014年第一期短期融資券年利率為5.4%,每年於10月17日後支付,並將於2015年10月17日到期。其金額已於2015年10月全數支付。
- (ii) 華南國際於2015年9月9日完成在中國銀行間市場發行2015年第一期短期融資券,本金總額為人民幣2,100,000,000元(相等於為2,559,480,000港元)。2015年第一期短期融資券年利率為4.3%,每年於9月9日後支付,並將於2016年9月9日到期。

於2016年3月31日,短期融資券的公平值達2,588,000,000港元(2015年:2,817,041,000港元)。公平值乃使用短期融資券於2016年3月31日的市場價格計算。



31. Senior Notes

The Group has the following senior notes remain in issue at the end of the reporting period:

- (i) On 17 October 2012, the Company issued senior notes with an aggregate principal amount of US\$125,000,000 (the “2012 Notes”). The 2012 Notes are listed on the Singapore Exchange Securities Trading Limited. The 2012 Notes carry interest at 13.5% per annum, payable semi-annually on 17 April and 17 October in arrears, and will mature on 17 October 2017, unless redeemed earlier. The offering price was at 97.381% of the 2012 Notes.

At any time on or after 17 October 2015, the Company may redeem the 2012 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount set forth below plus accrued and unpaid interest as of (but not including) the redemption date if redeemed during the twelve month period beginning on 17 October of each of the years indicated below:

Period	Redemption price
2015	106.750%
2016 and thereafter	103.375%

At any time prior to 17 October 2015, the Company may at its option redeem the 2012 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2012 Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time prior to 17 October 2015, the Company may redeem up to 35% of the aggregate principal amount of the 2012 Notes with net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 113.5% of the principal amount of the 2012 Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, provided that at least 65% of the aggregate principal amount of the 2012 Notes originally issued remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related sale of the Company’s capital stock and is subject to certain conditions.

31. 優先票據

本集團於報告期末尚有以下優先票據在發行：

- (i) 於2012年10月17日，本公司發行本金總額125,000,000美元的優先票據（「2012年票據」）。2012年票據於新加坡證券交易所有限公司上市。2012年票據按年利率13.5%計息，每半年於4月17日及10月17日期後支付，並將於2017年10月17日到期（除非提早贖回）。發售價為2012年票據的97.381%。

於2015年10月17日或之後任何時候，本公司可按相等於下述本金額百分比的贖回價，另加截至贖回日期（但不包括該日）的累計及未付利息，贖回全部或部分2012年票據（倘於下文所示各年度10月17日開始的12個月期間內贖回）：

期間	贖回價
2015年	106.750%
2016年及之後	103.375%

於2015年10月17日前任何時間，本公司可按相等於2012票據本金額100%的贖回價，另加截至贖回日期（但不包括該日）2012票據的適用溢價以及累計及未付利息（如有），贖回全部但非部分2012票據。

於2015年10月17日前任何時間，本公司可以在股份發售中進行一次或多次銷售本公司普通股所得的現金款項淨額，按2012票據本金額113.5%的贖回價，另加截至贖回日期（但不包括該日）的累計及未付利息（如有），贖回最多2012票據本金額的35%，惟每次贖回後2012票據原發行本金總額最少65%須仍未贖回，且任何有關贖回須於相關本公司股本銷售結束後60日內進行及受限於若干條件。



31. Senior Notes (Continued)

- (ii) On 29 January 2014, the Company issued senior notes with an aggregate principal amount of US\$400,000,000 (the "2014 Notes"). The 2014 Notes are listed on the Singapore Exchange Securities Trading Limited. The 2014 Notes carry interest at the rate of 8.25% per annum, payable semi-annually on 29 January and 29 July in arrears, and will mature on 29 January 2019, unless redeemed earlier. The offering price was at 98.999% of the principal amount of the 2014 Notes.

At any time and from time to time on or after 29 January 2017, the Company may redeem the 2014 Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount set forth below plus accrued and unpaid interest as of (but not including) the redemption date if redeemed during the twelve month period beginning on 29 January of each of the years indicated below:

Period	Redemption price
2017	104.1250%
2018 and thereafter	102.0625%

At any time prior to 29 January 2017, the Company may at its option redeem the 2014 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2014 Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time and from time to time prior to 29 January 2017, the Company may redeem up to 35% of the aggregate principal amount of the 2014 Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 108.25% of the principal amount of the 2014 Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, provided that at least 65% of the aggregate principal amount of the 2014 Notes originally issued remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related sale of the Company's capital stock and is subject to certain conditions.

31. 優先票據(續)

- (ii) 於2014年1月29日，本公司發行本金總額400,000,000美元的優先票據(「2014年票據」)。2014年票據於新加坡證券交易所有限公司上市。2014年票據按年利率8.25%計息，每半年於1月29日及7月29日期後支付，並將於2019年1月29日到期(除非提早贖回)。發售價為2014年票據本金總額的98.999%。

於2017年1月29日或之後任何時候，本公司可按相等於下述本金總額百分比的贖回價，另加載至贖回日期(但不包括該日)的累計及未付利息，贖回全部或部分2014年票據(倘於下文所示各年度1月29日開始的12個月期間內贖回)：

期間	贖回價
2017年	104.1250%
2018年及之後	102.0625%

於2017年1月29日前任何時間，本公司可按相等於2014年票據本金總額100%的贖回價，另加載至贖回日期(但不包括該日)2014年票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2014年票據。

於2017年1月29日前任何時間，本公司可以在股份發售中進行一次或多次銷售本公司普通股所得的現金款項淨額，按2014年票據本金總額108.25%的贖回價，另加載至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2014年票據本金總額的35%，惟每次贖回後2014年票據原發行本金總額最少65%須仍未贖回，且任何有關贖回須於相關本公司股本銷售結束後60日內進行及受限於若干條件。

31 March 2016 2016年3月31日



31. Senior Notes (Continued)

At the end of the reporting period, the 2012 Notes and 2014 Notes (the "Senior Notes") contain liability components and early redemption options as follow:

- (i) The liability component represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments with comparable credit status that provided substantially the same cash flows, on the same terms, but without the embedded derivatives.

The interest charged for the period is calculated by applying effective interest rates of approximately 14.62% and 8.90% per annum to the liability component of the 2012 Notes and 2014 Notes, respectively, since they were issued.

- (ii) Early redemption options are regarded as embedded derivatives not closely related to the host contract. The directors consider that the fair value of the above early redemption options is insignificant on initial recognition and at 31 March 2016.

The Senior Notes recognised in the statement of financial position were calculated as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	4,082,811	4,056,838
Payment of interest	支付利息	(389,024)	(389,024)
Interest expenses	利息開支	419,576	414,997
Carrying amount at the end of year	於年終的賬面值	4,113,363	4,082,811

The fair value of the Senior Notes at 31 March 2016 amounted to HK\$4,155,497,000 (2015: HK\$4,028,737,000). The fair value is calculated using the market price of the Senior Notes on 31 March 2016.

On 15 April 2016, the Company redeemed the outstanding 2012 Notes. Further details are given in note 48 to the financial statements.

31. 優先票據(續)

於報告期末，2012年票據及2014年票據(「優先票據」)含有下列負債部分及上述提早贖回權：

- (i) 負債部分指合約所釐定未來現金流量按具有可資比較信貸評級並按相同條款提供大致相同現金流量但無嵌入衍生工具的工具當時適用的現行市場利率折現的現值。

期內收取的利息乃按2012年票據及2014年票據發行以來的負債部份分別使用實際年利率約14.62%及8.90%計算。

- (ii) 提早贖回權被視為並非與主合約有密切關係的嵌入衍生工具。董事認為於初始確認及在2016年3月31日，上述提早贖回權的公平值不大。

已於財務狀況表確認的優先票據計算如下：

於2016年3月31日，優先票據的公平值達4,155,497,000港元(2015年：4,028,737,000港元)。公平值乃使用優先票據於2016年3月31日的市場價格計算。

於2016年4月15日，本公司贖回未償還的2012年票據。進一步資料載於財務報表附註48。

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32. Medium-Term Notes

The Group has the following medium-term notes remain in issue at the end of the reporting period:

- (i) On 9 May 2014, China South International completed the issuance of the first tranche of medium-term notes of 2014 (the "2014 First tranche MTN") with a total principal amount of RMB1,000,000,000 in the national inter-bank market of the PRC. The 2014 First tranche MTN carry interest at the rate of 7.5% per annum, payable annually on 9 May in arrears, and will mature on 9 May 2019.
- (ii) On 12 September 2014, China South International completed the issuance of the second tranche of medium-term notes of 2014 (the "2014 Second tranche MTN") with a total principal amount of RMB1,000,000,000 in the national inter-bank market of the PRC. The 2014 Second tranche MTN carry interest at the rate of 8.4% per annum, payable annually on 12 September in arrears, and will mature on 12 September 2019.
- (iii) On 13 July 2015, China South International completed the issuance of the first tranche of medium-term notes of 2015 (the "2015 First tranche MTN") with a total principal amount of RMB2,000,000,000 in the national inter-bank market of the PRC. The 2015 First tranche MTN carry interest at the rate of 7.0% per annum, payable annually on 13 July in arrears, and will mature on 13 July 2018.

The medium-term notes recognised in the statement of financial position were calculated as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	2,704,226	-
Additions	新增	2,415,662	2,483,550
Interest expenses	利息開支	327,161	143,505
Payment of interests	支付利息	(196,953)	-
Exchange realignment	匯兌調整	(223,400)	77,171
Carrying amount at the end of year	於年終的賬面值	5,026,696	2,704,226

The fair value of the medium-term notes at 31 March 2016 amounted to HK\$5,273,563,000 (2015: HK\$2,721,145,000). The fair value is calculated using the market price of the medium-term notes on 31 March 2016.

32. 中期票據

本集團於報告期末尚有以下中期票據在發行：

- (i) 華南國際於2014年5月9日完成在中國銀行間市場發行2014年第一期中期票據，本金總額為人民幣1,000,000,000元。2014年第一期票據年利率為7.5%，每年於5月9日後支付，並將於2019年5月9日到期。
- (ii) 華南國際於2014年9月12日完成在中國銀行間市場發行2014年第二期中期票據，本金總額為人民幣1,000,000,000元。2014年第二期票據年利率為8.4%，每年於9月12日後支付，並將於2019年9月12日到期。
- (iii) 華南國際於2015年7月13日完成在中國銀行間市場發行2015年第一期中期票據，本金總額為人民幣2,000,000,000元。2015年第一期中期票據年利率為7.0%，每年於7月13日後支付，並將於2018年7月13日到期。

已於財務狀況表確認的中期票據計算如下：

於2016年3月31日，中期票據的公平值為5,273,563,000港元(2015年：2,721,145,000港元)。公平值乃使用中期票據於2016年3月31日的市場價格計算。



33. Corporate Bonds

On 13 April 2015, China South International completed the issuance of the corporate bonds with a total principal amount of RMB1,500,000,000 on the Shanghai Stock Exchange of the PRC. The corporate bonds carry interest at the rate of 7.0% per annum, payable annually on 13 April in arrears, and will mature on 13 April 2021.

The corporate bonds recognised in the statement of financial position was calculated as follows:

		2016 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	—
Additions	新增	1,787,980
Interest expenses	利息開支	128,832
Exchange realignment	匯兌調整	(25,593)
Carrying amount at the end of year	於年終的賬面值	1,891,219

The fair value of the corporate bonds as at 31 March 2016 amounted to HK\$1,867,037,000. The fair value is calculated using the market price of the corporate bonds on 31 March 2016.

34. Domestic Company Bonds

On 14 January 2016, China South International completed the issuance of the domestic company bonds with a total principal amount of RMB3,000,000,000 on the Shenzhen Stock Exchange of the PRC. The domestic company bonds carry interest at the rate of 5.98% per annum, payable annually on 13 January in arrears, and will mature on 13 January 2019.

33. 企業債券

華南國際於2015年4月13日完成於中國上海證券交易所發行本金總額為人民幣1,500,000,000元的企業債券。企業債券年利率為7.0%，每年於4月13日後支付，並將於2021年4月13日到期。

已於財務狀況表確認的企業債券計算如下：

34. 境內公司債券

華南國際於2016年1月14日完成於深圳證券交易所發行本金總額為人民幣3,000,000,000元的境內公司債券。該境內公司債券年利率為5.98%，每年於1月13日後支付，並將於2019年1月13日到期。

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34. Domestic Company Bonds (Continued)

The domestic company bonds recognised in the statement of financial position was calculated as follows:

		2016 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	–
Additions	新增	3,582,545
Interest expenses	利息開支	47,210
Exchange realignment	匯兌調整	(669)
Carrying amount at the end of year	於年終的賬面值	3,629,086

The fair value of the domestic company bonds as at 31 March 2016 amounted to HK\$3,662,374,000. The fair value of the domestic company bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar bond with consideration of the Group's own credit and liquidity risk.

34. 境內公司債券(續)

已於財務狀況表確認的境內公司債券計算如下：

於2016年3月31日境內公司債券的公平值為3,662,374,000港元。境內公司債券的公平值乃透過使用類近債券的相約市場利率(考量過本集團之信貸及流動資金風險)，折讓預期未來現金流量而計算。

35. Deferred Tax

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Note 附註	Accelerated	Revaluation	Withholding	Revaluation	Capitalised	Total 總計
		tax depreciation 加速稅項折舊	of investment properties 投資物業重估	tax 預扣稅	of property, plant and equipment 物業、廠房及 設備重估	interest expense 資本化利息	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2015	於2015年4月1日	268,531	3,747,265	332,949	95,523	14,828	4,459,096
Deferred tax charged to the statement of profit or loss during the year	年內於損益表內扣除的遞延稅項	81,266	808,175	44,750	–	185,503	1,119,694
Deferred tax transferred out in respect of withholding tax paid by a PRC subsidiary	由一家國內附屬公司繳付的代扣所得稅所轉出的遞延稅項	–	–	(21,681)	–	–	(21,681)
Exchange realignment	匯兌調整	(11,419)	(154,711)	(14,663)	(3,652)	(3,198)	(187,643)
At 31 March 2016	於2016年3月31日	338,378	4,400,729	341,355	91,871	197,133	5,369,466

35. 遞延稅項

年內遞延稅項負債及資產之變動如下：

遞延稅項負債

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35. Deferred Tax (Continued)
Deferred tax assets

35. 遞延稅項(續)
遞延稅項資產

			Loss available for offsetting against future taxable profits	Provision for impairment of trade receivables	Tax effect of government grants relating to assets	Total
		Tax effect of LAT	可供抵銷未來 應課稅利潤的 虧損	應收賬款 減值撥備	有關資產之 政府補助的 稅務影響	總計
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元
At 1 April 2015	於2015年4月1日	1,015,870	152,803	39,136	267,514	1,475,323
Deferred tax credited/(charged) to the statement of profit or loss during the year	年內於損益表內計入/(扣除)的遞延稅項	(5,966)	211,838	24,039	506,941	736,852
Exchange realignment	匯兌調整	(38,750)	(8,846)	(1,817)	(17,415)	(66,828)
At 31 March 2016	於2016年3月31日	971,154	355,795	61,358	757,040	2,145,347

Deferred tax liabilities

遞延稅項負債

		Accelerated tax depreciation	Revaluation of investment properties	Withholding tax	Revaluation of property, plant and equipment	Capitalised interest expense	Total
		加速稅項折舊	投資物業重估	預扣稅	物業、廠房及 設備重估	資本化利息	總計
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2014	於2014年4月1日	190,424	3,136,712	473,979	95,294	-	3,896,409
Deferred tax charged/(credited) to the statement of profit or loss during the year	年內於損益表內扣除/(計入)的遞延稅項	77,214	599,633	(142,219)	-	14,745	549,373
Exchange realignment	匯兌調整	893	10,920	1,189	229	83	13,314
At 31 March 2015	於2015年3月31日	268,531	3,747,265	332,949	95,523	14,828	4,459,096



35. Deferred Tax (Continued)
Deferred tax assets

35. 遞延稅項(續)
遞延稅項資產

			Loss available for offsetting against future taxable profits of LAT 土地增值稅的 稅務影響	Provision for impairment of trade receivables 應收賬款 減值撥備	Tax effect of government grants relating to assets 有關資產之 政府補助的 稅務影響	Total
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2014	於2014年4月1日	709,048	52,603	44,545	226,607	1,032,803
Deferred tax credited/(charged) to the statement of profit or loss during the year	年內於損益表內計入/(扣除)的 遞延稅項	10 303,416	99,513	(5,485)	40,137	437,581
Exchange realignment	匯兌調整	3,406	687	76	770	4,939
At 31 March 2015	於2015年3月31日	1,015,870	152,803	39,136	267,514	1,475,323

The Group has tax losses arising in Hong Kong of HK\$258,183,000 (2015: HK\$177,216,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

本集團於香港產生的稅項虧損為258,183,000港元(2015年: 177,216,000港元)，可無限期結轉，以抵銷產生虧損的公司未來應課稅溢利。

The Group also has tax losses in Mainland China of HK\$394,359,000 (2015: HK\$275,659,000) that will expire in one to five years for offsetting against future taxable profits.

本集團亦於中國大陸產生稅項虧損為394,359,000港元(2015年: 275,659,000港元)，將於一至五年內屆滿，可用以抵銷未來應課稅溢利。

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

由於該等虧損由已出現虧損一段時期的附屬公司產生，且被認為並不可能有充足的應課稅溢利以對銷該等可動用的稅項虧損，故並無就該等虧損確認遞延稅項資產。

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. In the current year, the Group accrued withholding tax of HK\$44,750,000 (2015: reversal of HK\$142,219,000) for those subsidiaries established in Mainland China.

根據中國企業所得稅法，凡於中國內地成立的外商投資企業向海外投資者宣派的股息須繳納10%預扣所得稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後之盈利。倘中國與海外投資者所處司法權區訂有稅務條約，則可採用較低預扣所得稅率。本集團的適用稅率為5%。因此，本集團須就於中國內地成立的附屬公司分派2008年1月1日後所賺取盈利的股息而繳納預扣所得稅。於本年度，本集團就其於中國內地成立的附屬公司作出之預扣所得稅為44,750,000港元(2015年: 回撥142,219,000港元)。



36. Share Capital Shares

36. 股本股份

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Issued and fully paid: 7,999,321,999 (31 March 2015: 8,000,671,999) ordinary shares	已發行及繳足： 7,999,321,999股 (2015年3月31日： 8,000,671,999股) 普通股	7,043,784	7,034,761

A summary of the movements in the Company's share capital is as follows:

本公司的股本變動摘要如下：

		Notes 附註	Number of shares in issue 已發行股份數目	Share capital 股本 HK\$'000 千港元
At 1 April 2014	於2014年4月1日		6,907,114,000	4,684,476
Exercise of share options	行使購股權	(a)	268,320,000	453,089
Shares repurchased	股份回購		(44,562,000)	-
Conversion of convertible notes	轉換可換股票據		624,999,999	1,045,292
Exercise of Tencent call options	行使騰訊購股權		244,800,000	851,904
At 31 March 2015	於2015年3月31日		8,000,671,999	7,034,761
At 1 April 2015	於2015年4月1日		8,000,671,999	7,034,761
Exercise of share options	行使購股權	(a)	4,650,000	9,023
Shares repurchased	股份回購	(b)	(6,000,000)	-
At 31 March 2016	於2016年3月31日		7,999,321,999	7,043,784

Notes:

附註：

(a) The subscription rights attaching to 4,650,000 (2015: 268,320,000) share options were exercised at the average subscription price of approximately HK\$1.6900 (2015: HK\$1.4541) per share (note 38), resulting in issue of 4,650,000 shares of a total cash consideration, before expenses, of HK\$7,859,000. An amount of approximately HK\$1,164,000 (2015: HK\$62,917,000) was transferred from the share option reserve to share capital upon the exercise of the share options.

(a) 附於4,650,000(2015年：268,320,000)份購股權之認購權益於年內以每股平均行使價約1.6900港元(2015年：1.4541港元)(附註38)被行使，導致本公司發行4,650,000股(扣除發行開支前價值7,859,000港元)的股本。當購股權行使，約1,164,000港元(2015年：62,917,000港元)由購股權儲備轉撥到發行股本。

(b) The Company repurchased a total of 6,000,000 shares at prices ranging from HK\$1.80 to HK\$2.00 per share on The Stock Exchange of Hong Kong Limited during the year. The amount of HK\$11,602,000 in connection with the share repurchase was paid from the distributable profits of the Company. All 6,000,000 shares repurchased were cancelled on 9 October 2015.

(b) 於本年度內，本公司以每股1.80港元至2.00港元的價格於香港聯交所購回本公司6,000,000股股份。與股份回購有關的金額共11,602,000港元從本公司的可分配利潤中支付。全數6,000,000股購回股份已於2015年10月9日被註銷。

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36. Share Capital (Continued) Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 38 to the financial statements.

37. Notes to the consolidated statement of cash flows Major non-cash transactions

During the year, the Group further subscribed for 288,000,000 shares of HOBA Furnishing, which was satisfied by cash of RMB52,221,000 (equivalent to HK\$63,647,000) and investment properties with fair value aggregated to RMB365,547,000 (equivalent to HK\$445,529,000). Further details are given in note 1(v) to the financial statements.

38. Share Options

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme") to provide incentives and reward to selected eligible persons which includes directors, employees, officers, agents, consultants or representatives of the Group for their contribution or potential contribution to the Company or its subsidiaries. The Share Option Scheme became effective on 30 September 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Further details of the Share Option Scheme are set out in the "Report of the Directors" in the Company's annual report.

On 11 April 2011, a total of 226,900,000 share options under the Share Option Scheme were granted. These share options have an exercise price of HK\$1.29 per share and an exercise period ranging from 11 April 2011 to 10 April 2016. Of the total 226,900,000 share options, 15,000,000 share options were granted to an executive director of the Company, and 211,900,000 share options were granted to certain employees of the Group.

The fair value of the 226,900,000 share options granted was HK\$58,175,000 of which no share option expense was recognised during the current year (2015: HK\$24,000).

On 27 June 2012, a total of 116,870,000 share options under the Share Option Scheme were granted. These share options have an exercise price of HK\$1.15 per share and an exercise period ranging from 27 June 2012 to 26 June 2017. Of the total 116,870,000 share options, 69,870,000 share options were granted to certain executive directors, and 47,000,000 share options were granted to certain employees of the Group.

36. 股本(續) 購股權

關於本公司的購股權計劃及於計劃下已發行的購股權已詳載於財務報表的附註38。

37. 綜合現金流量表附註 主要非現金交易

於本年內，本集團以現金人民幣52,221,000元(相等於63,647,000港元)及公平值人民幣365,547,000元(相等於445,529,000港元)的投資性物業認購288,000,000股好百年家居的股份。進一步詳情載於財務報表附註1(v)。

38. 購股權

本公司已於2009年9月4日採納購股權計劃(「購股權計劃」)，向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士(包括本集團董事、僱員、高級職員、代理、顧問或代表)提供獎勵及回報，購股權計劃自2009年9月30日起生效，並由當日起持續十年(除非取消或作出修訂)。購股權計劃的進一步詳情載於公司年報中的「董事會報告」。

於2011年4月11日，本集團授出合共226,900,000份購股權。該等購股權的行使價為每股1.29港元，行使期為2011年4月11日至2016年4月10日。於合共226,900,000份購股權中，15,000,000份購股權已授予本公司一名執行董事，另211,900,000份購股權則授予本集團若干僱員。

所授出的226,900,000份購股權之公平值為58,175,000港元，本集團於本年度內並無確認購股權開支(2015年：24,000港元)。

於2012年6月27日，本集團授出合共116,870,000份購股權。該等購股權的行使價為每股1.15港元，行使期為2012年6月27日至2017年6月26日。於合共116,870,000份購股權中，69,870,000份購股權已授予本公司執行董事，另47,000,000份購股權則授予本集團若干僱員。



38. Share Options (Continued)

The fair value of the 116,870,000 share options granted was HK\$25,140,000, of which no share option expense was recognised during the current year (2015: HK\$76,000).

On 27 June 2013, a total of 186,300,000 share options under the Share Option Scheme were granted. These share options have an exercise price of HK\$1.69 per share and an exercise period ranging from 27 June 2013 to 26 June 2018. Of the total 186,300,000 share options, 70,800,000 share options were granted to certain executive directors of the Company, and 115,500,000 share options were granted to certain employees of the Group.

The fair value of the 186,300,000 share options granted was HK\$44,470,000, of which the Group recognised a share option expense of HK\$202,000 during the current year (2015: HK\$5,907,000).

On 17 February 2014, a total of 48,000,000 share options under the Share Option Scheme were granted. These share options have an exercise price of HK\$4.14 per share and an exercise period ranging from 17 February 2014 to 16 February 2019. Of the total 48,000,000 share options, 8,000,000 share options were granted to certain independent non-executive directors of the Company, and 40,000,000 share options were granted to certain employees of the Group.

The fair value of the 48,000,000 share options granted was HK\$36,470,000, of which the Group recognised a share option expense of HK\$749,000 during the current year (2015: HK\$13,657,000).

On 30 June 2014, a total of 103,300,000 share options under the Share Option Scheme were granted to certain directors, senior management and certain other employees of the Company and its subsidiaries in respect of their services to the Group. These share options have an exercise price of HK\$4.07 per share and an exercise period ranging from 30 June 2014 to 29 June 2019.

The fair value of the 103,300,000 share options granted was HK\$83,552,000, of which the Group recognised a share option expense of HK\$10,689,000 during the current year (2015: HK\$71,078,000).

On 13 January 2016, a total of 79,990,000 share options under the Share Option Scheme were granted to a director of the Company in respect of his services to the Group. These share options have an exercise price of HK\$1.528 per share and an exercise period ranging from 13 January 2016 to 12 January 2022.

38. 購股權(續)

所授出 116,870,000 份購股權的公平值為 25,140,000 港元，本集團於本年度內並無確認購股權開支(2015年：76,000 港元)。

於 2013 年 6 月 27 日，根據購股權計劃授出合共 186,300,000 份購股權。該等購股權的行使價為每股 1.69 港元，行使期為 2013 年 6 月 27 日至 2018 年 6 月 26 日。於合共 186,300,000 份購股權中，70,800,000 份購股權已授予本公司執行董事，另 115,500,000 份購股權則授予本集團若干僱員。

於本年度，所授出的 186,300,000 份購股權之公平值為 44,470,000 港元，其中本集團確認購股權開支 202,000 港元(2015 年：5,907,000 港元)。

於 2014 年 2 月 17 日，根據購股權計劃授出合共 48,000,000 份購股權。該等購股權的行使價為每股 4.14 港元，行使期為 2014 年 2 月 17 日至 2019 年 2 月 16 日。於合共 48,000,000 份購股權中，8,000,000 份購股權已授予本公司獨立非執行董事，另 40,000,000 份購股權則授予本集團若干僱員。

所授出的 48,000,000 份購股權的公平值為 36,470,000 港元，其中本集團已於本年度內確認購股權開支 749,000 港元(2015 年：13,657,000 港元)。

於 2014 年 6 月 30 日，根據購股權計劃向本公司若干本公司之董事、高級管理層及本公司及其附屬公司若干僱員就彼等向本集團所提供的服務授出合共 103,300,000 份購股權。該等購股權的行使價為每股 4.07 港元，行使期為 2014 年 6 月 30 日至 2019 年 6 月 29 日。

所授出的 103,300,000 份購股權之公平值為 83,552,000 港元，其中本集團已於本年度內確認購股權開支合共 10,689,000 港元(2015 年：71,078,000 港元)。

於 2016 年 1 月 13 日，根據購股權計劃向本公司一名董事就彼等向本集團所提供的服務授出合共 79,990,000 份購股權。該等購股權的行使價為每股 1.528 港元，行使期為 2016 年 1 月 13 日至 2022 年 1 月 12 日。

31 March 2016 2016年3月31日



38. Share Options (Continued)

The fair value of the 79,990,000 share options granted was HK\$29,802,000, of which the Group recognised a share option expense of HK\$17,701,000 during the current year.

The fair value of the share options granted on 13 January 2016 was estimated as at the date of grant by Vigers Appraisal and Consulting Limited, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

Share price at the date of grant (HK\$)	1.520
Exercise price (HK\$)	1.528
Dividend yield (%)	4.86
Expected volatility (%)	39.7-39.9
Risk-free interest rate (%)	0.99-1.12
Exercise multiple	2.9

The expected life of the options is based on historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility was determined based on the movement of the share price of the Company since its listing, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

The following share options were outstanding under the Share Option Scheme during the year:

38. 購股權(續)

所授出 79,990,000 份購股權之公平值為 29,802,000 港元，其中本集團已於本年度內確認購股權開支合共 17,701,000 港元。

於 2016 年 1 月 13 日授出的購股權的公平值，威格斯資產評估有限公司於授出日期採用二項式模式對該等購股權進行估計，當中已考慮購股權獲授出時的條款及條件。下表列示所用模式的主要元素：

於授出日之股價(港元)	1.520
行使價(港元)	1.528
股息率(%)	4.86
預期波動性(%)	39.7-39.9
無風險利率(%)	0.99-1.12
行使倍數	2.9

購股權的預期年期乃按歷史數據得出，及未必顯示可能發生的行使情況。預期波動性乃按自上市日期起本公司股價之變動而釐定，未必是實際結果。計量公平值時，並無考慮所授出的購股權的其他特性。

於年內根據購股權計劃尚未行使之購股權如下：

		Year ended 31 March 截至3月31日止年度			
		2016		2015	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份
At beginning of year	於年初	3.7190	175,400	1.8393	344,920
Granted during the year	年內授出	1.5280	79,990	4.0700	103,300
Lapsed during the year	年內失效	1.6900	(500)	1.6900	(1,000)
Exercised during the year	年內行使	1.6900	(4,650)	1.4541	(268,320)
Forfeited during the year	年內沒收	-	-	3.0500	(3,500)
At end of year	於年終	3.0604	250,240	3.7190	175,400



38. Share Options (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2016

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
7,000	1.29	11-04-2011 to 10-04-2016 2011年4月11日至2016年4月10日
1,500	1.69	27-06-2013 to 26-06-2018 2013年6月27日至2018年6月26日
10,500	1.69	27-06-2014 to 26-06-2018 2014年6月27日至2018年6月26日
1,950	1.69	27-06-2015 to 26-06-2018 2015年6月27日至2018年6月26日
22,000	4.14	17-02-2014 to 16-02-2019 2014年2月17日至2019年2月16日
24,000	4.14	17-02-2015 to 16-02-2019 2015年2月17日至2019年2月16日
2,000	4.14	17-02-2016 to 16-02-2019 2016年2月17日至2019年2月16日
49,650	4.07	30-06-2014 to 29-06-2019 2014年6月30日至2019年6月29日
50,650	4.07	30-06-2015 to 29-06-2019 2015年6月30日至2019年6月29日
1,000	4.07	30-06-2016 to 29-06-2019 2016年6月30日至2019年6月29日
39,995	1.528	13-01-2016 to 12-01-2021 2016年1月13日至2021年1月12日
39,995	1.528	13-01-2017 to 12-01-2022 2017年1月13日至2022年1月12日
250,240		

38. 購股權(續)

於報告期末，未行使購股權的行使價及行使期如下：

2016年



38. Share Options (Continued)

2015		2015年	
Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期	
7,000	1.29	11-04-2011 to 10-04-2016 2011年4月11日至2016年4月10日	
1,500	1.69	27-06-2013 to 26-06-2018 2013年6月27日至2018年6月26日	
10,850	1.69	27-06-2014 to 26-06-2018 2014年6月27日至2018年6月26日	
6,750	1.69	27-06-2015 to 26-06-2018 2015年6月27日至2018年6月26日	
22,000	4.14	17-02-2014 to 16-02-2019 2014年2月17日至2019年2月16日	
24,000	4.14	17-02-2015 to 16-02-2019 2015年2月17日至2019年2月16日	
2,000	4.14	17-02-2016 to 16-02-2019 2016年2月17日至2019年2月16日	
49,650	4.07	30-06-2014 to 29-06-2019 2014年6月30日至2019年6月29日	
50,650	4.07	30-06-2015 to 29-06-2019 2015年6月30日至2019年6月29日	
1,000	4.07	30-06-2016 to 29-06-2019 2016年6月30日至2019年6月29日	
175,400			

At the end of the reporting period, the Company had 250,240,000 share options outstanding under the Share Option Scheme, which represented approximately 3.13% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 250,240,000 additional ordinary shares of the Company and additional share capital of HK\$765,841,000 (before issue expenses).

Subsequent to the end of the reporting period, a total of 7,000,000 share options were exercised, which have an weighted average exercise price of HK\$1.29 per share.

於報告期末時，根據購股權計劃，本公司有250,240,000份未行使購股權，相當於本公司當日已發行股份約3.13%。根據本公司現時的資本結構而言，全數行使未行使購股權將會導致本公司發行250,240,000股額外普通股及額外股本765,841,000港元(扣除發行開支前)。

於報告期末後，合共7,000,000份購股權已被行使，其中每股加權平均行使價為1.29港元。

31 March 2016 2016年3月31日



38. Share Options (Continued)

At the date of approval of these financial statements, the Company had 243,240,000 share options outstanding under the Share Option Scheme, which represented approximately 3.04% of the Company's shares in issue as at that date.

39. Other Reserves

The amounts of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity on pages 133 to 134 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to the statutory reserve which is restricted as to use.

40. Pledge of Assets

Details of the Group's bank and other borrowings, which are secured by the assets of the Group, are included in notes 13, 14, 15, 23, 27 and 29 to the financial statements.

41. Contingent Liabilities

At the end of each reporting period, contingent liabilities not provided for in the financial statements were as follows:

38. 購股權(續)

於該等財務報表批准當日，根據購股權計劃，本公司有243,240,000份未行使購股權，相當於本公司當日已發行股份約3.04%。

39. 其他儲備

有關本集團於本年度及過往年度的儲備及其變動已呈列於財務報表第133至134頁的綜合權益變動表內。

根據中外合營企業相關法律及法規，本集團旗下在中國成立的附屬公司的部分利潤已轉撥至用途受限制的法定儲備金。

40. 資產抵押

以本集團的資產作抵押的銀行及其他借貸詳情載於財務報表附註13、14、15、23、27及29。

41. 或然負債

於各報告期末，財務報表內未有撥備的或然負債如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Guarantees given to banks in connection with facilities granted to:	就以下各方獲授的融資而向銀行提供的擔保：		
Third parties	第三方	5,805,356	6,049,314

The Group has provided guarantees in respect of banking facilities granted by certain banks to the purchasers of the Group's properties held for sale and held for finance lease. Pursuant to the terms of the guarantees, if there is default of the loan payments by the purchasers and lessees, the Group is responsible to repay the outstanding loans together with accrued interest thereon and any penalty owed by the defaulted purchasers and lessees to banks. The Group is then entitled to take over the legal titles and usage rights of the related properties. For trade center units and residential properties sold, the guarantee period commences from the dates of grant of the relevant loans and ends when the purchasers obtain the building ownership certificates which will then be pledged with the banks. For residential and commercial properties under finance leases, the guarantees will be released along with the full repayment of loan principal by the lessees.

本集團就若干銀行授予持作銷售物業及融資租賃物業的買家的銀行信貸提供擔保。根據該等擔保條款，倘該等買家及承租人拖欠貸款還款，本集團負責償還未付貸款，連同應計利息，以及欠款買家及承租人結欠銀行的任何罰金。其後，本集團有權接管相關物業的法律業權及使用權。已售交易中心商舖及住宅物業方面，擔保期由相關貸款授出日期起至買家取得其後抵押予銀行的房地產權證日期止。就融資租賃下的住宅及商業物業而言，擔保將隨承租人償還貸款本金解除。



41. Contingent Liabilities (Continued)

The Group did not incur any material losses during the financial year in respect of the guarantees provided for mortgage facilities granted to the purchasers and lessees of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore the fair value of the guarantees is not significant.

42. Operating Lease Arrangements

(a) As lessor

The Group leases its investment properties (note 14) and properties sold with cooperation and leasing arrangements with the purchasers under operating lease arrangements negotiated for terms ranging from one to twenty years. The terms of the leases also require the tenants to pay security deposits.

At the end of each reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

41. 或然負債(續)

本集團於財政年度內並無因向本集團物業買家及承租人獲授按揭融資所提供擔保錄得任何重大虧損。董事認為，倘出現拖欠款項的情況，相關物業的可變現淨值足以支付未償還按揭貸款連同任何應計利息及罰款，故擔保之公平值並不重大。

42. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排租賃其投資物業(附註14)及與買家的合作及租賃安排的已出售物業，並磋商1至20年的租賃期。租賃條款亦規定租戶支付押金。

於各報告期末，本集團根據與租戶訂立的不可註銷經營租賃按下列年度到期之未來最低應收租金總額如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within one year	一年內	660,523	564,281
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	1,214,536	1,192,621
After five years	五年後	630,801	769,254
Total	總計	2,505,860	2,526,156



42. Operating Lease Arrangements (Continued) (b) As lessee

The Group leases certain of its land and buildings and vehicles under operating lease arrangements. Leases are negotiated for terms ranging from one to twenty years.

At the end of each reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within one year	一年內	304,328	314,387
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	552,167	578,995
After five years	五年後	141,398	237,869
Total	總計	997,893	1,131,251

43. Commitments

In addition to the operating lease commitments detailed in note 42(b) above, the Group had the following commitments at the end of each reporting period:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Contracted, but not provided for: Properties under development	已訂約但未撥備： 發展中物業	7,350,506	9,253,942

42. 經營租賃安排(續) (b) 作為承租人

本集團以經營租賃安排租用若干土地及房屋及汽車，並磋商一至二十年的租賃期。

於各報告期末，本集團根據不可註銷經營租賃按下列年度到期之未來最低租金總額如下：

43. 承擔

除上文附註42(b)詳述的經營租賃承擔外，於各報告期末，本集團有下列承擔：



44. Related Party Transactions

(a) In addition to the transactions disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

44. 關連人士交易

(a) 除財務報表其他部分另有披露的交易外，於年內，本集團與關連人士進行下列重大交易：

	Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Rental expense and related service fees for an office property paid to: A company (2015: two companies) of which a director of the Company is a controlling shareholder	辦公樓的租金開支及相關服務費用支付予： 本公司董事擔任控股股東的一間公司 (2015年：兩間公司)	(i) 2,814	2,824
Rental income for certain offices units received from: A company of which a director of the Company is a controlling shareholder	若干辦公樓的租金收入收取自： 本公司董事擔任控股股東的公司	(ii) 1,071	888

Notes:

- (i) The Group leased the office property from a company of which a director of the Company is a controlling shareholder. The rental and related service fees were based on terms mutually agreed between both parties.
- (ii) The Group leased certain office units to a related party of which a director of the Company is a controlling shareholder. The rental was based on the rental charged to the other tenants of the Group.

附註：

- (i) 本集團向本公司董事擔任控股股東一間公司租入辦公樓。租金及有關費用根據雙方協定條款計算。
- (ii) 本集團向本公司董事任控股股東的關聯公司出租若干辦公樓。租金根據本集團與其他方的租金確定。



44. Related Party Transactions (Continued)

(b) Outstanding balances with related parties

Details of the Group's amounts due from/to its joint venture and associates as at the end of each reporting period are disclosed in notes 18 and 19, respectively.

(c) Compensation of key management personnel of the Group

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	57,275	73,669
Post-employment benefits	離職後福利	54	48
Share-based payments	以權益結算的購股權開支	28,181	89,552
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	85,510	163,269

Further details of directors' emoluments are included in note 8 to the financial statements.

The rental expense and rental income for office property received from the related parties above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

45. Financial Instruments by Category

Other than the held-for-trading investments at fair value through profit or loss as disclosed in note 26 which are stated at fair value and the available-for-sale investments in note 20 which is stated at historical cost, all financial assets and liabilities of the Group as at 31 March 2016 and 2015 are loans and receivables and financial liabilities stated at amortised cost, respectively.

44. 關連人士交易(續)

(b) 與關連人士之間的未結付結餘

本集團於各報告期末的應收/應付一家合營企業及聯營公司之款項詳情分別於附註18及19披露。

(c) 本集團主要管理人員薪酬

		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	57,275	73,669
Post-employment benefits	離職後福利	54	48
Share-based payments	以權益結算的購股權開支	28,181	89,552
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	85,510	163,269

董事酬金的進一步詳情載於財務報表附註8。

上述有關支付辦公樓的租金開支及辦公樓的租金收入的關連人士交易亦構成上市規則第14A章定義的關連交易或持續關連交易。

45. 金融工具分類

除附註26所披露的透過損益以公平值列賬之持作買賣投資及附註20所披露的以歷史成本列賬之可供出售金融投資外，於2016年及2015年3月31日，本集團的所有金融資產和負債分別為貸款與應收款項及按攤銷成本入賬的金融負債。



46. Fair Value and Fair Value Hierarchy of Financial Instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

46. 金融工具之公平值及公平值等級架構

本集團之金融工具之賬面值及公平值(賬面值與公平值極其相近者除外)如下：

		Carrying amounts 賬面值		Fair values 公平值	
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Corporate bonds	企業債券	1,891,219	–	1,867,037	–
Senior notes	優先票據	4,113,363	4,082,811	4,155,497	4,028,737
Medium-term notes	中期票據	5,026,696	2,704,226	5,273,563	2,721,145
Domestic company bonds	境內公司債券	3,629,086	–	3,662,374	–
Short-term notes	短期融資券	2,525,460	2,750,880	2,588,000	2,817,041
		17,185,824	9,537,917	17,546,471	9,566,923

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in trade and other payables, and amounts due from/(to) associates, approximate to their carrying amounts largely due to the short term maturities of these instruments.

管理層已評估現金及現金等價物、應收賬款、金融資產包括預付款、訂金及其他應收款項、金融負債包括應付及其他應付款項及應收/(付)聯營公司款項之公平值與其各自之賬面值相若，主要因為該等工具於短期內到期。

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The management reports directly to the directors and the audit committee. At each reporting date, the management analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

本集團管理層負責釐定金融工具公平值計量之政策及程序。管理層直接向董事及審核委員會報告。於各報告日期，管理層分析金融工具之價值變動並釐定估值中適用的主要元素。估值由董事審核及批准。估值過程及結果由審核委員會每年討論兩次，以便呈列中期及年度財務報告。



46. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of finance lease receivables and interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk in interest-bearing bank and other borrowings as at 31 March 2016 was assessed to be insignificant. The fair values of the domestic company bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar bond with consideration of the Group's own credit and liquidity risk. The fair values of the non-current portion of finance lease receivables, interest-bearing bank and other borrowings and domestic company bonds are not materially different from their carrying amounts.

The fair value of corporate bonds, senior notes, medium-term notes and short-term notes are calculated using the market prices on 31 March 2016.

As at 31 March 2016, the Group's financial instruments which comprised held-for-trading investments at fair value through profit or loss were measured at fair value. The fair values of held-for-trading investments at fair value through profit or loss are based on quoted market prices.

46. 金融工具之公平值及公平值等級架構(續)

金融資產及負債的公平值按可在自願雙方(強迫或清盤銷售除外)在現有交易中進行交換的工具之金額入賬。估計公平值時所用之方法及假設載述如下：

融資租賃應收款項、計息銀行及其他借貸之非即期部分的公平值乃透過使用當前可供金融工具使用之現行利率按類似條款、信用風險及餘下到期日，折讓預期未來現金流量而計算。於2016年3月31日，本集團自身計息銀行及其他借貸之不履約風險被評定為並不重大。境內公司債券的公平值乃透過使用類近債券的相約市場利率(考量過本集團之信貸及流動資金風險)，折讓預期未來現金流量而計算。融資租賃應收款項、計息銀行及其他借貸非即期部分及境內公司債券的公平值與賬面值相差不大。

企業債券、優先票據、中期票據及短期融資券之公平值乃根據2016年3月31日的市場報價釐定。

於2016年3月31日，本集團之金融工具包含透過損益以公平值列賬之持作買賣投資以公平值計算。透過損益以公平值列賬之持作買賣投資之公平值乃根據市場報價釐定。

31 March 2016 2016年3月31日



46. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 March 2016

		Fair value measurement using quoted prices in active markets (Level 1) 使用於活躍市場之報價 的公平值計量 (第1級) HK\$'000 千港元
Held-for-trading investments at fair value through profit or loss	透過損益以公平值列賬之 持作買賣投資	27,365

As at 31 March 2015

於2015年3月31日

		Fair value measurement using quoted prices in active markets (Level 1) 使用於活躍市場之報價 的公平值計量 (第1級) HK\$'000 千港元
Held-for-trading investments at fair value through profit or loss	透過損益以公平值列賬之 持作買賣投資	32,890

31 March 2016 2016年3月31日



46. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

Fair value hierarchy (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3 (2015: Nil).

Liabilities for which fair values are disclosed:

As at 31 March 2016

		Fair value measurement using 使用以下各項進行公平值計量		
		Quoted prices in active markets (Level 1) 於活躍市場之報價 (第一級) HK\$'000 千港元	Significant observable input (Level 2) 重大可觀察元素 (第二級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Corporate bonds	企業債券	1,867,037	–	1,867,037
Senior notes	優先票據	4,155,497	–	4,155,497
Medium-term notes	中期票據	5,273,563	–	5,273,563
Short-term notes	短期融資券	2,588,000	–	2,588,000
Domestic company bonds	境內公司債券	–	3,662,374	3,662,374
		13,884,097	3,662,374	17,546,471

As at 31 March 2015

於2015年3月31日

		Fair value measurement using quoted prices in active markets (Level 1) 使用於活躍市場之報價 的公平值計量 (第一級) HK\$'000 千港元
Senior notes	優先票據	4,028,737
Medium-term notes	中期票據	2,721,145
Short-term notes	短期融資券	2,817,041
		9,566,923



47. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise bank and other borrowings, senior notes, short-term notes, medium-term notes, domestic company bonds, corporate bonds and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets such as trade receivables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk, foreign exchange risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's borrowings. The interest rates and terms of repayment of the Group's borrowings are disclosed in notes 29, 30, 31, 32, 33 and 34 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings.

The Group will constantly assess the interest rate risk it encounters to decide whether it is required to hedge against the possible interest rate risk that may arise.

On 31 March 2016, if the interest rate of bank borrowings had increased/decreased by 0.5% and all other factors remained unchanged, the profit after tax for the year of the Group would have decreased/increased by approximately HK\$58,140,000 (2015: HK\$53,015,000).

47. 財務風險管理目標及政策

本集團主要金融工具包括銀行及其他借貸、優先票據、短期融資券、中期票據、境內公司債券、企業債券及現金及短期存款。該等金融工具主要為本集團業務籌集資金。本集團亦擁有多項其他金融資產，例如直接從業務營運產生的應收貿易賬款。

本集團金融工具所產生的主要風險包括利率風險、信貸風險、流動資金風險、外匯風險及股價風險。董事會對管理上述各項風險的政策進行檢討及協定，該等風險概述如下。

利率風險

本集團面臨的利率風險主要與本集團的借貸相關。本集團借貸的利率及還款期於財務報表附註29、30、31、32、33及34中披露。本集團的政策是為其借貸取得最有利的利率。

本集團將持續評估所遇到的利率風險以決定是否需要對沖可能產生的利率風險。

於2016年3月31日，倘銀行借貸的利率上升/下降0.5%及所有其他因素保持不變，則本集團本年度稅後利潤將會減少/增加約58,140,000港元(2015年：53,015,000港元)。



47. Financial Risk Management Objectives and Policies (Continued)

Credit risk

The credit risk of the Group's financial assets, which comprise cash and cash equivalents, trade and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 41 to the financial statements.

To manage the risk, deposits are mainly placed with banks with high credit quality. The Group trades only with recognised and creditworthy third parties. For the sales of properties, the Group has policies in place to ensure that sales are made to buyers with appropriate financial strength and appropriate percentage of down payments. The Group would not release the property ownership certificates to the buyers before the buyers fully settle the payment. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade receivable to ensure that adequate impairment losses are made for irrecoverable amounts. With exposure spread over a number of counterparties and customers, the Group has no significant concentration of credit risk.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 24 to the financial statements.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, senior notes, short-term notes, medium-term notes, corporate bonds and domestic company bonds.

47. 財務風險管理目標及政策(續)

信貸風險

本集團金融資產包括現金及現金等價物、應收貿易賬款及其他應收款項的信貸風險來自對方拖欠付款，而可能拖欠的最高金額等於此等工具的賬面值。本集團亦因提供財務擔保而面對信貸風險，有關詳情於財務報表附註41中披露。

為管理風險，本集團主要將存款存入高信貸質素的銀行。本集團僅與知名及具信譽的第三方進行交易。就出售物業方面，本集團已實行政策確保向具有適當財務實力及支付適當百分比首期付款的買家作出銷售。在買家全數清償付款前，本集團不會向其發出房產證。本集團亦擁有其他監控程序以確保採取跟進措施收回逾期款項。此外，本集團定期審閱每名個人的貿易應收賬款的可收回金額，以確保就不可收回金額作出足夠的減值虧損列賬。本集團並無任何重大集中信貸風險，而所面對的風險分散到多名交易對手及客戶。

有關本集團就貿易應收賬款的信貸風險所承擔的風險的進一步量化數據於財務報表附註24中披露。

流動資金風險

本集團的目標是透過使用銀行貸款、優先票據、短期融資券、中期票據、企業債券及境內公司債券，維持資金持續性與靈活性之間的平衡。



47. Financial Risk Management Objectives and Policies (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

		2016					
		On demand	Within one year	One to two years	Two to five years	Beyond five years	Total
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Amounts due to associates	應付聯營公司款項	3,316	-	-	-	-	3,316
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的金融負債	-	9,084,897	-	-	-	9,084,897
Corporate bonds	企業債券	-	126,273	126,273	2,308,992	-	2,561,538
Domestic company bonds	境內公司債券	-	215,746	215,746	3,823,546	-	4,255,038
Senior notes	優先票據	-	389,000	1,364,000	3,377,000	-	5,130,000
Medium-term notes	中期票據	-	359,577	359,577	5,361,191	-	6,080,345
Short-term notes	短期融資券	-	2,634,055	-	-	-	2,634,055
Financial guarantees granted to third parties	對第三方授予財務擔保	5,805,356	-	-	-	-	5,805,356
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	7,751,526	4,750,969	4,581,380	340,300	17,424,175
Total	總計	5,808,672	20,561,074	6,816,565	19,452,109	340,300	52,978,720

流動資金風險(續)

本集團於報告期末時的金融負債的到期狀況(按照合同未折現付款)如下：

		2015					
		On demand	Within one year	One to two years	Two to five years	Beyond five years	Total
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Amounts due to associates	應付聯營公司款項	3,514	-	-	-	-	3,514
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的金融負債	-	9,620,723	-	-	-	9,620,723
Senior notes	優先票據	-	639,042	386,752	4,713,718	-	5,739,512
Medium-term notes	中期票據	-	198,814	198,814	3,097,241	-	3,494,869
Short-term notes	短期融資券	-	2,805,330	-	-	-	2,805,330
Financial guarantees granted to third parties	對第三方授予財務擔保	6,049,314	-	-	-	-	6,049,314
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	7,632,769	4,837,168	3,982,654	557,770	17,010,361
Total	總計	6,052,828	20,896,678	5,422,734	11,793,613	557,770	44,723,623



47. Financial Risk Management Objectives and Policies (Continued)

Foreign exchange risk

The Group only conducts business within Mainland China. Except for interest payables, repayment of foreign currency loans obtained to finance the Group's operations and any potential future dividends of its subsidiaries that might be declared to their shareholders, the bulk of the Group's revenue, capital investment and expenses are denominated in RMB. At the date of approval of the financial statements, the Group had not experienced any difficulties in obtaining government approval for its necessary foreign exchange purchases. During the year, the Group did not issue any financial instruments for hedging purposes.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

47. 財務風險管理目標及政策(續)

外匯風險

本集團僅在中國大陸經營業務。除應付利息、本集團撥資營運所需而取得的外幣貸款的還款以及其附屬公司可能向其股東宣派的任何潛在股息外，本集團大部分收入、資本投資及開支均以人民幣為單位。於財務報表批准日期，本集團在申領政府批文以購買所需外匯方面，從未遇上任何困難。年內，本集團並無為對沖目的而發行任何金融工具。

下表顯示在所有其他變量維持不變的情況下，本集團稅前利潤於報告期末對人民幣匯率的可能合理變動的敏感度，有關稅前利潤的變動乃因貨幣資產及負債的公平值出現變動所致。

		Changes in RMB rate 人民幣匯率變動	Increase/ (decrease) in profit before tax 稅前利潤增加/ (減少)
		%	HK\$'000 千港元
2016	2016年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	41,035
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	5	(41,035)
2015	2015年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	33,297
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	5	(33,297)

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47. Financial Risk Management Objectives and Policies (Continued)

Equity price risk

The equity price risk of the Group mainly arises from the changes in market prices for held-for-trading investments at fair value through profit or loss. The book value of this type of financial assets held by the Group is recognised according to market quotes as at the end of the reporting period.

On 31 March 2016, if the price of listed equity securities held by the Group had increased/decreased by 10%, and all other factors remained unchanged and excluding tax items, the book values of the listed equity securities of the Group would have increased/decreased by HK\$2,737,000 (2015: HK\$3,289,000).

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2016 and 31 March 2015.

47. 財務風險管理目標及政策(續)

股價風險

本集團的股價風險主要來自透過損益以公平值列賬的持作買賣投資的市價變動。此類由本集團持有金融資產的賬面值乃根據報告期末的市場報價確認。

於2016年3月31日，倘本集團持有的上市股權證券的價格上升/下跌10%，而所有其他因素均保持不變(不包括稅項)，則本集團的上市股權證券的賬面值將增加/減少2,737,000港元(2015年：3,289,000港元)。

資本管理

本集團資本管理的首要目標是為了確保本集團持續發展及穩健資本比率的能力，以支持其業務運作及實現最大股東價值。

本集團根據經濟情況的變動及相關資產的風險特色，管理其資本結構並對其作出調整。為維持或調整資本結構，本集團可能會調整向股東派發的股息付款、向股東返還資本或發行新股。本集團毋須遵守任何外界施加的資本規定。截至2016年3月31日及2015年3月31日止年度，並無更改資本管理的目標、政策或程序。



47. Financial Risk Management Objectives and Policies (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity. Net debt includes interest-bearing bank and other borrowings, senior notes, short-term notes, medium-term notes, corporate bonds and domestic company bonds, less cash and cash equivalents and restricted cash. The gearing ratios as at the end of the reporting period were as follows:

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Senior notes	優先票據	31	4,113,363	4,082,811
Short-term notes	短期融資券	30	2,525,460	2,750,880
Medium-term notes	中期票據	32	5,026,696	2,704,226
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	16,622,741	15,465,347
Corporate bonds	企業債券	33	1,891,219	–
Domestic company bonds	境內公司債券	34	3,629,086	–
Less: Cash and cash equivalents and restricted cash	減：現金及現金等價物及受限制現金	27	(11,686,695)	(8,672,722)
Net debt	債務淨額		22,121,870	16,330,542
Total equity	權益總額		26,368,465	25,021,816
Gearing ratio	資本負債比率		84%	65%

48. Events After the Reporting Period

On 15 April 2016, the Company redeemed the full outstanding principal amount of the 2012 Notes in the aggregate amount of US\$125,000,000 at a redemption price equal to 106.750% of the principal amount thereon, plus accrued and unpaid interest.

On 4 May 2016, China South International completed the issuance of the second tranche of domestic company bonds in the PRC with a total principal amount of RMB1,400,000,000 (equivalent to approximately HK\$1,673,200,000) with a term of 3 years. The second tranche of domestic company bonds carry interest at the rate of 6.85% per annum.

47. 財務風險管理目標及政策(續)

資本管理(續)

本集團採用資本負債比率(債務淨額除以權益總額)監控資本情況。債務淨額包括計息銀行及其他借貸、優先票據、短期融資券、中期票據、企業債券及境內公司債券減現金及現金等價物及受限制現金。於報告期末，資本負債比率如下：

48. 報告期間結束後事項

於2016年4月15日，本公司以贖回價相等於本金金額的106.750%加上累計及未支付之利息，贖回2012年票據之全部未償還本金金額合共125,000,000美元。

於2016年5月4日，華南國際完成於中國發行本金總額為人民幣1,400,000,000元(相等於1,673,200,000港元)第二期境內公司債券，期限為3年。該第二期境內公司債券年利率為6.85%。



49. Statement of Financial Position of the Company 49. 公司財務狀況表

		31 March 2016 2016年 3月31日 HK\$'000 千港元	31 March 2015 2015年 3月31日 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,170	1,564
Investments in subsidiaries	於附屬公司的投資	3,246,958	3,780,958
Total non-current assets	非流動資產總額	3,248,128	3,782,522
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	7,366,541	8,212,960
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	513	513
Cash and cash equivalents	現金及現金等價物	1,691,193	1,611,283
Total current assets	流動資產總額	9,058,247	9,824,756
CURRENT LIABILITIES	流動負債		
Due to subsidiaries	應付附屬公司款項	–	31,305
Other payables, accruals and deposits received	其他應付款項、應計項目及 已收按金	120,198	131,759
Total current liabilities	流動負債總額	120,198	163,064
NET CURRENT ASSETS	流動資產淨值	8,938,049	9,661,692
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債	12,186,177	13,444,214
NON-CURRENT LIABILITIES	非流動負債		
Senior notes	優先票據	4,113,363	4,082,811
Total non-current liabilities	非流動負債總額	4,113,363	4,082,811
Net assets	資產淨值	8,072,814	9,361,403
EQUITY	權益		
Share capital	股本	7,043,784	7,034,761
Other reserves (note)	其他儲備(附註)	1,029,030	2,326,642
Total equity	權益總額	8,072,814	9,361,403

CHENG CHUNG HING 鄭松興
Director 董事

FUNG SING HONG STEPHEN 馮星航
Director 董事



49. Statement of Financial Position of the Company 49. 公司財務狀況表(續)

(Continued)

Note:

A summary of the Company's other reserves is as follows:

附註：

公司之其他儲備變動詳情如下：

		Share option reserve 購股權儲備 HK\$'000 千港元	Convertible notes 可換股票據 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2014	於2014年4月1日	85,157	37,360	1,277,773	1,400,290
Profit for the year	年內利潤	–	–	2,172,780	2,172,780
Shares repurchased	股份回購	–	–	(150,619)	(150,619)
Equity-settled share option arrangement	以權益結算的購股權安排	90,742	–	–	90,742
Exercise of share options	行使購股權	(62,917)	–	–	(62,917)
Lapse of share options	購股權失效	(215)	–	215	–
Conversion of convertible notes	轉換可換股票據	–	(37,360)	–	(37,360)
Final 2014 dividend paid	已付2014末期股息	–	–	(1,086,274)	(1,086,274)
At 31 March 2015	於2015年3月31日	112,767	–	2,213,875	2,326,642

		Share option reserve 購股權儲備 HK\$'000 千港元	Convertible notes 可換股票據 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2015	於2015年4月1日	112,767	–	2,213,875	2,326,642
Loss for the year	年內虧損	–	–	(193,512)	(193,512)
Shares repurchased	股份回購	–	–	(11,602)	(11,602)
Equity-settled share option arrangement	以權益結算的購股權安排	29,341	–	–	29,341
Exercise of share options	行使購股權	(1,164)	–	–	(1,164)
Lapse of share options	購股權失效	(126)	–	126	–
Final 2015 dividend paid	已付2015末期股息	–	–	(1,120,675)	(1,120,675)
At 31 March 2016	於2016年3月31日	140,818	–	888,212	1,029,030

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share capital when the related options are exercised, or be transferred to retained profits should the related options expire.

購股權儲備包含已授出但未行使之購股權的公允值，其會計政策已詳載於財務報表附註2.4內，當有關購股權被行使，此金額會轉入股本，或者當有關購股權失效，此金額會轉至保留利潤。

31 March 2016 2016年3月31日



50. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 27 June 2016.

50. 批核財務報表

董事會於2016年6月27日批准及授權刊發財務報表。



華南城

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