



UPBEST GROUP LIMITED

(美建集團有限公司)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司) *Stock code 股份代號 : 335*

Annual Report

2017 年報



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Board of Directors**Non-Executive Directors**

Mr. IP Man Tin, David (*Chairman*)
Dr. SZE Ping Fat

Executive Directors

Ms. CHENG Wai Ling, Annie, ACA, CPA
Mr. CHENG Wai Lun, Andrew
Mr. MOK Kwai Hang

Independent Non-Executive Directors

Mr. CHAN Chung Yee, Alan, CPA
Mr. POON Kai Tik
Mr. HUI Man Ho, Ivan, CPA (Australia)

Company Secretary

Mr. LI Chi Chung
(appointed on 1st April, 2017)
Mr. NG Kam Por, Garry, MCG, FCCA, CPA
(resigned on 1st April, 2017)

Auditors

Li, Tang, Chen & Co.
Certified Public Accountants (Practising)

Audit Committee

Mr. CHAN Chung Yee, Alan, CPA (*Chairman*)
Mr. POON Kai Tik
Mr. HUI Man Ho, Ivan, CPA (Australia)

Remuneration Committee

Mr. POON Kai Tik (*Chairman*)
Mr. CHAN Chung Yee, Alan, CPA
Mr. HUI Man Ho, Ivan, CPA (Australia)
Ms. CHENG Wai Ling, Annie, ACA, CPA

Nomination Committee

Mr. POON Kai Tik (*Chairman*)
Mr. CHAN Chung Yee, Alan, CPA
Mr. HUI Man Ho, Ivan, CPA (Australia)
Ms. CHENG Wai Ling, Annie, ACA, CPA

Principal Banker

OCBC Wing Hang Bank, Limited

董事會

非執行董事
葉漫天先生 (*主席*)
施炳法博士

執行董事

鄭偉玲小姐, ACA, CPA
鄭偉倫先生
莫桂衡先生

獨立非執行董事

陳宗彞先生, CPA
潘啟迪先生
許文浩先生, CPA (Australia)

公司秘書

李智聰先生
(於二零一七年四月一日獲委任)
吳錦波先生, MCG, FCCA, CPA
(於二零一七年四月一日離任)

核數師

李湯陳會計師事務所
執業會計師

審核委員會

陳宗彞先生, CPA (*主席*)
潘啟迪先生
許文浩先生, CPA (Australia)

薪酬委員會

潘啟迪先生 (*主席*)
陳宗彞先生, CPA
許文浩先生, CPA (Australia)
鄭偉玲小姐, ACA, CPA

提名委員會

潘啟迪先生 (*主席*)
陳宗彞先生, CPA
許文浩先生, CPA (Australia)
鄭偉玲小姐, ACA, CPA

主要往來銀行

華僑永亨銀行有限公司

Stock Code

Hong Kong Stock Exchange: 335

股票代號

香港聯合交易所：335

Website

<http://www.upbest.com>

網址

<http://www.upbest.com>

Principal Place of Business in Hong Kong

2nd Floor, Wah Kit Commercial Centre
300 Des Voeux Road Central
Hong Kong

香港主要營業地點

香港
德輔道中300號
華傑商業中心2樓

Registered Office

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Cayman Islands Principal Registrar

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road
P.O Box 1586
Grand Cayman KY1-1110
Cayman Islands

開曼群島主要股份過戶登記處

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road
P.O Box 1586
Grand Cayman KY1-1110
Cayman Islands

Hong Kong Branch Registrar

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

香港股份過戶登記分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓



FINANCIAL HIGHLIGHTS

財 務 摘 要

(In HK\$'000)	(以港幣千元為單位)	2017	2016	2015	2014	2013
OPERATING RESULT		營運狀況				
Revenue	收益	317,515	443,398	259,467	83,927	66,761
Net profit attributable to equity holders of the Company	本公司權益持有人應佔淨溢利	225,867	518,309	315,407	164,910	167,612
Earnings per share – Basic	每股溢利 – 基本					
HK cents	港仙	8.4	19.3	11.8	6.2	6.3
FINANCIAL POSITION		財務狀況				
Total assets	資產總值	2,640,888	2,380,129	2,131,248	1,776,933	1,604,577
Net assets	資產淨值	2,370,912	2,188,579	1,763,058	1,496,535	1,379,764
Total liabilities	負債總值	269,976	191,550	368,190	280,398	224,813
SEGMENT INFORMATION		分部資料				
– REVENUE		– 收益				
Broking	經紀	9,359	15,186	10,974	10,274	11,049
Financing	財務	64,539	49,326	33,934	26,408	23,881
Corporate finance	企業融資	15,054	38	1,527	4,023	49
Assets management	資產管理	4,293	2,726	10,900	1,739	1,621
Property investment	物業投資	26,764	28,848	19,348	18,415	17,192
Precious metal trading	貴金屬買賣	197,506	347,274	182,784	23,068	12,969
Investment holding	投資控股	–	–	–	–	–
– OPERATING RESULTS		– 營運業績				
Broking	經紀	(328)	3,870	849	(854)	(2,232)
Financing	財務	55,317	42,937	27,848	19,726	20,280
Corporate finance	企業融資	11,421	31	1,397	3,954	48
Assets management	資產管理	3,214	1,739	9,881	855	892
Property investment	物業投資	21,896	23,118	14,939	14,130	12,083
Precious metal trading	貴金屬買賣	(930)	(902)	(456)	(1,131)	(683)
Investment holding	投資控股	–	–	–	–	–

Dear Shareholders

On behalf of the board (the "Board") of directors (the "Directors") of Upbest Group Limited (the "Company"), I am very pleased to share with you an encouraging business performance by the Company and its subsidiaries (collectively the "Group") for the year ended 31st March, 2017.

Financial and Business Review

For the year ended 31st March, 2017, the Group recorded a profit of HK\$226 million which was around 56% less than the preceding financial year. This was mainly due to gain on disposal of the Group investments in the preceding year amounting to HK\$464 million. If excluding this gain which is non-recurring in nature, last year's profit was approximately HK\$54.6 million, which means current year's result has a significant increase. The main contributor to this encouraging result was the Financing segment which gross profit amounted to HK\$55.3 million. Furthermore, our Corporate Finance and Asset Management segments also recorded a very significant increase in both revenue and profit contribution.

Market Review

Throughout the financial year under review, the global financial market encountered volatility due to various political events.

In June, the unexpected referendum result in United Kingdom which led to Brexit, United Kingdom going to withdraw from the European Union. On 29th March, 2017, Prime Minister Theresa May wrote to European Council to kick off the procedure and set the deadline to leave by March 2019.

On the date of the announcement of Brexit, Hang Seng Index dropped over 600 points at market close with the worst moment, a 1,200 points shrunk.

During the year under review, Hong Kong market experienced vast volatility of 5,000 points for the Hang Seng Index. While the Hang Seng Index was 24,111 as at 31st March, 2017, an increase of 16% during the financial year, the trading volume decreased significantly. For the period from April 2016 to March 2017, the average daily turnover amounted to HK\$47 billion, a 31% decrease when compared with last year corresponding period of HK\$67 billion.

致各股東

本人非常榮幸代表美建集團有限公司(「本公司」)董事(「董事」)會(「董事會」)跟閣下分享本公司及其附屬公司(統稱「集團」)二零一七年三月三十一日止年度讓人鼓舞的業務表現。

財務及業務回顧

就截至二零一七年三月三十一日止年度，本集團錄得溢利226,000,000港元；對比上一個財政年度少約56%。主要是由於在去年出售本集團的投資產生464,000,000港元之溢利。撇除此非經常性的溢利，去年之溢利約為54,600,000港元，意謂本年度的業績顯著上升。就此令人鼓舞的業績，財務分部為主要的貢獻者，毛利達55,300,000港元。此外，企業融資及資產管理分部之收益及溢利均同時錄得非常顯著之貢獻。

市場回顧

在回顧的財政年度期間，全球金融市場因若干政治事件而遭遇易變。

在六月，英國突如其來的公投引致英國退出歐盟公投，英國將由歐盟退出。於二零一七年三月二十九日，首相文翠珊向歐洲委員會致函啟動程序及定下離開限期為二零一九年三月。

於脫歐公投公告之日，恆生指數於收市時下跌超過600點，最差時甚至下跌1,200點。

於回顧年度間，香港市場經歷重大波動，恆生指數波幅達5,000點。儘管於二零一七年三月三十一日恆生指數達24,111點，於財政年內上升16%，但成交量明顯減少。由二零一六年四月至二零一七年三月，每日之平均成交額約47,000,000,000港元，對比去年同期的67,000,000,000港元下跌31%。



Brokerage

The Brokerage and Financing segments used to be one of the main revenue and profit contributor of the Group in the past. However, we face a tough competition in the current financial year on top of a general decrease in market turnover of the securities market in Hong Kong, this segment incurred an operating loss of HK\$328,000 when comparing with a profit of HK\$3.87 million in preceding financial year. Revenue from securities and futures broking decreased from HK\$13.8 million to HK\$8.4 million, a 39% decrease which is in line with the decrease in the turnover of the Hong Kong securities market.

Financing

This segment revenue of HK\$64.5 million and gross profit of HK\$55.3 million both recorded a significant increase when compared with preceding financial year.

This segment significant results are mainly derived from a substantial increase in our money lending business by utilizing our rich cash reserves. Due to the volatile securities market, we maintain a cautious approach in extending loans to margin clients' revenue from this sub-sector was only marginally more than previous year.

This segment's result for the current financial year amounted to HK\$55.3 million which is 29% higher than preceding year's HK\$42.9 million.

Corporate Finance and Asset Management

For the current financial year, the corporate finance segment's revenue significantly increased to over HK\$15 million when comparing to only HK\$0.04 million in previous year. The tremendous increase was due to our existing implementation as global co-ordinator, lead manager and book runner for 5 initial public offers plus various shares placements during the current financial year.

Due to the significant increase in revenue in the corporate finance segment, it contributed HK\$11.4 million profit in the current financial year.

For the asset management segment, the revenue of HK\$4.3 million in current financial year, an over 50% increase, mainly due to HK\$1.8 million performance fee receivable according to the investment advisor agreement due to a positive return on the investment portfolio managed by our Group.

The result of asset management segment in current year contributed profit amounted to HK\$3.2 million is nearly double the result of HK\$1.8 million in preceding financial year.

經紀

經紀及財務分部過往一直是集團主要收益及溢利來源之一。然而，在本財政年度香港股票市場成交額普遍減低的情況下我們正面對嚴峻的競爭，此分部對比上一個財政年度溢利3,870,000港元，今年產生營運虧損328,000港元。證券經紀及期貨經紀收益由13,800,000港元下調至8,400,000港元，下跌39%，與香港股票市場成交額跌幅一致。

財務

此分部收益達64,500,000港元及毛利達55,300,000港元，對比上一個財政年度兩者均錄得顯著的增長。

此分部亮麗的業績主要源於善用集團本身豐厚的現金儲備於重點拓展放債業務。由於股票市場波動，我們對向孖展客戶拓展融資業務保持審慎態度，因此這小分部之收益對比上年度僅錄得些微增長。

此分部本財政年度業績達55,300,000港元對比上年度之42,900,000港元上升29%。

企業融資及資產管理

在本財政年度，企業融資分部之收益對比去年僅40,000港元顯著上升至超過15,000,000港元。此巨大的升幅源於我們在當前的財政年度出任了5家新上市公開發售及若干股份配售之全球協調人、牽頭經辦人及帳簿管理人。

由於企業融資分部收益有著顯著升幅，對本財政年度貢獻11,400,000港元之毛利。

在本財政年度，資產管理分部收益上升超過50%達4,300,000港元，主要是根據一份投資管理協議，集團受惠其所管理之投資組合有正面的回報而獲得1,800,000港元之表現酬金。

資產管理分部在本年度貢獻3,200,000港元之毛利，對比上一個財政年度1,800,000港元接近翻了一倍。

Precious Metal Trading

For the current financial year, this segment revenue was HK\$197 million, a 43% decrease when comparing with preceding financial year. The segment loss of HK\$0.9 million is same as preceding year.

Property Investment

The rental income in the current financial year of HK\$24.6 million is also similar to preceding year. This segment generated a profit of HK\$21.9 million which is slightly less than preceding year's HK\$23.1 million.

Property investment is another sector of strong driving force of our Group in recent years. Our strong property investment segment is going to provide stable rental income to our Group with a potential of capital appreciation.

Administration Performance

The administrative and operating expenses for the current financial year amounted to HK\$30.3 million, an increase of 10% when compares with preceding year. There is an increase of the administrative expenses to revenue ratio of 9.6% when comparing to 6.2% in 2016.

Prospects

2017/18 will be a year full of challenges and opportunities.

With increase of turnover of the securities market in Hong Kong since April 2017, we expect increase in both brokerage income and interest from margin financing.

Rise in the share prices in general will also have a positive effect on our asset management segment, management and performance fee revenue.

The Federal Reserve stated that if the economy performs as expected, it might raise short-term interest rates in the near future plus slowly shrinking its US\$45 trillion asset holdings starting from 2017. Interest rates upswing will provide high interest income in our financing business. We expect that when Hong Kong follows the footpath of the U.S. to increase the rate, our economy and stock market would not be negatively affected since we are still in a low interest rate era.

However, Brexit leads to uncertainties. The referendum results showed that majority of the Scottish people actually voted to remain. Scotland may hold another independence referendum. Brexit may also mean a referendum in Northern Ireland.

貴金屬買賣

於本財政年度，此分部收益為197,000,000港元，對比上一個財政年度下跌43%。此分部與去年一樣錄得900,000的虧損。

物業投資

與去年接近，本財政年度之租金收入達24,600,000港元。此分部帶來毛利21,900,000港元，只略遜去年的23,100,000港元少許。

物業投資為本集團今年另一具有強勁驅動力的分部。我們牢固的物業投資分部為本集團帶來穩定租金收入同時亦帶來資本增值的潛力。

行政表現

本財政年度行政及經營開支達30,300,000港元，對比去年上升10%。行政開支對比收益比率為9.6%對比二零一六年的6.2%有所上升。

展望

2017/18將是充滿挑戰及機遇的一年。

隨著自二零一七年四月香港股票市場成交的增加，預期經紀收入及孖展融資利息收入均會錄得增長。

股票價格普遍的上升同時對我們資產管理分部分管理及表現酬金收益有著正面影響。

聯邦儲備局表示倘經濟表現得以如預期，他們將於二零一七年起上調短期利率及緩慢減少其持有之45兆美元資產。利率的上調將為財務業務帶來高利息收入。由於我們仍處於低息時代，我們預期若香港跟隨美國的步伐上調利率將不會對我們的經濟及股票市場帶來負面的影響。

然而，脫歐帶來不穩定因素。脫歐公投的結果顯示出大部分蘇格蘭人實際投票留歐。蘇格蘭有可能舉行另一獨立公投。脫歐同時可能為北愛爾蘭帶來公投公決。



CHAIRMAN'S STATEMENT

主席報告

Another added uncertainty is the Hung Parliament in United Kingdom as Conservative Party lost its majority. This means they may not be able to stand firm in the strategy of hard negotiation with the EU, not to mention Prime Minister Theresa May will lose her leadership. The start of negotiation of the Brexit deal on 19th June, 2017 along the process will lead to market volatilities.

Terrorist attacks in United Kingdom and other major economies add uncertainties to the investment market.

In a nutshell, looking forward to cope with various uncertainties, we will regularly review and adjust our business strategies cautiously. With abundant cash available, we will strive to look for opportunities to further enhance our performance. We look forward to an orderly and steady growth in the coming future.

Appreciation

The Board would like to thank the management of the Group and all staff for their hard work and dedication, as well as shareholders of the Company, the Group's business partners and associates, bankers and auditors for their supports to the Group.

On behalf of the Board

Mr. IP Man Tin, David

*Chairman and
Non-executive Director*

Hong Kong, 23rd June, 2017

由於英國保守黨失去大多數議席導致出現了懸浮議會，均添加了另一不穩定因素。這表示在歐盟談判的過程將不一定能保持堅定的策略更不必說首相文翠珊將失去其的領導地位。由二零一七年六月十九日開始的脫歐協定進程將為市場帶來不穩定。

英國及其他主要經濟體的恐怖襲擊為投資市場帶來不穩定因素。

概括而言，為應對未來若干不穩定因素，我們將小心謹慎地定期審視及調節我們的商業策略。運用現有充足的現金的優勢，我們將努力尋求機遇以進一步提升我們的業績。我們期待未來有序穩定增長。

鳴謝

董事會謹此向本集團管理層及所有員工為努力不懈、盡心盡力為本集團效力，以及本公司之股東、本集團業務伙伴及往來商號、銀行及核數師對本集團的鼎力支持，致以衷心謝意。

承董事會命

葉漫天先生

*主席及
非執行董事*

香港，二零一七年六月二十三日

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 31st March, 2017, the Group had bank balance and cash of approximately HK\$361.9 million (2016: HK\$388.6 million) of which approximately HK\$10.0 million (2016: HK\$10.0 million) were pledged to bank for facilities granted to the Group. The Company has given guarantees to the extent of HK\$172.0 million (2016: HK\$172.0 million) to secure the facilities granted to subsidiaries. As at 31st March, 2017 the Group had available aggregate banking facilities of approximately HK\$188.0 million (2016: HK\$188.0 million) of which HK\$162.0 million (2016: HK\$187.0 million) was not utilized.

As at 31st March, 2017, the Group's borrowings increased from HK\$2.7 million as at 31st March, 2016 to HK\$28.1 million.

Gearing Ratio

As at 31st March, 2017, the amount of total borrowings was approximately HK\$28.1 million (2016: HK\$2.7 million). The gearing being equal to approximately 1.2% (2016: 0.1%) of the net assets of approximately HK\$2,370.9 million (2016: HK\$2,188.6 million).

Capital Structure

During the year ended 31st March, 2017, the Company issued 1,341,158,379 bonus shares on the basis of one share for every one share held. Bonus shares were issued on 19th September, 2016.

As at 31st March, 2017, the total equity attributable to owners of the Company amounted to HK\$2,371.4 million (2016: HK\$2,189.1 million). The Group's consolidated net assets per share as at the reporting date was HK\$0.88 (2016: HK\$0.82).

FOREIGN EXCHANGE EXPOSURE

The Group operates in Hong Kong, Macau and the PRC and majority of transactions are denominated in Hong Kong dollars ("HK\$"), United State dollars ("US\$") and Macau Pataca. Foreign exchange risk arises from commercial transactions, recognized assets and liabilities, which are denominated in a currency that is not the functional currency of the Group and the Company.

財務回顧

流動資金及財務資源

於二零一七年三月三十一日，本集團銀行結餘及現金共約361,900,000港元（二零一六年：388,600,000港元），而其中約10,000,000港元（二零一六年：10,000,000港元）乃抵押予銀行以取得銀行信貸。本公司亦為其附屬公司給予擔保達172,000,000港元（二零一六年：172,000,000港元），以協助附屬公司向銀行取得信貸。於二零一七年三月三十一日，本集團可動用總銀行信貸約188,000,000港元（二零一六年：188,000,000港元），其中約162,000,000港元（二零一六年：187,000,000港元）並未動用。

於二零一七年三月三十一日，本集團的借款由二零一六年三月三十一日的2,700,000港元上升至28,100,000港元。

債務率

於二零一七年三月三十一日，本集團之借貸合共約28,100,000港元（二零一六年：2,700,000港元），債務率約為1.2%（二零一六年：0.1%），相對資產淨值約2,370,900,000港元（二零一六年：2,188,600,000港元）。

資本架構

於截至二零一七年三月三十一日止之年內，本公司按每持有一股獲發行一股紅股之基準，合共發行1,341,158,379股紅股。紅股已於二零一六年九月十九日發行。

於二零一七年三月三十一日，本公司持有人應佔權益總值為數2,371,400,000港元（二零一六年：2,189,100,000港元）。於報告日，本集團的每股綜合資產淨值為0.88港元（二零一六年：0.82港元）。

外匯風險

本集團於香港、澳門及中國經營業務，而其大多數交易均以港元（「港元」）、美元（「美元」）及澳門幣計值。外匯風險主要源於以本集團及本公司功能貨幣以外之貨幣計值的商業交易以及確認的資產及負債。



During the year, the Group mainly uses Hong Kong dollars, Macau Pataca and United States dollars to carry out its business transactions. The Board considers the foreign currency exposure is insignificant.

於年內，由於本集團主要以港元、澳門幣及美元進行商業交易，本公司董事會認為所承受外匯風險並不重大。

CHARGES ON GROUP ASSETS

As at 31st March, 2017, the Group has pledged certain of its investment properties with aggregate carrying value of HK\$1,185.0 million (2016: HK\$1,066.0 million) to a bank to secure general banking facilities granted to the Group.

集團資產押記

於二零一七年三月三十一日，本集團已經將賬面總值為1,185,000,000港元（二零一六年：1,066,000,000港元）的若干投資物業抵押給一間銀行，以取得授予本集團之一般銀行融資。

CONTINGENT LIABILITIES

As at year ended 31st March, 2017, the Group has provided guarantee to certain financial institutions as follows:

或然負債

於二零一七年三月三十一日年度結算日，本集團已提供擔保予財務機構如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Guarantees given by the Company and its subsidiaries to financial institutions in respect of facilities granted to independent third parties	本公司及其附屬公司為獨立第三方給予財務機構擔保以取得信貸	4,000	4,000
Guarantees given by the Company to financial institutions in respect of facilities granted to subsidiaries	本公司為其附屬公司給予財務機構擔保以取得信貸	172,000	172,000

At the end of the reporting period, the Directors do not consider it probable that a claim will be made against the Group under any of the guarantees.

於報告期末日，董事不認為本集團因擔保而可能引起索償。

Of the above guarantees, the amount utilised by the subsidiaries at 31st March, 2017 is HK\$26 million (2016: HK\$1 million).

上述擔保，附屬公司已於二零一七年三月三十一日使用之額度為26,000,000港元（二零一六年：1,000,000港元）。

The Company has not recognised any deferred income in respect of these guarantees as its fair value cannot be reliably measured and its transaction price was HK\$ Nil (2016: HK\$ Nil).

由於此等擔保之公平值難以確實地計算及該交易價值為零港元（二零一六年：零港元），因此本公司並沒有為就擔保確認任何遞延收入。

EMPLOYEES AND REMUNERATION POLICIES

As at 31st March, 2017, the Group had 42 staff including those staff of Macau (2016: 44). For the year ended 31st March, 2017, the staff costs of the Group amounted to approximately HK\$14.5 million (2016: HK\$14.3 million), 4.6% and 3.2% of the Group's revenue in FY2017 and FY2016 respectively.

The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training in order to enhance their technical skills and update their industry knowledge with regards to laws and regulations.

The Group remunerates its employees mainly based on industry practices, market remuneration and individual's performance and experience. On top of regular remuneration, discretionary bonus may be granted to eligible staff by reference to the Group's performance as well as individual's performance.

SHARE OPTION

The Company does not have share option scheme.

CREDIT CONTROL

The Group has been practicing tight credit control policy. A credit committee composed of two executive Directors and other members is responsible for overseeing the granting of credit facilities. Daily operation of money lending will be guided by the stringent procedures as prescribed by the internal control manual.

COMPLIANCE AND RISK STEERING COMMITTEE AND STRATEGY MANAGEMENT COMMITTEE

The Group has established a Compliance and Risk Steering Committee and a Strategy Management Committee which aims to maintain a good corporate governance environment for the Group. The Board believed that this will help to enhance the Group's expanding process in the future.

DIVIDEND

Subject to the approval of the shareholders of the Company at the annual general meeting of the Company (the "AGM"), the Board has recommended the payment of a final dividend of HK1.8 cents per ordinary share (2016: HK1.5 cents per ordinary share) in respect of the year ended 31st March, 2017 to all shareholders of the Company whose names appear on the register of members of the Company on 8th September, 2017. If approved, the payment of the final dividend will be made on or about 18th September, 2017.

僱員及薪酬政策

截至二零一七年三月三十一日，本集團擁有42名員工，包括澳門員工（二零一六年：44）。截至二零一七年三月三十一日，本集團的員工費用總額約為14,500,000港元（二零一六年：14,300,000港元），分別為本集團於二零一七年度及二零一六年度收益的4.6%及3.2%。

本集團繼續透過向其員工提供足夠定期培訓去維持及提升其員工之能力，從而提高員工的技術能力及更新與法律和法規有關的行業知識。

本集團之僱員薪酬政策主要根據業內慣例、市場薪酬及按僱員個人表現及經驗而釐定。除一般薪酬外，本集團亦因應本集團及員工個人表現，向合資格員工授出酌情花紅。

購股權

本公司並無購股權計劃。

信貸監控

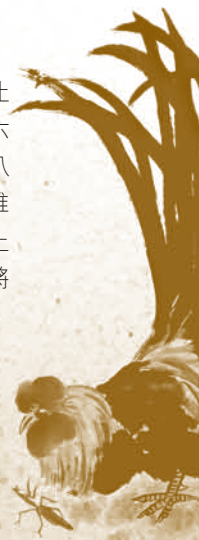
本集團遵行嚴謹之信貸監控。一個由兩位執行董事及其它成員組成之信貸監控小組負責監督信貸批核。日常業務中之貸款活動則參照內部監控手冊所訂定之嚴格程序。

監察及風險督導委員會及策略管理委員會

本集團已成立監察及風險督導委員會及策略管理委員會，目標旨在為本集團維持良好之企業管治環境。董事會相信此舉有助本集團未來之擴展過程。

股息

董事會建議就截至二零一七年三月三十一日止年度派發末期股息每股普通股1.8港仙（二零一六年：每股普通股1.5港仙）予於二零一七年九月八日名列本公司股東登記冊之全體本公司股東，唯須於本公司之股東週年大會（「股東週年大會」）上獲得本公司之股東通過。倘獲通過，末期股息將於或約二零一七年九月十八日派付。



ANNUAL GENERAL MEETING

The AGM will be convened and held on Friday, 25th August, 2017. Notice of the AGM will be published on the websites of the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and sent to the shareholders of the Company together with the Company's 2017 Annual Report in due course.

CLOSURE OF REGISTER OF MEMBERS FOR THE AGM

The register of members of the Company will be closed from Monday, 21st August, 2017 to Friday, 25th August, 2017, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the AGM, all transfer, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 18th August, 2017.

CLOSURE OF REGISTER OF MEMBERS FOR FINAL DIVIDEND

The register of members of the Company will be closed from Wednesday, 6th September, 2017 to Friday, 8th September, 2017, both dates inclusive, during which period no share transfers can be registered. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on (Tuesday), 5th September, 2017.

股東週年大會

本公司將於二零一七年八月二十五日(星期五)召開及舉行股東週年大會。股東週年大會通告將會於適當時候刊登於本公司及香港聯合交易所有限公司(「聯交所」)之網站，並連同本公司之二零一七年年報發送予本公司股東。

就股東週年大會暫停辦理過戶登記

本公司將由二零一七年八月二十一日(星期一)至二零一七年八月二十五日(星期五)，首尾兩天包括在內，暫停辦理股份過戶登記手續。股東如欲符合資格出席股東週年大會及於會上表決，所有股份過戶文件連同有關股票須於二零一七年八月十八日(星期五)下午四時半前，一併送達本公司於香港之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓，辦理過戶登記手續。

就末期股息暫停辦理過戶登記

本公司將由二零一七年九月六日(星期三)至二零一七年九月八日(星期五)，首尾兩天包括在內，暫停辦理股份過戶登記手續。股東如欲獲派建議之末期股息，所有股份過戶文件連同有關股票須於二零一七年九月五日(星期二)下午四時半前，一併送達本公司於香港之股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓，辦理過戶登記手續。

Non-Executive Director and Chairman

Mr. IP Man Tin, David (“Mr. Ip”), aged 71, is the chairman and non-executive Director of the Company. He holds a Bachelor of Arts Degree and Master’s Degree in Public Administration. Mr. Ip is a Chartered Marketer and a Certified Management Consultant. He has more than 24 years of public administration and more than 14 years of public company management experience in Hong Kong and Britain. He has extensive consultancy experience across industry sectors. Mr. IP was appointed as an independent non-executive director of New Island Printing Holdings Limited (Stock code: 0377) on 5th November, 2010 and resigned on 25th September, 2014. Save as disclosed above, Mr. Ip does not hold directorship in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company and other members of the Group.

Non-Executive Director

Dr. SZE Ping Fat (“Dr. Sze”), aged 59, is a non-executive Director of the Company. Dr. Sze is an Australian legal practitioner having obtained the Doctorate in Juridical Science from Deakin Law School in Melbourne as well as Master’s degrees in law from Trinity College Dublin, the University of Leuven and the University of Sydney. He was appointed a Justice of the Peace in and for New South Wales in 1996 and elected a Member of the National Institute of Accountants (with a Master’s degree in Professional Accounting from the University of Southern Queensland) in 1997, a Visiting Fellow of Clare Hall in the University of Cambridge in 2002, a Fellow of the Malaysian Institute of Arbitrators in 2003, a Member of the Society of Trust and Estate Practitioners and a Fellow of the Chartered Institute of Arbitrators in 2008, a Full Fellow of the Society for Advanced Legal Studies in the University of London in 2009, a Special Member of the International Association of Prosecutors (The United Nations) in 2012 and a Member of the Magistrates’ Association of Great Britain in 2015.

Dr. Sze specializes in criminal and commercial matters. Since 2007, he has been a Visiting Professor of the IMO International Maritime Law Institute (The United Nations). He has authored a treatise on carrier’s liability, several monographs for The International Encyclopedia of Laws, and more than 60 articles in the areas of public law, business law and international trade law. Most recently, he was commissioned by the University of Oxford to produce a biography of the late Sir Denys Roberts, a former Chief Justice of Hong Kong. In 2005 and 2008, he served as a PhD thesis examiner at Macquarie Law School in Sydney. Save as disclosed above, Dr. Sze does not hold directorship in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company and other members of the Group.

非執行董事及主席

葉漫天先生（「葉先生」），71歲，為本公司主席及非執行董事。彼持有文學士及公共行政碩士學位。葉先生為英國特許市務師及國際認證管理諮詢師。葉先生於香港及英國擁有逾廿四年之公共行政及逾十四年之上市公司管理經驗。彼亦於不同行業有廣泛之顧問經驗。葉先生於二零一零年十一月五日獲委任為新洲印刷集團有限公司（股份編號：0377）之獨立非執行董事，並已於二零一四年九月二十五日辭任。除上述披露外，葉先生於過去三年並無在香港或海外任何上市公司擔任董事職務，彼亦無擔任本公司及本集團其他成員公司之任何其他職位。

非執行董事

施炳法博士（「施博士」），59歲，為本公司之非執行董事。施博士乃澳洲執業律師，並從墨爾本迪肯法學院取得法理學博士學位、及分別獲都柏林三一學院、魯汶大學及悉尼大學頒授法律碩士學位。彼於一九九六年在南威爾斯被委任為太平紳士，一九九七年成為澳洲國立會計師公會會士（並擁有南昆士蘭大學會計專業碩士學位），二零零二年獲選為劍橋大學嘉勒學院客席院士，二零零三年成為馬來西亞仲裁學會資深會士，二零零八年分別取得英國信託遺產律師會會士及英皇特許仲裁學會資深會士等資格，二零零九年獲倫敦大學高深法律研究院頒授正院士資格，二零一二年成為聯合國國際檢察官協會特邀會士，並於二零一五年獲英國裁判司協會頒授會士資格。

施博士專注刑事及商法事務。自二零零七年起，彼出任聯合國國際海事組織之國際海事法學院客席教授。彼就承運人義務論著，並為《國際法律全書》之撰寫人。彼曾在公法、商法及國際貿易法等領域發表過60多篇論文。最近，彼應牛津大學邀請為香港前首席按察司羅弼時爵士（已故）撰寫傳記。於二零零五年及二零零八年，他是悉尼麥覺理法學院之博士論文評審員。除上述披露外，施博士於過去三年並無在香港或海外任何上市公司擔任董事職務，彼亦無擔任本公司及本集團其他成員公司之任何其他職位。



Executive Directors

Ms. CHENG Wai Ling, Annie (“Ms. Cheng”), aged 38, is an executive Director, Chief Executive Officer, member of the Remuneration Committee and member of the Nomination Committee of the Company. She is responsible for overseeing the daily operations of the Company. Ms. Cheng received her bachelor’s degree in Business Administration (Accounting and Finance) from the University of Hong Kong and is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Prior to joining the Company, she had served with an international audit firm. Save as disclosed above, Ms. Cheng does not hold directorship in any listed public companies in Hong Kong or overseas during the past three years. Ms. Cheng is the sister of Mr. Cheng Wai Lun, Andrew, an executive Director of the Company. She also holds directorships in various subsidiaries of the Company.

Mr. CHENG Wai Lun, Andrew (“Mr. Cheng”), aged 44, is an executive Director of the Company. He obtained his bachelor’s degree from the California State University, USA. He has over 18 years’ experience in securities, corporate finance and direct investment. He is also an executive director of UBA Investments Limited (Stock Code: 0768). Save as disclosed above, Mr. Cheng does not hold directorship in any listed public companies in Hong Kong or overseas during the past three years. He also holds directorships in various subsidiaries of the Company. Mr. Cheng is the brother of Ms. Cheng Wai Ling, Annie, an executive Director of the Company.

Mr. MOK Kwai Hang (“Mr. Mok”), aged 53, is an executive Director of the Company. Mr. Mok is responsible for overseeing the daily operation of the Company’s property segment. Mr. Mok received his Bachelor’s Degree in Quantity Surveying from Hong Kong Polytechnic (currently the Hong Kong Polytechnic University) and is a member of the Hong Kong Institute of Surveyors, the Royal Institution of Chartered Surveyors and the Chartered Institute of Architectural Technologists. Prior to joining the Company, he had served with Hip Hing Construction Company Limited as Deputy General Manager (Commercial) involved in various projects in Hong Kong and Macau and as associate director in Widnell Limited involved in building and infrastructure projects in Hong Kong. Saved as disclosed above, Mr. Mok has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. He also holds directorships in various subsidiaries of the Company.

執行董事

鄭偉玲小姐(「鄭小姐」)，38歲，為本公司執行董事、行政總裁、薪酬委員會及提名委員會委員。彼負責監督本公司日常運作。鄭小姐持有香港大學之會計及財務學士學位，並為香港會計師公會及英格蘭及威爾斯特許會計師公會之會員。彼於加入本公司前曾服務於一所國際會計師事務所。除上述披露外，鄭小姐於過去三年並無在香港或海外任何上市公司擔任董事職務。鄭小姐是本公司之執行董事鄭偉倫先生之妹妹。彼亦為本公司不同附屬公司的董事。

鄭偉倫先生(「鄭先生」)，44歲，為本公司執行董事。彼持有美國加州州立大學學士學位。彼於證券、企業融資及直接投資累積逾十八年經驗。彼同時為開明投資有限公司(股份代號：0768)之執行董事。除上述披露外，鄭先生於過去三年並無在香港或海外任何上市公司擔任董事職務。彼亦為本公司不同附屬公司的董事。鄭先生是本公司之執行董事鄭偉玲小姐之兄長。

莫桂衡先生(「莫先生」)，現年53歲，為本公司之執行董事，莫先生負責監督本公司的物業分部之日常運作。莫先生獲得香港理工學院(現為香港理工大學)工料測量學學士學位，並為香港測量師學會會員、英國皇家測量師學會會員、英國特許建築設計技師學會會員。莫先生加入本公司前，曾服務於協興建築有限公司並擔任副總經理(商務)一職，在香港和澳門參與多項大型建築項目。在此之前，莫先生曾服務於偉歷信並擔任助理董事一職，參與在香港的大型建設項目和鐵路工程項目。除上述披露外，莫先生於過去三年內並無擔任其他香港或海外上市公司的任何董事職務。彼亦為本公司不同附屬公司的董事。

Independent Non-Executive Directors

Mr. CHAN Chung Yee, Alan (“Mr. Chan”), aged 50, is an independent non-executive Director, Chairman of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee of the Company. Mr. Chan holds two master degrees in Practising Accounting and Business Law from Monash University, Australia. Professionally, he is a fellow of the Hong Kong Institute of Certified Public Accountants, CPA Australia, The Institute of Chartered Secretaries and Administrators in UK, The Hong Kong Institute of Company Secretaries, The Hong Kong Institute of Directors and is a member of The Hong Kong Securities and Investment Institute. He is also an associate of the Institute of Certified Management Accountants of Australia, and The Hong Kong Institute of Bankers. He is awarded with “Chartered Banker” by the Chartered Institute of Bankers in Scotland, UK. Currently, he is a Standing Member and Convenor of Hong Kong members of the Chinese People’s Political Consultative Conference of Yunfu City of Guangdong Province, and secretary general of China Hong Kong Macau Boundary Crossing Bus Association, and honorary standing director of Guangdong’s Association For Promotion of Cooperation Among Guangdong, Hong Kong and Macau. Mr. Chan was appointed as member of the Board of Review (Inland Revenue) of HKSAR from 2009 to 2011. Currently, he is the managing director of a transportation company which is a subsidiary of a listed company. He is also an independent non-executive director and chairman of the audit committee of UBA Investments Limited (Stock Code: 0768). Other than as disclosed above, Mr. Chan holds no directorship in other public companies listed on any securities market in Hong Kong or overseas now or in the past three years and he does not hold any other position with the Company and other members of the Group.

Mr. POON Kai Tik (“Mr. Poon”), aged 64, is an independent non-executive Director, member of the Audit Committee, Chairman of the Remuneration Committee and Chairman of the Nomination Committee of the Company. Mr. Poon graduated from the University of Hong Kong with a Bachelor Degree in Arts and a Master’s Degree in Business Administration from the Chinese University of Hong Kong. Having more than 39 years of working experience, Mr. Poon is well respected across industries, ranging from advertising, marketing to public relations. He previously served as Head of Corporate Communications of the Hospital Authority, assistant director of Corporate and Community Relations of the Housing Authority and director of Government and Community Engagement of the Link Real Estate Investment Trust (Stock code: 0823). Save as disclosed above, Mr. Poon does not hold directorship in any listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company and other members of the Group.

獨立非執行董事

陳宗彝先生(「陳先生」)，50歲，為本公司的獨立非執行董事、審核委員會主席、薪酬委員會委員及提名委員會委員。彼持有澳洲蒙納殊大學實務會計碩士學位及商業法律碩士學位。彼持有各項專業資格，現為香港會計師公會資深會計師、澳洲會計師公會資深會員、英國特許秘書及行政人員協會資深會員、香港公司秘書公會資深會士、香港董事學會資深會員、香港證券及投資學會會員、澳洲公認管理會計師公會公認管理會計師、香港銀行學會會士，彼獲得英國蘇格蘭特許銀行家協會授予的「特許銀行家」資格。彼出任之公職包括中國人民政治協商會議廣東省雲浮市委員會常務委員及香港委員召集人、中港澳直通巴士聯會秘書長，以及廣東省粵港澳合作促進會名譽常務理事。陳先生於二零零九至二零一一年間獲委任為香港特別行政區稅務上訴委員會委員。彼現任一間上市公司旗下的附屬客運公司之董事總經理。陳先生亦為開明投資有限公司(上市股份代號：0768)之獨立非執行董事及審核委員會主席。除上文披露者外，陳先生在過去三年沒有在其證券於香港或海外證券市場上市的其他公眾公司中擔任董事職務，彼亦無擔任本公司及本集團其他成員公司之任何其他職位。

潘啟迪先生(「潘先生」)，64歲，為本公司之獨立非執行董事、審核委員會委員、薪酬委員會主席及提名委員會主席。潘先生畢業於香港大學，獲文學學士學位，並於香港中文大學獲得工商管理碩士學位。於超過39年的工作經驗中，潘先生曾在許多行業，由廣告、營銷至公關均備受推崇。他過往曾出任醫院管理局傳訊部主管、房屋委員會機構及社區關係助理署長，以及領匯房地產投資信託基金(現稱為展展房地產投資信託基金)(股份代號：0823)之政府及社區合作總監。除上述披露外，潘先生於過去三年並無在香港或海外任何上市公司擔任董事職務，彼亦無擔任本公司及本集團其他成員公司之任何其他職位。



Mr. HUI Man Ho, Ivan (“Mr. Hui”), aged 38, is an independent non-executive Director, member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Hui graduated from Monash University, Australia with Bachelor's Degree in Business (Banking and Finance) and holds two Master's Degrees of Applied Finance and Practising Accounting from Monash University, Australia. He is a member of CPA Australia and he has over 11 years of experience in corporate finance, financial management and accounting and previously served with an international audit firm. Save as disclosed above, Mr. Hui does not hold directorship in any listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company and other members of the Group.

Mr. LI Chi Chung (“Mr. Li”), aged 48, is the company secretary and the authorised representative of the Company. He is currently a solicitor practising in Hong Kong. Mr. Li obtained a bachelor degree in laws from University of Sheffield in England in 1990. He was admitted as a solicitor of the High Court of Hong Kong in 1993 and his practice has been focused on commercial related matters. Mr. Li was appointed as an independent non-executive director of PINE Technology Holdings Limited (Stock Code: 1079) (“PINE”) on 9 June 2000 and subsequently re-designated as the non-executive director on 17 January 2017. Mr. Li is an independent non-executive director of Kenford Group Holdings Limited (Stock Code: 0464) (“Kenford”), both PINE and Kenford are companies listed on the main board of the Stock Exchange. He is the company secretary of China Financial International Investments Limited (Stock Code: 0721), Kingbo Strike Limited (Stock Code: 1421), Huscoke Resources Holdings Limited (Stock Code: 0704) and China City Infrastructure Group Limited (Stock Code: 2349), all of which are companies listed on the main board of the Stock Exchange. He is also the company secretary of Singasia Holdings Limited (Stock Code: 8293), a company listed on the Growth Enterprise Market of the Stock Exchange. From November 2002 to 27 February 2013, he was an independent non-executive director of Eagle Nice (International) Holdings Limited (Stock Code: 2368); from 8 January 2014 to 7 April 2014, Mr. Li was the company secretary of Z-Obee Holdings Limited (Stock Code: 0948); from 21 May 2014 to 16 January 2015, Mr. Li was the company secretary of China Zenith Chemical Group Limited (Stock Code: 0362); from 15 July 2013 to 1 May 2015, he was the company secretary of Evershine Group Holdings Limited (formerly known as TLT Lottotainment Group Limited) (Stock Code: 8022); from 23 September 2009 to 1 June 2015, Mr. Li was the company secretary of AVIC Joy Holdings (HK) Limited (formerly known as China Environmental Investment Holdings Limited) (Stock Code: 0260); from 12 December 2007 to 1 June 2015, he was the company secretary of China Nonferrous Metals Company Limited (Stock Code: 8306); and from 15 June 2015 to 20 September 2016, he was the company secretary of KPM Holding Limited (Stock Code: 8027).

許文浩先生(「許先生」)，現年38歲，為本公司獨立非執行董事，審核委員會委員、薪酬委員會委員及提名委員會委員。許先生畢業於澳洲蒙納殊大學之商業學士學位(主修銀行和金融)，並擁有兩個為澳洲蒙納殊大學頒發的應用金融和實務會計碩士學位。他是澳洲會計師公會會員及在企業融資、財務管理和會計有超過11年的經驗和曾服務於國際會計師事務所。除上述披露外，許先生於過去三年並無在香港或海外任何上市公司擔任董事職務，彼亦無擔任本公司及本集團其他成員公司之任何其他職位。

李智聰先生(「李先生」)，48歲，為本公司之公司秘書及授權代表。彼現時為香港執業律師。李先生於一九九零年取得英國謝菲爾德大學法律學士學位，其後於一九九三年在香港高等法院獲認可為律師，專門處理商業相關事務。李先生於二零零零年六月九日獲委任為松景科技控股有限公司(股份代號：1079)(「松景科技」)之獨立非執行董事及其後於二零一七年一月十七日調任為非執行董事。李先生為建福集團控股有限公司(股份代號：0464)(「建福集團」)之獨立非執行董事，松景科技及建福集團均於聯交所主板上市。彼為中國金融國際投資有限公司(股份代號：0721)，工蓋有限公司(股份代號：1421)，和嘉資源控股有限公司(股份代號：0704)及中國城市基礎設施集團有限公司(股份代號：2349)之公司秘書，所有均為聯交所主板上市之公司。彼同時為星亞控股有限公司(股份代號：8293)，一家於聯交所創業板上市之公司之公司秘書。於二零零二年十一月至二零一三年二月二十七日，彼為鷹美(國際)控股有限公司(股份代號：2368)之獨立非執行董事；於二零一四年一月八日至二零一四年四月七日，李先生為融達控股有限公司(股份代號：0948)之公司秘書；於二零一四年五月二十一日至二零一五年一月十六日，李先生為中國天化工集團有限公司(股份代號：0362)之公司秘書；於二零一三年七月十五日至二零一五年五月一日，李先生為永耀集團控股有限公司(前稱為彩娛集團有限公司)(股份代號：8022)之公司秘書；於二零零九年九月二十三日至二零一五年六月一日，李先生為幸福控股(香港)有限公司(前稱為中國環保投資股份有限公司)(股份代號：0260)之公司秘書；於二零零七年十二月十二日至二零一五年六月一日，彼為中國有色金屬有限公司(股份代號：8306)之公司秘書及於二零一五年六月十五日至二零一六年九月二十日，彼為吉輝控股有限公司(股份代號：8027)之公司秘書。

The Board has pleasure in presenting its report and the audited consolidated financial statements of the Group for the year ended 31st March, 2017.

Principal activities

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in securities broking, futures broking, securities margin financing, money lending, corporate finance advisory, assets management, precious metal trading and property investment.

Business Review

A fair review of the business and the prospect of the Company and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the section "Chairman's Statement" from pages 5 to 8 of this annual report. These discussion form part of this director's report. Description of the principal risks and uncertainties facing the Company can be found throughout this annual report particularly in note 4 and note 6 to the consolidated financial statements.

Segment information

Details of segment information by principal businesses and geographical locations are set out in note 7(b) to the consolidated financial statements.

Subsidiaries

Details of the Company's subsidiaries at 31st March, 2017 are set out in note 36 to the consolidated financial statements.

Results

The results of the Group for the year ended 31st March, 2017 are set out in the consolidated income statement on page 55.

Dividend

The Board has resolved to recommend the payment of a final dividend of HK1.8 cents per ordinary share in respect of the year to the shareholders whose names appear on the register of members of the Company on 8th September, 2017.

Share capital

Details of movements in share capital of the Company are set out in note 29 to the consolidated financial statements.

董事會欣然提呈其報告及截至二零一七年三月三十一日止年度本集團之經審核綜合財務報表。

主要業務

本公司的主要業務是投資控股，其附屬公司主要提供證券經紀、期貨經紀、證券孖展融資、貸款融資、企業融資顧問、資產管理、貴金屬買賣及物業投資。

業務回顧

對本公司業務的公正回顧、公司前景以及本集團於本年度內之表現以及其業績及財務狀況之相關重大因素的討論與分析，在本年報第5頁至第8頁「主席報告」提供。該等討論構成本董事會報告的一部份。對本公司面對的主要風險及不明朗因素的描述載於本年報多處，尤其是綜合財務報表附註4及6。

分部資料

根據主要業務及地理位置的分部資料詳情載於綜合財務報表附註7(b)。

附屬公司

本公司於二零一七年三月三十一日之附屬公司之詳情載於綜合財務報表附註36。

業績

本集團截至二零一七年三月三十一日止年度之業績載於第55頁之綜合收益表。

股息

董事會決議向二零一七年九月八日登記在本公司股東名冊的股東派發本年度末期股息，每股普通股1.8港仙。

股本

有關本公司股本之變動詳情載於綜合財務報表附註29。



Financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below. This summary is not part of the audited consolidated financial statements.

RESULTS

(In HK\$'000)	(以港幣千元為單位)	2017	Year ended 31st March			
			2016	2015	2014	2013
Revenue	收益	317,515	443,398	259,467	83,927	66,761
Profit before taxation	除稅前溢利	234,084	520,223	317,267	166,091	169,601
Income tax expense	所得稅開支	(8,234)	(2,022)	(1,850)	(1,435)	(2,207)
Net profit for the year attributable to equity holders of the Company	本年度本公司權益持有人應佔淨溢利	225,867	518,309	315,407	164,910	167,612

財務概要

以下為本集團於過去五個財政年度之業績及資產與負債之概要。此概要並非經審核綜合財務報表之部份。

業績**ASSETS AND LIABILITIES**

(In HK\$'000)	(以港幣千元為單位)	2017	As at 31st March			
			2016	2015	2014	2013
Total assets	資產總值	2,640,888	2,380,129	2,131,248	1,776,933	1,604,577
Total liabilities	負債總值	(269,976)	(191,550)	(368,190)	(280,398)	(224,813)
Net assets	資產淨值	2,370,912	2,188,579	1,763,058	1,496,535	1,379,764

資產與負債

Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 30 to the consolidated financial statements.

The Company's reserves available for distribution represent the share premium, contributed surplus, retained profits and proposed final dividend under the Companies Law of the Cayman Islands. The share premium of the Company is available for paying dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the share premium, contributed surplus, retained profits and proposed final dividend of the Company which in aggregate amounted to approximately HK\$422.6 million as at 31st March, 2017.

Property, plant and equipment and investment properties

The Group's investment properties were revalued at 31st March, 2017, resulting an increase in net fair value amounting to approximately HK\$150 million which has been recognised in the consolidated income statement.

Details of these and other movements during the year in the property, plant and equipment and investment properties are set out in notes 14 and 15 to the consolidated financial statements, respectively.

Borrowings

Borrowings repayable within one year or on demand are classified as current liabilities. A repayment analysis of borrowings is set out in note 25 to the consolidated financial statements. No interest was capitalised by the Group during the year.

Major clients

For the year ended 31st March, 2017, the Group's five largest clients accounted for in aggregate approximately 70% (2016: 82%) of the Group's revenue, of which the largest client accounted for approximately 59% (2016: 78%) of the Group's revenue.

None of the Directors or any of their associates or any shareholder of the Company which to the knowledge of the Directors of the Company owned more than 5% of the Company's issued share capital have an interest in the Group's five largest clients.

儲備

有關本年度內之本集團及本公司儲備變動情況載於綜合財務報表附註30。

根據開曼群島公司法之規定，本公司可供分派之儲備乃指股份溢價、實繳盈餘、保留溢利及擬派末期股息。本公司之股份溢價可根據本公司之公司組織章程大綱及細則之規定，用作向股東派發股息，惟本公司在緊隨派發股息後仍須有能力支付在日常業務運作下到期應付之債務。於二零一七年三月三十一日，本公司之股份溢價、實繳盈餘、保留溢利及擬派發末期股息合共約為422,600,000港元。根據本公司之公司組織章程細則之規定，該等款項均可用作派發股息。

物業、機器及設備及投資物業

本集團之投資物業已於二零一七年三月三十一日重估，所產生的淨公平值上升約150,000,000港元已於綜合收益表中反映。

有關以上及其他於年內物業、機器及設備及投資物業之變動情況分別刊載於綜合財務報表附註14及15。

借款

於一年內或按通知應付之借貸乃被列為流動負債。有關償還借款之分析載於綜合財務報表附註25。本集團於本年度並無任何資本化利息。

主要客戶

截至二零一七年三月三十一日止年度，本集團之五大客戶合共約佔本集團收益70%（二零一六年：82%），其中最大客戶約佔本集團收益59%（二零一六年：78%）。

據董事所知，任何董事或彼等任何聯繫人等或擁有本公司5%或以上已發行股本之任何股東，概無擁有本集團五大客戶任何權益。



REPURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Except for the issue of bonus shares on 19th September, 2016, other than as an agent for clients of the Company or its subsidiaries, neither the Company nor any of its subsidiaries repurchased, sold or redeemed any of the Company's listed securities during the year ended 31st March, 2017.

Directors

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

NON-EXECUTIVE DIRECTORS

Mr. IP Man Tin, David (*Chairman*)
Dr. SZE Ping Fat

EXECUTIVE DIRECTORS

Ms. CHENG Wai Ling, Annie
Mr. CHENG Wai Lun, Andrew
Mr. MOK Kwai Hang

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Chung Yee, Alan
Mr. POON Kai Tik
Mr. HUI Man Ho, Ivan

In accordance with Articles 116 of the Company's Articles of Association, Ms. CHENG Wai Ling, Annie, Mr. MOK Kwai Hang and Mr. CHAN Chung Yee, Alan shall retire by rotation from office at the Annual General Meeting and being eligible, offers themselves for re-election at the Annual General Meeting.

The term of office of each of the independent non-executive Directors lasts until his retirement by rotation as required by the Company's Articles of Association.

The Company received confirmation of independence in respect of the year ended 31st March, 2017 from each of the independent non-executive Directors pursuant to Rule 3.13 of the Revised Listing Rules. Up to and as at the date of this report, the Company still considers the independent non-executive Directors to be independent.

回購、出售或贖回本公司之上市證券

除於二零一六年九月十九日發行之紅股外，除以經紀身份代本公司或其附屬公司之顧客進行交易外，本公司或其任何附屬公司在截至二零一七年三月三十一日止年度內並無回購、出售或贖回本公司之上市證券。

董事

在本年度及截至本報告刊發日期為止，本公司之董事如下：

非執行董事

葉漫天先生 (*主席*)
施炳法博士

執行董事

鄭偉玲小姐
鄭偉倫先生
莫桂衡先生

獨立非執行董事

陳宗彝先生
潘啟迪先生
許文浩先生

根據本公司之公司組織章程細則第116條，鄭偉玲小姐、莫桂衡先生及陳宗彝先生須於股東週年大會上輪值告退及符合資格並願意於股東周年大會上膺選連任。

各獨立非執行董事之任期乃直至其根據本公司之公司組織章程細則須依章輪值告退為止。

本公司已接獲各獨立非執行董事根據經修訂上市規則第3.13條發出有關截至二零一七年三月三十一日止年度之獨立確認書。截至及於本報告所載之日，本公司認為獨立非執行董事視為獨立。

Equity-Linked Agreements

No equity-linked agreements were entered into during the year or subsisted at the end of the year.

Compliance with laws and regulations

The Company's operations are mainly carried out in Hong Kong and accordingly shall comply with material relevant laws and regulations in Hong Kong. During the year and up to the date of this report, the Company has complied with all the material relevant laws and regulations in Hong Kong.

Permitted Indemnity Provision

Article 179 of Articles of Association of the Company provides that every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour, or in which he is acquitted. Subject to the Cayman companies law, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

In addition, the Company has taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover the certain legal actions brought against its directors and officers.

Environmental Policies

The Group is committed to building an eco-friendly corporation that tries to reduce the impacts of its operation on the environment, and to ensure our compliance of prevailing environmental protection laws and regulations. For details, please refer to the "Environmental, Social and Governance Report" contained in this annual report.

Key Relationships with Employees, Customers and Suppliers

The Group continues to ride on 6 key pillars on the six business streams, being (i) Brokerage (securities and futures), (ii) Financing, (iii) Corporate Financial Advisory, (iv) Assets Management, (v) Property Investment and (vi) Precious Metal Trading.

Yet there is no specific customers or suppliers involved in the operation of business, we maintain good working relationship to create value for the Group. The Group also values the knowledge and skills of its employees, and continues to provide favourable career development opportunities for its employees.

股票掛鈎協議

於本年度完結日或年內任何時間概無訂立任何股票掛鈎協議。

遵守法例及法規

本公司業務主要於香港進行，因此須遵守香港重大相關法例及法規。於本年度及直至本報告日期，本公司已遵守香港所有重大相關法例及法規。

獲准許之彌償條文

本公司組織章程細則第179條規定，本公司的每名董事，在獲判勝訴或獲判無罪而獲法院給予寬免的民事或刑事法律程序中，其以本公司董事或其他高級人員身份進行辯護所招致的所有損失或任何法律責任，均合資格從本公司的資產中撥付彌償。在開曼群島《公司法》的規限下，如任何董事或其他人士為主要源於本公司的任何款項而須個人承擔繳款，董事會可以彌償方法行使或安排行使任何按揭、押記或抵押品或影響本公司全部或任何部分資產的彌償方法，以保障上述須承擔繳款的董事或人士不會受到任何虧損。

此外，本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

環保政策

本集團致力成為一家重視環保的機構，不斷減低其業務營運對環境造成的影響，以及確保遵守現行之環境保護法律及法規。有關詳情請參閱本年報的「環境、社會及管治報告」。

與僱員、顧客及供應商的重要關係

本集團繼續倚重於六個主要業務：(i)經紀(證券及期貨)、(ii)財務、(iii)企業融資、(iv)資產管理、(v)物業投資及(vi)貴金屬買賣。

雖然本集團於主要業務並沒有牽涉特定客戶及供應商，但是，我們之間維持良好工作關係，並為本集團創造價值。本集團亦重視僱員的知識及技能並繼續為僱員提供有利的事業發展機會。



Directors' service contracts

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Directors' interests in contracts

In the opinion of the Board, there were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' and chief executives' interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation

As at 31st March, 2017, the interests and short positions of the Directors and chief executive of the Company 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 are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange were as follows:

董事之服務合約

在即將舉行之股東週年大會上獲提名重選連任之董事與本集團概無訂立本集團如不作出賠償(法定賠償除外)則不能在一年內予以終止之服務合約。

董事於合約之權益

年內，根據董事會之意見，本公司或其任何附屬公司訂立有關本公司業務之重大合約中，本公司董事概無直接或間接擁有重大利益，且於本年度完結時或於年內任何時間仍然生效。

董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券之權益及淡倉

於二零一七年三月三十一日，本公司各董事或主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV)之股份、相關股份及債券中擁有下列之權益及淡倉，須根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益(包括根據證券及期貨條例有關條文該等被當作或視為擁有的權益及淡倉)，或須根據證券及期貨條例第352條須登記於該規定所述登記冊，或須根據《上市公司董事進行證券交易的標準守則》之規定知會本公司及聯交所：

Name of Directors 董事姓名	Personal interests (held as beneficial owner) 個人權益 (為實益擁有人)	Family interests (interest of spouse) 家屬權益 (配偶權益)	Number of shares 股份數目		Total 總額	Percentage of issued share capital 已發行股本 百分比	
			Corporate interests 法團權益	Other interests 其他權益			
Ordinary Shares of HK\$0.01 each in the Company	本公司每股面值0.01港元之 普通股						
CHENG Wai Ling, Annie (Note 1)	鄭偉玲(附註1)	-	-	1,992,721,496	-	1,992,721,496	74.29%
CHENG Wai Lun, Andrew (Note 1)	鄭偉倫(附註1)	-	-	1,992,721,496	-	1,992,721,496	74.29%
MOK Kwai Hang (Note 2)	莫桂衡(附註2)	1,200,000	1,394,190	-	-	2,594,190	0.10%

Note 1: As at 31st March, 2017, CCAA Group Limited ("CCAA"), an associated corporation (within the meaning of Part XV of the SFO) of the Company, was directly interested in 1,992,721,496 Shares in, representing approximately 74.29% of, the issued share capital of the Company. Mr. CHENG Wai Lun, Andrew, Ms. CHENG Wai Ling, Annie and their family members are the beneficiaries of the trust which assets include interests in the entire issued share capital of CCAA and accordingly, they are deemed to be interested in 1,992,721,496 Shares and the entire issued share capital of CCAA under the SFO.

Note 2: As at 31st March, 2017, Mr. MOK Kwai Hang, an executive Director of the Company with his spouse together have beneficial interest in 2,594,190 shares of the Company.

At no time during the year was the Company, its subsidiaries or its associated companies a party to any arrangements to enable the Directors or executives of the Company (including their spouse and children under 18 years of age) to acquire benefits by means of the acquisition in shares or debentures of the Company or its associated corporations.

Save as disclosed above, as at 31st March, 2017, none of the Directors or the chief executive of the Company had any interest or short position 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 are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which are required, pursuant to section 352 of the SFO to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

Directors' rights to acquire shares or debentures

At no time during the year was the Company, its ultimate holding company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company or their respective spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

附註1：於二零一七年三月三十一日，本公司之相聯法團（定義見證券及期貨條例第XV部）CCAA Group Limited（「CCAA」）直接擁有1,992,721,496股股份，約佔本公司已發行股本之74.29%。鄭偉倫先生、鄭偉玲小姐及其家人為信託之受益人，而資產包括CCAA所有已發行股本，因此，根據證券及期貨條例，彼等被視為擁有1,992,721,496股股份及CCAA所有已發行股本。

附註2：於二零一七年三月三十一日，莫桂衡先生，本公司之執行董事與其配偶共同擁有本公司2,594,190股股份之權益。

本公司、其附屬公司或其聯營公司概無於年內任何時間參與作出任何安排，使本公司董事或行政人員（包括其配偶及十八歲以下子女）可藉購入本公司或其聯營公司之股票或債券而從中得益。

除上文所披露者外，於二零一七年三月三十一日，概無本公司董事或主要行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份及債券中擁有任何權益或淡倉，須根據《證券及期貨條例》第XV部第7及8分部知會本公司及聯交所（包括根據《證券及期貨條例》有關條文被當作或視為擁有之權益及淡倉），或須根據《證券及期貨條例》第352條規定列入該條例所述之登記冊，或須根據《上市公司董事進行證券交易的標準守則》之規定知會本公司及聯交所。

董事購買股份或債券之權利

在有關期間內，本公司、本公司之控股公司或其附屬公司概無參與能使本公司董事或主要行政人員或彼等之配偶或年齡在十八歲以下之子女可藉著購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲得利益之任何安排。



Substantial shareholder's interests and short positions in the shares, underlying shares of the Company

As at 31st March, 2017, the following persons or corporations, interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

主要股東於本公司之股份及相關股份之權益及淡倉

於二零一七年三月三十一日，下列人士或法團就擁有本公司股份及相關股份逾5%以上之股份權益及淡倉而知會本公司，並須根據證券及期貨條例第XV部第336條規定紀錄於主要股東登記冊：

Name of shareholder 股東名稱	Number of shares held 所持普通股股票數目	Percentage of total number of shares in issued
Ordinary shares of HK\$0.01 each in the Company	本公司每股面值0.01港元之 普通股	
CCAA (Note)	CCAA (附註)	74.29%

Note: Identical to those disclosed above as "Directors' and chief executives' interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation".

附註：與上文披露之「董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券之權益及淡倉」相同。

Save as disclosed above, as at 31st March, 2017, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

除上文所披露者外，於二零一七年三月三十一日，董事並不知悉有任何其他人士於本公司或任何相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之股份、股本衍生工具之相關股份或債券中擁有權益或淡倉而須根據證券及期貨條例第XV部之規定而予以披露。

Directors' remuneration

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group. In addition, the Directors' remuneration is reviewed by the Remuneration Committee annually.

董事酬金

董事袍金須於股東大會上經股東批准。其他酬金則由本公司董事會依據董事之職務、責任及表現以及本集團之業績釐定。此外，董事酬金由薪酬委員會每年審閱。

Connected transactions and continuing connected transactions

During the year, the connected transactions and continuing connected transactions undertaken by the Group are included in the transactions set out in note 33 to the consolidated financial statements, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

關連交易及持續關連交易

於本年度內，本集團進行之關連交易及持續關連交易已包括在綜合財務報表附註33所載之交易內，若干詳情已遵從上市規則第14A章的規定予以披露。

The independent non-executive Directors have reviewed the connected transactions and continuing connected transactions in note 33 to the consolidated financial statements and have confirmed that the connected transactions and continuing connected transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have reviewed the continuing connected transactions during the year as set out in note 33 to the consolidated financial statements and confirmed that these transactions:

- (i) were approved by the Board of Directors of the Company;
- (ii) where applicable, were in accordance with the pricing policies of the Company;
- (iii) had been entered into in accordance with the relevant agreements governing the transactions; and
- (iv) have not exceeded the caps stated in the relevant announcement.

As disclosed in the joint announcement of the Company and UBA Investments Limited (“UBA”, together with its subsidiaries as the “UBA Group”) dated 26th January, 2016, various members of the Group entered into certain conditional agreements with the UBA Group, which would constitute continuing connected transactions (the “CCT”) on the part of the Group for the years ending 31st March, 2017, 2018 and 2019. The relevant resolutions of the Company approving the CCT have been passed at the extraordinary general meeting of the Company held on 30th March, 2016.

Confirmation for Continuing Connected Transactions

A letter pursuant to Rule 14A.56 of the Listing Rules has been issued to the Board by the auditors of the Company confirming the matters stated in Rule 14A.56 in respect of the above continuing connected transactions for management agreement.

Management contracts

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

Pre-emptive rights

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

獨立非執行董事已審議綜合財務報表附註33所載之關連交易及持續關連交易，並已確認，關連交易及持續關連交易乃(i)在本集團日常及一般業務運作下產生；(ii)按一般商業條款或按不遜於本集團向獨立第三方提供或獲得之條款(如適用)進行；及(iii)根據管轄交易之相關協議按公平合理及符合本公司股東整體利益的條款訂立。

本公司之核數師已審閱載於綜合財務報告附註33之年內持續關連交易，並確認此等交易：

- (i) 已獲本公司董事會批准；
- (ii) 如適用，符合本公司之價格政策；
- (iii) 乃按有關交易之協議條款進行；及
- (iv) 並無超逾相關公告內所述上限。

誠如本公司與開明投資有限公司(「開明投資」，連同其附屬公司，統稱為「開明投資集團」)日期為二零一六年一月二十六日的聯合公佈內所披露，本集團若干成員公司與開明投資集團訂立若干有條件協議，於截至二零一七年、二零一八年及二零一九年三月三十一日止年度，其構成本集團的持續關連交易(「持續關連交易」)。本公司批准持續關連交易的有關決議案已在本公司於二零一六年三月三十日舉行之股東特別大會上通過。

持續關連交易確認書

本公司之核數師已向董事會發出上市規則第14A.56條所規定之函件以確認第14A.56條關於以上持續關連交易所述管理協議事項。

管理合約

本公司於本年度並沒有簽訂任何關於本公司全部或大部份業務之管理及行政合約。

優先購買權

本公司之公司組織章程大綱及細則或開曼群島法例均無載列有關本公司須按比例基準向現有股東提呈新股之優先購買權規定。



Audit committee

The Company has established an Audit Committee according to “A Guide for the Formation of an Audit Committee” published by the Hong Kong Institute of Certified Public Accountants. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group.

As at 31st March, 2017, the Audit Committee of the Group is comprised of three independent non-executive Directors, namely Mr. CHAN Chung Yee, Alan, Mr. POON Kai Tik and Mr. HUI Man Ho, Ivan. Two independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise as prescribed by the Listing Rules. The main duties of the Audit Committee include the review of the relationship with external auditors of the Company, review of financial information of the Group and oversight of the Group’s financial reporting system and internal control procedures.

Code on corporate governance practices

The Listing Rules have been amended by the Stock Exchange by replacing the Code of Best Practice in Appendix 14 by a new Code on Corporate Governance Practices (“CG Code”) and adding a new Appendix 23 on the requirements for a Corporate Governance Report to be included in annual reports of Listed Issuers.

Pursuant to code provisions A.4.1 in respect of the service term of directors, none of the existing non-executive directors (including independent non-executive Directors) is appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, all the Directors are subject to the retirement provisions under article 116 of the Articles of Association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code.

Pursuant to code provisions A.6.7, independent non-executive directors and other non-executive directors should attend general meeting and develop a balanced understanding of the views of shareholders. The independent non-executive Director, Mr. CHAN Chung Yee, Alan was unable to attend the annual general meeting of the Company held on 31st August, 2016 due to his other business engagements. This constitutes a deviation from code provision A.6.7 of the Code. Moreover, non-attendance of Mr. CHAN Chung Yee, Alan may also constitute deviation from code provision E.1.2 of the Code. Despite of him, all the other Directors were present in the annual general meeting held on 31st August, 2016.

審核委員會

本公司已根據香港會計師公會編撰之「成立審核委員會指引」成立審核委員會，其主要職責為審閱並監察本集團之財務匯報程序及內部監控制度。

於二零一七年三月三十一日，本集團之審核委員會包括三位獨立非執行董事，分別為陳宗彞先生、潘啟迪先生及許文浩先生。兩名獨立非執行董事具備上市規則規定之合適專業資格、會計或相關財務管理專業知識。審核委員會之主要職責包括檢討與本公司外聘核數師之間的關係、審閱本集團之財務資料，以及監察本集團之財務報告制度及內部監控制度。

企業管治常規守則

聯交所已修訂上市規則，當中包括以新企業管治常規守則（「企業管治守則」）取代附錄14之最佳應用守則，以及加入有關上市發行人年報須載有企業管治報告之規定之新附錄23。

根據該守則之守則條文第A.4.1條，就董事服務任期而言，現時之非執行董事（包括獨立非執行董事）並無特定任期，此偏離該守則之守則條文第A.4.1條。然而，全體其他董事須遵守本公司組織章程細則第116條之退任條文。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於該守則所載者。

根據該守則之守則條文第A.6.7條，獨立非執行董事及非執行董事須出席股東大會及全面理解股東的意見。獨立非執行董事，陳宗彞先生，因業務活動，未能出席於二零一六年八月三十一日舉行之本公司股東週年大會。此偏離該守則之守則條文第A.6.7條。與此同時，亦偏離該守則之守則條文第E.1.2條。除陳宗彞先生外，其他董事均有出席二零一六年八月三十一日舉行之股東週年大會。

Model code for securities transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year.

Directors’ interests in competing businesses

As at 31st March, 2017, none of the Directors and their associates had any interests in an entity whose business competes or is likely to compete, either directly or indirectly, with the Company’s business.

Corporate governance

The Company’s corporate governance principles and practices are set out in the Corporate Governance Report on pages 28 to 42 of this Annual Report.

Sufficiency of public float

According to the information that is publicly available to the Company and within the knowledge of the Directors, the percentage of the Company’s shares which are in the hands of the public is not less than 25% of the Company’s total number of issued shares.

Auditors

Messrs. Li, Tang, Chen & Co. acted as auditors of the Company for the years ended 31st March, 2015, 2016 and 2017.

Messrs. Li, Tang, Chen & Co. retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Mr. IP Man Tin, David

Chairman and Non-executive Director

Hong Kong, 23rd June, 2017

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）。經本公司查詢後，全體董事確認，彼等於年內一直遵照標準守則所載之標準規定。

董事於競爭業務中之權益

於二零一七年三月三十一日，董事及彼等各自之聯繫人士概無於其業務與本公司業務直接或間接構成競爭或可能構成競爭之實體中擁有任何權益。

企業管治

本公司的企業管治原則及常規載於本年報第28至42頁之企業管治報告書。

足夠公眾持股量

根據本公司獲得之公開資料及據董事所知，公眾人士所持有本公司之股份並不少於本公司已發行股份總數25%。

核數師

李湯陳會計師事務所於截至二零一五年、二零一六年及二零一七年三月三十一日止年度擔任本公司核數師一職。

李湯陳會計師事務所將任滿告退，惟於本公司應屆股東週年大會上將提呈一項決議案，續聘其為本公司之核數師。

承董事會命

葉漫天先生

主席及非執行董事

香港，二零一七年六月二十三日



The Board of Directors of the Upbest Group Limited (the “Company”) (the “Board”) is committed to maintain high standards of corporate governance practices, which are crucial to the smooth, effective and transparent operation of the Company and its ability to attract investment, protect rights of shareholders and stakeholders, and enhance shareholder value.

Corporate Governance Practices

This report describes the Company’s corporate governance practices and structures that were in place during the financial year ended 31st March, 2017, with specific reference to the principles and guidelines of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) issued by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). In developing and reviewing its corporate governance policies and practices, the Company has sought to adopt a balanced approach.

Compliance with Corporate Governance Code

The Company complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules throughout year ended 31st March, 2017, except for the following.

Code Provision A.4.1

Pursuant to code provisions A.4.1 in respect of the service term of directors, none of the existing non-executive Directors (including independent non-executive Directors) is appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, all the Directors are subject to the retirement provisions under article 116 of the Articles of Association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code.

Code Provision A.6.7

Pursuant to code provisions A.6.7, independent non-executive directors and other non-executive directors should attend general meeting and develop a balanced understanding of the views of shareholders. The independent non-executive director, Mr. CHAN Chung Yee, Alan was unable to attend the annual general meeting of the Company held on 31st August, 2016 due to his other business engagements. This constitutes a deviation from code provision A.6.7 of the Code. Moreover, non-attendance of Mr. CHAN Chung Yee, Alan may also constitute deviation from code provision E.1.2 of the Code. Despite of him, all the other Directors were present in the annual general meeting held on 31st August, 2016.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code throughout the year.

美建集團有限公司(「本公司」)董事會(「董事會」)致力維持高水平之企業管治常規，對本公司平穩、有效及具透明度之營運及吸引投資、保障股東及權益持有人之權益以及提升股東價值之能力最為重要。

企業管治

本報告乃就香港聯合交易所(「聯交所」)有限公司《證券上市規則》(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)之原則及指引以說明本公司於二零一七年三月三十一日止財政年度內實行之企業管治常規及架構。在擬定及檢討企業管治政策及常規時，本公司已盡量採取平衡之方法。

遵守企業管治守則

於截至二零一七年三月三十一日止年度內，除以下所示外，本公司已遵守上市規則附錄十四所載企業管治守則的守則條文。

守則條文第A.4.1條

根據該守則之守則條文第A.4.1條，就董事服務任期而言，現時之非執行董事(包括獨立非執行董事)並無特定任期，此偏離該守則之守則條文第A.4.1條。然而，全體其他董事須遵守本公司組織章程細則第116條之退任條文。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於該守則所載者。

守則條文第A.6.7條

根據該守則之守則條文第A.6.7條，獨立非執行董事及非執行董事須出席股東大會及全面理解股東的意見。獨立非執行董事，陳宗彞先生，因業務活動，未能出席於二零一六年八月三十一日舉行之本公司股東週年大會。此偏離該守則之守則條文第A.6.7條。與此同時，亦偏離該守則之守則條文第E.1.2條。除陳宗彞先生外，其他董事均有出席二零一六年八月三十一日舉行之股東週年大會。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為董事進行證券交易之操守指引。本公司經向全體董事作出特定查詢後確認，彼等於年內均全面遵守《標準守則》之規定。

The Company has also established written guidelines regarding securities transaction on no less exacting terms of the Model Code for senior management and specific individual who may have access to price sensitive information in relation to the securities of the Company.

Corporate Governance Structure

With the assistance of the Compliance Department, the Board has designed a proper corporate governance structure. Currently, there are seven board committees, including Audit Committee, Remuneration Committee, Nomination Committee, Credit Committee, Executive Committee, Compliance and Risk Steering Committee and Strategy Management Committee. Audit Committee, Remuneration Committee and Nomination Committee perform their distinct roles in accordance with their respective terms of reference. Executive Committee assists the Group to set up business strategy and planning, and Credit Committee oversees the granting of credit facilities. Compliance and Risk Steering Committee maintains and promotes the fairness, efficiency, competitiveness transparency and orderliness of the Group's business. Strategy Management Committee aims to review and formulate the Group's operations and business activities development.

Board Composition, Function and Practices

As at 31st March, 2017, the Board comprises of the chairman (non-executive Director), one non-executive Director, three executive Directors and three independent non-executive Directors. Mr. IP Man Tin, David acts as chairman ("Chairman") and non-executive Director of the Board. Dr. SZE Ping Fat is a non-executive Director. Other executive Directors are Ms. CHENG Wai Ling, Annie, Mr. CHENG Wai Lun, Andrew and Mr. MOK Kwai Hang. There are three independent non-executive Directors, Mr. CHAN Chung Yee, Alan, Mr. POON Kai Tik and Mr. HUI Man Ho. Mr. CHAN Chung Yee, Alan and Mr. HUI Man Ho, Ivan have appropriate professional accounting experience and expertise. All Directors are subject to election by shareholders at the first General Meeting after their appointment and are subject to retirement by rotation at least once every three years and eligible for re-election in accordance with the Company's Articles and Association.

All Directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each Director and senior management are disclosed in pages 13 to 16 of this Annual Report.

Each independent non-executive Director has pursuant to the rule 3.13 of the Listing Rules, confirmed that he is independent of the Company and the Company also considers that they are independent.

There is no relationship (including financial, business, family or other material relationship) among members of the Board except that Mr. CHENG Wai Lun, Andrew is the brother of Ms. CHENG Wai Ling, Annie.

本公司亦已就高級管理層及可能接觸到有關本公司證券之股價敏感資料之特定人士訂立有關證券交易之書面指引，其條款比《標準守則》所訂標準更高。

企業管治架構

在監察部門之協助下，董事會已制定合適之企業管治架構。目前，本公司有七個董事委員會，包括審核委員會、薪酬委員會、提名委員會、信貸委員會、執行委員會、監察及風險督導委員會及策略管理委員會。審核委員會、薪酬委員會及提名委員會各自在特定之職權範圍內履行本身獨有之職能。執行委員會協助本集團制定業務策略及計劃，而信貸委員會則監管信貸額之批核。監察及風險督導委員會保持及促進本集團業務之公平、效率、競爭透明及秩序井然。策略管理委員會旨在檢討及擬訂本集團之營運及業務活動之發展。

董事會成員、職能及實務

於二零一七年三月三十一日，董事會由主席（非執行董事）、一名非執行董事、三名執行董事及三名獨立非執行董事組成。葉漫天先生為董事會主席（「主席」）兼非執行董事及施炳法博士為非執行董事。其他執行董事分別為鄭偉玲小姐、鄭偉倫先生及莫桂衡先生。本公司共有三名獨立非執行董事，分別為陳宗彝先生、潘啟迪先生及許文浩先生。而陳宗彝先生及許文浩先生均具有合適之專業會計經驗及專業知識。全體董事須於獲委任後首個股東大會上由股東選舉，並須根據本公司之組織章程細則最少每三年輪值告退一次，並符合資格膺選連任。

全體董事於本身之專業範圍均為傑出人士，展現出高水準之個人及專業道德及品格。各董事及高級管理層之履歷於本年報第13頁至第16頁披露。

每名獨立非執行董事均已根據上市規則第3.13條確認其獨立於本公司，而本公司亦認為彼等確屬獨立人士。

除鄭偉倫先生為鄭偉玲小姐之兄長外，董事會成員之間並不存有任何關係（包括財務、業務、家屬或其他重大之關係）。



The Board, headed by the Chairman, is responsible for formulation and approval of the Group's development and business strategies and policies, approval of annual budgets and business plans, overseeing the Group's compliance with statutory and regulatory obligations, scrutinizing the performance of the Group in achieving agreed corporate goals and objectives, financial reporting and ensuring proper internal control, risk management have been implemented, recommendation of dividend, and supervision of management in accordance with the rules governing the meeting of the Board, articles of association and rules governing the meeting of shareholders.

The executive Directors are responsible for day-to-day management of the Company's operations. These executive Directors conduct regular meetings with the senior management of the Company and its subsidiaries and associated companies, at which operational issues and financial performance are evaluated.

Regular Board meeting is held no less than four times a year. Apart from the regular Board meetings, the Chairman shall hold meetings with the non-executive Directors (including independent non-executive Directors) without the presence of executive Directors at least once every year.

In respect of regular Board meetings, an agenda and accompanying board papers are sent in full to all Directors in a timely manner and at least three days before the intended date of a Board or board committee meeting. Adequate information related to the issues are also supplied for the Board and its committee to make decisions which is for the best interests of the Group. Notice of at least fourteen days are given to all Directors and all Directors have an opportunity to attend. The Directors who cannot attend in person might through other electronic means of communications to participate. Senior management executives may, from time to time, be invited to attend the Board meeting for making presentation and/or answering any queries that may be raised by the Board.

The non-executive Directors would seek guidance and direction from the Chairman, Chief Executive Officer ("CEO") and executive Directors on the future business direction and strategic plans in order to gain a comprehensive understanding of the business of the Company to facilitate their exercise of independent judgment. The non-executive Directors also reviewed the financial information and operational performance of the Group on a regular basis.

During the financial year, the Board adopted the board diversity policy (the "Board Diversity Policy") with a view to achieving a sustainable and balanced development of the Company. The Company views the increasing board diversity as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In determining the composition of the Board, a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service are taken into account in respect of the diversity of the Board. All Board appointments will be based on meritocracy and candidates will be selected based on objective criteria, having due regard for the benefits of diversity of the Board. Final decisions to be made by the Board will be based on each candidate's attributes and contributions to be made to the Board.

董事會由主席領導，負責根據規管董事會會議之規則、組織章程細則及規管股東大會之規則訂定及批准本集團之發展及業務策略及政策、批准週年預算及業務計劃、監督本集團遵守法定及規管義務、監察本集團於達至議定企業目標及目的之表現、財務申報及確保合適內部監控、實行風險管理、建議股息及監督管理層。

執行董事負責本公司營運之日常管理。執行董事與本公司及其附屬公司及聯營公司之高級管理層定期舉行會議，會上評估經營事宜及財務表現。

本公司每年舉行不少於四次之定期董事會會議。除定期召開之董事會會議外，主席與非執行董事（包括獨立非執行董事）至少每年一次在執行董事沒有出席之情況下舉行會議。

就定期召開之董事會會議而言，會議議程及隨附有關之董事會文件均於適時（即於董事會會議或董事委員會會議擬定舉行日期前最少三天）送達全體董事。董事會及其委員會已就該等議題提供充份資料，以決定是否符合本集團之最佳利益。通告應於會議日期前最少十四日送交全體董事，讓全體董事均可抽空出席。未能親身出席之董事可透過其他電子通訊方式參與會議。高級管理行政人員時獲邀出席董事會會議，於會上作出陳述及／或回答董事會所作出之任何提問。

非執行董事就未來業務方向及策略規劃向主席、行政總裁（「行政總裁」）及執行董事尋求指引及方向，以瞭解本公司的業務，從而有助於作出獨立判斷。非執行董事亦定期審閱本集團的財務資料及營運表現。

於財務年度，董事會通過董事多元化政策（「董事多元化政策」），以實踐本公司的可持續和平衡發展。本公司視增加董事會多元化為維持策略性目標及持續發展的重要元素。在決定董事會的組成時，會考慮董事會的多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期等因素。為顧及董事多元化之裨益，所有董事會的委任將以用人唯才，亦以客觀標準揀選候選人。董事會根據每一名候選人的條件及對董事會的貢獻而作最終決定。

Proceedings of the Board and Respective Board Committees Meetings

The Company Secretary will assist the chairman of the Board and the respective board committees in setting agenda for meetings, and each Director is given an opportunity to include any matters to be transacted in the agenda. Where any Director is considered to be having a conflict of interest in any transactions, the Director concerned will not be counted in the quorum of the relevant meeting.

Minutes of meetings of the Board and the respective board committees are recorded in details. All draft minutes are circulated to all those present at the meetings for comment before submission to the chairman of the meetings for approval.

During the financial year ended 31st March, 2017, the Board held 6 Board meetings. Due notice and Board papers were given to all Directors prior to the meeting in accordance with the Company's articles of association and the CG Code. Each individual member of the Board and the respective Board committee at the Board and the respective board committee meeting(s) held during the year and attendance of the individual Directors are as follows:

董事會及各董事委員會會議之程序

公司秘書會協助董事會主席及各董事會委員會編製會議議程，各董事可藉此將任何須予決定之事宜載入議程。如任何董事被認為在任何交易中有利益衝突，則有關董事將不會被計作有關會議之法定人數。

董事會及各董事會會議之會議記錄均會詳盡記載。所有草擬之會議記錄均會在提呈會議主席批准之前交予出席會議之人士批閱。

於截至二零一七年三月三十一日止之財政年度，董事會曾舉行6次董事會會議。適當通知及董事會文件已根據本公司組織章程細則及企業管治守則在會議前送交全體董事。董事會及董事委員會之成員於年內出席董事會會議及各董事委員會會議之出席情況如下：

Name of Directors 董事姓名	Board Meeting 董事會會議	Attendance/Number of Meetings held 出席情況/召開會議次數					Annual General Meeting 股東週年大會
		Executive Committee Meeting 執行委員會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議		
Total number of meetings	會議總數	6	4	2	1	3	1
Non-executive Directors	非執行董事						
Mr. IP Man Tin, David (Chairman)	葉漫天先生(主席)	6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1
Dr. SZE Ping Fat	施炳法博士	6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1
Executive Directors	執行董事						
Ms. CHENG Wai Ling, Annie	鄭偉玲小姐	6	4	N/A 不適用	1	3	1
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	6	4	N/A 不適用	N/A 不適用	N/A 不適用	1
Mr. MOK Kwai Hang	莫桂衡先生	6	4	N/A 不適用	N/A 不適用	N/A 不適用	1
Independent Non-executive Directors	獨立非執行董事						
Mr. CHAN Chung Yee, Alan	陳宗彝先生	6	N/A 不適用	2	1	3	0
Mr. POON Kai Tik	潘啟迪先生	6	N/A 不適用	2	1	3	1
Mr. HUI Man Ho, Ivan	許文浩先生	6	N/A 不適用	2	1	3	1



Directors' Continuous Professional Development

To ensure Directors' contribution to the Board remains informed and relevant, the Company encourages Directors to participate in continuous professional development to develop and refresh their knowledge and skills and understanding of the business and markets in which the Group operates. Directors are also provided with monthly performance and position updates of the Group, and information such as performance and key operational highlights to enable the Board as a whole as well as each Director to discharge their duties. For the financial year ended 31st March, 2017, all Directors have participated in appropriate continuous professional development and provided the Company with their records of training. A summary of training records provided by the current Directors is as follows:

Name of Directors	董事姓名	Reading articles, newspapers, journal and/or updates	Attending trainings and/or seminars
		閱讀文章、報章、 期刊及／或最新資訊	出席會議及／或 研討會
Non-Executive Directors	非執行董事		
Mr. IP Man Tin, David	葉漫天先生	✓	✓
Dr. SZE Ping Fat	施炳法博士	✓	✓
Executive Directors	執行董事		
Ms. CHENG Wai Ling, Annie	鄭偉玲小姐	✓	✓
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	✓	✓
Mr. MOK Kwai Hang	莫桂衡先生	✓	✓
Independent Non-executive Directors	獨立非執行董事		
Mr. CHAN Chung Yee, Alan	陳宗彞先生	✓	✓
Mr. POON Kai Tik	潘啟迪先生	✓	✓
Mr. HUI Man Ho, Ivan	許文浩先生	✓	✓

Company secretary

Company secretary is to ensure there is a good information flow within the Board and between the Board and senior management, provides advice to the Board in relation to directors' obligations under the Listing Rules and applicable laws and regulations and assists the Board in implementing the corporate governance practices. Company secretary has provided his training records to the Company indicating his compliance with the training requirement under Rule 3.29 of the Listing Rules.

Independent Professional Advice

The Company has set up a procedure agreed by the Board for its Directors to seek independent professional advice in appropriate circumstances, and at the Company's expense to discharge their duties to the Company.

董事之持續專業發展

為確保董事在具備全面資訊及切合所需之情況下對董事局作出貢獻，本公司鼓勵董事參與持續專業發展，以發展並更新彼等之知識、技能及對本集團運作之業務及市場之理解；並向董事提供本集團每月之業績及財務狀況之最新資料，以及如業績及營運重點等資料，使董事局全體及各董事均能履行彼等之職責。於截至二零一七年三月三十一日止年度，所有董事均已參與合適之持續專業發展，並已向本公司提供彼等接受培訓之紀錄。董事提供之培訓記錄概要如下：

公司秘書

公司秘書確保董事會成員之間以及董事會與高層管理人員之間的資訊交流良好，就根據上市規則及適用法律法規之董事責任向董事會提供意見，以及協助董事會實行企業管治常規。公司秘書已向本公司提供所接受培訓的紀錄以示彼已遵守上市規則第3.29條之培訓規定。

獨立專業意見

本公司與董事會已協議制定程序，各董事可在適當情況下尋求獨立專業意見以履行彼等於本公司之職責，有關費用由本公司支付。

Chairman and Management

The roles of the Chairman is separate from that of the CEO and their responsibilities are clearly established. The Chairman and CEO of the Company are Mr. IP Man Tin, David and Ms. CHENG Wai Ling, Annie respectively. The Chairman is responsible for providing leadership to the Board to ensure the Board will act in the best interests of the Group.

The CEO will work with executive committee (including head of each department) and other executive Directors to manage the businesses of the Group. The CEO is responsible for the day-to-day management of the business of the Group, attends to formulation and successful implementation of policies, and assumes full accountability to the Board for all operations of the Group.

Two of the independent non-executive Directors, namely Mr. CHAN Chung Yee, Alan and Mr. HUI Man Ho, Ivan have the appropriate professional accounting experiences and expertise. The Board membership is covered by professionally qualified and widely experienced personnel so as to bringing in valuable contribution and different professional advices and consultancy for the development of the Company. Over one-half of the Board members have recognised legal, professional securities and/or accounting qualifications.

In the course of discharging their duties, the Directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include:

- Regular Board meetings focusing on business strategy, operational issues and financial performance.
- Active participation on the boards of subsidiaries and associated companies.
- Approval of annual budgets for each operating company covering strategy, financial and business performance, key risks and opportunities.
- Monitoring the quality, timeliness, relevance and reliability of internal and external reporting.
- Reviewing of the Compliance with the CG Code.
- Monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transaction.

主席及管理層

主席與行政總裁之角色互有區分，彼等之職責已明確訂定。本公司之主席及行政總裁分別為葉漫天先生及鄭偉玲小姐。主席負責領導董事會，確保董事會以本集團之最佳利益行事。

行政總裁將與執行委員會（包括各部門主管）及其他執行董事合作管理本集團之業務。行政總裁負責本集團業務之日常管理、處理政策之制定及成功實行，並就本集團一切營運對董事會承擔全部問責責任。

兩名獨立非執行董事陳宗彝先生及許文浩先生均具備適當之專業會計經驗及專業知識。董事會成員包括具有專業資格及豐富經驗之人士，藉以為本公司帶來寶貴之貢獻，以及就本公司之發展提供各類專業建議及意見。逾一半董事會成員擁有法律、認可專業證券及／或會計資格。

在履行職責之過程中，董事真誠地、竭盡所能及謹慎，及以本公司及其股東的最佳利益行事。其責任包括：

- 定期召開董事會會議，專注於業務策略、營運事宜及財務表現。
- 積極參與附屬公司及聯營公司之董事會。
- 為每家經營公司審批週年預算，涵蓋策略、財務及業務表現、主要風險及機會。
- 監察內部及外部報告之素質、適時性、相關性及可靠性。
- 檢討符合企業管治守則之情況。
- 監察及管理管理層、董事會成員與股東之間可能出現之利益衝突，包括誤用企業資產及濫用關聯方交易。



- Ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, relationships with suppliers, customers and other stakeholders, and compliance with all laws and ethics.
- Reviewing of the effectiveness of the risk management and internal control systems of the Company through the Audit Committee.
- 確保訂有程序維持本公司之整體行事持正，包括財務報表，與供應商、客戶及其他股權持有人之關係，以及遵守所有法例及操守規定。
- 透過審核委員會檢討風險管理及內部監控系統之成效。

To enable the Company's Directors to meet their obligations, an appropriate organizational structure is in place with clearly defined responsibilities and limits of authority.

為讓本公司董事可履行彼等之義務，現已有合適之組織架構，清楚界定責任及權限。

Board Committees

A number of Board Committees, including Audit Committee, Remuneration Committee, Nomination Committee, Credit Committee, Executive Committee, Compliance and Risk Steering Committee and Strategy Management Committee have been established by the Board to strengthen its functions and to enhance its expertise. These committees have been formed with specific written terms of reference which deal clearly with the committees authority and duties.

董事委員會

董事會已設立多個董事委員會，包括審核委員會、薪酬委員會、提名委員會、信貸委員會、執行委員會、監察及風險督導委員會及策略管理委員會，以加強其職能及提升其專業能力。該等委員會經已設立，其特定之職權範圍已清楚說明委員會之權限及職責。

Audit Committee

The Company has established an Audit Committee according to "A Guide for the Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants. In accordance with the requirements of the CG Code, the terms of reference of the Audit Committee was revised and approved on 18th July, 2005 and 16th March, 2012 to comply with the provisions set out in the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting system and internal control procedures, review of the relationship with the auditors and financial information of the Group. The revised terms of reference, explaining its role and the authority delegated to it by the Board are available for inspection on request at the Company's principal place of business in Hong Kong.

審核委員會

本公司已根據香港會計師公會編撰之「成立審核委員會指引」成立審核委員會。根據企業管治守則之規定，審核委員會之職權範圍已於二零零五年七月十八日及二零一二年三月十六日修訂及獲批准，以符合企業管治守則所載之條文規定。審核委員會之主要職責為審閱並監管本集團之財務申報程序及內部監控程序、審閱與核數師之關係及本集團之財務資料。職權範圍之修訂條款、其職責之闡釋及董事會賦予之權力於本公司於香港之主要營業地點可供查閱。

As at 31st March, 2017, the Audit Committee of the Company is comprised of three independent non-executive Directors, namely Mr. CHAN Chung Yee, Alan, Mr. POON Kai Tik and Mr. HUI Man Ho, Ivan. It is chaired by Mr. CHAN Chung Yee, Alan. It reports directly to the Board and reviews matters within the scope of audit, such as financial statements and internal controls, to protect the interests of the Company's shareholders.

截至二零一七年三月三十一日，本公司審核委員會成員包括三名獨立非執行董事，即陳宗彝先生、潘啟迪先生及許文浩先生，由陳宗彝先生擔任主席。審核委員會直接向董事會匯報，並檢討審核範圍以內之事宜，例如財務報表及內部監控，以保障本公司股東之權益。

The Audit Committee meets regularly with the Company's external auditors to discuss audit process and accounting issues, and reviews effectiveness of internal controls and risk evaluation. Written terms of reference, which describes the authority and duties of the Audit Committee are regularly reviewed and updated by the Board.

審核委員會與本公司外聘核數師定期舉行會議，以討論審核程序及會計事宜，並檢討內部監控及風險評估是否有效。其職權範圍描述審核委員會之權限及職責，並由董事會定期檢討及更新。

Set out below is the summary of work done in financial year 2016/2017:

- to review the interim financial report and annual financial statements;
- to review effectiveness of the internal control system, financial controls and risk management system;
- to review auditors' statutory audit plan and letters of representation;
- to consider and approve audit fees and audit work;
- ensure that the internal audit function is adequately resourced and has appropriate standing within the Company;
- to review of continuing connected transactions and annual cap;
- review of the internal audit review reports by the internal audit function and discussed the risk management and internal control issues of the Group;
- review of the 2017 internal audit plan; and
- review of the updated reports on substantiation of the resources, qualifications and experience of staff of the Group's accounting, internal audit and financial reporting functions and their training programmes and budget, with a recommendation to the Board for approval.

The Audit Committee has recommended to the Board that Li, Tang, Chen & Co. Certified Public Accountants (Practising), be nominated for re-appointment as external auditors of the Company at the forthcoming annual general meeting of the Company.

The Audit Committee held 2 meetings during the year. Details of individual attendance of its members are set out in the table above.

Remuneration Committee

As at 31st March, 2017, the Remuneration Committee is comprised of independent non-executive Directors Mr. POON Kai Tik, Mr. CHAN Chung Yee, Alan and Mr. HUI Man Ho, Ivan and an executive Director, Ms. CHENG Wai Ling, Annie. Mr. POON Kai Tik is appointed as chairman of the Remuneration Committee. The Committee shall meet not less than once every year.

The terms of reference of the Remuneration Committee have been reviewed with reference to the CG Code.

以下列載於二零一六／二零一七年財政年度之工作概要：

- 審閱中期財務報告及全年財務報表；
- 檢討內部監控系統、財務控制及風險管理系統是否有效；
- 審閱核數師之法定審核計劃及聲明函件；
- 考慮及批准核數費用及審核工作；
- 確保內部審核功能獲得足夠資源運作，並且在本公司內具有適當地位；
- 審閱持續關連交易及年度上限；
- 審閱由內部審核功能編製的內部審核報告，並討論了集團的風險管理和內部控制問題；
- 審閱2017年內部審核計劃；及
- 審閱及建議董事會批准就本集團會計、內部審核及財務匯報職能方面的資源，員工資歷及經驗，以及有關員工所接受的培訓課程及預算是否足夠之更新報告。

審核委員會已向董事會建議，於本公司即將舉行之股東週年大會上提名李湯陳會計師事務所續任本公司之外聘核數師。

年內，審核委員會曾舉行2次會議。各成員之出席詳情已載於上文。

薪酬委員會

截至二零一七年三月三十一日，薪酬委員會成員包括獨立非執行董事潘啟迪先生、陳宗彝先生及許文浩先生及執行董事鄭偉玲小姐。潘啟迪先生獲委任為薪酬委員會主席。委員會每年舉行最少一次會議。

薪酬委員會之權責範圍已參考企業管治守則進行檢討。



The principal responsibilities of the Remuneration Committee are to review and consider the Company's policy for remuneration of Directors and senior management, to determine remuneration packages of executive Directors and senior management including benefits in kind, pension rights and compensation payments, and to recommend to the Board remuneration of non-executive Directors and independent non-executive Directors.

Set out below is the summary of work of the Remuneration Committee done in financial year 2016/2017:

- to review the remuneration policy for 2016/2017;
- to review the remuneration of the executive Directors, non-executive Directors and the independent non-executive Directors; and
- to review the annual share option policy (if any).

Nomination Committee

The Board has established a Nomination Committee on 21st March, 2012 comprising one executive Director, Ms. CHENG Wai Ling, Annie and three independent non-executive Directors, Mr. POON Kai Tik, Mr. CHAN Chung Yee, Alan and Mr. HUI Man Ho, Ivan. It is chaired by Mr. POON Kai Tik.

The terms of reference of the Nomination Committee, which is available on the Company's website, set out details of the Committee's duties, powers and functions, nomination procedures and the process and criteria adopted for selection and recommendation of candidates for directorship of the Company, summary of which in financial year 2016/2017 is set out below:

- to determine the policy for the nomination of Directors;
- to review and recommend the implementation of the Diversity Policy;
- to review the size and composition (including the skills, knowledge and experience and length of service) of the Board annually; and making recommendations to the Board regarding any proposed changes to implement the Company's corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to assess the independence of independent non-executive Directors; and
- to make recommendations to the Board on the relevant matters relating to the appointment or re-appointment of Directors.

薪酬委員會之主要責任為檢討及考慮本公司有關董事及高級管理層薪酬之政策，決定執行董事及高級管理層之薪酬組合（包括實物利益、退休金權利及補償付款），以及向董事會推薦非執行董事及獨立非執行董事之薪酬。

以下列載薪酬委員會於二零一六／二零一七年財政年度之工作概要：

- 檢討二零一六／二零一七年度之薪酬政策；
- 檢討執行董事、非執行董事及獨立非執行董事之薪酬；及
- 檢討年度購股權政策（如有）。

提名委員會

董事於二零一二年三月二十一日成立提名委員會，由一名執行董事鄭偉玲小姐及三名獨立非執行董事潘啟迪先生、陳宗彝先生及許文浩先生組成，並由潘啟迪先生擔任主席。

本公司網站已登載獲採納之提名委員會職權範圍，詳載該委員會職責、權力和職能、挑選及建議合適人選加入本公司董事會之提名程序、過程及準則，其二零一六／二零一七年財政年度之內容撮要載列如下：

- 釐定提名董事之政策；
- 檢討及推薦多元化政策的執行；
- 每年檢討董事會的規模及架構（包括技能、知識、經驗及服務任期等方面），並就本公司企業策略的執行向董事會提出任何改動建議；
- 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會作出建議；
- 評核獨立非執行董事之獨立性；及
- 就董事委任或重新委任向董事會作出建議。

The Nomination Committee held 3 meetings during the financial year ended 31st March, 2017. Details of individual attendance of its members are set out in the table above.

Credit Committee

A Credit Committee comprises two executive Directors and other members responsible for overseeing the granting of credit facilities. Daily operation of money lending will be guided by the stringent procedures as prescribed by the internal control manual. The Committee meets weekly and ad-hoc meetings will be held when market and economic conditions changes significantly.

Executive Committee

The Committee comprises the CEO and the heads of each departments of the Group. The Committee manages the day-to-day business of the Group and meets regularly to resolve problems, makes decisions on business matters to achieve corporate goals and objectives.

Compliance and Risk Steering Committee

The Group has established a Compliance and Risk Steering Committee headed by the Compliance Officer. The objectives of the Compliance and Risk Steering Committee are to:

- maintain and promote the fairness, efficiency, competitiveness transparency and orderliness of the Group's business;
- promote understanding by the staff members of the operation and functioning of the Group's business;
- provide appropriate protection for the Group's clients; and
- prevent crime and misconduct in the Group's business.

The Compliance and Risk Steering Committee meets bi-weekly to discuss any current compliance issue and enhance the Group's practice and relevant compliance issue if necessary. It is believed that better and balanced corporate governance environment will help to enhance the Group's expanding process which in turn translates into shareholder value in the future.

Strategy Management Committee

The Group has established a Strategy Management Committee headed by an executive Director. The Strategy Management Committee meeting is held on a bi-weekly basis. The objectives of the Strategy Management Committee include:

- formulation of medium and long-term strategies of the Group;

於截至二零一七年三月三十一日止財政年度，提名委員會曾舉行3次會議。各成員之出席詳情已載於上表。

信貸委員會

信貸委員會由兩名執行董事及其他成員組成，負責監督信貸額之批核情況。借貸融資之日常營運將根據內部監控手冊所述之嚴謹程序指引執行。委員會每個星期舉行會議，若市場及經濟狀況出現重大變動，則會召開臨時會議。

執行委員會

委員會由集團行政總裁及本集團各部門主管組成。委員會負責管理本集團之日常業務，並定期舉行會議以解決問題及作出業務決定以達致企業目標及目的。

監察及風險督導委員會

本集團已設立監察及風險督導委員會並由合規主任帶領。監察及風險督導委員會目標旨在：

- 保持及促進本集團業務之公平、高效、競爭透明及秩序井然；
- 促進僱員業務運作理解及本集團業務運行良好；
- 提供對本集團客戶之適當保護；及
- 避免本集團業務犯法及不合規例。

如需要，監察及風險督導委員會每兩週會討論當前監管問題及提高集團準則以及相關監管問題。本集團相信良好及均衡的企業管制環境對本集團之業務擴展極為有利同時於將來會轉成為股東之價值。

策略管理委員會

本集團已成立策略管理委員會，由執行董事領導。策略管理委員會每兩週舉行例會。該策略管理委員會之目標包括：

- 擬訂本集團之中期及長期策略計劃；



- review of operations and business activities of the Group; and
- making recommendations to improve operational efficiencies.

Corporate Governance Functions

The Board as a whole is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the CG code and disclosure in the Corporate Governance Report.

Internal Control and Risk Management

The internal controls of the Group are designed to provide reasonable assurance that the Group's assets and shareholders' investments are safeguarded against unauthorised use or disposition, transactions are executed in accordance with the management's authorisation, internal audit, proper accounting records are maintained, and the relevant legislation and regulations are being complied with.

Internal control procedures and risk management systems are in place in each of the principal operating units of the Group. The Compliance Department undertakes the role of reviewing and assessing the Group's internal control system implemented in the principal operations for their respective effectiveness and efficiency on a continuous basis.

The key tasks basically include:

- reviewing the Group's principal activities and risk management effectiveness;
- conducting comprehensive examination of the practices and procedures as to the recognition of income and expenditure; and internal control systems of the business units of the Group on a regular basis;
- undertaking special reviews and investigations of areas for improvement identified by management; and

- 檢討本集團之營運及業務活動；及
- 提出建議，以改善營運效率。

企業管治職能

董事會整體負責執行企業管治職責，包括：

- (a) 發展及檢討本公司有關企業管治之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察遵守法定及監管規定之本公司政策及常規；
- (d) 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊(如有)；及
- (e) 檢討本公司遵守企業管治報告之守則及於企業管治報告內披露。

內部監控及風險管理

本集團之內部監控系統與設計提供合理之信心為保障本集團之資產及股東投資不會在未經許可下使用及處置，交易有根據管理層之授權進行，內部審核，妥善存置會計記錄及已符合相關規例及法規。

本集團之主要營運部門均有內部監控程式及風險管理系統。監察部門負責持續檢討及評估相關主要營運內部監控系統執行之效能及效率。

主要任務基本包括：

- 評估集團主要活動及風險管理之成效；
- 就確認收益及支出之慣例及程序及本集團業務部門之內部監控系統進行定期廣泛之檢測；
- 就管理層發現有待改善之地方作特別檢討及研究；及

- the Audit Committee of the Group reviews internal control issues identified by external auditors, regulatory authorities and the management, and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems.

The Compliance Department has conducted a thorough review and assessment of the Group's existing internal control systems. The review covers all material activities, including finance, operational and compliance controls and risk management.

Internal Audit

Internal audit is an independent function reporting to the Board. It provides an independent and objective assurance to safeguard the Group's operations. It effectuates a systematic and disciplined approach to evaluate and improve the Group's process on risk management, internal control and governance. The audit plans are risk based to ensure that a methodical coverage of the Group's operations and resources are focused on high risk areas. Ad hoc reviews are conducted on areas of concern where necessary.

The Board, through the Audit Committee, reviews the adequacy of resources, training programmes, budget, qualifications and experience of the accounting, internal audit and financial reporting staff in accordance with the requirements of the Listing Rules. The Audit Committee and the Board review the effectiveness of the risk management and internal control systems of the Group and fulfill the requirement of the CG Code regarding risk management and internal control systems in general.

Dissemination of Inside Information

The Board ensures the inside information is kept strictly confidential until the relevant announcement is made. The Directors are not aware of any significant areas which need to be brought to the attention of the Shareholders.

Finance

The Company's assets were used in an appropriate manner, the expenditures in each of the operating units of the Group were under strict control. Expenditures exceeding certain predetermined amounts needed management's authorisation. Accounting records were properly maintained.

Operation

A hierarchical system with proper work flow and reporting procedures was duly established in each of the operating units. Every employee was assigned with a specific area of duty and responsibility.

- 本集團之審核委員會審閱外聘核數師、監管機構及管理層所確定之內部監控事項，並評估集團風險管理及內部監控系統之充足性及有效性。

監察部門已就現時內部監控系統進行詳盡的檢討及評估，檢討涵蓋所有重大活動，包括財務、營運及合規監控及風險管理。

內部審核

內部審核部為一個為向集團董事會報告的獨立部門，提供獨立及客觀的保證以保障集團運作，採取有序而自律的方法評估及完善集團風險管理、內部監控及管治程序。審核計劃以風險作基礎，確保集團業務及資源中的高風險領域受重點關注。如有需要，亦會對相關範疇進行特別審核。

董事會已根據上市規則之規定透過審核委員會檢討會計、內部審計及財務報告人員的資源、培訓計劃、預算、資格及經驗是否充足。審核委員會及董事會檢討集團風險管理及內部監控系統的有效性，並履行企業管治守則中有關風險管理及內部監控系統的一般規定。

發佈內幕消息

董事會確保內幕信息嚴格保密，直至相關公告作出。董事並不知悉須提請股東注意的任何重大方面。

財務

本公司妥善運用資產，本集團各營運單位之開支均受嚴緊控制。超過若干預訂金額之開支須經由管理層審批。會計記錄亦已妥善保存。

營運

各營運單位均設有合適工作流程及申報程序之等級體系。各僱員均有特定範疇之職能及責任。



Regular meetings with the attendance of senior management and representatives from each of the operating units were held during the year in order to improve communication and identify potential issues within the Group.

Listing Rules Compliance

Throughout the year, the Group has fully complied with the Listing Rules requirements. Financial reports, announcements and circulars have been prepared and published in accordance with the requirements of the Listing Rules.

Summary Remarks

The Board is satisfied that adequate measures have been put in place to strengthen and continue to improve the internal control systems. The Listing Rules Task Force has been formed and continued to monitor the operations of the Group. The prevailing internal control system are complied satisfactorily with all the requirements of the Listing Rules.

External Auditors

During the year ended 31st March, 2017 the remuneration payable or paid to the Group's existing external auditors, Li, Tang, Chen & Co., are set out as follows:

Services rendered for the Group

向本集團提供之服務 (In HK\$'000)	(以港幣千元為單位)	2017 二零一七年	2016 二零一六年
Audit services	審核服務	645	630
Non-audit and taxation services	非審核及稅務服務	25	22
Total	總計	670	652

Going Concern

The Board, having made appropriate enquiries, considers that the Company has adequate resources to continue in operational existence for the foreseeable future and that for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

Directors' Responsibility in Preparing the Consolidated Financial Statements

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The Statements of the Auditors about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 48 to 54.

年內已定期舉行會議，由高級管理層及各營運單位之代表出席，務求改善本集團內之溝通及物色具發展潛力之事項。

遵守上市規則

於本年度內，本集團已根據上市規則之規定編製及刊發財務報告、公佈及通函。

短評

董事會滿意恰當及廣泛合適之措施已執行以加強及持續改善內部監控系統。上市規則專案小組已成立及持續監督本集團之營運。現時之內部監控符合上市規則所有要求。

外聘核數師

於截至二零一七年三月三十一日止年度內，本集團應付或已付現任外聘核數師李湯陳會計師事務所之酬金載列如下：

持續經營

董事會經作出適當查詢後認為，本公司擁有足夠資源在可見將來繼續經營，因此，在編製綜合財務報表時採納持續經營基準實屬合適。

董事編製綜合財務報表之責任

董事知悉彼等有責任編製綜合財務報表。核數師就彼等對綜合財務報表之申報責任作出之聲明已載於第48至54頁之獨立核數師報告。

Communication with Shareholders

Communications between the Company and its shareholders can be through several means. The shareholders can visit the Company's website at www.upbest.com to learn the general background of the Company and its activities, which enable the general public to have a better understanding of the Group. Extensive and detail information related to the Group's activities and financial data can be retrieved from the annual report and interim report issued. In addition, the annual general meeting provides an opportunity for direct communication between the Board and the Company's shareholders.

An annual general meeting ("AGM") held on 31st August, 2016, the Chairman of the Board and the representative of external auditor were available to answer questions at the AGM. The chairman of the meeting had explained the procedures of conducting a poll during the meeting. All resolutions were proposed by the Chairman at the AGM and voted separately by way of poll. All the votes cast at the said meeting were properly counted and recorded.

Shareholder's Right

The Way for Convening an Extraordinary General Meeting

Pursuant to Article 72 of the Articles of Association of the Company, general meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

與股東之通訊

本公司與其股東可透過多種渠道通訊。股東可瀏覽本公司網頁 www.upbest.com 瞭解本公司及其業務之背景概覽，讓公眾人士可對本集團有更佳認識。有關本集團業務及財務數據之整體及詳盡資料可細閱所刊發之年報及中期報告。此外，股東週年大會可為董事會與本公司股東提供直接溝通之機會。

本公司於二零一六年八月三十一日已舉行一次股東大會，董事會主席及外聘核數師代表均有出席股東大會以回答本公司各股東之提問。大會主席於大會期間已解釋進行投票之程序。於股東大會上提呈之所有決議案均以獨立投票方式表決。於股東大會上點算之所有票數已適當點算及記錄。

股東權利

召開股東特別大會之方式

根據本公司之組織章程細則第72條，任何兩名或以上的本公司股東可書面要求而召開股東大會；書面要求須送交本公司在香港的主要辦事處，如本公司停止持有主要辦事處，則須送交登記辦事處，列明會議目的及附有要求人士簽署；在遞交要求當日，要求人士須擁有附帶會議表決權、不少於本公司實繳股本的十分之一。股東大會的召開亦可應任何一名為認可結算所（或其代理人）的本公司股東的書面要求；書面要求須送交本公司在香港的主要辦事處，如本公司停止營運主要辦事處，則須送交登記辦事處，列明會議目的及附有要求人士簽署；在遞交要求當日，要求人士須擁有附帶會議表決權、不少於本公司實繳股本的十分之一。



The Procedures for a Shareholder to propose a person for Election as a Director

As regards proposing a person for election as a Director, details and procedures are available on the website of the Company.

The Procedures for Shareholders Sending Enquiries

Members should direct their questions about their shareholdings to the Company's share registrar in Hong Kong. Members may at any time make a request for the Company's information to the extent that such information is publicly available. Members may also make enquiries to the following contact details of the Company:

Address: 2nd Floor, Wah Kit Commercial Centre,
300 Des Voeux Road Central, Hong Kong
Telephone: 852 2545 3298

Procedures for Shareholders Putting Forward Proposals at Members' Meetings

Members are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at members' meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition. Pursuant to the Articles of Association of the Company, members who wish to put forward a proposal should convene an extraordinary general meeting by the procedures set out in "Way to Convene an Extraordinary General Meeting" above.

Corporate Governance Enhancement

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our shareholders to promote and improve our transparency are also welcome.

股東提名人選參選董事的程序

就推選任何人士為董事之事宜，本公司網站已登載細則及程序。

股東查詢程序

股東應向本公司股份過戶登記處提出有關其股權之疑問。股東可隨時要求索取有關本公司資料（以公開資料為限）。股東亦可透過本公司下列聯絡資料作出查詢：

地址：香港德輔道中300號
華傑商業中心2樓
電話：852 2545 3298

於股東大會上提呈建議之程序及充足之聯絡資料

本公司歡迎股東提呈有關本集團業務、策略及／或管理之建議於股東大會上討論。有關建議須透過書面要求送交董事會或公司秘書。根據本公司之組織章程細則，擬提出建議之股東應透過上文「召開股東特別大會之方式」所載之程序召開股東特別大會。

提升企業管治水平

提升企業管治水平並非僅為應用及遵守聯交所之企業管治守則，乃為推動及發展具道德與健全之企業文化。吾等將按經驗、監管條例之變動及發展，不斷檢討並於適當時改善本公司之現行常規。本公司歡迎股東提供任何意見及建議以提高及增加公司之透明度。

The board of directors of the Company (the “Board”) and its subsidiaries (the “Group”) hereby presents its ESG report (“ESG Report”) for the year ended 31st March, 2017. The ESG Report is prepared in accordance with the requirements contained in Appendix 27 “Environmental, Social and Governance (“ESG”) Reporting Guide” (“ESG Reporting Guide”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

This report outlines the Group’s sustainability initiatives and selected Key Performance Indicators (“KPI”) that are material to the Group and its stakeholders on environmental, social and governance issues for the year ended 31st March, 2017.

Development and Training (Aspect B3)

The Group is aware of the importance of continuous development and updates of relevant laws and regulations. Our Directors are required to participate in training to develop and refresh their knowledge and skills. The Group has also provided support for our Directors in continuous professional training and encourages them to attend training programs organized by various professional bodies. Training content and topics are set to cover the key aspects of our operations. These include:

- (1) Compliance and regulatory – general compliance, market and regulatory updates, prevention of bribery, bankruptcy laws, data privacy, the Money Lender’s Ordinance;
- (2) Management skills and personal – leadership skills, supervisory skills, KPI setting, communication and interpersonal skills, creative thinking and problem solving skills, self-development skills; and
- (3) General training – language skills, computer skills, debt collection skills and customer service skills.

Supply Chain Management (Aspect B5)

The Group’s general business suppliers include providers of legal and other services, premises, information technology and communication and as well as vendors for office supplies. These are not considered to pose significant social risks for our business and procurement decisions are based on pricing, suitability as well as the general reputation of suppliers.

本公司董事會（「董事會」）連同其附屬公司（統稱「本集團」）謹此呈報本截至二零一七年三月三十一日止年度的環境、社會及管治報告（「環境、社會及管治報告」）。環境、社會及管治報告是根據香港聯合交易所有限公司證券上市規則附錄二十七環境、社會及管治（「環境、社會及管治」）報告指引（「環境、社會及管治報告指引」）所載的規定編製。

本報告概述集團的可持續發展舉措及選定的關鍵績效指標（「關鍵績效指標」），這些指標於截至二零一七年三月三十一日止年度在環境、社會及管治議題方面對集團及其持份者具有重要意義。

發展及培訓（層面B3）

集團明白持續發展及更新相關的法規及規定的重要性。董事須參與培訓課程以建立及更新其知識及技能。集團同時為董事提供持續進修培訓及鼓勵他們參與若干專業團體安排的培訓課程。培訓設定之內容及主題涵蓋我們營運之核心範疇，當中包括：

- (1) 合規及監管—一般合規、最新市場及監管資料、防貪、破產法例、資料私隱、放債人條例；
- (2) 管理技巧及個人—領導技巧、監管技巧、設立關鍵績效指標、溝通及人際技巧、創意思考及解難技巧、自我發展技巧；及
- (3) 工作技巧—語言技巧、電腦技能、追討欠款技巧、客戶服務技巧。

供應鏈管理（層面B5）

集團的一般業務供應商包括法律及其他服務、物業、資訊科技及通訊以及辦公用品供應商。集團認為該等供應商不會對我們的業務構成重大社會風險，而採購決策乃根據供應商的定價、適用性及一般聲譽而作出。



Product Responsibility (Aspect B6)

The Group provides loan and margin financing to individuals and corporates in Hong Kong. Corporate structured loans, mortgage loan, consumer finance and small business loans are provided through a wholly owned subsidiary of the Group operate under the Money Lenders' Ordinance ("MLO"), being licensed money lenders. The Group also provide margin financing to our clients through another wholly owned subsidiary of the Group operate under the Securities and Futures Ordinance ("SFO"), being licensed margin financier. During the year, there were no known cases of non-compliance with the above laws or regulations.

In Hong Kong, both the MLO and SFO focuses on borrowers' rights as well as lenders' practices. The Compliance and Risk Steering Committee regularly review of the update of the code of practice and relevant regulations to make sure compliance in various business aspects such as customer relationship, know-your-client, anti-money laundering, credit valuation, collection and recovery and data privacy.

Anti-corruption (Aspect B7)

The Group promotes integrity and prevents unethical pursuits. The Group has implemented an effective whistle blower policy for reporting fraud and corruption. We encourage the reporting of suspected business irregularities and provide clear channels specifically for this purpose. For the year under review, no significant risks relating to corruption had been identified. There were no confirmed incidents in relation to corruption or public legal cases brought against the Group or its directors concerning corruption. No whistleblowing reports were received during the year.

Community Investment (Aspect B8)

We promote the social contribution of our member companies to the local communities in which they operate, and attach much importance to cultivating a sense of social responsibility among our employees and encourage them to make better contributions to our communities during and after work.

產品責任(層面B6)

集團於香港為個人及企業提供貸款及孖展融資。企業結構性貸款、抵押貸款、私人財務及小企業貸款乃透過集團旗下一間全資附屬公司根據放債人條例(「放債人條例」)，作為持牌放債人經營。集團同時透過旗下另一全資附屬公司根據證券及期貨條例(「證券及期貨條例」)，以持牌提供證券保證金融資人身份，為客戶提供孖展融資。於年內，未得悉有違反上述法規的情況。

在香港，放債人條例及證券及期貨條例的重點在於借款人的權利及貸款人的常規做法。監察及風險督導委員會定期檢討實務守則相關法規之更新以確保業務上若干範疇的合規，如客戶關係、認識你的客戶、反洗黑錢、信貸評估、收款及追收，以及資料私隱等。

反貪污(層面B7)

本集團推崇誠信及防止不道德活動。集團已就舞弊及貪污事件實行之有效的舉報政策。我們鼓勵員工舉報懷疑業務違規事項，並為此設立明確之舉報管道。於回顧年內，並無識別出任何與貪污有關之重大風險，亦無任何已確認貪污事件或針對本集團或其董事而提出有關貪污之公開法律案件。年內，本集團並無接獲舉報披露。

社區投資(層面B8)

我們推動本集團各成員公司對營運所在當地社區的社會貢獻，並重視培養員工之間的社會責任感，及鼓勵彼等於工作期間及私人時間為我們的社區作出更佳貢獻。

ESG PHILOSOPHY

The Group considers that sustainable development is one of the core values of the Group, and incorporates the concept of sustainable development into business operations to create long-term value for employees, customers, business partners, shareholders, investors and the community.

MATERIALITY ASSESSMENT AND STAKEHOLDER ENGAGEMENT

Amongst various environmental and social issues based on the ESG Reporting Guide, the below are the list of issues that are considered to be material and relevant to the Group. The priorities are set based on management's view as well as certain conclusions from our stakeholders' engagement. We regularly engage key stakeholders in daily operations through meetings, events, and other communication and feedback channels. Based on management's assessment, the aspects and KPIs relevant to this report's disclosure are set out as follows:

Relevant issues:

- (1) Emissions (Aspect A1) – general disclosure
- (2) Use of resources (Aspect A2) – general disclosure
- (3) The Environment and natural resources (Aspect A3) – general disclosure
- (4) Employment (Aspect B1) – general disclosure
- (5) Health and safety (Aspect B2) – general disclosure
- (6) Development and training (Aspect B3) – general disclosure
- (7) Labour standards (Aspect B4) – general disclosure
- (8) Supply chain management (Aspect B5) – general disclosure
- (9) Product responsibility (Aspect B6) – general disclosure
- (10) Anti-corruption (Aspect B7) – general disclosure
- (11) Community investment (Aspect B8) – general disclosure

All other KPIs not mentioned above were considered to be not relevant for detailed disclosure. The following ESG issues are presented based on the classification of provisions by the ESG Reporting Guide.

環境、社會及管治理念

本集團認為可持續發展是本集團的核心價值之一，將持續發展理念融入業務營運，為僱員、客戶、業務夥伴、股東、投資者及社區締造長遠價值。

重要性評估及持份者參與

根據環境、社會及管治報告指引所提出的多個環境及社會議題作為基準，以下是被認為對集團而言具重要性和相關性的議題清單。依照管理層的意見以及持份者參與的若干結論設定優先次序，我們會透過會議、活動及其他溝通和反饋管道，定期與各主要持份者交流。根據管理層的評估及調查結果，本報告披露的相關層面及關鍵績效指標載列如下：

相關議題：

- (1) 排放物(層面A1) – 一般披露
- (2) 資源使用(層面A2) – 一般披露
- (3) 環境及天然資源(層面A3) – 一般披露
- (4) 僱傭(層面B1) – 一般披露
- (5) 健康與安全(層面B2) – 一般披露
- (6) 發展及培訓(層面B3) – 一般披露
- (7) 勞工準則(層面B4) – 一般披露
- (8) 供應鏈管理(層面B5) – 一般披露
- (9) 產品責任(層面B6) – 一般披露
- (10) 反貪污(層面B7) – 一般披露
- (11) 社區投資(層面B8) – 一般披露

上文未提及的其他所有關鍵績效指標被認為無需詳細披露。以下環境、社會及管治議題乃根據環境、社會及管治報告指引的分類條款呈列。



A. ENVIRONMENTAL ISSUES

Accordingly, the Group adopts various practices to prevent pollution, reduce waste, increase recycling and minimize natural resource use by continually improving our environmental management practices and measures. Through an environmental protection guideline sent during the year which mainly suggests ways to reduce energy and paper consumption. We educate our staff to adopt responsible behavior and promote environmental protection in our work place.

To save papers, employees are encouraged to use duplex printing for internal documents; facilities and procedures are in place for paper waste recycling; and the Group had strived for long to establish a paperless office by using electronic storage and communication whenever possible.

We also took different measures to minimize environmental impact by saving electricity and encouraging recycle of office supplies and other materials.

Emissions (Aspect A1)

The Group is not involved in any manufacturing activities. Emissions produced directly by the Group only related to the executive passenger vehicles (3) in Hong Kong. These are used for senior staff's local travel only. The scale and usage is immaterial given the size of the Group's assets and staff.

The Group's businesses are mostly carried out locally in offices and customer services branches in Hong Kong or online. Only a small percentage of employees travel for business. There are no relevant laws and regulations applicable to our business on this aspect.

Use of Resources (Aspect A2), and The Environment and Natural Resources (Aspect A3)

With over 40 staff across the Group, we consume considerable amounts of electricity and paper and with the efficient use of such, we try our best to minimize our impact on the environment whilst we grow our businesses. Water consumption is not relevant to our business as it relates only to the personal consumption of our staff and clients.

We promote green office concept in office. For instance, staff are reminded to switch off lights and equipment after work, during lunch break or during the time working outside the office and wherever possible. Energy efficient office equipment is always preferred in making purchase decisions.

A. 環境議題

因此，本集團採用各種常規，透過持續改善我們的環境管理常規及措施以防止污染、減少廢物、增加回收及盡量減少使用天然資源。透過年內發出主要建議減少能耗及紙張消耗方法之環保指引，我們培養員工採取負責任之行為並促進我們工作場所之環保效益。

為節約用紙，我們鼓勵僱員雙面列印內部文件；備有設施及程式回收廢紙；及本集團一直致力建立無紙辦公室，在可行情況均以電子方式儲存資料及進行通訊。

我們亦採取各種措施，節約用電以及鼓勵回收辦公室用品及其他物料，務求盡量減少對環境造成的影響。

排放物 (層面A1)

集團並無參與任何製造業活動。集團直接產生的排放物僅限於在香港行政人員代步的汽車(3輛)，僅供高層員工在本地出行。此等相對於集團的資產及員工的規模，排放量及使用量均微不足道。

集團的業務主要於香港的辦公室及客戶服務分行或在網上進行。只有少數員工需要出差。在這方面並無適用於我們業務的相關法律及法規。

資源使用 (層面A2) 及環境及天然資源 (層面A3)

我們高度重視資源的有效使用。集團內超過40名員工消耗大量電力及紙張，為有效利用該等資源，我們希望在發展業務時盡量減少對環境的影響。耗水量僅限於與員工個人及客戶有關，故與我們的業務無關。

我們推廣綠色辦公室。例如，提醒員工在工作後、午休時間或在辦公室外工作的時間內，盡可能關閉燈光及設備。在決定購置設備時總會首選節能辦公設備。

Within the Group, many business processes were implemented to improve efficiency and to reduce paper usage. We promote electronic statements through email for all types of business within our Group. We also implemented paperless data system which facilitate the storage, retrieval and management of documents. This system allows staff to retrieve documents efficiently and reduces paper usage as the documents can be viewed on screen.

The Group also actively participates in recycling schemes. Old computers, printers, and toner cartridges are returned to suppliers. In addition, an electronic platform is used within the Group for internal administration and effective communication with all staff at office. Except for the abovementioned, the Group's business has no direct impact on the environment and natural resources other than the consumption of electricity and papers as detailed above.

B. SOCIAL ISSUES

Employment, Health and Safety and Labour Standards (Aspect B1, B2 and B4)

For financial services industry, our employees are the most important asset that can drive the long-term development and sustainability of the Group. To our employees, we provide benefits including salaries, incentives, directors' fees and contribution to defined contribution retirement scheme. To safeguard employee's occupational health and safety, the Group provides a safe, healthy and comfortable working environment.

In Hong Kong, the Group's employment of staff is governed by the Employment Ordinance, the Minimum Wage Ordinance, as well as the Employees' Compensation Ordinance. The Group has no known non-compliance with the above relevant regulations.

於集團內，已實施多項業務流程以提高效率及減少用紙。我們集團內之業務均推廣透過電郵透發出電子結單。我們同時實施無紙化資料系統以協助存儲、檢索及管理文件。此系統讓員工能有效率地檢索檔案，且因為可通過螢幕查看文檔，得以減少用紙。

集團亦積極參與回收計劃。將舊電腦、列印機及碳粉盒給供應商回收。此外，集團以電子平臺進行內部行政管理，及與全體員工進行有效溝通。除上述外，除於上文詳述的電力及紙張消耗外，集團的業務對環境及自然資源沒有直接影響。

B. 社會議題

僱傭、健康與安全及勞工準則（層面B1、B2及B4）

身處金融服務業，僱員是最重要資產，是推動本集團長期發展及可持續成長的動力。我們為僱員提供之福利包括薪金、獎勵、董事袍金及定額供款退休計劃供款。為保障僱員之職業健康與安全，本集團提供安全、健康及舒適之工作環境。

在香港，集團聘用員工需受《僱傭條例》、《最低工資條例》及《僱員補償條例》所規限。集團並不知悉任何不遵守上述有關規例的情況。





李湯陳會計師事務所 LI, TANG, CHEN & CO.

CERTIFIED PUBLIC ACCOUNTANTS (PRACTISING)

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UPBEST GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Upbest Group Limited ("the Company") and its subsidiaries (together the "Group") set out on pages 55 to 127, which comprise the consolidated statement of financial position as at 31st March, 2017, and the consolidated income statement and 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 notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致美建集團有限公司全體股東的
獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

我們已審核載於第55頁至127頁的美建集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等財務報表包括於二零一七年三月三十一日的綜合財務狀況表與截至該日止年度的綜合收益及綜合全面收益表、綜合權益變動表及綜合現金流動表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表按照香港會計師公會(「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」)真實而公平地反映 貴集團於二零一七年三月三十一日之綜合財務狀況及截至該日止年度之綜合財務業績及其綜合現金流量，並已根據香港公司條例之披露規定妥為編製。

意見基準

我們根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。我們於該等準則項下之責任在本報告核數師就綜合財務報表審核之責任一節進一步描述。我們根據香港會計師公會之專業會計師職業道德守則(「守則」)獨立於 貴集團，我們已按照守則履行我們之其他道德責任。我們認為，我們所獲得之審核憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審核事項

關鍵審核事項乃根據我們之專業判斷，對本期綜合財務報表審核工作而言最重要之事項。該等事項乃於我們對綜合財務報表進行整體審核並就此出具我們之意見時予以處理，我們不會對該等事項提出單獨意見。

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

我們於審核中識別之關鍵審核事項概述如下：

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

我們如何於審核中處理關鍵審核事項

Valuation of investment properties

投資物業之估值

Refer to note 15 to the consolidated financial statements

請參閱綜合財務報表附註15。

The aggregate fair values of the Group's investment properties as at 31st March, 2017 amounted to HK\$1,396,000,000 representing 53% of the Group's total assets as at that date. The net increase in fair values recorded in the consolidated statement of comprehensive income for the year ended 31st March, 2017 amounted to HK\$150,000,000. The Group's investment properties, which are located in Macau, comprise commercial and residential premises. The fair values of the Group's investment properties were assessed by the management based on independent valuations prepared by an external property valuer.

於二零一七年三月三十一日，集團之投資物業公平值總值為1,396,000,000港元，相當於集團於當日資產總值53%。截至二零一七年三月三十一日之綜合全面收益表上錄得公平值淨增長150,000,000港元。集團之投資物業坐落於澳門，由商業物業及住宅物業組成。集團之投資物業公平值乃由管理層根據外聘物業評估師出具之獨立評估作評估。

We identified valuation of the Group's investment properties as a key audit matter because of the significance of investment properties to the Group's consolidated financial statements and because the determination of the fair values involves significant judgment and estimation, including selecting the appropriate valuation methodology and market data.

我們認為集團投資物業的估值為關鍵審核事項，原因為投資物業對集團綜合財務報表之重要性及公平值之決定牽涉重大的判斷及估計，包括選擇合適的評估方法及市場資料。

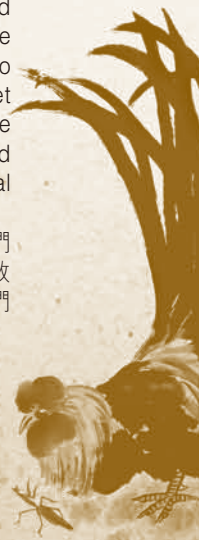
Our audit procedures to assess the valuation of investment properties included the following:

我們就投資物業之估值之評估所採用之審核程序如下：

- evaluating the competence, capabilities, objectivity and independence of the external property valuer;
鑑定外聘物業評估師之技能、能力、客觀性及獨立性；
- evaluating the valuation methodology used by the external property valuer based on our knowledge for similar types of properties;
根據我們就相似類型物業之知識鑑定外聘物業評估師所用之評估方法；
- discussing the valuations with the external property valuer in a separate private session and challenging key estimates adopted in the valuations, including those relating to market selling prices, by comparing them with historical rates and available market data, taking into consideration comparability and other local market factors;
與外聘物業評估師進行獨立閉門會議及就評估所採用之關鍵估計進行求證，包括該等相關市場售價，與歷史價格及可用市場資料作比較，考慮到相關比較性及其他市場因素；

The valuer is a member of recognised professional bodies for external valuers. We found the valuation methodologies used to be in line with generally accepted market practices and the key assumptions used were within the range of market data. We also found that disclosures in the consolidated financial statements to be adequate.

評估師為外聘評估師認可專業機構之會員。我們發現使用之評估方法與一般接受之市場常規一致及採用之關鍵假設乃在市場資料的範圍內。我們同時發現綜合財務報表之披露足夠。



Key audit matter

關鍵審核事項

Impairment assessment of interest bearing loan receivable

附有利息應收款項減值評估

Money lending is a major operating segment for the Group. The Group held mortgaged and personal loans to borrowers totaling HK\$401,000,000, less provision for impairment of HK\$72,000,000, with the net carrying value of HK\$329,000,000 as at 31st March, 2017. It represented 12% of the Group's total assets, as at that date.

放債業務為集團主要營運分部。於二零一七年三月三十一日，集團為貸款人提供按揭及個人貸款總值達401,000,000港元扣除72,000,000港元之減值撥備，淨總賬面值為329,000,000港元，相當於當日集團資產總值12%。

We identified the estimation of provision for impairment as a key audit matter because of the significance of the receivable and the significant judgement applied by the management in assessing the value of collateral and the recoverable amount of individual impairment and assumptions, applied by the management in the collective impairment model to determine collective assessment of impairment.

我們認為減值撥備之估計為關鍵審核事項，原因為應收款項之重大性及管理層估算抵押品之價值及個人減值及可取回金額之假設所採用之重大判斷，就綜合減值模式管理層所採用作決定綜合減值評估之用。

How our audit addressed the key audit matter

我們如何於審核中處理關鍵審核事項

Our audit procedures for assessment of impairment for mortgaged and personal loans to borrowers classified as receivables included:

我們就分類為應收款項之按揭及個人貸款減值之評估所採用之審核程式包括：

- understanding and testing the key controls over the credit risk management for on-going monitoring, such as periodic review for identification of any delinquency in loans or interest repayment;
瞭解及測試持續監測信貸風險管理之主要監控，如週期性的評估以識別拖欠貸款或利息還款；
- examining the underlying documentation supporting the value of the collateral, if any, and the management's key estimations used in the individual impairment assessment for these loans and receivables on a sample basis;
審查支持抵押品價值之原始檔案（如有）及對管理層就這些貸款及應收款項個別減值評估所採用之關鍵估計進行抽樣測試；
- reviewing the estimated future cash flows and the fair value of collateral for all impaired amounts.
就所有減值數目，審查未來現金流預測及抵押品之公平值。

We found that adequate control procedures had been exercised and management's judgment regarding the provision for impairment of the mortgaged and personal loans to borrowers for the financial year was appropriate.

我們發現於財政年度內，就為貸款人提供按揭及個人貸款之減值實施了足夠的監控程序，同時管理層之判斷為合適。

OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

年報中之其他資料

貴公司董事對其他資料負責。其他資料包括年報中包含之所有資料，綜合財務報表及本核數師報告除外。

我們對綜合財務報表之意見不包括其他資料，我們不會就此提供任何形式之核證結論。

關於我們對綜合財務報表之審核，我們之責任是閱讀其他資料，同時考慮其他資料是否與綜合財務報表或我們於審核中瞭解之情況存在重大不一致，或另外出現重大錯報。根據我們所做之工作，倘我們得出其他資料存有重大錯報之結論，我們須就這一事實作出報告。我們並無就此作出報告。

董事就綜合財務報表之責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，以及維持董事認為必要之內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致之重大錯報。

於編製綜合財務報表時，貴公司董事負責評估貴集團之持續經營能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

貴公司董事由審核委員會協助履行監督貴集團財務報告流程之責任。



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就綜合財務報表審核之責任

我們之目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯報取得合理保證，並出具包括我們意見之核數師報告。我們是僅向整體股東報告，除此以外，別無其他用途。我們概不就本報告之內容，對任何其他人士負責或承擔責任。

合理保證是高水平之保證，惟不能保證按照香港審計準則進行之審核，於某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，倘合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出之經濟決定，則有關之錯報可被視為重大。

於根據香港審計準則進行審核之過程中，我們運用專業判斷並保持專業懷疑態度。我們亦：

- 識別並評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報之風險，執行審核程式以應對該等風險，以及獲取充足及適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述、或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯報之風險高於未能發現因錯誤而導致之重大錯報之風險。
- 瞭解與審核相關之內部監控，以設計適當之審核程式，惟目的並非對貴集團內部監控之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計及相關披露之合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基準之適當性作出結論。根據所獲取之審核憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報中之相關披露，或倘有關披露不足，我們將修訂意見。我們之結論乃基於核數師報告日止所取得之審核憑證。然而，未來事項或情況可能導致 貴集團停止持續經營。
- 評價綜合財務報表之整體列報、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足適當之審核憑證，以便對綜合財務報表發表意見。我們負責 貴集團審核之方向、監督及執行。我們僅為審核意見承擔責任。

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

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

除其他事項外，我們與審核委員會溝通(其中包括)審核之計劃範圍、時間安排及重大審核發現，包括我們於審核中識別出內部監控之任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性之相關道德要求，並與他們溝通有可能合理被認為會影響我們獨立性之所有關係及其他事項，以及在適用情況下，相關之防範措施。



INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Wan Hing Chuen.

Li, Tang, Chen & Co.

Certified Public Accountants (Practising)

10/F Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

23rd June, 2017

從與審核委員會溝通之事項中，我們確定哪些事項對本期綜合財務報表之審核最為重要，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期於我們報告中溝通某事項造成之負面後果超過產生之公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告之審核項目合夥人為尹慶泉。

李湯陳會計師事務所

執業會計師

香港

灣仔

港灣道三十號

新鴻基中心十樓

二零一七年六月二十三日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

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(In HK\$'000)	(以港幣千元為單位)	Note 附註	2017 二零一七年	2016 二零一六年
Revenue	收益	7(a)	317,515	443,398
Cost of goods sold	銷售成本		(197,072)	(346,741)
Other revenue	其他收益		697	2,959
Net increase/(decrease) in fair value of investment properties	投資物業公平值之淨增長／(減少)	15	150,000	(3,000)
Net gain/(loss) on financial assets at fair value through profit or loss	按公平值於收益表列賬之財務資產淨溢利／(虧損)		4	(2)
Provision of impairment loss on trade receivables (net)	貿易應收款減值虧損撥備(淨值)	19	(1,896)	(6,585)
Gain on disposal of property, plant and equipment	出售物業、機器及設備所產生之溢利		3	-
Gain on disposal of subsidiaries	出售附屬公司所產生之溢利	32	-	180,835
Gain on disposal of an associate	出售聯營公司所產生之溢利		-	282,770
Loss on dissolution of subsidiaries	附屬公司解散之虧損		-	(84)
Administrative and other operating expenses	行政及其他經營開支		(30,345)	(27,530)
Finance costs	融資成本	8	(160)	(918)
Share of results of an associate	應佔聯營公司之業績		(4,662)	(4,879)
Profit before taxation	除稅前溢利	9	234,084	520,223
Income tax expense	所得稅開支	12(a)	(8,234)	(2,022)
Profit for the year	年內溢利		225,850	518,201
Attributable to:	應佔：			
Equity holders of the Company	本公司權益持有人		225,867	518,309
Non-controlling interests	非控股權益		(17)	(108)
			225,850	518,201
Earnings per share	每股溢利		HK cents	HK cents
			港仙	港仙
Basic and diluted	基本及攤薄	11	8.4	19.3
Dividend	股息	13	48,282	40,235

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

(In HK\$'000)	(以港幣千元為單位)	2017 二零一七年	2016 二零一六年
Profit for the year	年內溢利	225,850	518,201
Other comprehensive expenses	其他全面開支		
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之項目		
Exchange differences arising on translation of foreign operations	換算海外營運產生之匯兌差額	(3,282)	(2,476)
Other comprehensive expenses for the year, (net of tax)	全年其他全面開支 (稅後淨值)	(3,282)	(2,476)
Total comprehensive income for the year	本年全面收益總額	222,568	515,725
Attributable to:	應佔：		
Equity holders of the Company	本公司權益持有人	222,585	515,833
Non-controlling interests	非控股權益	(17)	(108)
		222,568	515,725

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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綜合財務狀況表

As at 31st March 2017 於二零一七年三月三十一日

(In HK\$'000)	(以港幣千元為單位)	Note 附註	2017 二零一七年	2016 二零一六年
NON-CURRENT ASSETS				
	非流動資產			
Property, plant and equipment	物業、機器及設備	14	1,045	1,156
Investment properties	投資物業	15	1,396,000	1,246,000
Intangible assets	無形資產	16	2,040	2,040
Interests in an associate	於聯營公司之權益	17	49,124	57,068
Available-for-sale financial assets	可供出售財務資產	18	136	136
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、 按金及預付款項	19	97,756	42,399
Other assets	其他資產	20	5,200	5,200
			1,551,301	1,353,999
CURRENT ASSETS				
	流動資產			
Inventories	存貨	21	23	19
Properties held for development	持作發展物業	22	3,011	3,011
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、 按金及預付款項	19	614,677	634,512
Financial assets at fair value through profit or loss	按公平值於收益表列賬 之財務資產	24	110,000	-
Tax recoverable	可收回稅款		-	23
Bank balances and cash	銀行結餘及現金	23	361,876	388,565
			1,089,587	1,026,130
CURRENT LIABILITIES				
	流動負債			
Borrowings	借款	25	28,109	2,689
Amounts due to related parties	應付關聯人士款項	26	2,923	2,930
Amount due to ultimate holding company	應付最終控股公司款項	27	63,269	40,985
Creditors and accrued expenses	應付款項及應付費用	28	173,916	144,284
Provision for taxation	稅務撥備		1,759	662
			269,976	191,550
NET CURRENT ASSETS	流動資產淨值		819,611	834,580
NET ASSETS	資產淨值		2,370,912	2,188,579



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31st March 2017 於二零一七年三月三十一日

<i>(In HK\$'000)</i>	<i>(以港幣千元為單位)</i>	Note 附註	2017 二零一七年	2016 二零一六年
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	29	26,824	13,412
Reserves	儲備	30	2,296,347	2,135,456
Proposed dividend	擬派股息	13	48,282	40,235
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		2,371,453	2,189,103
Non-controlling interests	非控股權益		(541)	(524)
TOTAL EQUITY	權益總值		2,370,912	2,188,579

The consolidated financial statements on pages 55 to 127 were approved and authorised for issue by the board of directors on 23rd June, 2017.

第55至127頁之綜合財務報表已獲董事會於二零一七年六月二十三日批准及授權發出及由下列董事代表簽署。

CHENG Wai Lun, Andrew

鄭偉倫

Executive Director

執行董事

CHENG Wai Ling, Annie

鄭偉玲

Executive Director

執行董事

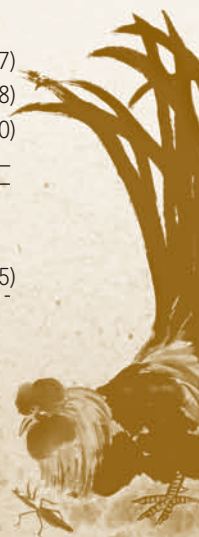
CONSOLIDATED STATEMENT OF CASH FLOWS

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綜合現金流動表

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

(In HK\$'000)	(以港幣千元為單位)	Note 附註	2017 二零一七年	2016 二零一六年
OPERATING ACTIVITIES	經營業務			
Profit before taxation	除稅前溢利		234,084	520,223
Adjustments for:	已就下列各項作出調整：			
Interest expenses	利息支出		160	918
Depreciation	折舊		252	307
Provision of impairment loss on trade receivables (net)	貿易應收款減值虧損 撥備(淨值)	19	1,896	6,585
Bad debts written off (net)	呆壞賬撇銷(淨值)		587	807
Net (increase)/decrease in fair value of investment properties	投資物業公平值之 淨(增長)/減少		(150,000)	3,000
Share of results of an associate	應佔聯營公司之業績		4,662	4,879
Loss on dissolution of subsidiaries	附屬公司解散之虧損		-	84
Gain on disposal of subsidiaries	出售附屬公司所產生之溢利		-	(180,835)
Gain on disposal of an associate	出售聯營公司所產生之溢利		-	(282,770)
Gain on disposal of property, plant and equipment	出售物業、機器及設備所產生 之溢利		(3)	-
Operating profit before working capital changes	未計營運資金變動前之 經營溢利		91,638	73,198
(Increase)/decrease in inventories	存貨之(增加)/減少		(4)	2
Decrease in properties held for development	持作發展物業之 減少		-	77,992
Increase in trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及 預付款項之增加		(38,005)	(333,981)
Increase in trust and segregated accounts included in bank balances	信託及分開處理戶口結存包括 於銀行結餘之增加		(14,411)	(14,069)
Decrease in amount due to an associate	應付聯營公司款項之減少		-	(728)
Increase in other loans	其他貸款之增加		25,420	160
Decrease in amounts due to related parties	應付關聯人士款項之減少		(7)	(4,773)
Increase/(decrease) in amount due to ultimate holding company	應付最終控股公司款項之 增加/(減少)		22,284	(136,119)
Increase/(decrease) in creditors and accrued expenses	應付款項及應付費用之 增加/(減少)		29,632	(15,809)
Cash generated from/(used in) operations	經營業務產生/(應用) 之現金		116,547	(354,127)
Interest paid	已付利息		(160)	(918)
Hong Kong profits tax paid	已付香港利得稅		(5,532)	(1,930)
Overseas tax paid	已付海外稅款		(1,582)	-
Net cash generated from/(used in) operating activities	經營業務產生/(應用)之 現金淨值		109,273	(356,975)



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流動表

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

(In HK\$'000)	(以港幣千元為單位)	Note 附註	2017 二零一七年	2016 二零一六年
INVESTING ACTIVITIES	投資活動			
Purchase of property, plant and equipment	購買物業、機器及設備		(151)	(317)
Proceed on disposal of property, plant and equipment	出售物業、機器及設備的所得款項		13	-
Investment in financial assets at fair value through profit or loss	投資於按公平值於收益表列賬之財務資產		(110,000)	-
Proceed on disposal of subsidiaries	出售附屬公司的所得款項	32	-	242,335
Proceed on disposal of an associate	出售聯營公司的所得款項		-	327,888
Net cash (used in)/generated from investing activities	投資活動(應用)/產生之現金淨值		(110,138)	569,906
FINANCING ACTIVITIES	融資活動			
Dividend paid	已付股息		(40,235)	(53,646)
New bank loans raised	新增銀行貸款		10,000	72,000
Repayment of bank loans	償還銀行貸款		(10,000)	(85,000)
Net cash used in financing activities	融資活動應用之現金淨值		(40,235)	(66,646)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金之等價物之淨(減少)/增加		(41,100)	146,285
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初之現金及現金之等價物		326,421	180,136
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金之等價物		285,321	326,421
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金之等價物結餘之分析			
Cash in hand, non-pledged short-term deposits and general accounts included in bank balances	現金、非抵押短期存款及一般銀行戶口結餘	23	285,321	326,421

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

		Share capital	Share premium	Contributed surplus	Capital reserve	Translation reserve	Retained profits	Proposed dividend	Total	Non- controlling interests	Total
(In HK\$'000)	(以港幣千元為單位)	股本	股份溢價	實繳盈餘	資本儲備	匯兌儲備	保留溢利	擬派股息	總計	非控股權益	總計
Balance as at 1st April, 2015	於二零一五年四月一日結餘	13,412	317,696	8,515	(80)	685	1,332,962	53,646	1,726,836	36,222	1,763,058
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	518,309	-	518,309	(108)	518,201
Other comprehensive expense for the year	本年度其他全面開支										
- exchange differences arising on translation of foreign operations	- 換算海外營運產生之 匯兌差額	-	-	-	-	(2,476)	-	-	(2,476)	-	(2,476)
Total comprehensive income/ (expense) for the year	本年全面收益/(開支)總額	-	-	-	-	(2,476)	518,309	-	515,833	(108)	515,725
Dissolution of subsidiaries	附屬公司解散	-	-	-	80	-	-	-	80	-	80
Disposal of interest in subsidiaries	出售附屬公司權益	-	-	-	-	-	-	-	-	(36,638)	(36,638)
Dividend paid	已付股息	-	-	-	-	-	-	(53,646)	(53,646)	-	(53,646)
Proposed dividend	擬派股息	-	-	-	-	-	(40,235)	40,235	-	-	-
Balance as at 31st March, 2016	於二零一六年三月三十一日 結餘	13,412	317,696	8,515	-	(1,791)	1,811,036	40,235	2,189,103	(524)	2,188,579
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	225,867	-	225,867	(17)	225,850
Other comprehensive expense for the year	本年度其他全面開支										
- exchange differences arising on translation of foreign operations	- 換算海外營運產生之 匯兌差額	-	-	-	-	(3,282)	-	-	(3,282)	-	(3,282)
Total comprehensive income/ (expense) for the year	本年全面收益/(開支)總額	-	-	-	-	(3,282)	225,867	-	222,585	(17)	222,568
Dividend paid	已付股息	-	-	-	-	-	-	(40,235)	(40,235)	-	(40,235)
Bonus issue	已發紅股	13,412	(13,412)	-	-	-	-	-	-	-	-
Proposed dividend	擬派股息	-	-	-	-	-	(48,282)	48,282	-	-	-
Balance as at 31st March, 2017	於二零一七年三月三十一日 結餘	26,824	304,284	8,515	-	(5,073)	1,988,621	48,282	2,371,453	(541)	2,370,912

1. GENERAL

Upbest Group Limited (the “Company”) is a public limited company incorporated in the Cayman Islands with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business is 2nd Floor, Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong.

As at the date of this report, CCAA Group Limited held direct interest in 1,992,721,496 (2016: 996,360,748) shares of the Company, representing approximately 74.29% (2016: 74.29%) of the issued share capital of the Company.

The Company is principally engaged in investment holding. Its subsidiaries are principally engaged in the provision of a wide range of financial services including securities broking, futures broking, securities margin financing, money lending, corporate finance advisory, assets management, property investment and precious metal trading.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

2.1 BASIS OF PREPARATION

i) The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual 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 disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The consolidated financial statements have been prepared under the historical cost convention except that the investment properties and financial assets at fair value through profit or loss are stated at fair value.

1. 概況

美建集團有限公司(「本公司」)乃於開曼群島註冊成立之有限責任公眾公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。其主要營業地點位於香港德輔道中300號華傑商業中心2樓。

於本報告所載之日，CCAA Group Limited 直接擁有本公司1,992,721,496股(二零一六年：996,360,748股)，約佔本公司已發行股本之74.29%(二零一六年：74.29%)。

本公司的主要業務是投資控股。其附屬公司之主要業務為提供廣泛種類金融服務，包括證券經紀、期貨經紀、證券孖展融資、貸款融資、企業融資顧問、資產管理、物業投資及貴金屬買賣。

本綜合財務報表以港元呈列，與本公司之功能貨幣相同。

2.1 編製基準

i) 本綜合財務報表乃按照香港財務報告準則(「香港財務報告準則」)此統稱包括所有適用的香港會計師公會(「香港會計師公會」)頒佈之所有適用的各《香港財務報告準則》、《香港會計準則》(「香港會計準則」)及詮釋、香港通用會計原則及香港《公司條例》披露的規定編製。本綜合財務報表亦符合香港聯合交易所有限公司《證券上市規則》(「上市規則」)適用披露條文的規定。本綜合財務報表乃根據歷史成本常規法編製，除就投資物業及按公平值於收益表列賬之財務資產乃按公平值計量而作出修訂。

2.1 BASIS OF PREPARATION (continued)**ii) Basis of consolidation:**

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31st March, 2017. 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 of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company.

2.1 編製基準 (續)**ii) 綜合財務報表基準：**

綜合財務報表包括本公司及其附屬公司(合稱「本集團」)截至二零一七年三月三十一日止年度之財務報表。附屬公司之財務報表按本公司之相同報告期間及採用與本公司一致的會計政策編製。附屬公司之業績自收購日期，即本集團取得控制權當日起，計入綜合賬目，並持續計入綜合賬目至該控制權終止當日為止。所有集團內公司間之一切結餘、交易、集團內公司間交易產生之未實現盈虧及股息均於綜合賬目時全數對銷。

即使附屬公司虧損將致負數結餘，其亦屬於非控股權益。

非控制性權益是指附屬公司中並非直接或間接由本公司享有的權益份額。



2.2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND PRESENTATION OF FINANCIAL STATEMENTS

The Group has adopted the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 14	Regulatory Deferral Accounts
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations
Amendments to HKAS 1	Disclosure initiative
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation
Annual Improvements to HKFRSs 2012-2014 Cycle	Amendments to a number of HKFRSs
Amendments to HKAS 27	Equity method in separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the Consolidation Exception

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

2.2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）及財務報表之列報

集團於本年度首次採用下列由香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則修正：

香港財務報告準則第14號	監管遞延賬目
香港財務報告準則第11號的修正	收購共同經營權益的會計法
香港會計準則第1號的修正	主動披露
香港會計準則第16號及香港會計準則第38號的修正	澄清折舊及攤銷的可接受方法
香港財務報告準則年度改善（2012年至2014年週期）	多項香港財務報告準則的修正
香港會計準則第27號的修正	獨立財務報表之權益法
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號的修正	投資實體：應用綜合入賬的例外情況

本年度應採用該等新訂及新修訂的香港財務報告準則對本集團本年度及過往年度之財務表現及財務狀況及／或此等財務報表之披露內容並無重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

Up to the date of approval of these consolidated financial statements, the HKICPA has issued the following amendments and new or amended standards which are not yet effective for the accounting period ended 31st March, 2017 and which have not been early adopted in these consolidated financial statements:

HKFRS 9

香港財務報告準則第9號

HKFRS 15

香港財務報告準則第15號

HKFRS 16

香港財務報告準則第16號

Amendments to HKAS 7

香港會計準則7號的修正

Amendments to HKAS 12

香港會計準則12號的修正

Amendments to HKFRS 2

香港財務報告準則第2號的修正

Amendments to HKFRS 10 and HKAS 28

香港財務報告準則第10號及香港會計準則28號的修正

¹ Effective for annual periods beginning on or after 1st January, 2017

² Effective for annual periods beginning on or after 1st January, 2018

³ Effective for annual periods beginning on or after 1st January, 2019

⁴ Effective for annual periods beginning on or after a date to be determined.

The Group has been evaluating the impact of these new or revised standards and amendments but not yet in a position to state whether all these new or revised standards and amendments would have a significant impact on the Group's results of operations and financial position.

2.3 已頒佈但尚未生效之香港財務報告準則

直至本綜合財務報表之批准日期，香港會計師公會已頒佈以下修訂及新訂或經修訂準則，惟於截至二零一七年三月三十一日止會計期間尚未生效亦未於該等綜合財務報表提早採納：

Financial Instruments²

金融工具²

Revenue from Contracts with Customers²

來自合約客戶之收益²

Leases³

租賃³

Disclosure Initiative¹

主動披露¹

Recognition of Deferred Tax Assets for Unrealised Losses¹

就未兌現虧損確認遞延稅項資產¹

Classification and Measurement of Share -based

Payment Transaction²

股份結算支出之分類及計量²

Sale or Contribution of Assets between an Investor and its

Associate or Joint Venture⁴

投資者與其聯營公司或合營企業之間出售或注入資產⁴

¹ 於二零一七年一月一日或之後開始之年度期間生效

² 於二零一八年一月一日或之後開始之年度期間生效

³ 於二零一九年一月一日或之後開始之年度期間生效

⁴ 於待定期限或其後開始的年度生效。

本集團仍在評估該等新訂或經修訂準則及修訂之影響，惟尚未確定所有該等新訂或經修訂準則是否會對本集團營運業績及財務狀況有重大影響。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

a) Goodwill:

Goodwill arising on an acquisition of a subsidiary or an associate represents the excess of the cost of acquisition over the interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary or associate at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated statement of financial position. Capitalised goodwill arising on an acquisition of an associate (which is accounted for using the equity method) is included in the cost of the investment of the relevant associate.

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary or an associate, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

2.4 重大會計政策概要

以下為編製本綜合財務報表所採納之主要會計政策，與過往財政年度所採納者一致。

a) 商譽：

收購一間附屬公司或聯營公司產生之商譽乃指收購成本超逾收購當日應佔相關附屬公司或聯營公司可識別資產、負債及或然負債公平值之權益之差額。有關商譽乃按成本減任何累計減值虧損列賬。

收購附屬公司產生之資本化商譽乃於綜合財務狀況表內分開列賬。收購一間聯營公司產生之商譽（以會計權益法列賬）乃包括於該聯營公司之投資成本。

就減值測試而言，收購所產生之商譽乃被分配到各有關賺取現金單位，或賺取現金單位之組別，預期彼等從收購之協同效應中受益。已獲配商譽之賺取現金單位每年及凡單位有可能出現減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲配商譽之現金賺取單位於該財政年度完結前進行減值測試。當賺取現金單位之可收回金額少於該單位之賬面值，則減值虧損被分配，以削減該單位之其他資產之任何商譽之賬面值，及其後以單位各資產之賬面值為基準按比例扣減。商譽之任何減值虧損乃直接於綜合收益表內確認。商譽之減值虧損於其後期間不予撥回。

於其後出售附屬公司或聯營公司時，則被資本化商譽之應佔金額於出售時計入釐定損益之金額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

a) Goodwill: (Continued)

Excess of an acquirer's interest in the net fair value of an acquirer's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisitions")

A discount on acquisition arising on an acquisition of a subsidiary represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities attribute to the Group over the cost of the business combination. Discount on acquisition is recognised, after reassessment, immediately in the consolidated income statement. A discount on acquisition arising on an acquisition of an associate or a joint venture is included as income in the determination of the investor's share of results of the associate or joint venture in the period in which the investment is acquired.

b) Property, plant and equipment:

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the assets to 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 and overhaul cost, is normally charged to the consolidated income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, the expenditure is capitalised as an additional cost of the asset.

2.4 重大會計政策概要 (續)

a) 商譽：(續)

收購方應佔被收購公司之可識別資產、負債及或然負債之公平價值淨值高於成本之差額(「收購折讓」)

收購附屬公司產生之收購折讓，指應佔被收購公司之可識別資產、負債及或然負債之公平價值淨值高出業務合併成本之差額。於重估後，收購折讓即時在綜合收益表內確認。因收購聯營公司或合營公司所產生之收購折讓乃計入用作釐定收購投資期間投資者應佔聯營公司或合營公司業績之收入。

b) 物業、機器及設備：

物業、機器及設備乃按成本值減累積折舊及累積減值虧損後列賬。物業、機器及設備項目成本包括其購買價以及使資產達至現行運作狀況及運往現址原定用途的直接應佔成本。物業、機器及設備項目投入運作後所產生的開支，例如維修保養及翻新費用，通常於產生該等開支時之期間於綜合收益表扣除。倘可以清楚顯示開支可導致預計使用物業、機器及設備項目所帶來之未來經濟利益有所增加之情況下，則該開支將資本化，作為該項資產之額外成本。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***b) Property, plant and equipment: (Continued)**

Depreciation is provided to write off the cost or fair value of items of property, plant and equipment over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold land and buildings 租賃土地及樓宇	Over the remaining terms of the leases 按租約剩餘期限
Furniture, fixtures and equipment 傢具、裝置及設備	15% – 30%
Motor vehicles 汽車	15% – 30%

The land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease.

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

c) Investment properties:

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in the consolidated income statement for the period in which they arise.

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

2.4 重大會計政策概要(續)

b) 物業、機器及設備：(續)

物業、機器及設備項目乃按其估計可使用年限，以直線法按下列年率撇銷成本或公平值計算折舊：

就租賃分類而言，租賃土地及樓宇中土地及樓宇部分乃分開計算，除非租金支出無法可靠地在土地及樓宇部分之間作出分配，則在該情況下，整份租賃一般作為融資租賃處理。

物業、機器及設備項目乃於出售後或當預期持續使用該資產而將不會產生未來經濟利益時取消確認。於取消確認該資產時產生之任何收益或虧損（以出售所得款項淨值與該項目之賬面值之差額計算）乃計入於該項目取消確認年度之綜合收益表內。

c) 投資物業：

於初次確認時，投資物業按成本（包括任何直接應佔費用）計量。於初次確認後，投資物業採用公平值模式計量。因投資物業之公平值變動所產生之損益於產生期間計入綜合收益表。

投資物業於出售、或當投資物業永久地撤銷用途或預期有關出售不會產生經濟利益時，方會取消確認。於取消確認資產時所產生之任何收益或虧損（以出售所得款項淨值與該項目之資產賬面值之差額計算）乃計入於該項目取消確認年度之綜合收益表內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***d) Subsidiaries:**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in consolidated income statement. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, the investments in subsidiaries are stated at cost less impairment losses.

2.4 重大會計政策概要(續)**d) 附屬公司：**

附屬公司是指受本集團控制的公司。當本集團透過參與該公司而涉及風險或享有可變回報，便為對該公司擁有控制權。當評估本集團是否擁有權力時，只考慮由本集團及其他人士持有之實質權利。

並無導致本集團失去於附屬公司的控制權的權益變動以權益交易入賬，據此，綜合權益內控股及非控股權益金額會作出調整，以反映相應權益變動，惟不會對商譽作出調整，亦不會確認收益或虧損。

當本集團失去附屬公司的控制權時，會記入為出售附屬公司的整體權益，相關的損益將在綜合收益表中確認。於失去控制權時在該前附屬公司仍保留的任何權益將確認為公平價值，此額將被視為最初確認財務資產時的公平價值，或在適當情況，在最初確認投資聯營公司或合營公司成本。

在公司的財務狀況表內，於附屬公司的投資是按成本減去任何減值虧損入賬。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

e) Associates:

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the associates' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated income statement.

When the Group ceases to have significant influence over an associate, it is accounted for as disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

2.4 重大會計政策概要(續)

e) 聯營公司：

聯營公司乃指一間由本集團可對其管理層發揮重大影響力之公司，包括參與其財務及經營政策，惟非控制或聯合控制其管理層。

於聯營公司之投資乃按權益法於綜合財務報表內列賬，除非它被分類為持作出售(或包括在分類為持作出售之出售組別)。根據權益法，該投資乃先以成本列賬，並就本集團於收購日應佔投資對象之可辨別淨資產超出投資成本之金額(如有)而作出調整。然後該投資乃就本集團應佔投資對象之資產淨值於收購後之變動及有關該投資所產生之任何減值虧損作出調整。任何於收購日超出成本之資產、本集團應佔投資對象在收購後及已除稅之業績及年度內之任何減值虧損均在綜合收益表內確認，而本集團應佔聯營公司在收購後及已除稅項目之其他全面收益則在綜合全面收益表內確認。

當本集團應佔聯營公司之虧損超越其應佔權益時，本集團所持之權益減至零，且不再確認進一步之虧損，除非本集團已有法律或推定責任或已代投資對象支付款項。在此情況下，本集團之權益乃按權益法計算之投資之入賬值，連同本集團之長期權益實質構成本集團於聯營公司之投資淨值。

本集團與其聯營公司之間交易所產生之未變現溢利及虧損乃按本集團所佔投資對象之權益比率抵銷，但若未變現虧損證明已轉讓之資產出現減值，則該等虧損乃即時於綜合收益表確認。

當本集團停止對聯營公司有重大影響力時，乃以出售該投資對象之全部權益方式入賬，而所產生之收益或虧損乃於損益中確認。任何在失去控股權之日仍保留該前投資對象之權益乃按公平價值確認，而該金額乃被視為初始確認財務資產之公平價值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

f) Intangible assets:

On initial recognition, intangible assets acquired are recognised at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

Intangible assets with indefinite useful lives are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

Intangible assets with finite useful lives are tested for impairment when there is an indication that an asset may be impaired.

g) Inventories:

Inventories are stated at the lower of cost and net realisable value. Cost includes cost of purchase computed using the first-in-first-out method. Net realisable value is determined by reference to the sales proceeds of items sold in the ordinary course of business after the end of the reporting period or to management estimates based on prevailing market conditions.

2.4 重大會計政策概要(續)

f) 無形資產：

於初次確認時，購入之無形資產按成本確認。於初次確認後，有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損而列賬。有限可使用年期之無形資產之攤銷乃按其估計可使用年期以直線法計算。無限可使用年期之無形資產乃按成本減任何其後累計減值列賬。因取消確認無形資產而產生之收益或虧損乃按出售所得款項淨值與有關資產之賬面值之差額計量，並於有關資產取消確認時在綜合收益表確認。

無限可用年期之無形資產每年進行減值檢測，而不論是否出現任何減值跡象，方法為將其賬面值與可收回金額作比較。倘資產可收回金額估計低於其賬面值，則資產賬面值下調至其可收回金額。減值虧損即時確認為開支。

倘其後撥回減值虧損，則資產賬面值上調至其經修訂估計可收回金額，惟此賬面值增額不得超過往年該資產無確認減值虧損情況下原釐定者。

當有跡象顯示資產減值時，有限可用年期之無形資產乃進行減值檢測。

g) 存貨：

存貨乃以成本及可變現淨值兩者中的較低者入賬。成本包括成本以先進先出法計算。可變現淨值乃按報告期末日以後或管理層根據市場情況由一般業務出售物品之銷售計算。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

h) Investments:

The Group classifies its investments in the following categories: trade and other receivables, available-for-sale financial assets, financial assets or liabilities at fair value through profit or loss and loan receivables. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at the end of the reporting period.

i) *Financial assets or liabilities at fair value through profit or loss:*

At the end of the reporting period subsequent to initial recognition, financial assets or liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in the consolidated income statement in the period in which they arise. All derivative financial assets or liabilities are also categorised as financial assets or liabilities at fair value through profit or loss unless they are designated as hedges.

ii) *Trade and other receivables:*

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of the reporting period subsequent to initial recognition, trade and other receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in the consolidated income statement when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

2.4 重大會計政策概要(續)

h) 投資：

本集團將投資項目劃分為以下類別：貿易及其他應收款項，可供出售財務資產、按公平值於收益表列賬之財務資產或負債及應收貸款。分類方法取決於投資項目之收購目的。管理層於初始確認時為其投資項目分類，並於結算日重新評估此分類。

i) *按公平值於收益表列賬之財務資產或負債：*

於初次確認後之每個結算日，按公平值於收益表列賬之財務資產或負債乃按公平值計算，公平值變動於產生期內直接於綜合收益表確認。除非衍生財務資產或負債乃作對沖之用，否則一律歸類為按公平值於收益表列賬之財務資產或負債。

ii) *貿易及其他應收款項：*

貿易及其他應收款項為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生財務資產。於初步確認後之每個結算日，貿易及其他應收款項使用實際利率法攤銷成本減任何可識別減值虧損列賬。當有客觀證據顯示資產已減值，則於綜合收益表內確認減值虧損，並以資產之賬面值與按原實際利率折現其估計未來現金流量之現值兩者之差額計算。當於確認減值後發生一項事件可以客觀地與資產可收回款項增加有關，減值虧損於其後期間撥回，但以所撥回於減值日期資產之賬面值為限，不得超過該項資產原未確認減值之已攤銷成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

h) Investments: (Continued)

iii) Available-for-sale financial assets:

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above).

After initial recognition, available-for-sale financial assets are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale assets fair value reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the consolidated income statement, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the consolidated income statement and removed from the available-for-sale assets fair value reserve.

When the fair value of unlisted equity securities 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 securities are stated at cost less any impairment losses.

iv) Loan receivables:

Loan receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, including placements with banks and other financial institutions, investment debt securities without an active market and loans and advances to customers. Loan receivables are carried at amortised cost using the effective interest method.

i) Properties held for development:

Properties held for development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to sale proceeds received after the end of the reporting period less selling expenses, or by management estimates based on prevailing market conditions.

2.4 重大會計政策概要(續)

h) 投資：(續)

iii) 可供出售財務資產：

可供出售財務資產為非衍生項目，無論是否劃分為其他類別（載於上文）。

在初步確認後，可供出售財務資產其後以公平值計量，未變現收益或虧損於可供出售資產公平值儲備內確認為其他全面收益，直至有關資產被取消確認時累計收益或虧損於綜合收益表內確認，或被確認出減值時，累計收益或虧損由可供出售資產公平值儲備撥往綜合收益表內確認。

倘非上市股本證券之公平值因(a)估計合理公平值之差異變動範圍就該投資而言屬重大或(b)未能就差異範圍內各公平值估計之機會率作出合理評估公平值而未能可靠地計量，則該等證券按成本值減任何減值虧損入賬。

iv) 應收貸款：

應收貸款為並非於活躍市場報價而具有固定或可釐定付款之非衍生財務資產，包括銀行及其他財務機構之存款、無活躍市場報價之投資債務證券及客戶貸款及墊款。應收貸款乃按實際利率法攤銷成本。

i) 持作發展物業：

持作發展物業均以成本值及變現淨值之較低者列賬。變現淨值乃根據於報告期末後出售及扣除銷售費用之所得或按市場情況所作出之內部評估而決定。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***i) Properties held for development: (Continued)**

Costs of properties include acquisition costs, development expenditure, interest and other direct costs attributable to such properties. The carrying values of properties held by subsidiaries are adjusted in the consolidated financial statements to reflect the Group's actual acquisition costs where appropriate.

Properties held for development included in the current assets are expected to be realised, or is intended for sales in the Group's normal operation cycle.

j) Impairment of assets:

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

In case of equity securities classified as available-for-sale financial assets, a significant or prolonged decline in the fair value of the equity securities below their cost is considered in determining whether the securities are impaired. Impairment losses recognised in consolidated income statement on equity securities are not reversed through consolidated income statement.

2.4 重大會計政策概要(續)**i) 持作發展物業：(續)**

物業成本包括購入成本、發展工程開支、利息及其他直接費用。附屬公司持有物業之賬面價值，其在綜合財務報表內經適當調整，以顯示本集團購入之確實成本。

包括在流動資產的持作發展物業預計會在本集團的正常營運週期內會被變賣或擬作出售。

j) 資產減值：

於每個報告期末，本集團均檢討其資產之賬面值，以決定該等資產是否出現減值虧損之跡象。倘資產之可收回值估計少於其賬面值，資產之賬面值會減至其可收回值。減值虧損乃即時確認為開支。

若減值虧損其後回撥，資產之賬面值將調升至其經修訂之估計可收回值，惟調升後之賬面值須不超逾往年度資產尚未確認減值虧損時原已確定之賬面值。減值虧損回撥乃即時確認為收入。

倘股本證券獲分類為可供出售財務資產，於釐定此等證券是否發生減值時，須考慮彼等之公平值是否長期處於其成本下。股本證券之減值虧損於綜合收益表確認且不可自綜合收益表撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***k) Income tax expense:**

Income tax expense comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustments to tax payable in respect of previous years, current tax is recognised in the consolidated income statement, except it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred taxation is recognised 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 where the deferred tax liabilities arise from the initial recognition of assets or liabilities and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax assets and unused tax losses can be utilised except where the deferred tax assets relating to the deductible temporary differences arises from the initial recognition of assets or liabilities and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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 future taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Conversely, previously unrecognised deferred tax assets are recognised to the extent that it is probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilised.

2.4 重大會計政策概要(續)**k) 所得稅：**

所得稅包括本期稅項及遞延稅項。

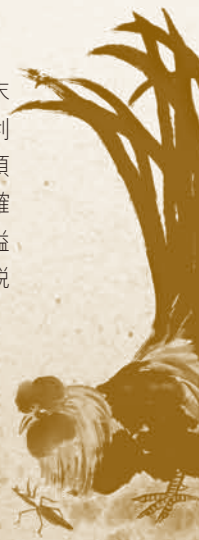
本期稅項為本年度對應課稅收入按呈報日已生效或基本上已生效的稅率計算的預計應付稅項，並包括以往年度的應付稅項的任何調整。本期稅項在綜合收益表中確認，除了與在其他全面收益內或直接在股東權益內確認的項目有關者則分別在其他全面收益內或直接在股東權益內確認。

遞延稅項會就納稅基礎計算的資產及負債與作財務申報之賬面值之間的差異而分別產生的可扣稅及應課稅的暫時性差異而確認。

遞延稅項負債會就所有應課稅暫時差額確認，倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利之交易中其他資產或負債引致之暫時差額，則不會確認。

遞延稅項資產會就所有可扣稅暫時差額、未動用稅項抵免或未動用稅項虧損可予動用時確認，遞延稅項資產倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利之交易中其他資產或負債引致之暫時差額，則不會確認。

遞延稅項資產的賬面值乃於報告期末進行評估，如不再有足夠應課稅溢利可供收回全部或部分資產，遞延稅項資產須相應減少。相反地，以往未確認的遞延稅項資產如有足夠應課稅溢利可供收回全部或部分資產，遞延稅項資產須相應增加。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

k) **Income tax expense: (Continued)**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets are realised or the liabilities are settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. Deferred taxation is recognised in the consolidated income statement, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred taxation is also recognised in other comprehensive income or directly in equity respectively.

l) **Borrowing costs:**

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

All other borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

m) **Foreign currency translation:**i) *Functional and presentation currency*

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

ii) *Transactions and balances*

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

2.4 重大會計政策概要(續)

k) 所得稅：(續)

遞延稅項乃按預期於報告期末實行或實質上實行的稅率(或稅法)結算負債或變現資產期間應用的稅率計算。除非遞延稅項與在其他收入或直接於權益內確認的項目有關，在此情況下，遞延稅項亦在其他全面收益或直接於權益內確認，否則遞延稅項在綜合收益表內確認。

l) 借貸成本：

與收購、建造或生產合資格資產(該等合資格資產需用較長時間才可供擬定用途或銷售)直接有關之借貸成本加入至該等資產之成本，直至該等資產絕大部分已達致可供擬定用途或銷售為止。擬投資於合資格資產之特定借貸在用於特定投資前所作暫時投資賺取之投資收入，從合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生之期間列入綜合收益表內。

m) 外幣換算：

i) 功能貨幣和列賬貨幣

本集團旗下公司之財務報表所列項目均採用有關公司營業所在之主要經濟環境之通用貨幣(「功能貨幣」)為計算單位。綜合財務報表以港幣列賬。港幣為本公司之功能貨幣及列賬貨幣。

ii) 交易及結餘

外幣交易按交易當日之匯率兌換為功能貨幣。因結算交易及按年結日匯率換算外幣資產及負債所產生之外匯損益均列入綜合收益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

m) Foreign currency translation: (Continued)

iii) Group companies

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

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

n) Financial guarantees issued, provision and contingencies:

i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in the consolidated income statement on initial recognition of any deferred income.

2.4 重大會計政策概要(續)

m) 外幣換算：(續)

iii) 集團公司

本集團旗下所有公司之功能貨幣倘有別於列賬貨幣，其業績及財務狀況須按如下方式兌換為列賬貨幣：

- a) 各財務狀況表所列之資產及負債按財務狀況表當日之收市匯率換算；
- b) 各收益表所列之收支按平均匯率換算（除非此平均匯率不足以合理地概括反映交易日期適用匯率之累計影響，在此情況下，收支則按交易日期之匯率換算）；及
- c) 因此而產生之滙兌差額在其他全面收益中確認並在滙兌儲備中累計。

n) 所發出的財務擔保、撥備及或然：

i) 所發出的財務擔保

財務擔保乃要求發行人（即擔保人）就擔保受益人（「持有人」）因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

倘本集團發出財務擔保，該擔保的公平值（即交易價格，除非該公平值能確實地估計）最初確認為應付賬款及其他應付款內的遞延收入。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產的本集團政策。倘並無已收取或可收取的該類代價，於最初確認任何遞延收入時，即時開支於綜合收益表內確認。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

n) Financial guarantees issued, provision and contingencies:
(Continued)

i) Financial guarantees issued (Continued)

The amount of the guarantee initially recognised as deferred income is amortised in the consolidated income statement over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

ii) Provisions and contingencies

A provision is recognised when there is a present obligation, legal or constructive, as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so the outflow is probable, it will then be recognised as a provision.

2.4 重大會計政策概要(續)

n) 所發出的財務擔保、撥備及或然：
(續)

i) 所發出的財務擔保(續)

最初確認為遞延收入的擔保款額按擔保年期於綜合收益表內攤銷為所發出的財務擔保收入。此外，倘擔保持有人有可能召回的本集團所發出擔保，及向本集團的索賠款額預期超過現時列於該擔保的應付賬款及其他應付款(即最初確認的金額減累計攤銷)。

ii) 撥備及或然

當因過往事件作而須承擔現時之法定或推定責任，並且履行該責任可能要求資源流出及有關責任金額能可靠估計時，即會確認撥備。撥備會被定期審閱及調節以反映最佳估計。倘貨幣時間價值之影響重大，則撥備金額為預計履行責任所需支出報告期末之現值。

或然負債乃因過往事件而產生之可能責任，而其存在是由一宗或多宗不確定未來事件之出現而確認，該等事件並非本集團所能完全控制。或然負債亦可能是因為過往事件引致之現有責任，但由於可能不需要流出經濟資源，或承擔金額未能可靠衡量，而未有入賬。

或然負債不會被確認，但會在綜合財務報表中披露。當流失之可能性有所變化而很可能流失時，或然負債便會確認為撥備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***o) Revenue recognition:**

- i) Commission and brokerage income, placement and underwriting commission, management and handling fees, corporate finance advisory fees and investment management fee and performance fee are recognised when the services are rendered, the amount for which can be reliably estimated and it is probable that they will be received.
- ii) Interest income is accrued, on a time proportion basis, by reference to the principal outstanding and at the effective rate applicable.
- iii) Rental income is recognised on a straight-line basis over the period of the respective leases.
- iv) Sale of precious metal is recognised, 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 goods sold.

p) Operating lease:

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Receipts or payments made under operating leases (net of any incentives received from the lessor) are credited or expensed in the consolidated income statement on a straight-line basis over the period of the lease.

q) Related parties:

- a) A person or a close member of that person's family is related to the Group if that person:
 - i) has control or joint control over the Group;
 - ii) has significant influence over the Group; or
 - iii) is a member of the key management personnel of the Group or the Group's parent.

2.4 重大會計政策概要(續)**o) 收益確認：**

- i) 佣金及經紀佣金收入、配售及包銷佣金、管理及手續費、企業財務顧問費及投資管理費和表現酬金均於提供服務時，能可靠地預計其數額及將可收取後確認入賬。
- ii) 利息收入乃根據未償還本金金額，以適用之實際息率按時間比例確認。
- iii) 租金收入按各租約之租期以直線法確認。
- iv) 銷售貴金屬之確認乃於擁有權的重大風險及回報均轉讓予買家時，而本集團已不能就其擁有權作出相關的行政參與，及對售出的貨物銷售亦無有效的控制權。

p) 經營租賃：

倘資產擁有權之絕大部份風險及回報仍屬出租人所有，有關租賃則列為經營租賃。根據經營租賃作出之收入或付款（扣除出租人給予之任何優惠）按租期以直線法於綜合收益表確認為收入或開支。

q) 關聯人士：

- a) 倘下列情況適用，該名人士或該名人士的近親便被視為與本集團有關連：
 - i) 對本集團有控制權或共同控制權；
 - ii) 對本集團有重大影響力；或
 - iii) 為本集團或本集團母公司主要管理人員。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***q) Related parties: (Continued)**

- b) An entity is related to the group if any of the following conditions applies:
- i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - iii) Both entities are joint ventures of a 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 or 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).
 - 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 Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2.4 重大會計政策概要(續)

q) 關聯人士：(續)

- b) 倘任何下列情況適用，該實體便被視為與本集團有關連：
- i) 該實體及本集團屬同一集團的成員(即各母公司、附屬公司及同系附屬公司互相關連)。
 - ii) 一個實體為另一實體的聯繫人或合營企業(或為某一集團的成員的聯繫人或合營企業，而該另一實體為此集團的成員)。
 - iii) 兩個實體皆為相同第三方的合營企業。
 - iv) 一個實體為第三實體的合營企業及另一實體為第三實體的聯繫人。
 - v) 該實體為本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。
 - vi) 該實體受(a)項所識別人士控制或共同控制。
 - vii) 於(a)(i)項所識別人士對實體有重大影響，或是實體(或實體的母公司)主要管理人員。
 - viii) 向本集團或本集團的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

任何人士之近親為可能預期於與該實體之交易中影響該名人士或受該名人士影響之家族成員。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***r) 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 which are readily convertible into known amounts of cash and which 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.

s) Segment reporting:

Operating segments, and the amount of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

t) Employees benefits:

The Group participates a defined contribution Mandatory Provident Fund Scheme (the "MPF Scheme") which is available to all employees. Contributions to the MPF Scheme by the Group and its employees are calculated based on a percentage of employees' relevant income. The Group's contributions to the fund are expensed as incurred and the assets of the MPF Scheme are held separately from those of the Group in an independently administrated fund.

Payments to the Group's MPF Scheme are charged to the consolidated income statement as they fall due.

2.4 重大會計政策概要(續)**r) 現金及現金之等價物：**

就綜合現金流動表而言，現金及現金之等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金且價值變動風險較少之短期高度流動性投資，一般在購入後三個月內可予兌現，減去須應要求償還並構成本集團現金管理之組成部份之銀行透支。

s) 分部報告：

綜合財務報表中之營運分部及各分部項目之金額乃自財務資料中確認，並定期向本集團最高管理層提供以分配資源及評估本集團各業務之表現及地域位置。

就財務報告而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質相似，否則各個重大營運分部不會進行合算。個別非重大之營運分部，如果按上述大部份標準，則可進行合算。

t) 員工福利：

本集團參與一強制性公積金計劃（「強積金」），以供所有員工參與。強積金供款計算方法是按照僱員之相關收入百分比計算。本集團之供款於發生時作為支出而強積金之資產由本集團以外之獨立行政基金持有。

支付本集團之強積金供款於到期時於綜合收益表入賬。



3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group did not use any critical accounting estimates in the preparation of the consolidated financial statements.

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Impairment loss on trade receivables

The policy for impairment loss on trade receivables of the Group is based on the evaluation of collectability, aging analysis of accounts, the values of underlying collaterals and on management's judgment. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of those clients in default of settlement. If the financial conditions of debtors and their ability to make payments worsen, additional impairment loss may be required.

Estimated fair value of investment properties

The fair values of investment properties are determined at the end of the reporting period by an independent professional valuer. Valuations were made on the basis of either, investment approach by capitalizing the net rental income receivable from the existing tenancies and the reversionary rental income potentials, and residual approach by referencing to its development potential by deducting costs and developer's profits from its estimated completed development value. These methodologies are based upon estimates of future results and a set of assumptions as to income and expenses of the property and future economic conditions.

4. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of equity reserves attributable to equity holders of the Company, comprising mainly issued share capital, other reserves and retained profits.

3. 關鍵會計估計及判斷

估計及判斷會不斷進行評估，並根據過往經驗及其他因素，包括於具體情況下相信將屬於合理可預期之未來事件。本集團於編製綜合財務報表時並無採用任何關鍵會計估計。

於應用本集團會計政策之過程中，除涉及估計外，管理層已作出下列會對在綜合財務報表確認之款額造成最重大影響之判斷：

貿易應收款項減值

本集團於貿易應收款項減值政策以可收回性，賬齡分析，相關抵押品之價值及管理層的評估為基礎。於評估該等應收款項最終變現價值時，管理層需作出大量判斷，包括該等拖欠還款客戶現時之信譽及以往付款記錄。倘此等客戶因財務欠佳而導致其還款能力減損，將會就此作出額外減值。

投資物業之估計公平值

投資物業的公平值乃根據獨立專業估值師於報告期末之評估作基準。估值按收入資本化方法將來自現有租金收入淨值及續租租金收入潛力資本化或按剩餘法通過參考其發展潛力，及其估計完成開發價值並減去預計成本及發展商盈利作基準。這些方法都是以對未來業績估算及一系列對物業的收入及支出的估算以及未來的經濟狀況的假設作基準。

4. 資本風險管理

本集團管理資本以確保本集團能繼續以持續經營基準經營，同時透過優化債務及權益之平衡為股東爭取最大回報。本集團以往年度之全面策略維持不變。

本集團資本結構包括公司權益持有人應佔股本儲備主要包含股本，其他儲備及保留溢利。

4. CAPITAL RISK MANAGEMENT (Continued)

Certain subsidiaries of the Group are regulated by the Securities and Futures Commission (the “SFC”), and a subsidiary which is a member of the Chinese Gold and Silver Exchange (“CGSE”), they are required to comply with certain minimum capital requirements according to the rules of the SFC and the CGSE.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends and new share issues.

5. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2017**Financial assets***(In HK\$'000)*

Loan and receivables, at amortised cost

Trade and other receivables and deposits

Other assets

Bank balances and cash

Available-for-sale financial assets, at cost

Financial assets at fair value through profit or loss

(以港幣千元為單位)

按攤銷成本入賬之貸款

及應收款項

貿易及其他應收款項及按金

其他資產

銀行結餘及現金

可供出售財務資產，按成本

按公平值於收益表列賬之
財務資產**4. 資本風險管理(續)**

本集團若干附屬公司受證券及期貨事務監察委員會(「證監會」)及一間附屬公司為金銀業貿易場「金銀業貿易場」之會員所監管，該等公司須依據證監會及金銀業貿易場之規則遵守若干最低資本要求。

本公司董事每半年審閱資本結構。審閱時，本公司董事考慮每一類別資本成本及相關風險。本集團根據董事之建議透過股息派發及發行新股以平衡全面資本結構。

5. 財務工具分類

於報告期末各類財務工具之賬面值如下：

二零一七年

財務資產**2017**

2016

711,666

676,473

5,200

5,200

361,876

388,565

1,078,742

1,070,238

136

136

110,000

-

1,188,878

1,070,374

5. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

Financial liabilities

(In HK\$'000)

(以港幣千元為單位)

		2017	2016
At amortised cost	按攤銷成本		
Borrowings	借款	28,109	2,689
Amount due to related parties	應付關聯人士款項	2,923	2,930
Amount due to ultimate holding company	應付最終控股公司款項	63,269	40,985
Creditors and accrued expenses	應付款項及應付費用	173,916	144,284
		268,217	190,888

5. 財務工具分類(續)

財務負債

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

a) Financial risk factors:

The Group's major financial instruments comprise trade and other receivables, deposits, other assets, bank balances and cash, available-for-sale financial assets, financial assets at fair value through profit or loss, borrowings, amounts due to related parties, amount due to ultimate holding company and creditors and accrued expenses.

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, interest rate risk and foreign currency risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

6. 財務風險管理目標及政策

a) 財務風險因素：

本集團之主要財務工具包括貿易及其他應收款項、按金、其他資產、銀行結餘及現金、可供出售財務資產、按公平值於收益表列賬之財務資產、借款、應付關聯人士款項、應付最終控股公司款項、應付款項及應付費用。

本集團業務面對多項不同形式之財務風險：信貸風險、流動資金風險、利率風險及外匯風險。本集團之整體風險管理計劃專注於金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Financial risk factors: (Continued)

i) Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment provisions are provided for losses that have been incurred by the end of the reporting period, if any. The Group is responsible for monitoring the amount of credit exposure to any financial institution.

The concentration risk to major customers is set out in note 7 (b)(iii) on the consolidated financial statements.

ii) Liquidity risk

The Group invests in unlisted securities which are designated as available-for-sale financial assets. Those unlisted securities may not be traded in an organised public market and may be illiquid. As a result, the Group may not be able to liquidate quickly its investments in these instruments at an amount close to their fair value in order to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities and the ability to close out market positions.

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

6. 財務風險管理目標及政策(續)

a) 財務風險因素：(續)

i) 信貸風險

本集團面對之信貸風險乃交易之另一方將無法全數支付到期應付款項之風險。於報告期末已產生之虧損(如有)乃提撥減值準備。本集團負責監控就任何財務機構之信貸風險。

主要客戶集中風險已於綜合財務報表附註7(b)(iii)中列出。

ii) 流動資金風險

本集團投資於非上市證券，乃分類為可供出售財務資產。該等非上市證券可能並非於架構完善之公開市場買賣，故流通量可能不足。因此，本集團可能無法以接近此等工具公平值之款額迅速變賣於此等工具之投資，以應付本集團之流動資金需要或回應特定事件，例如任何特定發行人之信貸水平惡化。審慎之流動資金風險管理，意味著維持足夠現金及有價證券、透過款額充裕之信貸融資以維持可供動用資金，及結算市場頭寸之能力。

下表詳細載列本集團的財務負債之合約屆滿期。下列表格之編製基準為非衍生財務負債之未折現合約屆滿期以本集團需償還較早之日期。下列表格已包括本金及利息之現金流量。



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For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Financial risk factors: (Continued)

ii) Liquidity risk (Continued)

		Weighted average effective interest rate per annum 加權平均 實際年利率 %	Carrying amount at 31st March 於三月三十一日 賬面值 HK\$'000	Total contractual undiscounted cash flows 合約(貼現前) 現金流量總計 HK\$'000	Repayable on demand 須按通知時 償還 HK\$'000	Less than 1 month 不足一個月 HK\$'000	1-3 months 一至三個月 HK\$'000
2017							
Borrowings	借款	1.6 – 2.5	28,109	(28,109)	(28,109)	-	-
Amounts due to related parties	應付關聯人士款項	-	2,923	(2,923)	(2,923)	-	-
Amount due to ultimate holding company	應付最終控股公司款項	-	63,269	(63,269)	(63,269)	-	-
Creditors and accrued expenses	應付款項及應付費用	-	173,916	(173,916)	(173,916)	-	-
			268,217	(268,217)	(268,217)	-	-
2016							
Borrowings	借款	2.5	2,689	(2,689)	(2,689)	-	-
Amounts due to related parties	應付關聯人士款項	-	2,930	(2,930)	(2,930)	-	-
Amount due to ultimate holding company	應付最終控股公司款項	-	40,985	(40,985)	(40,985)	-	-
Creditors and accrued expenses	應付款項及應付費用	-	144,284	(144,284)	(144,284)	-	-
			190,888	(190,888)	(190,888)	-	-

iii) Interest rate risk

The Group's interest rate risk arises primarily from the Group's borrowings from financial institution, other loans, bank deposits, interest-bearing loan receivable and margin client receivables.

The majority of the borrowings bear interest at interest rates with reference to the HIBOR whereas loans to customers bear interest at interest rates with reference to the prime rate. As the prime rate in Hong Kong basically changes in line with the HIBOR, the Group's exposure to the risk of changes in market interest rates is minimal.

6. 財務風險管理目標及政策(續)

a) 財務風險因素：(續)

ii) 流動資金風險(續)

iii) 利率風險

本集團之利率風險主要由集團向財務機構借款、其他貸款、銀行存款、附有利息應收貸款及孖展客戶應收款所產生。

大部分銀行借款利息參照香港銀行同業拆息，而貸款予客戶利息參照最優惠利率。由於在香港最優惠利率基本上與香港銀行同業拆息波動一致，本集團面對市場利率變動風險甚微。

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Financial risk factors: (Continued)

iii) Interest rate risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, the Group's profit before tax (through the impact on floating rate borrowings, interest-bearing accounts receivables, loans and advances) and the Group's equity.

(In HK\$'000)	(以港幣千元為單位)	Increase/ (decrease) in basis points 基準點之 增加／(減少)	Increase/ (decrease) in profit before taxation 除稅前溢利之 增加／(減少)	Increase/ (decrease) in equity 權益之 增加／(減少)
2017	二零一七年			
Hong Kong dollars	港元	50	3,502	3,108
Hong Kong dollars	港元	(50)	(3,502)	(3,108)
2016	二零一六年			
Hong Kong dollars	港元	50	3,809	3,410
Hong Kong dollars	港元	(50)	(3,809)	(3,410)

iv) Foreign currency risk

The Group is exposed to foreign currency risk primarily through transactions which gives rise to bank balances and borrowings that are denominated in a foreign currency, i.e. a currency other than functional currency of the operations to which the transactions relate. The currency giving rise to this risk is primarily United States dollars ("USD").

Since USD are pegged to Hong Kong Dollars ("HKD"), the Group considers risk of movements in exchange rates between the HKD and USD to be insignificant. Accordingly, no sensitivity analysis with respect to USD is presented.

b) Fair values:

Fair value of financial instruments carried amount at other than fair value

The carrying amounts of the Group's financial instruments carried at cost are not materially different from their fair values as at 31st March, 2017 and 31st March, 2016.

6. 財務風險管理目標及政策(續)

a) 財務風險因素：(續)

iii) 利率風險(續)

下表列示本集團除稅前溢利(經由浮動利率借款、附有利息應收款項、貸款及墊款所影響)及本集團權益對利率合理適度轉變的敏感性而其他變數保持不變。

iv) 外匯風險

本集團承受之貨幣風險主要通過交易以外幣呈報的銀行結餘及借款，即此交易有關業務之功能貨幣以外的其他貨幣。導致這種風險的貨幣主要為美元(「美元」)。

由於美金與港元(「港元」)掛鈎，本集團因此認為港元及美元匯率波動微不足道。因此並未為有關美元的敏感性分析呈列。

b) 公平值估計：

非以公平值計量之財務工具之公平值

本集團按成本確認的財務工具的賬面值與其於二零一七年三月三十一日及二零一六年三月三十一日之公平值列賬並無重大差異。

7. REVENUE AND OPERATING SEGMENT INFORMATION

7. 收益及營運分部資料

a) Revenue:

a) 收益：

(In HK\$'000)

(以港幣千元為單位)

2017

2016

Commission and brokerage income from securities broking	證券經紀之佣金及經紀佣金收入	7,492	12,340
Commission and brokerage income from futures broking	期貨經紀之佣金及經紀佣金收入	896	1,449
Interest income from	利息收入來源		
– margin clients	– 孖展客戶	11,715	10,796
– money lending	– 貸款融資	51,644	37,128
– financial institutions and others	– 財務機構及其他來源	3,435	5,334
Management and handling fees	管理與手續費	968	1,698
Commission for subscribing new shares	認購新股佣金	232	11
Placement and underwriting commission	配售及包銷佣金	14,822	27
Investment management fee	投資管理費	2,468	2,726
Rental income	租賃收益	24,557	24,663
Sales of precious metal	貴金屬銷售	197,462	347,226
Performance fee	表現酬金	1,824	–
		317,515	443,398

7. REVENUE AND OPERATING SEGMENT INFORMATION

(Continued)

b) Operating segment information:

i) Reportable operating segments

For management purposes, the Group is currently organised into business units based on their products and services and has seven reportable operating segments namely broking, financing, corporate finance, assets management, property investment, precious metal trading and investment holding.

Reportable operating segments are as follows:

Broking	Securities brokerage and futures brokerage
Financing	Securities margin financing and money lending
Corporate finance	Corporate finance advisory, placing and underwriting
Assets management	Assets management for listed and unlisted companies and high net worth individuals
Property investment	Property rental and related dealing
Precious metal trading	Precious metal trading
Investment holding	Share investments

An analysis of segment information of the Group on these reportable operating segments for the years ended 31st March, 2017 and 31st March, 2016 is as follows:

(In HK\$'000)

(以港幣千元為單位)

Segment revenue

分部收益

Broking	經紀
Financing	財務
Corporate finance	企業融資
Assets management	資產管理
Property investment	物業投資
Precious metal trading	貴金屬買賣
Investment holding	投資控股

2017

2016

		9,359	15,186
		64,539	49,326
		15,054	38
		4,293	2,726
		26,764	28,848
		197,506	347,274
		-	-
		317,515	443,398

7. 收益及營運分部資料(續)

b) 營運分部資料：

i) 呈報營運分部

因管理需要，本集團根據現時產品及服務性質組織業務部門為七個呈報營運分部，分別為經紀、財務、企業融資、資產管理、物業投資、貴金屬買賣及投資控股。

呈報營運分部如下：

經紀	證券經紀及期貨經紀
財務	證券孖展融資及貸款
企業融資	企業融資顧問、配售及包銷
資產管理	為上市及非上市公司及高資產淨值之個體作資產管理
物業投資	物業租賃及相關業務
貴金屬買賣	貴金屬買賣
投資控股	股份投資

本集團就該呈報營運分部於截至二零一七年三月三十一日及二零一六年三月三十一日止年度之分類資料分析如下：

7. REVENUE AND OPERATING SEGMENT INFORMATION

(Continued)

b) Operating segment information: (Continued)

i) Reportable operating segments (Continued)

(In HK\$'000)

(以港幣千元為單位)

Segment results

分部業績

		2017	2016
Broking	經紀	(328)	3,870
Financing	財務	55,317	42,937
Corporate finance	企業融資	11,421	31
Assets management	資產管理	3,214	1,739
Property investment	物業投資	21,896	23,118
Precious metal trading	貴金屬買賣	(930)	(902)
Investment holding	投資控股	-	-
		90,590	70,793
Net increase/(decrease) in fair value of investment properties	投資物業公平值之淨增長/(減少)	150,000	(3,000)
Gain on disposal of subsidiaries	出售附屬公司所產生之溢利	-	180,835
Gain on disposal of an associate	出售聯營公司所產生之溢利	-	282,770
Loss on dissolution of subsidiaries	附屬公司解散之虧損	-	(84)
Bad debts written off (net)	壞賬撇銷(淨值)	(587)	(807)
Provision of impairment loss on trade receivables (net)	貿易應收款減值虧損撥備(淨值)	(1,896)	(6,585)
Other revenue	其他收益	639	1,180
Share of results of an associate	應佔聯營公司之業績	(4,662)	(4,879)
Profit before taxation	除稅前溢利	234,084	520,223
Income tax expense	所得稅開支	(8,234)	(2,022)
Profit for the year	年內溢利	225,850	518,201

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, which is a measure of profit before tax.

7. 收益及營運分部資料(續)

b) 營運分部資料:(續)

i) 呈報營運分部(續)

	2017	2016
	90,590	70,793
	150,000	(3,000)
	-	180,835
	-	282,770
	-	(84)
	(587)	(807)
	(1,896)	(6,585)
	639	1,180
	(4,662)	(4,879)
	234,084	520,223
	(8,234)	(2,022)
	225,850	518,201

管理層個別監察本集團呈報營運分部之業績，以作出資源分配決策及評估表現。分部表現根據須予呈報分部溢利(以除稅前溢利計量)評估。

7. REVENUE AND OPERATING SEGMENT INFORMATION
(Continued)

b) Operating segment information: (Continued)

i) Reportable operating segments (Continued)

An analysis of segment information of the Group on these reportable operating segments for the years ended 31st March, 2017 and 31st March, 2016 is as follows:

7. 收益及營運分部資料(續)

b) 呈報營運分部：(續)

i) 呈報營運分部(續)

本集團就該等呈報營運分部於截至二零一七年三月三十一日及二零一六年三月三十一日止年度之分類資料分析如下：

(HK\$'000)	(以港幣千元為單位)	Segment assets		Interests in an associate		Unallocated corporate assets		Consolidated	
		資產分類	資產分類	於聯營公司之權益	於聯營公司之權益	不分類企業資產	不分類企業資產	綜合	綜合
		2017	2016	2017	2016	2017	2016	2017	2016
Assets	資產								
Broking	經紀	141,895	78,895	-	-	-	-	-	-
Financing	財務	627,817	503,601	-	-	-	-	-	-
Corporate finance	企業融資	-	-	-	-	-	-	-	-
Assets management	資產管理	4,631	2,070	-	-	-	-	-	-
Property investment	物業投資	1,656,186	1,673,338	49,124	57,068	-	-	-	-
Investment holding	投資控股	3,011	3,011	-	-	-	-	-	-
Precious metal trading	貴金屬買賣	172,387	16,295	-	-	-	-	-	-
Inter-segment elimination	分類間抵銷	(17,341)	(12,414)	-	-	-	-	-	-
Consolidated	綜合	2,588,586	2,264,796	49,124	57,068	3,178	58,265	2,640,888	2,380,129

(HK\$'000)	(以港幣千元為單位)	Segment liabilities		Interests in an associate		Unallocated corporate liabilities		Consolidated	
		負債分類	負債分類	於聯營公司之權益	於聯營公司之權益	不分類企業負債	不分類企業負債	綜合	綜合
		2017	2016	2017	2016	2017	2016	2017	2016
Liabilities	負債								
Broking	經紀	103,409	55,303	-	-	-	-	-	-
Financing	財務	21,675	30,643	-	-	-	-	-	-
Corporate finance	企業融資	-	-	-	-	-	-	-	-
Assets management	資產管理	75	73	-	-	-	-	-	-
Property investment	物業投資	98,681	51,070	-	-	-	-	-	-
Investment holding	投資控股	73	73	-	-	-	-	-	-
Precious metal trading	貴金屬買賣	3,375	2,990	-	-	-	-	-	-
Inter-segment elimination	分類間抵銷	(17,341)	(12,414)	-	-	-	-	-	-
Consolidated	綜合	209,947	127,738	-	-	60,029	63,812	269,976	191,550



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For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

7. REVENUE AND OPERATING SEGMENT INFORMATION (Continued)

b) Operating segment information: (Continued)

i) Reportable operating segments (Continued)

		Capital expenditure		Depreciation		Provision of impairment loss on trade receivables – net		Bad debts written off/ (recovery)	
		2017	2016	2017	2016	2017	2016	2017	2016
(HK\$'000)	(以港幣千元為單位)								
Other segment information	其他分類資料								
Broking	經紀	151	314	144	180	-	-	-	(3)
Financing	財務	-	-	87	106	1,896	6,525	587	810
Corporate finance	企業融資	-	-	-	-	-	-	-	-
Assets management	資產管理	-	-	-	-	-	60	-	-
Property investment	物業投資	-	-	20	20	-	-	-	-
Investment holding	投資控股	-	-	-	-	-	-	-	-
Precious metal trading	貴金屬買賣	-	3	1	1	-	-	-	-
Inter-segment elimination	分類間抵銷	-	-	-	-	-	-	-	-
Consolidated	綜合	151	317	252	307	1,896	6,585	587	807

ii) Geographical information

The Group's operations are principally located in Hong Kong, Macau and People's Republic of China. The Group's administration is carried out in Hong Kong.

The following table provides an analysis of the Group's revenue from external customers by geographical market and analysis of non-current assets by the geographical location in which assets are located other than available-for-sale financial assets, trade and other receivables, deposits and prepayments and other assets.

7. 收益及營運分部資料(續)

b) 呈報營運分部：(續)

i) 呈報營運分部(續)

ii) 地區資料

本集團之營運主要位於香港、澳門及中華人民共和國。本集團之行政均於香港進行。

下表提供本集團按地區市場之外部客戶收益分析及按該資產所在地區之非流動資產分析(可供出售財務資產、貿易及其他應收款項、按金及預付款項及其他資產除外)。

(In HK\$'000)	(以港幣千元為單位)	Revenue from external customers		Non-current assets	
		2017	2016	2017	2016
Hong Kong	香港	290,020	414,351	2,465	2,555
Macau	澳門	27,495	29,047	1,396,620	1,246,641
People's Republic of China	中華人民共和國	-	-	49,124	57,068
		317,515	443,398	1,448,209	1,306,264

7. REVENUE AND OPERATING SEGMENT INFORMATION
(Continued)

b) Operating segment information: (Continued)

iii) Information about major customers

The Group's five largest customers accounted for in aggregate approximately 70% (2016: 82%) of the Group's revenue.

Revenue from customers of the Group for the year ended 31st March, 2017 contributing over 10% of the total revenue of the Group is as follows:

(In HK\$'000)	(以港幣千元為單位)	2017 二零一七年	2016 二零一六年
Customer A ¹	客戶A ¹	188,652	344,117

Note:

¹ Revenue from the above customer was generated from precious metal trading segment.

7. 收益及營運分部資料(續)

b) 呈報營運分部：(續)

iii) 主要客戶資料

本集團之五大客戶合共約佔本集團收益70% (二零一六年：82%)。

截至二零一七年三月三十一日止年度客戶收益佔本集團總收益10%以上如下：

(In HK\$'000)	(以港幣千元為單位)	2017 二零一七年	2016 二零一六年
Customer A ¹	客戶A ¹	188,652	344,117

附註：

¹ 以上客戶收益來源於貴金屬買賣分部。

8. FINANCE COSTS

(In HK\$'000)

Interest on bank loans and overdrafts
Interest on other loans, wholly repayable
within five years

(以港幣千元為單位)

銀行貸款及透支利息開支
其他貸款利息開支，
於五年內悉數清還

8. 融資成本

2017

2016

51

806

109

112

160

918



9. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging and crediting the following:

9. 除稅前溢利

除稅前溢利已扣除及計入下列各項：

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Charging:	已扣除：		
Auditors' remuneration	核數師酬金		
– current year	– 本年度	648	608
– underprovision in prior year	– 前年度撥備不足	12	192
		660	800
Staff costs	員工成本		
– salaries, bonuses and other benefits	– 薪金、花紅及其他福利	14,004	13,831
– contributions to retirement schemes	– 退休計劃之供款	449	448
		14,453	14,279
Depreciation	折舊	252	307
Bad debts written off (net)	壞賬撇銷(淨值)	587	807
Operating leases rentals in respect of rented premises	租賃物業之經營租賃租金	1,216	1,636
Loss on dissolution of subsidiaries	附屬公司解散之虧損	–	84
Crediting:	已計入：		
Rental income from operating leases less outgoings (gross rental income: HK\$24,556,000 (2016: HK\$23,510,000))	經營租賃租金收入減支出 (租金收入總額：24,556,000港元 (二零一六年：23,510,000港元))	22,385	21,669
Dividend income from unlisted investment	非上市投資之股息收入	8	8

10. DIRECTORS' AND SENIOR MANAGEMENT'S
REMUNERATION

a) Directors' emoluments:

The remuneration of every director for the year ended 31st March, 2017 is set out below:

10. 董事及高級管理層酬金

a) 董事酬金

各董事於截至二零一七年三月三十一日止年度之酬金載列如下：

		Basic salaries, housing benefits, other allowances and benefits	Fees	Retirement benefits contributions	Discretionary bonuses and/or performance-related bonuses	Compensation for loss of office	Inducement for joining the Group	Total
		基本薪金、房屋福利、其他津貼及實物利益	袍金	退休福利供款	酌情花紅及/或績效花紅	離職賠償	加盟本集團之獎勵	總計
(In HK\$'000)	(以港幣千元為單位)							
Non-executive directors:	非執行董事：							
Mr. Ip Man Tin, David	葉漫天先生	50	-	-	-	-	-	50
Mr. Sze Ping Fat	施炳法先生	50	-	-	-	-	-	50
Executive directors:	執行董事：							
Ms. Cheng Wai Ling, Annie	鄭偉玲小姐	-	613	26	19	-	-	658
Mr. Cheng Wai Lun, Andrew	鄭偉倫先生	-	255	13	19	-	-	287
Mr. Mok Kwai Hang	莫桂衡先生	-	1,470	-	122	-	-	1,592
Independent non-executive directors:	獨立非執行董事：							
Mr. Chan Chung Yee, Alan	陳宗彝先生	50	-	-	-	-	-	50
Mr. Poon Kai Tik	潘啟迪先生	50	-	-	-	-	-	50
Mr. Hui Man Ho, Ivan	許文浩先生	50	-	-	-	-	-	50
		250	2,338	39	160	-	-	2,787



10. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

a) Directors' emoluments (Continued)

The remuneration of every director for the year ended 31st March, 2016 is set out below:

(In HK\$'000)	(以港幣千元為單位)	Basic salaries, housing benefits, other allowances and benefits in kind	Fees	Retirement benefits contributions	Discretionary bonuses and/or performance-related bonuses	Compensation for loss of office	Inducement for joining the Group	Total
		基本薪金、房屋福利、其他津貼及實物利益	袍金	退休福利供款	酌情花紅及/或績效花紅	離職賠償	加盟本集團之獎勵	總計
Non-executive directors:		非執行董事：						
Mr. Ip Man Tin, David	葉漫天先生	50	-	-	-	-	-	50
Mr. Sze Ping Fat	施炳法先生	50	-	-	-	-	-	50
Mr. Suen Man Tak, Stephen ⁽¹⁾	孫文德先生 ⁽¹⁾	37	-	-	-	-	-	37
Executive directors:		執行董事：						
Ms. Cheng Wai Ling, Annie	鄭偉玲小姐	-	945	27	19	-	-	991
Mr. Cheng Wai Lun, Andrew	鄭偉倫先生	-	264	13	19	-	-	296
Mr. Mok Kwai Hang	莫桂衡先生	-	1,434	-	119	-	-	1,553
Independent non-executive directors:		獨立非執行董事：						
Mr. Chan Chung Yee, Alan	陳宗彘先生	50	-	-	-	-	-	50
Mr. Poon Kai Tik	潘啟迪先生	50	-	-	-	-	-	50
Mr. Hui Man Ho, Ivan	許文浩先生	50	-	-	-	-	-	50
		287	2,643	40	157	-	-	3,127

⁽¹⁾ Mr. Suen Man Tak, Stephen resigned on 1st January, 2016

⁽¹⁾ 孫文德先生已於二零一六年一月一日辭任。

**10. DIRECTORS' AND SENIOR MANAGEMENT'S
REMUNERATION (Continued)**

**b) Details of emoluments of the five highest paid individuals
(including directors and other employees) are:**

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Fee	袍金	-	-
Basic salaries	基本薪金	4,052	4,093
Housing benefits, other allowances and benefits in kind	房屋福利、其他津貼 及實物利益	-	-
Retirement benefits contributions	退休福利供款	80	79
Discretionary bonuses and/or performance-related bonuses	酌情花紅及／或績效花紅	305	285
Compensation for loss of office	離職賠償	-	-
Inducement for joining the Group	加盟本集團之獎勵	-	-
		4,437	4,457

For the year ended 31st March, 2017, two (2016: two) of the five highest paid individuals were executive directors of the Company, whose emoluments are included in note 10(a).

Analysis of the emoluments of the five highest paid individuals (including directors and other employees) by number of individuals and emolument ranges is as follows:

		2017	2016
Nil to HK\$1,000,000	零至1,000,000港元	4	4
HK\$1,000,001-HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001-HK\$2,000,000	1,500,001港元至2,000,000港元	1	1

11. EARNINGS PER SHARE

The basic earnings per share is based on the Group's profit attributable to equity holders of the Company of approximately HK\$225,867,000 (2016: HK\$518,309,000) and the number of 2,682,316,758 (2016: 2,682,316,758) ordinary shares in issue during the year.

The Company has no dilutive potential ordinary shares.

10. 董事及高級管理層酬金(續)

b) 五名最高薪酬人士(包括董事及其他僱員)之酬金詳情:

於二零一七年三月三十一日止年度，五名最高薪酬人士當中兩名(二零一六年：兩名)為本公司執行董事，彼等之酬金已載於附註10(a)。

五名最高薪酬人士(包括董事及其他僱員)按人數及酬金範圍分析載列如下：

11. 每股溢利

每股基本溢利乃根據本公司權益持有人應佔本集團溢利約225,867,000港元(二零一六年：518,309,000港元)及本年度已發行普通股2,682,316,758股(二零一六年：2,682,316,758股)計算。

本公司並無具潛在攤薄效應之普通股存在。



12. INCOME TAX EXPENSE

a) Income tax expense in the consolidated income statement represents:

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Hong Kong profits tax	香港所得稅		
– current year	– 本年度	6,893	2,109
– overprovision in prior year	– 前年度超額撥備	(241)	(87)
		6,652	2,022
Overseas tax paid	已繳海外稅項	1,582	–
		8,234	2,022

b) i) Provision for Hong Kong profits tax has been made at the rate of 16.5% (2016: 16.5%) on the estimated assessable profit for the year.

ii) No provision for overseas taxation has been made as the amount is insignificant.

c) Income tax expense for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Profit before taxation	除稅前溢利	234,084	520,223
Tax at the statutory income tax rate of 16.5% (2016: 16.5%)	按法定所得稅率16.5% (二零一六年: 16.5%) 計算之稅項	38,624	85,837
Tax effect of net (increase)/decrease in fair value of investment properties	投資物業公平值之淨(增長)/減少之稅務影響	(24,750)	495
Tax effect of non-taxable revenue	不需課稅之收益的稅務影響	(6,307)	(82,060)
Tax effect of non-deductible expenses	不獲扣除之開支的稅務影響	1,517	3,355
Tax effect of unrecognised temporary differences	未確認的暫時性差異的稅務影響	263	(19)
Tax effect of tax losses not recognised	未確認之稅務虧損的稅務影響	244	171
Utilisation of tax losses previously not recognised	使用以往未確認之稅務虧損	(2,699)	(5,849)
Overprovision in prior year	以往年度超額撥備	(241)	(87)
Overprovision in current year	本年度超額撥備	1	179
Overseas tax paid	已繳海外稅項	1,582	–
Income tax expense	所得稅開支	8,234	2,022

12. 所得稅開支

a) 綜合收益表之所得稅開支指：

b) i) 香港所得稅乃以年內於香港產生之估計應收課稅溢利按稅率16.5% (二零一六年: 16.5%) 撥備。

ii) 由於海外稅項之款額並不重大，因此並無提撥準備。

c) 本年度所得稅開支可與綜合收益表之除稅前溢利對賬如下：

12. INCOME TAX EXPENSE (Continued)

d) At the end of the reporting period, the Group had unutilized tax losses of approximately HK\$7,102,345 (2016: HK\$20,417,000) available for offsetting against future taxable profits. No deferred tax asset has been recognised due to the unpredictability of future taxable profits. The tax losses may be carried forward indefinitely.

12. 所得稅開支(續)

d) 於報告期末日，本集團有可供抵銷未來應課稅溢利之未動用稅務虧損約7,102,345港元(二零一六年：20,417,000港元)。由於未能預測未來應課稅溢利之情況，因此並無確認遞延稅務資產。稅務虧損可無限期結轉。

13. DIVIDEND

13. 股息

<i>(In HK\$'000)</i>	<i>(以港幣千元為單位)</i>	2017	2016
Final dividend proposed of HK1.8 cents (2016: HK1.5 cents) per ordinary share	擬派發末期股息—每股普通股1.8港仙 (二零一六年：1.5港仙)	48,282	40,235

The amount of the proposed final dividend for the year ended 31st March, 2017 of HK1.8 cents per ordinary share will be payable in cash and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

截至二零一七年三月三十一日止年度之建議末期股息為每股普通股1.8港仙，並將以現金支付，惟須於即將舉行之股東週年大會上取得股東批准後，方可作實。



14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機器及設備

(In HK\$'000)	(以港幣千元為單位)	Leasehold land and buildings 租賃 土地及樓宇	Furniture, fixtures and equipment 傢具、裝置 及設備	Motor vehicles 汽車	Total 總額
Net book value as at	賬面淨值				
1st April, 2015 (Note i)	於二零一五年四月一日 (附註i)	660	300	186	1,146
Additions	添置	-	317	-	317
Written off	撇銷	-	-	-	-
Depreciation	折舊	(20)	(217)	(70)	(307)
Net book value as at	賬面淨值				
31st March, 2016	於二零一六年三月三十一日	640	400	116	1,156
At 31st March, 2016	於二零一六年三月三十一日				
Cost	成本	900	6,185	1,382	8,467
Accumulated depreciation	累積折舊	(260)	(5,785)	(1,266)	(7,311)
Net book value	賬面淨值	640	400	116	1,156
Net book value as at	賬面淨值				
1st April, 2016	於二零一六年四月一日	640	400	116	1,156
Additions	添置	-	151	-	151
Disposal	出售	-	(10)	-	(10)
Depreciation	折舊	(20)	(162)	(70)	(252)
Net book value as at	賬面淨值				
31st March, 2017	於二零一七年三月三十一日	620	379	46	1,045
At 31st March, 2017	於二零一七年三月三十一日				
Cost	成本	900	6,325	1,381	8,606
Accumulated depreciation	累積折舊	(280)	(5,946)	(1,335)	(7,561)
Net book value	賬面淨值	620	379	46	1,045

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- i) The analysis of net book value as at 1st April, 2015 was as follows:

<i>(In HK\$'000)</i>	<i>(以港幣千元為單位)</i>	Leasehold land and buildings 租賃 土地及樓宇	Furniture, fixtures and equipment 傢具、裝置 及設備	Motor vehicles 汽車	Total 總額
Cost	成本	900	5,868	1,382	8,150
Accumulated depreciation	累積折舊	(240)	(5,568)	(1,196)	(7,004)
Net book value	賬面淨值	660	300	186	1,146

- ii) The total cost of property, plant and equipment disposed during the year was approximately HK\$12,000 (2016: HK\$NIL).
- iii) The leasehold land and buildings are situated in Macau under medium-term lease.

14. 物業、機器及設備(續)

附註：

- i) 於二零一五年四月一日之賬面淨值分析如下：

- ii) 於本年度出售物業、機器及設備總成本約為12,000港元(二零一六年：零港元)。
- iii) 中期租約的租賃土地及樓宇位於澳門。

15. INVESTMENT PROPERTIES

(In HK\$'000)

(以港幣千元為單位)

15. 投資物業

<i>(In HK\$'000)</i>	<i>(以港幣千元為單位)</i>	2017	2016
Fair value:	公平值：		
At 1st April	於四月一日	1,246,000	1,249,000
Net increase/(decrease) in fair value recognised in the consolidated income statement	公平值之增長/(減少)淨值已於綜合收益表確認	150,000	(3,000)
At 31st March	於三月三十一日	1,396,000	1,246,000

The Group's investment properties are situated in Macau and are held under medium-term lease.

本集團之投資物業位於澳門及以中期租約持有。

The Group leases out investment properties under operating leases.

本集團以經營租賃形式租出投資物業。

The Group has pledged certain of its investment properties with aggregate carrying value of approximately HK\$1,185 million (2016: HK\$1,066 million) to a bank to secure general banking facilities granted to the Group.

本集團已抵押若干投資物業予一間銀行作為本集團獲授權一般銀行融資之抵押品，其總賬面值約為1,185,000,000港元(二零一六年：1,066,000,000港元)。



15. INVESTMENT PROPERTIES (Continued)

i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

15. 投資物業(續)

i) 公平價值等級

下表呈列本集團按經常性基準於報告期末根據香港財務報告準則第十三號公平價值計量所界定下之三個公平價值等級中，以公平價值計量本集團之投資物業。公平價值計量被歸類等級之確定，乃參照下列在估值方法中使用輸入數據之可觀察性及重要性：

- 第1層估值：只使用第1層輸入數據計量其公平價值，即於計量日以相同資產或負債在活躍市場之未經調整報價
- 第2層估值：使用第2層輸入數據計量其公平價值，即未能符合第1層之可觀察輸入數據及不使用重大不可觀察輸入數據。不可觀察輸入數據乃市場數據未能提供之輸入數據
- 第3層估值：以輸入重大不可觀察數據以計量公平價值

		Fair value 公平值	Fair value measurement 以公平價值計量被界定為		
			Level 1 第1層	Level 2 第2層	Level 3 第3層
(In HK\$'000)	(以港幣千元為單位)				
Recurring fair value measurement	經常性公平價值計量				
2017	二零一七年				
Investment properties	投資物業				
- Commercial - Macau	- 商用 - 澳門	1,185,000	-	-	1,185,000
- Residential - Macau	- 住宅 - 澳門	211,000	-	-	211,000
2016	二零一六年				
Investment properties	投資物業				
- Commercial - Macau	- 商用 - 澳門	1,066,000	-	-	1,066,000
- Residential - Macau	- 住宅 - 澳門	180,000	-	-	180,000

During the years ended 31st March, 2017 and 31st March, 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy at the end of the reporting period in which they occur.

截至二零一七年三月三十一日及二零一六年三月三十一日止年度內，第1層與第2層之間並沒有轉移，或轉入至或轉出自第3層。本集團之政策是於報告期末確認公平價值等級之間所發生之轉移。

15. INVESTMENT PROPERTIES (Continued)**ii) Valuation process**

The fair value of the Group's investment properties at 31st March, 2017 and 31st March, 2016 have been arrived at on the basis of a valuation carried out at that date by LCH (Asia-Pacific) Surveyors Limited, independent qualified professional valuers not connected with the Group. Investment properties were valued on open market basis.

iii) Valuation methodologies

Investment properties valuation was determined using the following approaches:

a) Income capitalisation approach

In the valuation, the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for the similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties. The most significant unobservable inputs into this valuation approach are monthly market rent and the capitalisation rate.

b) Residual approach

The residual approach is valued by referencing to its development potential by deducting costs and developer's profits from its estimated completed development value. It relies upon a series of assumptions made by the valuers which produce an arithmetical calculation of the expected current sale value as at the valuation date of the property being developed or held for development or redevelopment. A range of values may be attributable to the subject land depending upon the assumption mode.

c) In estimating the fair value of the investment properties, the highest and best use of the properties is their current use.**15. 投資物業(續)****ii) 評估過程**

本集團於二零一七年三月三十一日及二零一六年三月三十一日之投資物業的公平值乃根據與獨立專業估值師利駿行測量師有限公司所進行之價值評估作基準。投資物業之估值乃按公開市值作基準。

iii) 估值方法

投資物業估值採用以下方法確定：

a) 收入資本化法

在估值時，物業所有可出租單位的市場租金乃經參考可出租單位以及在附近其他類似物業的租務情況進行評估。所採用的資本化比率乃參考由估值師所觀察到在當地類似物業的收益率，並基於估值師對相應物業特定因素的認知而調整。這個估值方法最重大不可觀察輸入數據是每月市場租金及資本化比率。

b) 剩餘法

剩餘法是根據物業的發展潛力，並參考其落成時估計的價值減去預計建築成本及發展商盈利作估值。它依靠由估值師作出一系列假設而運算出正在發展或持作發展或重建該物業於評估日預期的銷售價值。估值的範圍可能是根據該土地而作出的一系列假設而定。

c) 於估計物業之公平價值時，有關物業之最高及最佳用途即為其當前用途。

15. INVESTMENT PROPERTIES (Continued)

iv) Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

15. 投資物業(續)

iv) 以下為投資物業估值所採用之估值方法及主要輸入數據之概要：

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
			2017	2016
Commercial properties 商用物業	Income capitalisation approach 收入資本化法			
- shop - 商舖		Capitalisation rate 資本化比率	1.7 – 2.2%	2.5 – 3.0%
- carparking - 車位		Capitalisation rate 資本化比率	1.7 – 1.8%	1.7 – 2.2%
Residential development - 住宅發展	Residual approach 剩餘法	Discount rate 折現率	5% per annum 5%每年度	5% per annum 5%每年度

16. INTANGIBLE ASSETS

Trading rights in the Hong Kong Stock Exchange and the Hong Kong Futures Exchange

16. 無形資產

香港聯交所及香港期交所之交易權

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Cost at 1st April and 31st March, net of accumulated amortisation	於四月一日及三月三十一日之成本， 累計攤銷後成本淨值	2,040	2,040
Cost (gross carrying amount)	成本(賬面總值)	3,400	3,400
Accumulated amortisation	累計攤銷	(1,360)	(1,360)
Net carrying amount	賬面淨值	2,040	2,040

17. INTERESTS IN AN ASSOCIATE

(In HK\$'000)

17. 於聯營公司之權益

(以港幣千元為單位)

		2017	2016
Unlisted investment, at cost	非上市投資，按成本	73,691	73,691
Share of post-acquisition profits less losses	應佔收購後扣除虧損後溢利	(19,494)	(14,832)
Exchange differences arising on translation of foreign operations	換算海外營運產生之匯兌差額	(5,073)	(1,791)
		49,124	57,068

The Group's interest in its principal associate which is unlisted, was as follows:

本集團於其非上市主要聯營公司之權益如下：

Name of associate	Particulars of issued shares held	Form of business structure	Place of incorporation	Percentage of effective interest attributable to the Group	Principal activities
聯營公司名稱	持有已發行股本詳情	業務結構形式	註冊成立地點	本集團實際持股百分比	主要業務
Quan Zhou Meiyu Limited	Registered capital RMB60,000,000	Incorporated	The People's Republic of China	30%	Property investment
泉州美裕置業有限公司	註冊資本人民幣60,000,000	企業	中華人民共和國		物業投資



17. INTERESTS IN AN ASSOCIATE (Continued)

Summarized financial information of the material associate, adjusted for any difference in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

17. 於聯營公司之權益(續)

重大之聯營公司，會計政策差異之調整，及綜合財務報表賬面值之調整的概要財務信息披露如下：

		Quan Zhou Meiyu Limited	
		泉州美裕置業有限公司	
(In HK\$'000)	(以港幣千元為單位)	2017	2016
Summarized statement of financial position	財務狀況表概要		
Current assets	流動資產	560,272	505,389
Non-current assets	非流動資產	54,829	60,527
Current liabilities	流動負債	(370,207)	(248,595)
Non-current liabilities	非流動負債	(81,147)	(127,096)
Equity	權益	163,747	190,225
Summarized statement of comprehensive income	全面收益表概要		
Revenue	收益	-	-
Loss after tax	除稅後虧損	(15,538)	(15,342)
Other comprehensive income	其他全面收益	-	-
Total comprehensive expense	全面開支總額	(15,538)	(15,342)
Dividends received from associate	聯營公司之股息	-	-
Reconciled to the Group's interest in the associate	本集團於聯營公司之權益對賬如下		
Net assets of the associate	聯營公司資產淨值	163,747	190,225
Group's effective interest	本集團之有效權益	30%	30%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	49,124	57,068
Carrying amount in the consolidated financial statements	綜合財務報表之賬面值	49,124	57,068

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(In HK\$'000)

Unlisted equity investments, at cost

As at the end of the reporting period, the unlisted equity investments, of which their fair values cannot be measured reliably, are stated at cost.

18. 可供出售財務資產

(以港幣千元為單位)

非上市股本投資，按成本

於報告期末，未能可靠計算之非上市股本投資公平值乃按成本值列賬。

19. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

19. 貿易及其他應收款項、按金及預付款項

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Amounts receivable arising from the ordinary course of business of dealing in securities and options:	日常業務之證券及期權交易應收款項：		
– Cash clients	– 現金客戶	37,577	9,779
– The SEHK Options Clearing House Limited	– 聯交所期權結算有限公司	2	2
– Hong Kong Securities Clearing Company Limited	– 香港中央結算有限公司	14,117	–
Amounts receivable arising from the ordinary course of business of dealing in futures contracts:	日常業務之期指合約交易應收款項：		
– Clearing house	– 結算所	2,634	1,906
Amounts receivable arising from the ordinary course of business provision of securities margin financing:	日常業務之提供證券孖展融資應收款項：		
– Clients (note)	– 客戶(附註)	130,875	120,347
Amounts receivable arising from the ordinary course of business dealing in precious metal:	日常業務之提供貴金屬交易應收款項：		
– Clients	– 客戶	181	147
– CGSE	– 金銀業貿易場	3	–
Interest-bearing loan receivables	附有利息應收貸款	401,544	412,931
Accounts receivables	應收賬款	1,870	86
Other receivables	其他應收賬款	196,512	147,958
		785,315	693,156
Less: Impairment loss on trade receivables	減：貿易應收款減值虧損	(74,434)	(72,538)
		710,881	620,618
Deposits and prepayments	按金及預付款項	1,552	56,293
		712,433	676,911
Portion classified as non-current assets	分類為非流動資產部份	(97,756)	(42,399)
Portion classified as current assets	分類為流動資產部份	614,677	634,512

19. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Note: Margin client receivables after impairment loss of approximately HK\$128,258,000 (2016: HK\$117,731,000) are repayable on demand, bearing interest at market rate and secured by clients' securities listed on the Hong Kong Stock Exchange with a total market value of approximately HK\$191,307,000 as at 31st March, 2017 (2016: HK\$318,681,000).

The settlement terms of cash and securities margin financing clients arising from the business of dealing in securities are two days after trade date, and of accounts receivable arising from the business of dealing in futures contracts are one day after trade date. No ageing analysis is disclosed as in the opinion of the executive directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

The movements in the impairment loss on trade receivables during the year, including both specific and collective loss components, are as follows:

(In HK\$'000)	(以港幣千元為單位)	2017 二零一七年	2016 二零一六年
At 1st April	於四月一日	72,538	74,377
Provision of impairment loss (net)	減值虧損撥備(淨值)	1,896	6,585
Uncollectible amount written off	撇銷無法收回款額	-	(8,424)
At 31st March	於三月三十一日	74,434	72,538

The ageing analysis of trade and other receivables not impaired is as follows:

(In HK\$'000)	(以港幣千元為單位)	2017 二零一七年	2016 二零一六年
Neither past due nor impaired	未到期及未減值	616,714	570,286
Past due:	已過期:		
Less than 1 month past due	過期不足一個月	16,862	8,895
1 to 3 months past due	過期一至三個月	22,798	32,728
3 months to 1 year past due	過期三個月至一年	49,942	6,377
Over 1 year past due	過期超過一年	4,565	2,332
		94,167	50,332
		710,881	620,618

19. 貿易及其他應收款項、按金及預付款項 (續)

附註：應收孖展客戶賬款減值虧損後約128,258,000港元(二零一六年：117,731,000港元)須於通知時償還，利息按市場利率徵收，及以客戶於香港聯交所上市之證券作抵押，於二零一七年三月三十一日總市值約為191,307,000港元(二零一六年：318,681,000港元)。

來自證券買賣業務所產生的現金及證券孖展融資客戶應收款項於交易日兩天後償還，來自期貨合約交易業務所產生的應收款項於交易日一天後償還。本公司執行董事認為，不必就該應收款項披露賬齡分析，因為該賬齡分析對此業務性質並不能提供額外價值。

於本年度貿易應收款減值虧損，包括個別評估及整體減值成分之變動如下：

貿易及其他應收賬款並無減值之賬齡分析如下：

19. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default or covered by collaterals pledged with the Group.

Receivables that were past due relate to a number of independent customers and were reviewed by the directors with impairment losses of approximately HK\$74,434,000 made at 31st March, 2017 (2016: HK\$72,538,000). Based on past experience, the directors of the Company are of the opinion that no further impairment loss is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

19. 貿易及其他應收款項、按金及預付款項 (續)

未到期及未減值之應收賬款乃近期無違約記錄或可用其抵押於本集團之抵押品抵償債項之大量不同客戶。

已過期之應收賬款乃多個獨立客戶，經董事審閱後就該等結欠於二零一七年三月三十一日作出減值撥備約74,434,000港元(二零一六年：72,538,000港元)。根據過往經驗，本公司董事認為，並不必要就該等結欠再作出減值撥備，因為其信貸質量並無重大變化，而該等結欠仍被視為可全數收回。

20. OTHER ASSETS

(In HK\$'000)

(以港幣千元為單位)

Hong Kong Securities Clearing Company Limited
 – Guarantee fund deposit
 – Admission fee
 Statutory deposit with the Stock Exchange
 Statutory deposit with the Securities and Futures Commission
 Reserve fund contribution to the Stock Exchange Options Clearing House Limited
 Reserve fund contribution to the HKFE Clearing Corporation Limited

香港中央結算有限公司
 – 保證基金存款
 – 入會費用
 聯交所法定按金
 證券及期貨事務監察委員會
 法定按金
 聯交所期權結算有限公司儲備金
 香港期貨結算有限公司 儲備金

20. 其他資產

2017

2016

100

100

100

100

200

200

2,000

2,000

1,300

1,300

1,500

1,500

5,200

5,200

21. INVENTORIES

(In HK\$'000)

(以港幣千元為單位)

Precious metal, stated at cost

貴金屬以成本計算

21. 存貨

2017

2016

23

19

22. PROPERTIES HELD FOR DEVELOPMENT*(In HK\$'000)**(以港幣千元為單位)***22. 持作發展物業****2017**

2016

Properties held for development, at cost:	持作發展物業以成本計算：		
At 1st April	於四月一日	3,011	183,961
Additions	添置	–	66,412
Disposal	出售	–	(247,362)
At 31st March	於三月三十一日	3,011	3,011

23. BANK BALANCES AND CASH*(In HK\$'000)**(以港幣千元為單位)***23. 銀行結餘及現金****2017**

2016

Cash at bank	銀行結餘		
– General accounts	– 一般戶口	62,337	49,016
– Trust accounts	– 信託戶口	64,963	50,084
– Segregated accounts	– 分開處理戶口	1,592	2,060
Cash in hand	現金	5	18
Short-term bank deposits with original maturity less than 3 months	短期銀行存款原到期日少於三個月		
– pledged (note)	– 有抵押(附註)	10,000	10,000
– non-pledged	– 非抵押	222,979	277,387
		361,876	388,565

Note: The amount represents fixed deposits pledged to a bank to secure general banking facilities granted to the Group.

附註：有關款項指抵押予一間銀行之定期存款，作為本集團獲授權一般銀行融資之抵押品。

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS*(In HK\$'000)**(以港幣千元為單位)***24. 按公平值於收益表列賬之財務資產****2017**

2016

Unlisted convertible bonds, at fair value	非上市可換股債券，公平值	110,000	–
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The Group invested in the convertible bond issued by Higson Holdings Limited (“Higson”) amounted to HK\$110,000,000.

集團投資在由Higson Holdings Limited (「Higson」)發行價值110,000,000港元之可換股債券。

The convertible bonds carried interest at 16.2% p.a. and accrued monthly on a compound basis and is due on 5th September, 2017. It was guaranteed by the ultimate controlling shareholders of Higson by deeds of guaranty dated 25th August, 2016 and charged on land located at Zhong Shan, China that is owned by a partially owned subsidiary of Higson. The shares of the partially owned subsidiary of Higson have been pledged to a subsidiary of the Company.

可換股債券的附帶利率為每年16.2%及以複合基準每月累計，並將於二零一七年九月五日期滿。由Higson的最終控股股東以於二零一六年八月二十五所簽訂的擔保契約擔保及以由Higson所持有部分股權之附屬公司名下一塊位於中國中山之土地作押記。Higson所持有部分股權之附屬公司的股權已經抵押給本公司之附屬公司。

25. BORROWINGS

(In HK\$'000)

25. 借款

(以港幣千元為單位)

		2017	2016
Borrowings comprise:	借款包括：		
Bank loans	銀行貸款		
– interest-bearing	– 計息	25,000	–
Other loans	其他貸款		
– interest-bearing	– 計息	3,109	2,689
		28,109	2,689
Analysed as:	分析：		
Secured (note 15)	有抵押(附註15)	25,000	–
Unsecured	無抵押	3,109	2,689
		28,109	2,689
Borrowings are repayable as follows:	於下列年期償還之借款：		
Within one year or on demand	一年內或按通知	28,109	2,689

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

本集團借款之實際利率(亦相等於合約利率)之範圍如下：

		2017	2016
Effective interest rates:	實際利率：		
Variable-rate borrowings	浮息借款	1.6% – 2.5%	2.5%

The fair value of the Group's borrowings is not materially different from the corresponding carrying amounts at the end of the reporting period.

於報告期末，本集團借款之公平值與相關賬面值並無重大差異。

Included in borrowings are the following amount denominated in a currency other than the functional currency of the group to which they relate:

借款包括以本集團功能貨幣以外之貨幣計值之下列款額：

(In '000)	(以千元為單位)	2017	2016
United States Dollars	美元	400	346

26. AMOUNTS DUE TO RELATED PARTIES*(In HK\$'000)**(以港幣千元為單位)*

Amounts due to related parties
– Related companies

應付關聯人士款項：
– 關連公司

2017

2016

2,923

2,930

Amounts due to related parties are unsecured, interest-free and have no fixed terms of repayment.

應付關聯人士之款項為無抵押，免息及無固定還款期。

27. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

The amount is unsecured, interest-free and has no fixed terms of repayment.

27. 應付最終控股公司款項

款項為無抵押，免息及無固定還款期。

28. CREDITORS AND ACCRUED EXPENSES*(In HK\$'000)**(以港幣千元為單位)*

Amounts payable arising from the ordinary course of business of dealing in securities and options:

日常業務之證券及期權交易
應付款項：

– Cash clients
– Hong Kong Securities Clearing Company Limited

– 現金客戶
– 香港中央結算有限公司

84,028

42,789

–

4,095

Amounts payable arising from the ordinary course of business of dealing in futures contracts:

日常業務之期指合約交易
應付款項：

– Clients

– 客戶

4,225

3,962

Amounts payable arising from the ordinary course of business of provision of securities margin financing:

日常業務之提供證券孖展融資
應付款項：

– Clients

– 客戶

6,489

9,709

Amounts payable arising from the ordinary course of business of dealing in precious metal

日常業務之提供貴金屬買賣
應付款項

130

157

Accruals and other payables

應付費用及其他應付款項

74,380

79,226

Rental and other deposits received

租賃及其他已收按金

4,400

4,155

Rental received in advance

預收租金

264

191

173,916

144,284

The settlement term of cash client payables is two days after the trade date. Other payables are repayable on demand. The age of these balances is within 30 days.

現金客戶應付款項於交易日兩天後償還。其他應付款項須按通知償還。該結餘之賬齡為三十日內。

29. SHARE CAPITAL

29. 股本

		Number of shares 股份數目		Share capital 股本	
		2017 '000 千股	2016 '000 千股	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股				
Authorised:	法定：				
At the beginning of the year	年初數	3,000,000	3,000,000	30,000	30,000
Increase in authorised shares	法定股本之增加	7,000,000	-	70,000	-
At the end of the year	年末數	10,000,000	3,000,000	100,000	30,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the year	年初數	1,341,158	1,341,158	13,412	13,412
Bonus issue	已發行紅股	1,341,158	-	13,412	-
At the end of the year	年末數	2,682,316	1,341,158	26,824	13,412

30. RESERVES

30. 儲備

The Group

本集團

		Share premium 股份溢價	Contributed surplus 實繳盈餘	Capital reserve 資本儲備	Translation reserve 匯兌儲備	Retained profits 保留溢利	Total 總計
(In HK\$'000)		(以港幣千元為單位)					
Balance as at 1st April, 2015	二零一五年四月一日結餘	317,696	8,515	(80)	685	1,332,962	1,659,778
Profit for the year	年內溢利	-	-	-	-	518,309	518,309
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	(2,476)	-	(2,476)
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	-	-	-	(2,476)	518,309	515,833
Dissolution of subsidiaries	附屬公司解散	-	-	80	-	-	80
Proposed final dividend	擬派末期股息	-	-	-	-	(40,235)	(40,235)
Balance as at 31st March, 2016 and 1st April, 2016	於二零一六年三月三十一日及 二零一六年四月一日結餘	317,696	8,515	-	(1,791)	1,811,036	2,135,456
Profit for the year	年內溢利	-	-	-	-	225,867	225,867
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	(3,282)	-	(3,282)
Total comprehensive income/(expense) for the year	本年度全面收益/(開支)總額	-	-	-	(3,282)	225,867	222,585
Bonus issue	已發行紅股	(13,412)	-	-	-	-	(13,412)
Proposed final dividend	擬派末期股息	-	-	-	-	(48,282)	(48,282)
Balance as at 31st March, 2017	於二零一七年三月三十一日結餘	304,284	8,515	-	(5,073)	1,988,621	2,296,347

30. RESERVES (Continued)

The Company

(In HK\$'000)

(以港幣千元為單位)

30. 儲備(續)

本公司

Share premium	Contributed surplus	Retained profits	Total
股份溢價	實繳盈餘	保留溢利	總計

Balance as at 1st April, 2015	於二零一五年四月一日結餘	314,371	8,515	5,128	328,014
Profit for the year	年內溢利	-	-	40,534	40,534
Other comprehensive income for the year	本年度其他全面收益	-	-	-	-
Total comprehensive income for the year	本年度全面收益總額	-	-	40,534	40,534
Proposed final dividend	擬派末期股息	-	-	(40,235)	(40,235)
Balance as at 31st March, 2016 and 1st April, 2016	於二零一六年三月三十一日及二零一六年四月一日結餘	314,371	8,515	5,427	328,313
Profit for the year	年內溢利	-	-	107,732	107,732
Other comprehensive income for the year	本年度其他全面收益	-	-	-	-
Total comprehensive income for the year	本年度全面收益總額	-	-	107,732	107,732
Bonus issue	已發行紅股	(13,412)	-	-	(13,412)
Proposed final dividend	擬派末期股息	-	-	(48,282)	(48,282)
Balance as at 31st March, 2017	於二零一七年三月三十一日結餘	300,959	8,515	64,877	374,351

31. OPERATING LEASE ARRANGEMENTS**The Group as lessee**

The Group leases certain properties under operating lease arrangements. Leases for properties are negotiated for a term for one year (2016: one year).

At the end of the reporting period, the Group had future minimum lease payments in respect of land and buildings under non-cancellable operating leases as follows:

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Within one year	一年內	976	1,001

The Group as lessor

The Group leases certain properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to twenty (2016: one to twenty) years.

At the end of the reporting period, the Group had total future minimum lease rental receivables under non-cancellable operating leases as follows:

(In HK\$'000)	(以港幣千元為單位)	2017	2016
Within one year	一年內	22,042	22,710
In the second to fifth years, inclusive	於第二年至第五年之內	22,189	35,604
More than five years	超過五年	8,633	12,550
		52,864	70,864

31. 經營租賃安排**集團為承租人**

本集團根據經營租賃安排租用若干物業。議定之物業租賃年期為一年(二零一六年：一年)。

於報告期末，本集團根據不可撤銷土地及樓宇經營租賃下之未來最低應付租金如下：

集團為出租人

本集團根據經營租賃安排出租若干物業。議定之物業租賃年期介乎一至二十年(二零一六年：一至二十年)。

於報告期末，本集團根據不可撤銷經營租賃下之未來最低應收租金如下：



32. DISPOSAL OF SUBSIDIARIES

(In HK\$'000)

32. 出售附屬公司

(以港幣千元為單位)

2017

2016

Share of net assets disposed of:	應佔出售的淨資產：		
Properties held for development	持作發展物業	-	60,031
Other receivable	其他應收款項	-	1,596
Bank balances	銀行結餘	-	88
Other payable	其他應付款項	-	(127)
Gain on disposal of subsidiaries	出售附屬公司所產生之溢利	-	180,835
		-	242,423
Expenses incurred for disposal	就出售事項招致的開支	-	2,277
		-	244,700
Proceeds from disposal	出售所得款項	-	244,700
Satisfied by:	支付方式：		
Cash	現金	-	244,700
Expenses incurred for disposal	就出售事項招致的開支	-	(2,277)
		-	242,423
Analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries:	對於出售附屬公司的現金及現金之等價物的淨流入分析：		
Cash consideration received	收取的現金代價	-	244,700
Bank balances	銀行結餘	-	(88)
Expenses incurred for disposal	就出售事項招致的開支	-	(2,277)
		-	242,335

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

33. CONNECTED AND RELATED PARTY TRANSACTIONS

During the year, the Group had the following material transactions with its related parties:

33. 關連及關聯人士交易

於本年度，本集團曾與其關聯人士進行以下之重大交易：

Name of related party 關聯人士名稱 (In HK\$'000)	Nature of transactions 交易性質 (以港幣千元為單位)	Notes 附註	2017	2016
UBA Investments Limited ("UBA") 開明投資有限公司(「開明投資」)	Investment management fee 投資管理費	(a)	2,468	2,727
	Performance fee 表現酬金	(a)	1,824	–
	Securities brokerage commission fee 證券經紀佣金	(b)	1,147	1,628
	Handling fee for dividend collection 股息徵收手續費	(c)	22	18
	Margin financing interest 孖展融資利息	(d)	234	357
	Bullion dealing interest 貴金屬交易利息	(e)	–	–
	Commodities brokerage commission fee 期貨經紀佣金費用	(f)	–	–
	Bullion commission 貴金屬佣金	(g)	–	–
	Handling fee for bullion trading 貴金屬買賣手續費	(h)	–	–
	Storage fee for bullion 貴金屬存倉費	(i)	6	6
Town Bright Industries Limited 同輝實業有限公司	Rental expenses 租金開支	(j)	676	676
Upbest Properties Company Limited 美建地產有限公司	Rental expenses 租金開支	(k)	84	84
Champion Assets Limited 協緯有限公司	Rental expenses 租金開支	(l)	60	60
Loong Cheong Limited 隆昌有限公司	Rental expenses 租金開支	(m)	156	156



33. CONNECTED AND RELATED PARTY TRANSACTIONS**(Continued)**

- (a) A subsidiary of the Company, Upbest Assets Management Limited (“UAML”) as investment manager, and UBA Investments Limited (“UBA”) had entered into Third Investment Management Agreement dated 26th January, 2016 (“Third Investment Management Agreement”) and agreed that the investment management services provided by UAML to UBA for a period of three years from 1st April, 2016 to 31st March, 2019. This agreement can be terminated by either UAML or UBA serving not less than six months’ notice in writing prior to the expiration. Pursuant to the Third Investment Management Agreement, monthly investment management fee is receivable at 1.50% per annum of the consolidated net asset value of UBA as at the immediately preceding valuation date on the actual number of days in the relevant calendar month over 365 days a year.

In addition to the above investment management fee, a performance fee payable in Hong Kong dollars equivalent to 20% of net profit of UBA before taxation and before deduction of the management fee payable under the investment management agreements shall be paid to UAML for each financial year.

The annual cap for the investment management fee and performance fee for each of the financial years ending 31st March, 2017, 2018 and 2019 are HK\$10,100,000, HK\$11,600,000 and HK\$13,300,000 respectively. These continuing connected transactions were approved at the extraordinary general meeting of the Company held on 30th March, 2016. The performance fee approximated HK\$1,824,000 (2016: NIL) due from UBA was included in trade and other receivables, deposits and prepayments as at 31st March, 2017.

- (b) On 26th January, 2016, Upbest Securities Company Limited (“USCL”) and UBA and two of its subsidiaries had separately entered into Securities Brokerage Supplemental Agreements for the transaction in relation to the securities brokerage service and agreed that the original agreements were further extended for a period of three years to 31st March, 2019. Brokerage commission fee income is charged at 0.25% (2016: 0.25%), the prevailing market rate, on the value of the transactions.

33. 關連及關聯人士交易 (續)

- (a) 本公司之附屬公司美建管理有限公司(「美建管理」)，為投資經理，與開明投資有限公司(「開明投資」)，於二零一六年一月二十六日簽訂第三份投資管理協議(「第三份投資管理協議」)，並同意就美建管理向開明投資提供之投資管理服務為期三年由二零一六年四月一日至二零一九年三月三十一日。這份協議可以由美建管理或開明投資在不少於六個月的書面通知終止。根據第三份投資管理協議，每月之投資管理費乃按開明集團估值日之綜合資產淨值1.50%之年利率及有關曆月實際日數除以全年365日之基準支付。

除上述投資管理費外，於每個財政年度，美建管理可享有根據開明投資除稅前盈利及扣除在投資管理協議中支付投資管理費前之盈利的20%之表現酬金。

截至二零一七年、二零一八年及二零一九年三月三十一日止之各財政年度之全年投資管理費及表現酬金年度上限分別為10,100,000港元、11,600,000港元及13,300,000港元。此等持續關連交易已於二零一六年三月三十日舉行之本公司的股東特別大會上通過。於二零一七年三月三十一日，應收開明投資的表現酬金約1,824,000港元(二零一六年：零港元)包含在貿易及其他應收款項、按金及預付款項內。

- (b) 於二零一六年一月二十六日，美建證券有限公司(「美建證券」)與開明投資及其兩間附屬公司分別簽訂就有關證券經紀服務的證券經紀補充協議，同時同意將原始協議再次延續期限三年至二零一九年三月三十一日。其佣金收費為所買賣證券價值0.25%(二零一六年：0.25%)，這是普遍的市場交易費用。

33. CONNECTED AND RELATED PARTY TRANSACTIONS**(Continued)****(b)** *(Continued)*

It is expected that the annual brokerage commission will be less than HK\$3,000,000 per annum and that transactions contemplated under the Securities Brokerage Supplemental Agreements are considered to be a deminimis transaction for USCL pursuant to Rule 14A of the Listing Rule.

(c) Handling fee for dividend collection is charged at minimum of HK\$30 or 0.50% per transaction amount.

(d) Upbest Investment Company Limited (“UICL”) with UBA and two of its subsidiaries had separately entered into Financial Assistance Supplemental Agreements in relation to the provision of securities margin financing service. According to the Fourth Supplemental Agreements, the respective relevant original agreements were further extended for a period of three years to 31st March, 2019. The agreement is subject to renewal by written supplemental agreements between the contracting parties. The securities margin financing services interest rate is charged at 4.25% (2016: 4.25%) above prime rate per annum inclusive of custodian fee; and the provision of IPO financing at an interest rate from 0.20% to 1.50% (2016: 0.20% to 1.50%) per annum above the borrowing costs of UICL. Interest income for the securities margin accounts was charged at 9.50% (2016: 9.50%) per annum.

(e) A subsidiary of the Company, Upbest Gold and Silver Trading Limited (“UGS”) entered into a Precious Metal Financial Assistance Agreement with UBA Gold Investment Limited (“UBA Gold”) in relation to the provision of precious metal margin financing service for a period of three years from 1st April, 2016 to 31st March, 2019 by UGS to UBA Gold. The agreement is subject to renewal by written supplemental agreement between the contracting parties.

The interest rate for the precious metal financing service was from 0.25% to 0.50% (2016: 0.25% to 1.00%) per annum above the borrowing costs of UGS for call position. In respect of put position, the interest rate would be 0.25% to 0.50% (2016: 0.25% to 1.00%) per annum on top of the borrowing cost of UGS (if any) provided that if UGS would receive any interest from its supplier(s), UBA Gold may set off such financing fee against the interest received by UGS from its supplier(s). For avoidance of doubt, any remaining interest received by UGS from its supplier(s) after such set-offs in respect of such put position will be paid to UBA Gold.

33. 關連及關聯人士交易 (續)**(b)** *(續)*

預期每年經紀佣金將為少於每年3,000,000港元，而根據上市規則第14A章，對美建證券而言，根據證券經紀補充協議所擬進行之交易被視為符合最低豁免水平的交易。

(c) 股息徵收手續費的最低收費為30港元或每筆交易金額之0.50%。

(d) 美建投資有限公司(「美建投資」)與開明投資及其兩間附屬公司分別簽訂就有關證券孖展融資服務的財務資助補充協議。根據第四份補充協議，將原始協議再次延續期限三年至二零一九年三月三十一日。協議雙方可以書面補充協議更新此協議。證券孖展融資服務年利率收費為最優惠利率上浮4.25%(二零一六年：4.25%)，當中包含託管費；而為首次公開招股融資提供借貸利率為美建投資之借貸成本加年利率0.20%至1.50%(二零一六年：0.20%至1.50%)。證券孖展融資戶口之利率為年利率9.50%(二零一六年：9.50%)。

(e) 本公司之附屬公司，美建金銀貿易有限公司(「美建金銀」)與UBA Gold Investment Limited(「UBA Gold」)就由美建金銀提供予UBA Gold之貴金屬孖展融資服務簽訂了一份貴金屬財務資助協議。此份協議為期三年，由二零一六年四月一日至二零一九年三月三十一日。雙方可以書面補充協議延續此協議。

貴金屬孖展融資借貸服務購買合約之利率為美建金銀之借貸成本上浮年利率0.25%至0.50%(二零一六年：0.25%至1.00%)。有關沽出合約之利率為美建金銀之借貸成本利率上浮年利率0.25%至0.50%(二零一六年：0.25%至1.00%)(如有)。倘美建金銀有收取供應商的利息，則UBA Gold能以該利息收入和該需支付之融資費用對銷。為釋疑慮，任何美建金銀由供應商收取的利息在與相關沽出合約所收取的利息對銷後餘額需支付予UBA Gold。

33. CONNECTED AND RELATED PARTY TRANSACTIONS**(Continued)****(e)** *(Continued)*

For the year ended 31st March, 2017, interest for precious metal dealing was charged at the range of 0.00% to 3.00% (2016: 1.50% to 2.30%) per annum. No interest has been charged for the year.

The annual cap regarding the securities and precious metal margin financial assistance for each of the financial years ending 31st March, 2017, 2018 and 2019 is HK\$60,000,000. These continuing connected transactions were approved at the extraordinary general meeting of the Company held on 30th March, 2016.

(f) Commodities brokerage commission is charged at a range from HK\$20 to HK\$100 (2016: HK\$20 to HK\$100) per transaction.

(g) Precious metal commission is charged at a range from US\$10 to US\$250 (2016: US\$10 to US\$250) per transaction.

(h) Handling fee for precious metal trading is charged at 0.25% (2016: 0.25%) per transaction amount.

(i) Storage fee for precious metal trading is charged at US\$2 (2016: US\$2) per day.

(j) Two subsidiaries of the Company have respectively entered into tenancy agreements with Town Bright Industries Limited for one year, commencing from 1st April, 2015. The tenancy agreements were renewed to 31st March, 2017 on 1st April, 2016. The tenancy agreements were further renewed for twelve months, commencing from 1st April, 2017. (note)

(k) A subsidiary of the Company has entered into a tenancy agreement with Upbest Properties Company Limited for one year, commencing from 1st April, 2015. The tenancy agreement has renewed to 31st March, 2017 on 1st April, 2016. The tenancy agreement was further renewed for twelve months, commencing from 1st April, 2017. (note)

33. 關連及關聯人士交易 (續)**(e)** *(續)*

截至二零一七年三月三十一日止年間，貴金屬交易之利率為年利率0.00%至3.00% (二零一六年：1.50%至2.30%)。期間並沒有收取任何利息。

截至二零一七年、二零一八年及二零一九年三月三十一日止財政年度各年之證券及貴金屬孖展財務資助年度上限為60,000,000港元。此等持續關連交易已於二零一六年三月三十日舉行之本公司的股東特別大會上通過。

(f) 期貨每宗交易之佣金由20港元至100港元 (二零一六年：由20港元至100港元)。

(g) 貴金屬每宗交易佣金由10美元至250美元 (二零一六年：由10美元至250美元)。

(h) 貴金屬買賣手續費為每宗買賣價值的0.25% (二零一六年：0.25%)。

(i) 貴金屬存倉費為每日2美元 (二零一六年：2美元)。

(j) 本公司之兩間附屬公司分別與同輝實業有限公司訂立租賃協議，由二零一五年四月一日起，為期一年。於二零一六年四月一日租賃協議已重續至二零一七年三月三十一日。租賃協議已再重續十二個月，由二零一七年四月一日起計。(附註)

(k) 本公司之附屬公司與美建地產有限公司訂立租賃協議，由二零一五年四月一日起，為期一年。於二零一六年四月一日，該租賃協議已重續至二零一七年三月三十一日。租賃協議已再重續十二個月，由二零一七年四月一日起計。(附註)

33. CONNECTED AND RELATED PARTY TRANSACTIONS

(Continued)

- (l) A subsidiary of the Company has entered into a tenancy agreement with Champion Assets Limited for one year, commencing from 1st April, 2015. The tenancy agreement has renewed to 31st March, 2017 on 1st April, 2016. The tenancy agreement was further renewed for twelve months, commencing from 1st April, 2017. (note)
- (m) A subsidiary of the Company has entered into a tenancy agreement with Loong Cheong Limited for one year, commencing from 1st April, 2015. The tenancy agreement has renewed to 31st March, 2017 on 1st April, 2016. The tenancy agreement was further renewed for twelve months, commencing from 1st April, 2017. (note)

Note:

As at the latest practicable date, CCAA Group Limited (“CCAA”) holds approximately 74.29% interest in Upbest Group Limited (“Upbest”). Fung Fai Growth Limited (“Fung Fai”) holds approximately 32.08% of UBA. The ultimate beneficial owner of CCAA and Fung Fai is Cheng’s Family Trust. Interested beneficiaries of the Cheng’s Family Trust include Mr. CHENG Kai Ming, Charles, Ms. CHENG Wai Ling, Annie (“Ms. Cheng”) and Mr. CHENG Wai Lun, Andrew (“Mr. Cheng”). Ms. Cheng and Mr. Cheng are directors of Upbest. Mr. Cheng is also a director of UBA. Moreover, UAML, the investment manager of UBA, is regarded as a connected person of UBA under Rule 14A.08 of the Listing Rules.

Mr. CHENG Kai Ming, Charles, the father of Ms. Cheng and Mr. Cheng, has beneficial interests in Town Bright Industries Limited, Upbest Properties Company Limited, Champion Assets Limited and Loong Cheong Limited.

- (n) Details of the balances with related parties and ultimate holding company are fully disclosed in notes 26 and 27.
- (o) The remuneration of directors and other members of key management during the year are disclosed in note 10.

The above transactions were carried out in the normal course of the Group’s business on terms mutually agreed between the parties.

33. 關連及關聯人士交易(續)

- (l) 本公司之附屬公司與協緯有限公司訂立租賃協議，由二零一五年四月一日起，為期一年。於二零一六年四月一日，該租賃協議已重續至二零一七年三月三十一日。租賃協議已再重續十二個月，由二零一七年四月一日起計。(附註)
- (m) 本公司之附屬公司與隆昌有限公司訂立租賃協議，由二零一五年四月一日起，為期一年。於二零一六年四月一日，該租賃協議已重續至二零一七年三月三十一日。租賃協議已再重續十二個月，由二零一七年四月一日起計。(附註)

附註：

於最後可行日期，CCAA Group Limited (「CCAA」) 持有美建集團有限公司(「美建」)約74.29%之權益，而Fung Fai Growth Limited (「Fung Fai」) 持有開明投資約32.08%之權益。而CCAA及Fung Fai之最終實益擁有人為Cheng’s Family Trust。Cheng’s Family Trust之實益擁有人包括鄭啟明先生，鄭偉玲小姐(「鄭小姐」)及鄭偉倫先生(「鄭先生」)，而鄭小姐及鄭先生皆為美建之董事，而鄭先生亦是開明投資之董事。再者美建管理是開明投資之投資經理人，因此，根據上市規則第14A.08條，美建管理被視為開明投資之關連人士。

鄭啟明先生，鄭小姐及鄭先生之父親，於同輝實業有限公司、美建地產有限公司、協緯有限公司及隆昌有限公司擁有實益權益。

- (n) 關聯人士及最終控股公司之結餘詳情已於附註26及27中披露。
- (o) 董事及主要管理層其他成員於年內之酬金已於附註10中披露。

以上之交易為本集團之正常業務並以雙方同意條款進行。



34. CONTINGENT LIABILITIES

(In HK\$'000)

34. 或然負債

(以港幣千元為單位)

2017

2016

Guarantees given by the company and its subsidiaries to financial institutions in respect of facilities granted to independent third parties

本公司及其附屬公司為獨立第三方給予財務機構擔保以取得信貸

4,000

4,000

Guarantees given by the Company to financial institutions in respect of facilities granted to subsidiaries

本公司為其附屬公司給予財務機構擔保以取得信貸

172,000

172,000

At the end of the reporting period, the directors do not consider it probable that a claim will be made against the Group under any of the guarantees.

於報告期末日，董事不認為本集團因擔保而可能引起索償。

Of the above guarantees, the amount utilized by the subsidiaries at 31st March, 2017 is approximately HK\$26 million (2016: approximately HK\$1 million).

上述擔保，已於二零一七年三月三十一日使用之額度約26,000,000港元(二零一六年：約1,000,000港元)。

The Company has not recognised any deferred income in respect of these guarantees as its fair value cannot be reliably measured and its transaction price was HK\$Nil (2016: HK\$Nil).

由於此等擔保之公平值難以確實地計算及該交易價值為零港元(二零一六年：零港元)，因此本公司並沒有為就擔保確認任何遞延收入。

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (In HK\$'000)	35. 本公司的財務狀況表 (以港幣千元為單位)	2017	2016
NON-CURRENT ASSETS	非流動資產		
Interests in subsidiaries	於附屬公司之權益	449,648	382,134
CURRENT ASSETS	流動資產		
Prepayments	預付款項	2	4
Bank balances and cash	銀行結餘及現金	129	179
		131	183
CURRENT LIABILITIES	流動負債		
Accrued expenses	應付費用	322	357
NET CURRENT LIABILITIES	流動負債淨值	(191)	(174)
NET ASSETS	資產淨值	449,457	381,960
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	26,824	13,412
Reserves (note 30)	儲備(附註30)	374,351	328,313
Proposed dividend	擬派股息	48,282	40,235
		449,457	381,960

The statement of financial position of the Company was approved and authorised for issue by the board of directors on 23rd June, 2017.

本公司的財務狀況表已獲董事會於二零一七年六月二十三日批准及授權發出及由下列董事代表簽署。

CHENG Wai Lun, Andrew

鄭偉倫

Executive Director

執行董事

CHENG Wai Ling, Annie

鄭偉玲

Executive Director

執行董事



36. SUBSIDIARIES

Details of the Company's subsidiaries at 31st March, 2017 are as follows:

36. 附屬公司

於二零一七年三月三十一日，本公司持有以下附屬公司：

Name of subsidiary	Place of incorporation	Principal place of operation	Percentage of interest attributable to the Group	Principal activities	Issued and fully paid ordinary share capital
附屬公司名稱	註冊成立地點	主要營業地點	集團持股百分比	主要業務	已發行及繳足普通股股本
Upbest Financial Holdings Limited	British Virgin Islands 英屬維京群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元
Upbest Land Company Limited	British Virgin Islands 英屬維京群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元
Citybest Management Limited	British Virgin Islands 英屬維京群島	Macau 澳門	100%	Investment holding 投資控股	US\$1 1美元
Companhia De Desenvolvimento E Fomento Predial Si Wan Limitada 時運置業發展有限公司	Macau 澳門	Macau 澳門	100%	Property investment 物業投資	MOP25,000 25,000澳門元
Energy Mark Limited 標能有限公司	Hong Kong 香港	Hong Kong 香港	100%	Inactive 暫時無活動	HK\$1 1港元
Gold-Face Finance Limited 均來財務有限公司	Hong Kong 香港	Hong Kong 香港	100%	Money lending 貸款融資	HK\$28,000,004 28,000,004港元
Good Foundation Company Limited 開盛有限公司	Hong Kong 香港	Hong Kong 香港	100%	Investment holding 投資控股	HK\$10,000 10,000港元
Good Profit Development Limited 溢利發展有限公司	Samoa 薩摩亞	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元
Great Luck Consultants Limited 興運顧問有限公司	British Virgin Islands 英屬維京群島	Hong Kong 香港	100%	Inactive 暫時無活動	US\$50,000 50,000美元
King Standard International Limited	British Virgin Islands 英屬維京群島	Macau 澳門	100%	Property holding 地產控股	US\$1 1美元
Marco Tech Limited	British Virgin Islands 英屬維京群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$2 2美元

36. SUBSIDIARIES (Continued)

Details of the Company's subsidiaries at 31st March, 2017 are as follows: (Continued)

36. 附屬公司(續)

於二零一七年三月三十一日，本公司持有以下附屬公司：(續)

Name of subsidiary	Place of incorporation	Principal place of operation	Percentage of interest attributable to the Group	Principal activities	Issued and fully paid ordinary share capital 已發行及繳足普通股股本
附屬公司名稱	註冊成立地點	主要營業地點	集團持股百分比	主要業務	普通股股本
Mei Tou Real Estate Company Limited 美圖置業有限公司	Macau 澳門	Macau 澳門	100%	Property investment 物業投資	MOP25,000 25,000澳門元
Mei Wo Company Limited 美和有限公司	Macau 澳門	Macau 澳門	100%	Property investment 物業投資	MOP25,000 25,000澳門元
Perfect Result Investments Limited 美業投資有限公司	British Virgin Islands 英屬維京爾群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元
Profit Up Development Limited 盈陞發展有限公司	Hong Kong 香港	Hong Kong 香港	70%	Project and property management 項目及物業管理	HK\$10 10港元
Upbest Assets Management Limited 美建管理有限公司	Hong Kong 香港	Hong Kong 香港	100%	Assets management 資產管理	HK\$600,000 600,000港元
Upbest Bullion Company Limited 美建金業有限公司	Hong Kong 香港	Hong Kong 香港	100%	Precious metal dealing 貴金屬買賣	HK\$11,000,000 11,000,000港元
Upbest Commodities Company Limited 美建期貨有限公司	Hong Kong 香港	Hong Kong 香港	100%	Futures dealing 期貨買賣	HK\$10,000,000 10,000,000港元
Upbest Credit and Mortgage Limited 美建信貸及按揭有限公司	Hong Kong 香港	Hong Kong 香港	100%	Inactive 暫時無活動	HK\$2 2港元
Upbest Cyber Trade Company Limited 美建電子商貿有限公司	Hong Kong 香港	Hong Kong 香港	100%	Inactive 暫時無活動	HK\$2 2港元
Upbest Hong Kong Land Company Limited	British Virgin Islands 英屬維京爾群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31st March 2017 截至二零一七年三月三十一日止年度

36. SUBSIDIARIES (Continued)

Details of the Company's subsidiaries at 31st March, 2017 are as follows: (Continued)

36. 附屬公司(續)

於二零一七年三月三十一日，本公司持有以下附屬公司：(續)

Name of subsidiary	Place of incorporation	Principal place of operation	Percentage of interest attributable to the Group	Principal activities	Issued and fully paid ordinary share capital 已發行及繳足普通股股本
附屬公司名稱	註冊成立地點	主要營業地點	集團持股百分比	主要業務	普通股股本
Upbest Investment Company Limited 美建投資有限公司	Hong Kong 香港	Hong Kong 香港	100%	Securities margin financing 證券孖展融資	HK\$35,000,000 35,000,000港元
Upbest Macau Land Company Limited 美建澳門置業有限公司	British Virgin Islands 英屬維京群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元
Upbest Online Securities Limited 美建網上證券有限公司	Hong Kong 香港	Hong Kong 香港	100%	Inactive 暫時無活動	HK\$5,000,000 5,000,000港元
Upbest Strategic Company Limited 美建策略有限公司	Hong Kong 香港	Hong Kong 香港	100%	Investment holding 投資控股	HK\$5,002 5,002港元
Upbest Securities Company Limited 美建證券有限公司	Hong Kong 香港	Hong Kong 香港	100%	Securities dealing and broking 證券交易及經紀	HK\$10,000,000 10,000,000港元
Peals International Limited 珍珠國際有限公司	British Virgin Islands 英屬維京群島	Hong Kong 香港	100%	Investment holding 投資控股	US\$1 1美元
Maiyon Investment Company Limited 美瑩投資有限公司	Hong Kong 香港	Hong Kong 香港	100%	Inactive 暫時無活動	HK\$35,000 35,000港元
Peace Gain Holdings Limited	British Virgin Islands 英屬維京群島	Hong Kong 香港	55%	Investment holding 投資控股	US\$100 100美元
Christian Faith Limited	Hong Kong 香港	Hong Kong 香港	55%	Property investment 物業投資	HK\$1 1港元

36. SUBSIDIARIES (Continued)

Details of the Company's subsidiaries at 31st March, 2017 are as follows: (Continued)

36. 附屬公司(續)

於二零一七年三月三十一日，本公司持有以下附屬公司：(續)

Name of subsidiary	Place of incorporation	Principal place of operation	Percentage of interest attributable to the Group	Principal activities	Issued and fully paid ordinary share capital 已發行及繳足普通股股本
附屬公司名稱	註冊成立地點	主要營業地點	集團持股百分比	主要業務	普通股股本
Bible Workshop Limited	Hong Kong 香港	Hong Kong 香港	55%	Inactive 暫時無活動	HK\$1 1港元
Upbest Gold & Silver Trading Limited	Hong Kong	Hong Kong	100%	Precious metal dealing	HK\$10,000
美建金銀貿易有限公司	香港	香港		貴金屬買賣	10,000港元

None of the subsidiaries had any loan capital outstanding at the end of the reporting period or at any time during the year.

於報告期末日或年度內任何時間，所有附屬公司均無未清還之資本性貸款。



SCHEDULE OF PROPERTIES
物業附表

(1) INVESTMENT PROPERTIES AS AT 31ST MARCH, 2017**(1) 於二零一七年三月三十一日之投資物業**

Description 物業詳述	Usage 用途	Approximate gross floor area 概約樓面總面積 (square feet) (平方呎)	Status 狀況	Percentage of the Group's interest 本集團所佔 權益百分比 %
(a) Macau 澳門	Commercial 商用	105,000	Rental 出租	100
51 Various car parking spaces and the whole of the ground floor and 1st Floor of Chino Plaza, located in Baia Sul Do Bairro Fai Chi Kei, Lote PS2 Macau 位於澳門筷子基南灣PS2地段之信和廣場，包括51個車位、地下及一樓全層				
(b) Macau 澳門	Residential/ Commercial 住宅／商用	11,492	Rental 出租	100
1 piece of land at Nossa Senhora Do Camo, Taipa, Macau with a two-story restaurant 位於澳門氹仔嘉模堂區地段之一幅土地上 有一幢兩層高用作餐廳之建築物				

(2) PROPERTIES HELD FOR DEVELOPMENT AS AT 31ST MARCH, 2017**(2) 於二零一七年三月三十一日之持作發展物業**

Description 物業詳述	Usage 用途	Approximate site area 概約樓面 總面積 (square feet) (平方呎)	Percentage of the Group's interest 本集團 所佔權益 百分比 %	Estimated completion date 預計 完成日期	Stage of development as at 31st March, 2017 於二零一七年 三月三十一日 之發展階段
(a) Hong Kong 香港	Government, Institution or Community 政府、機構或社區	9,147	55	N/A 不適用	Vacant land 空置土地
2 pieces of land at Tseung Kwan O Declamation District Number 248 兩幅位於香港將軍澳248區的土地					

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