



沪港联合

Hong Kong Shanghai Alliance Holdings Limited

滬港聯合控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股票代號：1001



Interim Report

2017/18

中期報告



MISSION 使命

We will deliver on our vision by being responsible and relevant in the markets we choose to participate in. We will deliver sustainable shareholder value and the best total value solution to customers through excellent service, an efficient supply chain, financing and value-added processing. We will be knowledgeable of the market and the needs of our target customers. We will hire people that raise the average and will invest in the development of all of our employees.

我們積極參與所經營市場的相關事務，致力成為負責任企業，以實現我們的願景。我們矢志透過優越的服務、高效供應鏈、融資及增值加工服務，為股東持續增值及為客戶提供最佳的全方位解決方案。我們對市場瞭如指掌，深明目標客戶的需要。我們一向選賢以能，聘用勇於突破的人才，並在員工培訓方面積極投資。

VISION 願景

We will be a preferred investment option for our **SHAREHOLDERS**. We will consistently execute on our strategies to provide desired returns on investment and sustainable growth. All strategies will have robust analysis and the proper market intelligence to assure delivery of our promises to our board of directors.

我們致力成為**股東**投資的首選。我們將貫徹實行我們的發展策略，藉以為股東提供可觀的投資回報及持續增長。所有策略將通過健全的分析及根據適當的市場訊息制定，確保實現對董事會的承諾。

We will be a preferred supplier to **CUSTOMERS**. They will think of us when needing our products. Their purchasing experience will always be pleasant, informative and helpful in meeting their objectives.

我們致力成為**客戶**的首選供應商。在需要產品時，客戶均以我們為首選，客戶在採購過程中都能獲得愉快的經驗，同時獲得豐富的資料，有助達成目標。

We will be a preferred employer. We will hire only people that raise the average. We will hire for attitude and invest in development of our **EMPLOYEES** to create loyalty and love of company. We will provide a safe and pleasant working environment with constant learning and growth opportunities.

我們致力成為首選僱主。我們聘用的員工均是勇於突破的人才。我們重視**員工**的工作態度，並不遺餘力投資於員工培訓方面，以加強員工對公司的歸屬感和熱愛。我們努力為員工提供舒適安全的工作環境，並提供各種機會，讓員工不斷學習和成長。

CORPORATE VALUES 公司價值

Safe and Enjoyable Working Environment
Shareholder Value
Customer Loyalty
Integrity
Honesty and Respect
Responsiveness and Dedication
Clear and Measurable Goals
Embrace of Change
Ambition and Confidence to Excel
Teamwork

安全愉悅的工作環境
股東價值
客戶忠誠度
廉潔
誠信與尊重
及時回應
清晰可量的目標
擁抱變化
抱負及信心
團隊合作



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yao Cho Fai Andrew
(Chairman and Chief Executive Officer)
Ms. Luk Pui Yin Grace
Mr. Lau Chi Chiu

Independent Non-executive Directors

Mr. Tam King Ching Kenny
Mr. Xu Lin Bao
Mr. Tse Lung Wa Teddy
Mr. Yeung Wing Sun Mike

COMPANY SECRETARY

Ms. Lam Yee Fan, FCIS, FCS

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1103-05, 11th Floor
East Town Building
41 Lockhart Road
Wanchai, Hong Kong

Website : <http://www.hkshalliance.com>
E-mail Address : enquiry@hkshalliance.com

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

Hong Kong Branch Registrar

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

LISTED ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Stock Code : 1001

董事會

執行董事

姚祖輝先生
(主席兼首席執行官)
陸佩然女士
劉子超先生

獨立非執行董事

譚競正先生
徐林寶先生
謝龍華先生
楊榮樂先生

公司秘書

林伊芬女士 · FCIS, FCS

核數師

羅兵咸永道會計師事務所
執業會計師

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港主要營業地點

香港灣仔
駱克道41號
東城大廈
11樓1103-05室

網址 : <http://www.hkshalliance.com>
電子郵件 : enquiry@hkshalliance.com

股份登記過戶處

主要過戶處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港過戶分處

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

在香港聯合交易所有限公司 主板上市

股票代號 : 1001

- Revenue increased by approximately 8.4% to approximately HK\$1,643.7 million, versus approximately HK\$1,515.8 million of the same period last year
- Unaudited loss attributable to owners of the Company amounted to approximately HK\$25.2 million, compared with an unaudited profit attributable to owners of the Company of approximately HK\$48.5 million of the same period last year
- Unaudited consolidated net assets value (the “NAV”) was approximately HK\$1,149.7 million as at 30th September 2017, versus the audited consolidated NAV of approximately HK\$1,130.9 million as at 31st March 2017
- Gross profit margin decreased to approximately 8.8% from approximately 14.6% compared with the same period last year, mainly affected by adverse fluctuation of steel price
- Successful disposal of our 29.44% indirect investment in Park Lane in Shanghai at a gain in September 2017
- Maintained the occupancy rate of our wholly-owned Central Park Pudong in Shanghai at a stable level and successfully increased the occupancy rate to about 65% as of the date of this report
- 收入增加約8.4%至約1,643,700,000港元，去年同期收入約為1,515,800,000港元
- 本公司擁有人應佔未經審核虧損約為25,200,000港元，相對去年同期本公司擁有人應佔未經審核溢利約為48,500,000港元
- 未經審核綜合資產淨值(「資產淨值」)於二零一七年九月三十日約為1,149,700,000港元，而於二零一七年三月三十一日經審核綜合資產淨值約為1,130,900,000港元
- 毛利率相較去年同期約14.6%減少至約8.8%，主要受鋼材價格的反向波動影響
- 於二零一七年九月成功出售我們間接投資29.44%之上海尚泰里，並獲得溢利
- 維持我們全資擁有的上海中港匯浦東的穩定出租率，並於本報告日期成功將出租率增加至約65%

CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS

簡明綜合中期損益表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

The board of directors (the “Board”) of Hong Kong Shanghai Alliance Holdings Limited (the “Company”) hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30th September 2017, together with comparative figures, as follows:

滬港聯合控股有限公司(「本公司」)之董事會(「董事會」)謹此宣佈本公司及其附屬公司(統稱「本集團」)截至二零一七年九月三十日止六個月之未經審核簡明綜合中期業績連同比較數字如下：

CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017

簡明綜合中期損益表

截至二零一七年九月三十日止六個月

		Six months ended	
		30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
	Note	(Unaudited)	(Unaudited)
	附註	(未經審核)	(未經審核)
Revenue	6	1,643,735	1,515,757
Cost of sales	8	(1,499,738)	(1,295,175)
Gross profit		143,997	220,582
Other losses — net	7	(27,829)	(40,268)
Selling and distribution expenses	8	(29,555)	(34,079)
General and administrative expenses	8	(133,472)	(128,859)
Fair value gain on an investment property	14	—	233,513
Operating (loss)/profit		(46,859)	250,889
Finance income	9	1,294	441
Finance costs	9	(33,760)	(47,371)
Share of results of joint ventures — net		47,849	(78,733)
(Loss)/profit before income tax		(31,476)	125,226
Income tax credit/(expense)	10	13,693	(77,918)
(Loss)/profit for the period		(17,783)	47,308
(Loss)/profit attributable to:			
— Owners of the Company	12	(25,196)	48,468
— Non-controlling interests		7,413	(1,160)
		(17,783)	47,308

CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS

簡明綜合中期損益表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS (CONTINUED)

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017

簡明綜合中期損益表(續)

截至二零一七年九月三十日止六個月

		Six months ended			
		30th September			
		截至九月三十日止六個月			
		2017		2016	
		二零一七年		二零一六年	
		HK\$'000		HK\$'000	
		千港元		千港元	
		(Unaudited)		(Unaudited)	
		(未經審核)		(未經審核)	
		Note		Note	
		附註		附註	
(Loss)/earnings per ordinary share attributable to owners of the Company	本公司擁有人應佔 每股普通股(虧損)/盈利				
— Basic (loss)/earnings per share	— 每股基本(虧損)/盈利	12	HK(3.9) cents 港仙	HK7.6 cents	港仙
— Diluted (loss)/earnings per share	— 每股攤薄(虧損)/盈利	12	HK(3.9) cents 港仙	HK7.5 cents	港仙

The notes form an integral part of the unaudited condensed consolidated interim financial information.

附註為未經審核簡明綜合中期財務資料整體之一部分。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面損益表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss)/profit for the period	期內(虧損)/溢利	(17,783)	47,308
Other comprehensive (loss)/income:	其他全面(虧損)/收入:		
<i>Items that may be subsequently reclassified to profit or loss:</i>	<i>其後可重新分類至損益之項目:</i>		
Change in fair value of an available-for-sale financial asset	一項可供出售之財務資產之公允價值變動	(134)	115
Currency translation differences	貨幣匯兌差額	51,269	(50,401)
Other comprehensive income/(loss) for the period	期內其他全面收入/(虧損)	51,135	(50,286)
Total comprehensive income/(loss) for the period	期內全面收入/(虧損)總額	33,352	(2,978)
Total comprehensive income/(loss) for the period attributable to:	應佔期內全面收入/(虧損)總額:		
— Owners of the Company	— 本公司擁有人	24,686	(1,818)
— Non-controlling interests	— 非控制性權益	8,666	(1,160)
		33,352	(2,978)

The notes form an integral part of the unaudited condensed consolidated interim financial information.

附註為未經審核簡明綜合中期財務資料整體之一部分。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

AS AT 30TH SEPTEMBER 2017 於二零一七年九月三十日

			As at 30th September 2017 於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Property, plant and equipment	13	物業、廠房及設備	153,385	163,489
Investment property	14	投資物業	1,280,370	1,222,682
Land use rights		土地使用權	9,417	9,518
Investments in joint ventures		於合營公司之投資	39,951	110,631
Prepayments, deposits and other receivables	16	預付款項、按金及其他 應收賬款	58,164	52,860
Deferred income tax assets		遞延所得稅資產	38,102	21,370
Available-for-sale financial asset		可供出售之財務資產	372	506
Total non-current assets		非流動資產總額	1,579,761	1,581,056
Current assets		流動資產		
Inventories		存貨	161,287	395,628
Trade and bill receivables	15	應收賬款及票據	472,695	495,033
Prepayments, deposits and other receivables	16	預付款項、按金及其他 應收賬款	157,659	165,281
Financial assets at fair value through profit or loss		按公允價值計入損益之 財務資產	—	15,500
Amounts due from joint ventures		應收合營公司賬款	75,282	34,360
Pledged bank deposits		已抵押銀行存款	24,040	68,659
Cash and cash equivalents		現金及現金等值	532,823	628,382
Total current assets		流動資產總額	1,423,786	1,802,843
Total assets		資產總額	3,003,547	3,383,899

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

AS AT 30TH SEPTEMBER 2017 於二零一七年九月三十日

			As at 30th September 2017 於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註		
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	19	64,188	64,188
Reserves	儲備		1,055,432	1,045,323
			1,119,620	1,109,511
Non-controlling interests	非控制性權益		30,053	21,387
Total equity	權益總額		1,149,673	1,130,898
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Accrued liabilities and other payables	應計負債及其他應付賬款		8,875	7,223
Deferred income tax liabilities	遞延所得稅負債		71,300	69,638
Borrowings	借貸	18	591,865	509,190
Total non-current liabilities	非流動負債總額		672,040	586,051
Current liabilities	流動負債			
Trade and bill payables	應付賬款及票據	17	179,229	143,604
Receipts in advance	預收款項		43,757	28,696
Accrued liabilities and other payables	應計負債及其他應付賬款		83,418	163,688
Amount due to a joint venture	應付一間合營公司賬款		—	49,900
Current income tax liabilities	當期所得稅負債		1,334	67,916
Borrowings	借貸	18	874,096	1,213,146
Total current liabilities	流動負債總額		1,181,834	1,666,950
Total liabilities	負債總額		1,853,874	2,253,001
Total equity and liabilities	權益及負債總額		3,003,547	3,383,899

The notes form an integral part of the unaudited condensed consolidated interim financial information.

附註為未經審核簡明綜合中期財務資料整體之一部分。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

Unaudited
未經審核

Attributable to owners of the Company
本公司擁有人應佔

		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Non- controlling interests 非控制性權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
As at 1st April 2017	於二零一七年四月一日	64,188	525,836	519,487	1,109,511	21,387	1,130,898
(Loss)/profit for the period	期內(虧損)/溢利	—	—	(25,196)	(25,196)	7,413	(17,783)
Other comprehensive income/(loss)	其他全面收入/(虧損)						
— Change in fair value of an available-for-sale financial asset	— 一項可供出售之 財務資產之公允價值 變動	—	(134)	—	(134)	—	(134)
— Currency translation differences	— 貨幣匯兌差額	—	50,016	—	50,016	1,253	51,269
Total comprehensive income/(loss) for the period	期內全面收入/(虧損) 總額	—	49,882	(25,196)	24,686	8,666	33,352
Transaction with owners in their capacity as owners	擁有人以其擁有人的身份進行的交 易						
— Share-based payment	— 以股份為基礎之支付	—	1,406	—	1,406	—	1,406
— Dividends relating to 2017	— 關於二零一七年之股息	—	—	(15,983)	(15,983)	—	(15,983)
Total transaction with owners in their capacity as owners	擁有人以其擁有人的身份進行的交 易總額	—	1,406	(15,983)	(14,577)	—	(14,577)
As at 30th September 2017	於二零一七年九月三十日	64,188	577,124	478,308	1,119,620	30,053	1,149,673

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

		Unaudited 未經審核					
		Attributable to owners of the Company 本公司擁有人應佔				Non-controlling interests 非控制性權益	
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
As at 1st April 2016	於二零一六年四月一日	64,064	556,908	438,452	1,059,424	2,079	1,061,503
Profit/(loss) for the period	期內溢利/(虧損)	—	—	48,468	48,468	(1,160)	47,308
Other comprehensive income/(loss)	其他全面收入/(虧損)						
— Change in fair value of an available-for-sale financial asset	— 一項可供出售之財務資產之公允價值變動	—	115	—	115	—	115
— Currency translation differences	— 貨幣匯兌差額	—	(50,401)	—	(50,401)	—	(50,401)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收入總額	—	(50,286)	48,468	(1,818)	(1,160)	(2,978)
Transaction with owners in their capacity as owners	擁有人以其擁有人身份進行的交易						
— Share-based payment	— 以股份為基礎之支付	—	534	—	534	—	534
— Exercise of share options	— 行使購股權	124	655	—	779	—	779
— Lapse of share options	— 失效之購股權	—	(345)	345	—	—	—
— Dividends relating to 2016	— 關於二零一六年之股息	—	—	(6,419)	(6,419)	—	(6,419)
Total transaction with owners in their capacity as owners	擁有人以其擁有人身份進行的交易總額	124	844	(6,074)	(5,106)	—	(5,106)
As at 30th September 2016	於二零一六年九月三十日	64,188	507,466	480,846	1,052,500	919	1,053,419

The notes form an integral part of the unaudited condensed consolidated interim financial information.

附註為未經審核簡明綜合中期財務資料整體之一部分。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

簡明綜合中期現金流量表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cash flows from operating activities	經營活動之現金流量		
Net cash generated from operations	經營活動產生現金淨額	122,145	20,283
Interest received	已收利息	1,294	441
Interest paid	已付利息	(33,285)	(38,627)
Hong Kong profits tax paid	已付香港利得稅	(3,571)	(3,620)
Hong Kong profits tax refund	香港利得稅退稅	203	—
China corporate income tax paid	已付中國企業所得稅	(67,160)	(2,148)
Net cash inflow/(outflow) from operating activities	經營活動流入／(流出)之現金淨額	19,626	(23,671)
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(9,479)	(4,386)
Capital expenditures for an investment property	一項投資物業之資本開支	(5,431)	(3,667)
Purchase of an investment property	購買一項投資物業	—	(736,882)
Loan to a joint venture	給予一間合營公司之貸款	—	(11,634)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	36	51
Distribution from a joint venture	來自一間合營公司之分派	124,550	—
Proceeds from sale of financial assets at fair value through profit or loss	出售按公允價值計入損益之財務資產之所得款項	15,500	—
Net cash inflow/(outflow) from investing activities	投資活動流入／(流出)之現金淨額	125,176	(756,518)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

簡明綜合中期現金流量表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2017 截至二零一七年九月三十日止六個月

		Six months ended 30th September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from financing activities	融資活動之現金流量		
Proceeds from bank borrowings	銀行借貸之所得款項	146,189	571,426
Repayment of bank borrowings	償還銀行借貸	(89,910)	(117,807)
Net (decrease)/increase in trust-receipt bank loans	信託收據銀行貸款之(減少)/增加淨額	(335,134)	32,320
Net change in pledged bank deposits	已抵押銀行存款之變動淨額	44,619	(17,979)
Dividends paid to owners of the Company	已付本公司擁有人之股息	(15,983)	—
Exercise of share options	行使購股權	—	779
Net cash (outflow)/inflow from financing activities	融資活動(流出)/流入之現金淨額	(250,219)	468,739
Net decrease in cash and cash equivalents	現金及現金等值之減少淨額	(105,417)	(311,450)
Cash and cash equivalents at beginning of period	於期初之現金及現金等值	628,382	546,261
Exchange differences	匯兌差額	9,858	(10,711)
Cash and cash equivalents at end of period	於期末之現金及現金等值	532,823	224,100

The notes form an integral part of the unaudited condensed consolidated interim financial information.

附註為未經審核簡明綜合中期財務資料整體之一部分。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

1 GENERAL INFORMATION

Hong Kong Shanghai Alliance Holdings Limited (the “**Company**”) is a limited liability company incorporated in Bermuda on 12th January 1994 as an exempted company under the Companies Act 1981 of Bermuda. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 18th February 1994. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company and its subsidiaries (the “**Group**”) are principally engaged in stockholding and distribution of construction materials such as steel products; trading of sanitary wares, kitchen cabinets and engineering plastics; steel recycling and property investment and project management business.

The unaudited condensed consolidated interim financial information is presented in Hong Kong dollar (“**HK\$**”), unless otherwise stated.

This unaudited condensed consolidated interim financial information has not been audited or reviewed.

2 BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information for the six months ended 30th September 2017 has been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). This unaudited condensed consolidated interim financial information should be read in conjunction with the annual consolidated financial statements for the year ended 31st March 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA.

1 一般資料

滬港聯合控股有限公司(「**本公司**」)根據百慕達一九八一年公司法於一九九四年一月十二日在百慕達註冊成立為獲豁免有限公司。自一九九四年二月十八日起，本公司股份於香港聯合交易所有限公司主板上市。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司及其附屬公司(「**本集團**」)主要從事存銷及分銷建築材料，例如鋼材產品；潔具、廚櫃及工程塑膠貿易；鋼材回收以及房地產投資及項目管理業務。

除另有指明外，本未經審核簡明綜合中期財務資料以港元(「**港元**」)列示。

本未經審核簡明綜合中期財務資料尚未經審核或審閱。

2 編製基準

本截至二零一七年九月三十日止六個月之未經審核簡明綜合中期財務資料乃依照香港會計師公會(「**香港會計師公會**」)發行之香港會計準則(「**香港會計準則**」)第34號「中期財務報告」編製。本未經審核簡明綜合中期財務資料應連同依照香港會計師公會發行之香港財務報告準則(「**香港財務報告準則**」)編製截至二零一七年三月三十一日止年度之年度綜合財務報表一併閱讀。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3 ACCOUNTING POLICIES

The accounting policies applied to this condensed consolidated interim financial information are consistent with those of the annual financial statements for the year ended 31st March 2017 as described in those annual financial statements, except for the estimation of income tax using the tax rate that would be applicable to expected total annual earnings and the adoption of amendments to HKFRSs effective for the financial year ending 31st March 2018.

- (a) The following amendments to standards and annual improvements are mandatory for the first time for the financial year beginning 1st April 2017 and currently relevant to the Group:

HKAS 7 (Amendment)	Disclosure Initiative
HKAS 12 (Amendment)	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements Project HKFRS 12 (Amendment)	Annual Improvements 2014–2016 Cycle (Amendments)

The Group has adopted these standards and the adoption of these standards do not have significant impacts on the Group's condensed consolidated interim financial information.

3 會計政策

本簡明綜合中期財務資料採納之會計政策均與截至二零一七年三月三十一日止年度之年度財務報表所披露者一致，惟適用於年度預計總盈利所得稅估計之稅率及採納於截至二零一八年三月三十一日止財政年度起生效之香港財務報告準則之修訂本除外。

- (a) 下列準則的修訂及年度改進首次於二零一七年四月一日起財政年度強制生效，及適用於本集團：

香港會計準則 第7號(修訂)	披露方式
香港會計準則 第12號(修訂)	就未實現虧損確認遞延 稅項資產
香港財務報告準則 第12號之年度 改善項目(修訂)	對於二零一四年至二零 一六年期間進行之年度 改善(修訂)

本集團已採納該等準則，且採納該等準則對本集團之簡明綜合中期財務資料並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3 ACCOUNTING POLICIES (CONTINUED)

- (b) The following new standards, amendments to standards and annual improvement have been issued but are not effective for the financial year beginning 1st April 2017 and have not been early adopted by the Group:

3 會計政策(續)

- (b) 下列已頒佈之新訂準則、準則的修訂，以及年度改善，於二零一七年四月一日起之財政年度仍未生效，亦未獲本集團提前採納：

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
HKFRS 10 and HKAS 28 (Amendment) 香港財務報告準則第10號及 香港會計準則第28號(修訂)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營公司間之 資產出售或注資	To be determined 待釐定
Annual Improvements Project HKFRS 1 and HKAS 28 (Amendment) 香港財務報告準則第1號之 年度改善項目及 香港會計準則第28號(修訂)	Annual Improvements 2014–2016 Cycle 對於二零一四年至二零一六年期間進行之 年度改善	1st January 2018 二零一八年一月一日
HKAS 40 香港會計準則第40號	Transfer of Investment Property (Amendment) 投資物業轉移(修訂)	1st January 2018 二零一八年一月一日
HKFRS 2 (Amendment) 香港財務報告準則 第2號(修訂)	Classification and Measurement of Share-based Payment Transactions 以股份為基礎之付款交易之分類及計量	1st January 2018 二零一八年一月一日
HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1st January 2018 二零一八年一月一日
HKFRS 15 香港財務報告準則第15號	Revenue from Contracts with Customers 來自客戶合約的收益	1st January 2018 二零一八年一月一日
HKFRS 15 (Amendment) 香港財務報告準則 第15號(修訂)	Clarifications to HKFRS 15 香港財務報告準則第15號之釐清	1st January 2018 二零一八年一月一日
HK (IFRIC)-Int 22 香港(國際財務報告解釋 委員會)詮釋第22號	Foreign Currency Transactions and Advance Consideration 外幣交易及預付代價	1st January 2018 二零一八年一月一日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1st January 2019 二零一九年一月一日

None of the above is expected to have a significant effect on the Group's consolidated financial statements, except the following:

預期上述對本集團之綜合財務報表概無重大影響，惟下列者除外：

3 ACCOUNTING POLICIES (CONTINUED)

- (b) The following new standards, amendments to standards and annual improvement have been issued but are not effective for the financial year beginning 1st April 2017 and have not been early adopted by the Group: (Continued)

(i) HKFRS 9 “Financial instruments”

HKFRS 9 “Financial instruments” replaces the whole of HKAS 39. HKFRS 9 has three financial asset classification categories for investments in debt instruments: amortised cost, fair value through other comprehensive income (“OCI”) and fair value through profit or loss. Classification is driven by the entity’s business model for managing the debt instruments and their contractual cash flow characteristics.

Investments in equity instruments are always measured at fair value. However, management can make an irrevocable election to present changes in fair value in OCI, provided the instrument is not held for trading. If the equity instrument is held for trading, changes in fair value are presented in profit or loss.

HKFRS 9 also introduces a new model for the recognition of impairment losses — the expected credit losses (“ECL”) model, which constitutes a change from the incurred loss model in HKAS 39. HKFRS 9 contains a “three stage” approach, which is based on the change in credit quality of financial assets since initial recognition. Assets move through the three stages as credit quality changes and the stages dictate how an entity measures impairment losses and applies the effective interest rate method. The new rules mean that on initial recognition of a non-credit impaired financial asset carried at amortised cost a day-1 loss equal to the 12-month ECL is recognised in profit or loss. In the case of accounts receivables this day-1 loss will be equal to their lifetime ECL.

Where there is a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL.

3 會計政策(續)

- (b) 下列已頒佈之新訂準則、準則的修訂，以及年度改善，於二零一七年四月一日起之財政年度仍未生效，亦未獲本集團提前採納：(續)

(i) 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號「金融工具」全面代替香港會計準則第39號。香港財務報告準則第9號就債務工具投資訂有三項金融資產分類類別：按攤銷成本、按公允價值計入其他全面收入(「其他全面收入」)、按公允價值計入損益。分類依據企業管理債務工具經營模式及其合同現金流量特徵決定。

權益工具投資始終以公允價值計量。然而，管理層可以不可撤銷地選擇在其他全面收入中呈列公允價值變動，惟有關工具不得持作買賣用途。如果權益工具持作買賣，則公允價值變動計入損益。

香港財務報告準則第9號亦為確認減值虧損引入新模式 — 預期信貸虧損(「預期信貸虧損」)模式，包括由香港會計準則第39號已產生虧損之變化組成。香港財務報告準則第9號包含「三個階段」之方法，根據金融資產初始確認後之信用質素變化計算。資產在信用質素變化之三個階段中進行，階段決定實體如何衡量減值虧損並採納實際利率法。新規則意味著，按攤銷成本初始確認之非信貸減值金融資產，相當於12個月內的預期信貸虧損於首日虧損確認為損益。在應收賬的情況下，首日虧損將等於其整個期限之預期信貸虧損。

如果信貸風險顯著上升，則使用整個期限的預期信貸虧損而非12個月的預期信貸虧損計量減值。

3 ACCOUNTING POLICIES (CONTINUED)

- (b) The following new standards, amendments to standards and annual improvement have been issued but are not effective for the financial year beginning 1st April 2017 and have not been early adopted by the Group: (Continued)

(ii) HKFRS 15 “Revenue from contracts with customers”

HKFRS 15 “Revenue from Contracts with Customers” — this new standard replaces the previous revenue standards: HKAS 18 “Revenue” and HKAS 11 “Construction Contracts”, and the related Interpretations on revenue recognition. HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a 5-step approach:

- (1) Identify the contract(s) with customer;
- (2) Identify separate performance obligations in a contract;
- (3) Determine the transaction price;
- (4) Allocate transaction price to performance obligations; and
- (5) Recognise revenue when performance obligation is satisfied.

The core principle is that a company should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an “earnings processes” to an “asset — liability” approach based on transfer of control. HKFRS 15 provides specific guidance on capitalisation of contract cost, license arrangements and principal versus agent considerations. It also includes a cohesive set of disclosure requirements about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers. Meanwhile, there will be additional disclosure requirement under HKFRS 15 upon its adoption. HKFRS 15 is effective for annual periods beginning on or after 1 January 2018 and earlier application is permitted.

3 會計政策(續)

- (b) 下列已頒佈之新訂準則、準則的修訂，以及年度改善，於二零一七年四月一日起之財政年度仍未生效，亦未獲本集團提前採納：(續)

(ii) 香港財務報告準則第15號「來自客戶合約的收益」

香港財務報告準則第15號「來自客戶合約的收益」— 該新訂準則代替之前收益準則：香港會計準則第18號「收益」及香港會計準則第11號「建築合約」，以及相關收益確認詮釋。香港財務報告準則第15號透過五步驟法建立全面架構，用以釐定確認收益時間及數額：

- (1) 識別與客戶訂立之合約；
- (2) 識別合約中之各自履約責任；
- (3) 釐定交易價；
- (4) 將交易價分配至合約中各履約責任；及
- (5) 於完成履約責任時確認收益。

此財務報告準則之核心原則為，公司應確認收益以述明向客戶轉讓承諾貨品或服務，而有關收益金額能反映該公司預期就交換該等貨品或服務取得之代價。其將基於「收益過程」的收益確認模式轉移到基於控制權轉移的「資產 — 負債」方法。香港財務報告準則第15號就合約成本資本化、特許權安排及主銷售商與代理人之考量提供具體指引。亦包括對實體與客戶的合同產生的收入及現金流量的性質、數量、時間及不確定性設定作一致性披露要求。同時，香港財務報告準則第15號於採納後將具額外披露要求。香港財務報告準則第15號將於二零一八年一月一日或之後開始之年度期間生效，並可提前採納。

3 ACCOUNTING POLICIES (CONTINUED)

- (b) The following new standards, amendments to standards and annual improvement have been issued but are not effective for the financial year beginning 1st April 2017 and have not been early adopted by the Group: (Continued)

(iii) HKFRS 16 “Leases”

HKFRS 16 “Leases” was issued in January 2016. It will result in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for the Group’s operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$95,524,000. However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group’s profit and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low-value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

The standard is mandatory for first interim periods within annual reporting periods beginning on or after 1st January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

The Group is in the process of making an assessment of what the impact of these new standards and amendments to existing standards would be in the period of initial application, but not yet in a position to state whether they would have a significant impact to the Group’s results and financial position.

3 會計政策(續)

- (b) 下列已頒佈之新訂準則、準則的修訂，以及年度改善，於二零一七年四月一日起之財政年度仍未生效，亦未獲本集團提前採納：(續)

(iii) 香港財務報告準則第16號「租賃」

香港財務報告準則第16號「租賃」於二零一六年一月發佈。由於經營與融資租賃之間的區別被撤銷，導致所有租賃幾乎均會於財務狀況表內確認。根據新訂準則，確認資產(使用租賃項目之權利)及支付租金的財務責任。僅短期及低值租賃可豁免。

對出租人的會計不會有重大變化。

該準則主要影響本集團經營租賃的會計處理。於報告日期，本集團不可撤銷經營租賃承擔為95,524,000港元。然而，本集團尚未確定該等承擔導致確認資產及將來支付的負債影響程度，以及如何影響本集團的溢利及現金流量分類。

部分承擔可能包括在短期及低值租賃的豁免情況，而根據香港財務報告準則第16號，部分承擔可能不符合歸納為租賃。

該準則於二零一九年一月一日或之後開始之年度報告期間內的首次中期期間強制執行。於現階段，本集團無意於該準則生效前採納該準則。

本集團正在評估該等新訂準則及對現有準則之修訂的影響，其中對於期間內首次應用之新訂準則及修訂，尚未確定其是否對本集團業績及財務狀況造成重大影響。

4 ESTIMATES

The preparation of the unaudited condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this unaudited condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements for the year ended 31st March 2017.

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including price risk, foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk.

The unaudited condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31st March 2017.

There have been no changes in the risk management or in any risk management policies since year end.

5.2 Price risk

The Group is subject to commodity price risk because certain subsidiaries of the Group are engaged in trading of steel products. At the date of approving these unaudited condensed consolidated interim financial information, the Group had committed sale orders for steel product exceed the aggregate amount of on-hand inventories and committed purchase orders. As the prices of steel products can fluctuate materially, the Group's results may be affected significantly by future fluctuations in steel prices.

To manage its commodity price risk arising from committed sales orders, the Group is closely monitoring the market price of steel products and adjusting its procurement strategy accordingly.

4 推算

編製未經審核簡明綜合中期財務資料要求管理層作出判斷、推算及假設，從而影響會計政策之應用及資產及負債、收入及開支之呈報金額。實際結果可能與此等推算存在差異。

編製此未經審核簡明綜合中期財務資料時，管理層於應用本集團之會計政策時作出的重大判斷及推算不明朗因素之主要來源與截至二零一七年三月三十一日止年度之年度綜合財務報表中所應用者相同。

5 財務風險管理及金融工具

5.1 財務風險因素

本集團之經營活動面對各種財務風險：市場風險(包括價格風險、外匯風險及現金流量利率風險)、信貸風險及流動資金風險。

未經審核簡明綜合中期財務資料不包括須載列於年度綜合財務報表的所有財務風險管理資料及披露，並應與本集團於截至二零一七年三月三十一日止年度的年度綜合財務報表一併閱讀。

風險管理或任何風險管理政策自年末以來並無變動。

5.2 價格風險

由於本集團之若干附屬公司從事鋼材產品貿易，故此本集團面對商品價格風險。於批准該等未經審核簡明綜合中期財務資料當日，本集團已確定之鋼材產品之銷售訂單超過手頭存貨及已確定之購貨訂單總額。由於鋼材產品之價格可大幅波動，本集團之業績可能受到未來鋼材價格波動之重大影響。

本集團密切監察鋼材產品之市價及相應調整其採購策略，以管理已確定銷售訂單產生之商品價格風險。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

5.3 Liquidity risk

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Over 5 years 多於5年 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 30th September 2017 於二零一七年九月三十日						
Trade and bill payables	應付賬款及票據	179,229	—	—	—	179,229
Other payables	其他應付賬款	32,629	1,024	6,843	1,008	41,504
Bank borrowings	銀行借貸	874,096	109,025	484,258	—	1,467,379
Interest payable	應付利息	62,349	30,245	33,617	—	126,211
		1,148,303	140,294	524,718	1,008	1,814,323
As at 31st March 2017 於二零一七年三月三十一日						
Trade and bill payables	應付賬款及票據	143,604	—	—	—	143,604
Other payables	其他應付賬款	103,695	1,000	6,223	—	110,918
Amount due to a joint venture	應付一間合營公司賬款	49,900	—	—	—	49,900
Bank borrowings	銀行借貸	1,213,673	60,040	450,417	—	1,724,130
Interest payable	應付利息	71,967	27,043	41,529	—	140,539
		1,582,839	88,083	498,169	—	2,169,091

5 財務風險管理及金融工具(續)

5.3 流動資金風險

下表載列本集團之財務負債，根據於報告日期至合約屆滿日之餘下期間按有關到期組別進行分析。下表披露之金額為合約未貼現現金流。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

5.4 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's financial assets that are measured at fair value as at 30th September 2017:

		Level 1	Level 2	Level 3	Total
		第一層	第二層	第三層	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
Available-for-sale financial asset	可供出售之財務資產				
— Share listed on The Stock Exchange of Hong Kong Limited	— 於香港聯合交易所有限公司上市之股份	372	—	—	372
Total assets	資產總額	372	—	—	372

5 財務風險管理及金融工具(續)

5.4 公允價值估算

下表利用估值方法分析本集團按公允價值入賬之金融工具。不同等級界定如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第一層)。
- 除包括在第一層可觀察資產或負債之報價外輸入，可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 資產或負債並非依據可觀察市場數據之輸入(即非可觀察輸入)(第三層)。

下表顯示本集團於二零一七年九月三十日按公允價值計量之財務資產：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

5.4 Fair value estimation (Continued)

The following table presents the Group's financial assets that are measured at fair value as at 31st March 2017.

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Assets	資產				
Financial assets at fair value through profit or loss	按公允價值計入損益之財務資產				
— Investments in listed corporate notes	— 上市公司票據之投資	15,500	—	—	15,500
Available-for-sale financial asset	可供出售之財務資產				
— Share listed on The Stock Exchange of Hong Kong Limited	— 於香港聯合交易所有限公司上市之股份	506	—	—	506
Total assets	資產總額	16,006	—	—	16,006

There were no transfers between levels 1, 2 and 3 during the period. There are no other changes in valuation techniques during the period.

The fair value of the following financial assets and liabilities approximated their carrying amounts:

- Trade and bill receivables
- Deposits and other receivables
- Cash and cash equivalents
- Pledged bank deposits
- Trade and bill payables
- Other payables
- Bank borrowings

5 財務風險管理及金融工具(續)

5.4 公允價值估算(續)

下表顯示本集團於二零一七年三月三十一日按公允價值計量之財務資產。

於本期內，第一層、第二層及第三層之間並無轉撥。於本期內，估值技術並無其他改變。

以下財務資產及負債之公允價值與其之賬面金額相若：

- 應收賬款及票據
- 按金及其他應收賬款
- 現金及現金等值
- 已抵押銀行存款
- 應付賬款及票據
- 其他應付賬款
- 銀行借貸

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION

The Group's revenue consists of the following:

		Six months ended	
		30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of goods	貨品銷售	1,583,259	1,469,477
Service income	服務收入	47,039	21,502
Rental income	租金收入	13,437	24,778
Total revenue	收入總額	1,643,735	1,515,757

The Group's businesses are managed according to the nature of their operations and the products and services they provide.

Management has determined the operating segments based on the reports reviewed by the Group's Chief Operating Decision Maker (the "CODM") that are used to make strategic decisions. The CODM considers the Group operates predominantly in four operating segments:

- (i) Construction materials business;
- (ii) Building and design solutions (the "BDS") business;
- (iii) Engineering plastics business; and
- (iv) Property investment and project management business.

The Group's CODM assesses the performance of operating segments based on a measure of profit before income tax.

The revenue from external parties reported to the Group's CODM is measured in a manner consistent with that in the unaudited condensed consolidated interim financial information.

During the year ended 31st March 2017, the Group reclassified the corporate operating expenses for its office building in Tsing Yi, which is for corporate use starting from 1st April 2016, from the construction materials segment to unallocated expenses. Prior period's result by segment were restated accordingly.

6 收入及分部資料

本集團之收入包括如下：

		Six months ended	
		30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of goods	貨品銷售	1,583,259	1,469,477
Service income	服務收入	47,039	21,502
Rental income	租金收入	13,437	24,778
Total revenue	收入總額	1,643,735	1,515,757

本集團按其營運性質及所提供之產品及服務管理其業務。

管理層已釐定其營運分部，乃根據由本集團之主要營運決策者（「主要營運決策者」）所審閱用以制定策略性決定之報告釐定。主要營運決策者認為本集團主要經營四個營運分部：

- (i) 建築材料業務；
- (ii) 建築產品及設計方案（「建築產品及設計方案」）業務；
- (iii) 工程塑膠業務；及
- (iv) 房地產投資及項目管理業務。

本集團之主要營運決策者按除稅前溢利之計量評估營運分部表現。

向本集團之主要營運決策者匯報源自外部人士之收益之計量方法與未經審核簡明綜合中期財務資料所用者一致。

於截至二零一七年三月三十一日止年度，由二零一六年四月一日開始本集團將其位於青衣作為企業用途之辦公樓宇之企業經營開支，自建築材料分部重新分類為未分配開支。前期業務分部之業績已作出相應重列。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Analysis of the Group's results by business segment for the six months ended 30th September 2017 is as follows:

6 收入及分部資料(續)

本集團於截至二零一七年九月三十日止六個月按業務分部之業績分析如下：

		Unaudited 未經審核					
		Construction materials business	BDS business	Engineering plastics business	Property investment and project management business	Unallocated	Total
		建築材料業務	建築產品及設計方案業務	工程塑膠業務	房地產投資及項目管理業務	未分配	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
External revenue	對外收入	1,204,283	183,640	195,336	45,691	14,785	1,643,735
Operating (loss)/profit	經營(虧損)/溢利	(40,798)	18,579	8,516	10,353	(43,509)	(46,859)
Finance income	財務收入	762	5	131	270	126	1,294
Finance costs	財務費用	(14,834)	(2,598)	(222)	(14,805)	(1,301)	(33,760)
Share of results of joint ventures – net	應佔合營公司之業績 — 淨額	—	—	—	47,849	—	47,849
(Loss)/profit before income tax	除稅前(虧損)/溢利	(54,870)	15,986	8,425	43,667	(44,684)	(31,476)
Other (losses)/gains – net	其他(虧損)/收益 — 淨額	(26,639)	827	2,174	(4,603)	412	(27,829)
Fair value gain on an investment property	一項投資物業 公允價值收益	—	—	—	—	—	—
Depreciation and amortisation	折舊及攤銷	(1,243)	(395)	(13)	(292)	(17,900)	(19,843)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Analysis of the Group's results by business segment for the six months ended 30th September 2016 is restated as follows:

6 收入及分部資料(續)

本集團於截至二零一六年九月三十日止六個月按業務分部之業績分析經重列如下：

		Unaudited 未經審核					
		Construction materials business 建築材料業務	BDS business 建築產品及設計方案業務	Engineering plastics business 工程塑膠業務	Property investment and project management business 房地產投資及項目管理業務	Unallocated 未分配	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
External revenue	對外收入	1,063,130	269,804	136,827	29,682	16,314	1,515,757
Operating profit/(loss)	經營溢利/(虧損)	43,331	29,339	984	225,647	(48,412)	250,889
Finance income	財務收入	80	3	68	84	206	441
Finance costs	財務費用	(9,585)	(1,613)	(240)	(33,986)	(1,947)	(47,371)
Share of results of joint ventures – net	應佔合營公司之業績 — 淨額	(8,937)	—	—	(69,796)	—	(78,733)
Profit/(loss) before income tax	除稅前溢利/ (虧損)	24,889	27,729	812	121,949	(50,153)	125,226
Other losses – net	其他虧損 – 淨額	(1,389)	(15,231)	(1,642)	(21,941)	(65)	(40,268)
Fair value gains on an investment property	一項投資物業 公允價值收益	—	—	—	233,513	—	233,513
Depreciation and amortisation	折舊及攤銷	(2,077)	(1,699)	(20)	(1,355)	(18,115)	(23,266)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6 REVENUE AND SEGMENT INFORMATION (CONTINUED)

The Company is domiciled in Hong Kong and Mainland China. Analysis of the Group's revenue by geographical market is as follows:

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收入		
Mainland China	中國內地	989,898	716,714
Hong Kong	香港	653,837	799,043
Total revenue	收入總額	1,643,735	1,515,757

6 收入及分部資料(續)

本公司於香港及中國內地營運。本集團按地區市場之收入分析如下：

7 OTHER LOSSES – NET

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Provision for onerous contracts	有償契約之撥備	(30,534)	(2,000)
Impairment of goodwill	商譽之減值	—	(10,478)
Impairment of intangible assets	無形資產之減值	—	(4,079)
Net exchange losses	淨匯兌虧損	(2,444)	(27,527)
Net unrealised fair value change on financial assets at fair value through profit or loss	按公允價值計入損益之 財務資產之未變現 公允價值淨變動	—	(11)
Realised loss on steel future contracts	鋼材期貨合約之變現虧損	—	(130)
Net sundry income	淨雜項收入	5,149	3,957
		(27,829)	(40,268)

7 其他虧損 — 淨額

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

8 EXPENSES BY NATURE

Expenses included in “cost of sales”, “selling and distribution expenses” and “general and administrative expenses” are analysed as follows:

8 按性質劃分之支出

計入「銷售成本」、「銷售及分銷支出」與「一般及行政支出」內支出之分析如下：

		Six months ended	
		30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of finished goods sold	製成品銷售成本	1,486,842	1,275,604
Provision/(write-back of provision) for impairment of inventories	存貨減值撥備／(撥備撤回)	12	(635)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	19,742	21,808
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	145	838
Amortisation of land use rights	土地使用權之攤銷	101	773
Amortisation of intangible assets	無形資產之攤銷	—	685
Employee benefit expenses	僱員福利支出	54,136	58,123
Legal and professional fees	法律及專業費	6,880	3,340
Service fee paid to a joint venture (Note 21(a))	向一間合營公司支付之服務費 (附註21(a))	9,135	—
Operating lease rental expense in respect of retail outlets, offices and warehouses	零售商舖、辦公室及 貨倉營業租約租金支出	22,072	24,367
Provision for impairment of trade receivables, net	應收賬款 減值撥備淨額	816	977
Freight charges — outbound	銷售運費	20,315	26,320
Freight charges — inbound	購貨運費	8,229	13,616
Others	其他	34,340	32,297
Total cost of sales, selling and distribution expenses and general and administrative expenses	銷售成本、銷售及分銷支出 與一般及行政支出總額	1,662,765	1,458,113

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

9 FINANCE INCOME AND COSTS

9 財務收入及費用

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Finance income	財務收入		
– interest income on short-term bank deposits	– 短期銀行存款之利息收入	1,294	441
Finance costs	財務費用		
– interest expenses on bank borrowings	– 銀行借貸之利息支出	(30,888)	(45,326)
– bank charges	– 銀行費用	(2,872)	(2,045)
		(33,760)	(47,371)
Net finance costs	淨財務費用	(32,466)	(46,930)

10 INCOME TAX CREDIT/(EXPENSE)

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong. Subsidiaries established in Mainland China are subject to China corporate income tax at rate of 25% (2016: 25%).

The amount of income tax credit/(expense) recorded in the unaudited condensed consolidated interim statement of profit or loss represents:

10 所得稅抵扣／(支出)

香港利得稅乃根據產生自或來自香港之估計應課稅溢利按稅率16.5% (二零一六年：16.5%) 作出撥備。於中國內地成立之附屬公司按稅率25% (二零一六年：25%) 繳付中國企業所得稅。

於未經審核簡明綜合中期損益表中確認之所得稅抵扣／(支出)包括：

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current income tax	當期所得稅		
– Hong Kong profits tax	– 香港利得稅	(2,827)	(4,866)
– China corporate income tax	– 中國企業所得稅	(1,197)	(7,636)
Deferred income tax	遞延所得稅	17,717	(65,416)
		13,693	(77,918)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

10 INCOME TAX CREDIT/(EXPENSE) (CONTINUED)

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

11 DIVIDENDS

The Board does not declare payment of interim dividend for the six months ended 30th September 2017 (2016: HK2.26 cents).

A final dividend in respect of the year ended 31st March 2017 of HK2.49 cents per ordinary share, amounting to approximately HK\$15,983,000 was approved at the annual general meeting of the Company held on 18th August 2017 and was paid on 8th September 2017.

12 (LOSS)/EARNINGS PER ORDINARY SHARE

(a) Basic

Basic (loss)/earnings per ordinary share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

10 所得稅抵扣／(支出)(續)

中期期間所得稅乃根據預期全年盈利總額適用的稅率計提。

11 股息

董事會並不宣派截至二零一七年九月三十日止六個月之中期股息(二零一六年：2.26港仙)。

截至二零一七年三月三十一日止年度之末期股息每股普通股2.49港仙，共約15,983,000港元，本公司已於二零一七年八月十八日舉行之股東週年大會上批准並已於二零一七年九月八日支付。

12 每股普通股(虧損)／盈利

(a) 基本

每股普通股基本(虧損)／盈利乃按本公司擁有人應佔(虧損)／溢利除以期內已發行普通股之加權平均數計算。

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss)/profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)／溢利(千港元)	(25,196)	48,468
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	641,883	641,883
Basic (loss)/earnings per ordinary share (HK cents)	每股普通股基本(虧損)／盈利(港仙)	(3.9)	7.6

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

12 (LOSS)/EARNINGS PER ORDINARY SHARE (CONTINUED)

(b) Diluted

Diluted (loss)/earnings per ordinary share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company's dilutive potential ordinary shares are arising from share options, for which a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

12 每股普通股(虧損)/盈利(續)

(b) 攤薄

每股普通股攤薄(虧損)/盈利乃按假設具潛在攤薄性質之普通股獲全數轉換而相應調整已發行在外普通股之加權平均數計算。本公司具潛在攤薄性質之普通股因購股權而產生，其計算根據尚未行使購股權所附認購權之貨幣價值作出，用以釐定原應以公允價值(釐定為本公司股份之全年平均市場股價)收購之股份數目。上文計算得出之股份數目與假設購股權獲行使而已發行之股份數目作比較。

		Six months ended 30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss)/profit attributable to owners of the Company and used to determine diluted (loss)/earnings per ordinary share (HK\$'000)	本公司擁有人應佔(虧損)/溢利及用以釐定每股普通股攤薄(虧損)/盈利(千港元)	(25,196)	48,468
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	641,883	641,883
Adjustment for share options ('000)	購股權之調整(千份)	—	8,575
Weighted average number of ordinary shares for diluted (loss)/earnings per ordinary share ('000)	每股普通股攤薄(虧損)/盈利之普通股加權平均數(千股)	641,883	650,458
Diluted (loss)/earnings per ordinary share (HK cents)	每股普通股攤薄(虧損)/盈利(港仙)	(3.9)	7.5

Diluted loss per share for the six months ended 30th September 2017 was the same as basic loss per share since all potential ordinary shares are anti-dilutive.

由於所有潛在普通股具反攤薄效應，故截至二零一七年九月三十日止六個月的每股攤薄虧損與每股基本虧損相同。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Six months ended 30th September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Net book value	賬面淨值		
At beginning of period	於期初	163,489	220,536
Additions	添置	9,479	4,386
Disposals	出售	(181)	(5,398)
Transfer to inventories	轉撥至存貨	(6)	—
Depreciation	折舊	(19,742)	(21,808)
Exchange differences	匯兌差額	346	(756)
At end of period	於期末	153,385	196,960

14 INVESTMENT PROPERTY

14 投資物業

		Six months ended 30th September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
At fair value	按公允價值		
At beginning of period	於期初	1,222,682	1,311,600
Additions	添置	—	996,113
Capitalised subsequent expenditure	其後開支撥充資本	5,431	3,667
Fair value gain on an investment property	一項投資物業之公允價值收益	—	233,513
Exchange differences	匯兌差額	52,257	(62,680)
At end of period	於期末	1,280,370	2,482,213

Fair value measurement

As at 30th September 2017 and 31st March 2017, the fair value of the investment property was measured at level 3 of fair value hierarchy using significant unobservable inputs.

There were no transfers between levels 1, 2 and 3 during the period.

公允價值計量

於二零一七年九月三十日及二零一七年三月三十一日，投資物業之公允價值使用重大不可觀察輸入按公允價值等級第三層進行計量。

於本期內，第一層、第二層及第三層之間並無轉撥。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

14 INVESTMENT PROPERTY (CONTINUED)

Valuation process of investment property

As at 30th September 2017, the fair value of the investment property determined by management was HK\$1,280,370,000.

The main level 3 input is derived and evaluated as follows:

Adjusted market yield

The adjusted market yield has been determined by making reference to recent sales and rental transactions with adjustments to reflect the differences between the comparables and the investment property, in terms of location, building quality and other factors. There were no changes in valuation techniques during the period.

15 TRADE AND BILL RECEIVABLES

Sales are either covered by letters of credit or open account with credit terms of 15 to 90 days.

Ageing analysis of trade and bill receivables by invoice date is as follows:

		As at 30th September 2017 於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0-60日	314,123	374,036
61-120 days	61-120日	53,536	66,836
121-180 days	121-180日	44,971	17,922
181-365 days	181-365日	39,864	27,673
Over 365 days	超過365日	35,420	23,175
		487,914	509,642
Less: Provision for impairment	減：減值撥備	(15,219)	(14,609)
		472,695	495,033

The carrying amounts of net trade and bill receivables approximated their fair values.

14 投資物業(續)

投資物業之估值程序

於二零一七年九月三十日，此投資物業之公允價值由管理層釐定為1,280,370,000港元。

主要第三層輸入來自及評估如下：

經調整市場收益率

經調整市場收益率乃經參考近期銷售及租金交易(經調整以反映可比較物業與投資物業在位置、樓宇質量及其他因素方面之差異)予以釐定。於本期內，估值技術並無改變。

15 應收賬款及票據

銷售均以信用證或具信貸期之記賬方式進行，信貸期一般介乎15至90日不等。

應收賬款及票據根據發票日期之賬齡分析如下：

淨應收賬款及票據之賬面金額與彼等之公允價值相若。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

16 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

16 預付款項、按金及其他應收賬款

		As at 30th September 2017 於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Prepayments for purchases	預付採購款項	97,132	78,989
Rental and other deposits	租金及其他按金	38,117	42,837
Prepayments for property, plant and equipment	預付物業、廠房及設備之款項	8,583	5,483
Compensation receivable in relation to an unfulfilled contract	未履行合約之應收賠償款項	27,688	38,860
Value-added tax recoverable	可收回增值稅	26,742	33,932
Others	其他	17,561	18,040
		215,823	218,141
Less: Non-current	減：非即期	(58,164)	(52,860)
Current	即期	157,659	165,281

The carrying amounts of deposits and other receivables approximated their fair values.

按金及其他應收款項之賬面金額與彼等公允價值相若。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

17 TRADE AND BILL PAYABLES

Payment terms with suppliers are either on letters of credit or open account with credit period of 30 to 60 days.

Ageing analysis of the trade and bill payables by invoice date is as follows:

		As at 30th September 2017	As at 31st March 2017
		於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
0–60 days	0–60日	177,879	141,931
61–120 days	61–120日	152	756
121–180 days	121–180日	120	94
181–365 days	181–365日	280	204
Over 365 days	超過365日	798	619
		179,229	143,604

The carrying amounts of trade and bill payables approximated their fair values.

17 應付賬款及票據

與供應商之付款條款均以信用證或具30至60日信貸期之記賬方式進行。

應付賬款及票據根據發票日期之賬齡分析如下：

		As at 30th September 2017	As at 31st March 2017
		於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
0–60 days	0–60日	177,879	141,931
61–120 days	61–120日	152	756
121–180 days	121–180日	120	94
181–365 days	181–365日	280	204
Over 365 days	超過365日	798	619
		179,229	143,604

應付賬款及票據之賬面金額與彼等之公允價值相若。

18 BORROWINGS

		As at 30th September 2017	As at 31st March 2017
		於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Current	即期		
– Trust receipts bank loans, unsecured	– 信託收據銀行貸款，無抵押	723,459	1,058,712
– Short-term bank loans	– 短期銀行貸款	122,275	95,945
– Current portion of long-term bank loan, secured	– 長期銀行貸款之當期部份，有抵押	28,362	58,489
		874,096	1,213,146
Non-current	非即期		
– Long-term bank loans, secured	– 長期銀行貸款，有抵押	591,865	509,190
Total borrowings	借貸總額	1,465,961	1,722,336

18 借貸

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

19 SHARE CAPITAL

19 股本

		Authorised (Ordinary shares of HK\$0.10 each)		Issued and fully paid (Ordinary shares of HK\$0.10 each)		
		Number of shares	Nominal value	Number of shares	Nominal value	
	法定 (每股0.10港元之普通股)	股份數目 '000 千股	面值 HK\$'000 千港元	已發行及繳足 (每股0.10港元之普通股)	股份數目 '000 千股	面值 HK\$'000 千港元
At 1st April 2017	於二零一七年四月一日	1,000,000	100,000	641,883	64,188	
Exercise of share options	行使購股權	—	—	—	—	
At 30th September 2017	於二零一七年 九月三十日	1,000,000	100,000	641,883	64,188	
At 1st April 2016	於二零一六年四月一日	1,000,000	100,000	640,636	64,064	
Exercise of share options (Note (a))	行使購股權(附註(a))	—	—	1,247	124	
At 30th September 2016	於二零一六年 九月三十日	1,000,000	100,000	641,883	64,188	

Note:

- (a) Options exercised under share option schemes of the Group during six months ended 30th September 2016 resulted in approximately 1,247,000 shares being issued, at weighted average exercise price of HK\$0.63 per ordinary share with total proceeds of approximately HK\$779,000. The related weighted average price at the time of exercise was HK\$0.77 per ordinary share.

附註：

- (a) 截至二零一六年九月三十日止六個月，根據本集團之購股權計劃按加權平均行使價每股普通股0.63港元行使購股權導致發行約1,247,000股股份，所得款項總額約為779,000港元。行使時之有關加權平均價為每股普通股0.77港元。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

20 COMMITMENTS

(a) Commitments under operating leases

(i) Lessor

The Group leases an investment property under non-cancellable operating lease agreements. The lease terms are between 1 and 8 years, and the lease agreements are renewable at the end of the lease period at market rate.

Total commitments receivable under various non-cancellable operating lease agreements in respect of rented premises are analysed as follows:

		As at 30th September 2017	As at 31st March 2017
		HK\$'000	HK\$'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Not later than one year	未逾1年	31,449	25,603
Later than one year and not later than five years	逾1年及未逾5年	50,015	40,299
Later than five years	逾5年	7,313	—
		88,777	65,902

20 承擔

(a) 營業租約承擔

(i) 出租人

本集團根據不可撤銷之營業租約出租投資物業。租期介乎1至8年，而租約可在租期屆滿後以市場租值續簽。

就出租物業而訂立之多份不可撤銷營業租約之應收承擔總額分析如下：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

20 COMMITMENTS (CONTINUED)

(a) Commitments under operating leases (Continued)

(ii) Lessee

The Group leases various retail outlets, offices and warehouses under non-cancellable operating lease agreements. The lease terms are between 1 and 5 years, and majority of lease agreements are renewable at the end of lease period at market rate.

Total commitments payable under various non-cancellable operating lease agreements in respect of rented premises are analysed as follows:

		As at 30th September 2017 於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Not later than one year	未逾1年	34,742	31,308
Later than one year and not later than five years	逾1年及未逾5年	60,782	65,005
		95,524	96,313

(b) Capital commitments

Capital commitments at the end of the reporting period are as follows:

		As at 30th September 2017 於二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for:	已訂約但尚未撥備：		
Renovation work for the investment property	投資物業之翻修工程	7,419	13,395
Leasehold improvement	租賃改善	—	458
Total	總額	7,419	13,853

20 承擔(續)

(a) 營業租約承擔(續)

(ii) 承租人

本集團根據不可撤銷之營業租約承租多個零售商舖、辦公室及貨倉。租期介乎1至5年，而大部分租約可在租期屆滿後以市場租值續簽。

就承租物業而訂立之各份不可撤銷營業租約之應付承擔總額分析如下：

(b) 資本承擔

於報告期末之資本承擔如下：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

21 RELATED-PARTY TRANSACTIONS

(a) Transactions

The following is a summary of significant related party transactions, which were carried out in the normal course of the Group's business:

21 關聯方交易

(a) 交易

於本集團日常業務過程中進行之重大關連人士交易概要如下：

		Six months ended	
		30th September	
		截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Note		(Unaudited)	(Unaudited)
附註		(未經審核)	(未經審核)
Sales of goods to	銷售貨品予		
– an associate	— 一間聯營公司	18,144	14,668
– a joint venture	— 一間合營公司	24,613	15,356
		42,757	30,024
Purchase of goods from a joint venture	從一間合營公司購買貨品	1,892	1,804
Disposal of machinery and equipment to a joint venture	出售機器及設備予一間合營公司	—	4,509
Management fee income from services provided to joint ventures	提供服務予合營公司之管理費收入	47,039	21,543
Service fee paid to a joint venture	向一間合營公司支付之服務費	9,135	—

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

21 RELATED-PARTY TRANSACTIONS (CONTINUED)

(a) Transactions (Continued)

Notes:

- (i) Goods were sold by Shanghai Bao Shun Chang International Trading Co., Ltd., a subsidiary of the Group, to an associate at prices mutually agreed by both parties.
- (ii) Goods were sold by VSC Steel Company Limited, a subsidiary of the Group, to a joint venture at prices mutually agreed by both parties.
- (iii) He Tai Steel Co., Limited and VSC Steel Company Limited, subsidiaries of the Group, purchased goods from a joint venture at prices mutually agreed by the relevant parties.
- (iv) Machinery and equipment were disposed by VSC Steel Processing Holdings Company Limited and VSC Steel Company Limited, subsidiaries of the Group, to a joint venture at prices mutually agreed by the relevant parties.
- (v) Management services were provided by 上海新施房地產經紀有限公司, Hongkong and Shanghai Land Capital Ltd. and VSC Steel Processing Holdings Limited, subsidiaries of the Group, to joint ventures at prices mutually agreed by the relevant parties.
- (vi) Service fee was paid by VSC China Property Limited, a subsidiary of the Group, to a joint venture for providing consultancy service at prices mutually agreed by both parties.

(b) Key management compensation

21 關聯方交易(續)

(a) 交易(續)

附註：

- (i) 由本集團之附屬公司上海寶順昌國際貿易有限公司銷售予一間聯營公司之貨品按雙方協定之價格收取。
- (ii) 由本集團之附屬公司萬順昌鋼鐵有限公司銷售予一間合營公司之貨品按雙方協定之價格收取。
- (iii) 本集團之附屬公司和泰鋼鐵有限公司及萬順昌鋼鐵有限公司從一間合營公司按有關方協定之價格購買貨品。
- (iv) 機器及設備由本集團附屬公司萬順昌鋼材加工控股有限公司及萬順昌鋼鐵有限公司按相關各方協定之價格出售予一間合營公司。
- (v) 由本集團之附屬公司上海新施房地產經紀有限公司、滬港地產資本有限公司及萬順昌鋼材加工控股有限公司提供予合營公司之管理服務按雙方協定之價格收取。
- (vi) 本集團之附屬公司VSC China Property Limited 向一間合營公司就提供諮詢服務按雙方協定之價格支付服務費。

(b) 主要管理層報酬

		Six months ended 30th September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Salaries and allowances	薪金及津貼	6,500	6,460
Bonus	花紅	8,000	2,938
Pension costs	退休金成本		
— defined contribution schemes	— 界定供款計劃	153	184
Share-based payment	以股份為基礎之支付	267	463
		14,920	10,045





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CKS COFFEE

Central Park

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



Central Park Pudong
中港滙浦東



For the six months ended 30th September 2017 (the “**current period**”), the Group recorded a revenue of approximately HK\$1,643.7 million, increased by approximately 8.4% from approximately HK\$1,515.8 million of the same period last year. However, due to the adverse fluctuation of steel price during the current period and the negative impact arising from the adverse market situation in global commodity market, the Group recorded an unaudited loss attributable to owners of the Company of approximately HK\$25.2 million, compared with an unaudited profit attributable to owners of the Company of approximately HK\$48.5 million of the same period last year.

The unaudited basic loss per ordinary share was HK3.9 cents for the current period, contrary to unaudited basic earnings per ordinary share of HK7.6 cents of the same period last year.

截至二零一七年九月三十日止六個月（「**本期間**」），本集團錄得收入約1,643,700,000港元，較去年同期收入約1,515,800,000港元，增加約8.4%。然而，由於鋼材價格於本期間的反向波動，以及全球商品市場出現反向市場狀況所產生的負面影響，本集團錄得本公司擁有人應佔未經審核虧損約為25,200,000港元，相對去年同期本公司擁有人應佔未經審核溢利約為48,500,000港元。

相對去年同期每股普通股未經審核基本盈利為7.6港仙，本期間之每股普通股未經審核基本虧損為3.9港仙。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

According to the Bye-laws of the Company, the Board may pay interim dividend to the shareholders justified by the profits of the Company. As an unaudited loss attributable to owners of the Company was recorded for the current period, the Board does not declare payment of interim dividend for the current period (2016: HK2.26 cents).

During the current period, we continued our downward migration along the value chain by expanding our one-stop solutions covering the processing, logistics and new products needs of our customers, through the introduction of our automated rebar processing and assembly plant in Tsing Yi. By taking the lead in automation conversion, we aim to convert the Hong Kong construction materials market into a safer, more efficient and more transparent environment. The Group will continue to expand its downstream coverage in facilitating the ramp up and as an approved processed rebar supplier to the housing sector in Hong Kong, we aim to become one of the key suppliers of processed rebar to housing projects. With an increasing number of real estate development taking place in Hong Kong, it is expected that it would become one of the key growth drivers of the Group in the future.

We will also look to consolidate our market position in Hong Kong for our Construction Materials and Building and Design Solutions Businesses through an increasing penetration into the local housing market. Recently registered on the 'List of Approved Steel Reinforcing Bar Prefabrication Yard for Public Works', we will be able to provide construction steel to the ever-growing housing market, while our latest line of sanitary products will allow us to capture market opportunities arose from changing housing size and needs. In the future, we will also explore opportunities outside of Hong Kong, particularly in the Greater Bay Area, where its GDP has reached US\$1.4 trillion, as its infrastructure development would bring huge demand to our Construction Materials and Building and Design Solutions businesses.

As we worked our way towards the transformation of the Group's steel business, we have also enjoyed considerable success in our property investment and project management business, as the successful disposal of our investment in Central Park Putuo in March 2017 was quickly followed up by the sale of our indirect investment in Park Lane at a gain in late September 2017. Through our value enhancement and tenant upgrade effort for Central Park Pudong, we were able to achieve an increase in rental revenue, while its occupancy rate has also been increased to about 65% as of the date of this report. It is targeted that the occupancy rate will be further increased to over 80% by the end of the current fiscal year. These achievements have demonstrated the effectiveness of our property investment and project management business model, in where we have been devoting our efforts in value-added renovation, offering design expertise and product application knowledge, as well as cultivating supplier relationship. As Shanghai will be upgrading its innovative manufacturing and transforming into a global hub by 2020, it is expected that there will be a massive increase in the demand for commercial buildings. Targeting to unleash such potentials, we will continue to focus on the Shanghai market with our proven track record and capabilities.

根據本公司的公司細則，董事會可按本公司的利潤合理地向股東派付中期股息。鑒於本期間錄得本公司擁有人應佔未經審核虧損，就此董事會並不宣派本期間之中期股息(二零一六年：2.26港仙)。

於本期間，我們繼續向產業鏈下游伸延，透過引進我們位於青衣的自動化鋼筋加工及裝配廠，擴展其一站式解決方案，滿足客戶在加工、物流及新產品上的需求。通過引領行業轉向自動化，我們的目標是將香港建築材料市場轉化為更安全、更高效及更具透明度的環境。本集團亦將繼續擴大其下游覆蓋，以促進產能提升，與此同時作為香港房屋業認可的鋼筋加工供應商，我們旨在成為房屋項目的主要鋼筋加工供應商之一。隨著香港房地產項目數量日漸增加，我們預期這將成為本集團未來的其中一個主要增長動力。

我們亦會透過增加建築材料及建築產品及設計方案業務於本地房屋市場的佔有率，以鞏固其在香港的市場地位。隨著我們新近納入「認可公共工程鋼筋預配工場名冊」，我們將能夠為不斷增長的房屋市場提供建築鋼材，而我們的衛浴新產品能令我們在房屋規模轉變和需求下把握市場機遇。今後，我們還將探索香港以外地區的商機，特別是在國內生產總值達1.4萬億美元的大灣區，因為其基礎設施建設將給我們的建築材料及建築產品及設計方案業務帶來龐大的需求。

在本集團鋼材業務積極轉型的同時，我們在房地產投資及項目管理業務方面亦取得可觀的回報，我們於二零一七年三月成功出售中港匯普陀的投資項目，而緊隨其後，於二零一七年九月底出售間接投資之尚泰里，並獲得溢利。通過提升中港匯浦東之物業價值及優化其租戶組合，我們得以提高其租金收入，而其出租率亦於本報告日期增加至約65%。目標乃於本財政年年底將出租率進一步增加至80%以上。這些成就肯定了我們的房地產投資及項目管理業務模式的有效性及展示了我們在增值翻新、提供專業設計及產品應用知識，以及維護供應商關係方面的能力。隨着上海主張創新製造業，並定下在二零二零年前轉型成全球樞紐的目標，我們預期商業樓宇的需求將大幅增長。為發掘市場潛力，我們將運用良好的往績及能力繼續專注於上海市場。

BUSINESS REVIEW

Property Investment and Project Management Business

We are a value-added real estate investor and a property enhancement specialist. Our Property Investment and Project Management Business consists of (i) direct acquisitions of properties for investment such as our wholly-owned Central Park Pudong, which generates rental income and appreciation in fair value to the Group; and (ii) investments in properties such as Park Lane via partnerships or investment funds where the Group takes equity stake.

The Group focuses on office properties in Shanghai, which is the most economically-developed, financial and economic center of China. Ranked as the number one city in China in terms of GDP and disposable income and number two city in terms of population, its steady-growing GDP, driven by tertiary industries such as finance, technology and advanced businesses, along with initiatives such as Shanghai Free Trade Zone and the Shanghai-Hong Kong Stock Connect introduced by the Central Government, have together generated sustainable demand in premium-grade offices, which lead to an increasing rental level.

Central Park Pudong is a 12-storey (plus one basement level) Grade-B office building with a total gross floor area of approximately 33,191.02 square meter located in Pudong New District, Shanghai Municipality, PRC. It is conveniently located near a metro station in a developing business area of China (Shanghai) Pilot Free Trade Zone, with close proximity to the central districts of Shanghai and is equipped with a Grade-A structure. The Group has carried out value enhancement work (including re-design, renovation, rebranding, sales and marketing to bring about an improvement in tenant mix, occupancy rate and rental income) and has successfully transformed Central Park Pudong into a modern and well-equipped Grade-A office building to cater for the high demand of premium quality offices in financial and commercial districts of Shanghai.

業務回顧

房地產投資及項目管理業務

我們是房地產增值投資者和物業提升專家。我們的房地產投資及項目管理業務包括(i)直接收購物業作投資，如我們全資擁有的中港匯浦東，該物業為本集團帶來租金收入及提升公允價值；及(ii)透過合夥企業或投資基金投資物業如尚泰里，本集團於該等合夥企業或投資基金中持有權益。

本集團專注於上海的辦公樓物業，上海乃中國經濟最發達的金融及經濟中心。按國內生產總值和可支配收入計算，上海排列中國第一大城市，而按人口數量乃居第二位。在第三產業如金融、科技、高端商業等推動下，以及中央政府所引領之舉措如上海自由貿易區和滬港通，為上海帶來穩定增長的國內生產總值，並對高端辦公室產生可持續需求，從而推動租金水平上漲。

中港匯浦東位於中國上海市浦東新區之一幢十二層高(連同一層地下層)之乙級商務大廈，總建築面積約為33,191.02平方米。其位置便利，位於中國(上海)自由貿易試驗區鄰近鐵路站之發展中商業區域，備有甲級結構。本集團進行了物業增值提升工程(包括重新設計、翻新、品牌定位、銷售和營銷、以改善租戶組合，出租率及租金收入)，並成功將中港匯浦東改造成現代化及完備的甲級商務大廈，以滿足上海在金融及商業區優質辦公室的高需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Our project management arm Hongkong and Shanghai Land Capital Ltd. is a boutique property project manager, together with its affiliated companies (collectively, “HSL”) have a team of industry veterans and proven track record in asset revitalization and optimization. HSL provides integrated value add framework which involves re-positioning, re-development, re-leasing and refurbishment of commercial assets. It carries out value enhancement works on the properties and their surrounding common areas at a minimum renovation cost, while implementing successfully leasing strategy to remix tenants in order to secure premium tenants and drive up rental income, with the eventual target of generating significant capital gains for our Group’s investments. The team’s members have over 50 years of business experience in Greater China, and HSL has built a strong business network with leading state-owned enterprises, local governments and property developers in Shanghai. Through the concerted efforts of these specialists, HSL carries out refurbishment works to improve tenancy mix and maximize occupancy rate, which involves active property management through partnership with experts for accretion of fair value of our wholly-owned investment property, as well as our non-controlling investment property via the partnership.

During the current period, our Property Investment and Project Management Business recorded an unaudited net profit of approximately HK\$43.5 million on revenue of approximately HK\$45.7 million, versus a net profit of approximately HK\$59.8 million on revenue of approximately HK\$29.7 million of the same period last year. The decrease in net profit was mainly because no revaluation gain on our wholly-owned Central Park Pudong was recorded in the current period (2016: HK\$233.5 million).

As of 30th September 2017, Central Park Pudong’s occupancy rate was approximately 57.2%, comparable to that of 31st March 2017. The Board is of the view that its valuation remained the same as that of 31st March 2017 and hence, no valuation gain was recorded in the current period. However, the occupancy rate of Central Park Pudong has successfully increased to about 65% as of the date of this report, and is expected to increase to over 80% by end of the current fiscal year.

我們的項目管理公司 — 滬港地產資本有限公司乃專門從事房地產的項目經理，連同其聯屬公司(統稱「HSL」)擁有資深的行業團隊，並在資產重組和優化方面擁有良好往績。HSL提供綜合增值框架，包括商業資產的重新定位、重新開發、重新租賃和翻新。以最低的翻新成本對物業及周邊公用地區進行增值工程，成功實施租賃策略以優化租戶組合以獲優質租戶及提升租金收入，最終目標是為本集團的投資帶來可觀的資本收益。該團隊之成員在大中華區擁有超過50年的業務經驗，HSL與上海的國有企業、地方政府和房地產開發商建立了強大的業務網絡。通過這些專家的共同努力，HSL開展翻新工程以優化租戶組合及最大限度地提高出租率；其中包括通過與專家合作積極提升物業管理質素，以增加我們之全資投資物業及通過合夥企業擁有之非控股投資物業的公允價值。

於本期間，我們的房地產投資及項目管理業務錄得收入約45,700,000港元，未經審核溢利淨額約43,500,000港元，而去年同期收入為約29,700,000港元，溢利淨額約為59,800,000港元。溢利淨額減少主要由於我們全資擁有的中港匯浦東於本期間未有錄得估值收益所致(二零一六年：233,500,000港元)。

於二零一七年九月三十日，中港匯浦東之出租率約為57.2%，與二零一七年三月三十一日相若。董事會認為其估值與二零一七年三月三十一日的估值維持不變，故本期間並無錄得估值收益。然而，於本報告日期，中港匯浦東的出租率已成功增加至約65%，預期於本財政年年底之出租率將增加至80%以上。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Our 29.44% investment in Park Lane was acquired by our first investment fund partnership HSL China Metropolitan Fund I L.P. (the “Partnership”) in December 2014 and managed under HSL. After HSL’s refurbishment plan, Park Lane was repositioned as a high-end residential property, and the Partnership disposed its investment in Park Lane to an independent third party in September 2017 at a gain. The Partnership distributed our initial capital investment of RMB106 million to the Group in late September 2017, and it is expected that the Partnership will make a final distribution for the disposal gain (net of expenses and tax) to the Group in the second half of the current fiscal year. As a result of the disposal, HSL has received a disposal fee income and will receive an upside bonus from the Partnership when the final distribution of the Partnership is made. During the current period, the Group shared an unaudited net profit of approximately HK\$47.8 million, versus a net loss of approximately HK\$69.8 million of the same period last year from the investment. HSL recorded an asset management fee income and a disposal fee income totaling approximately HK\$23.8 million in the current period, up by approximately HK\$18.6 million over that of the same period last year.

Building and Design Solutions Business

Our Building and Design Solutions Business provides a comprehensive value proposition that includes design, installation, inventory management, logistics as well as technical support of bathroom and kitchen products to developers, architects, designers and distributor partners. As one of the established players in the market, we offer an expansive product portfolio covering various well-known brands.

The Building and Design Solutions Business recorded an unaudited net profit of approximately HK\$12.6 million on revenue of approximately HK\$183.6 million in the current period, versus a net profit of approximately HK\$15.4 million on revenue of approximately HK\$269.8 million of the same period last year. The decrease in revenue was mainly caused by a delay in delivery of major projects.



TOTO Sanitary Ware and Kitchen
TOTO 衛生潔具及廚房

我們擁有29.44%權益的尚泰里投資由我們成立的首個投資基金合夥企業HSL China Metropolitan Fund I L.P. (「合夥企業」) 於二零一四年十二月收購並由HSL管理。經HSL翻新完成後，尚泰里被重新定位為高端住宅樓宇，合夥企業並於二零一七年九月出售它於尚泰里的投資予一名獨立第三方同時獲得收益。合夥企業於二零一七年九月底向本集團分配初始資本投資人民幣106,000,000元，預期合夥企業將於本財政年度下半年就出售收益(扣除開支及稅項)向本集團作最終分配。由於該出售，HSL已向合夥企業收取出售費收入，並將於合夥企業作最終分配時獲得上行獎金。於本期間，本集團於該投資之未經審核應佔溢利淨額約為47,800,000港元，而去年同期之應佔虧損淨額則約為69,800,000港元。HSL於本期間錄得資產管理費收入及出售費收入共約23,800,000港元，較去年同期增加約18,600,000港元。

建築產品及設計方案業務

我們的建築產品及設計方案業務提供具綜合價值的方案，包括為發展商、建築師、設計師及分銷夥伴提供浴室及廚房產品的設計、安裝、庫存管理、物流以及技術支援。作為市場上穩健的企業之一，我們提供涵蓋各種知名品牌之廣泛產品組合。

於本期間，建築產品及設計方案業務帶來收入約183,600,000港元，未經審核溢利淨額約為12,600,000港元，相對去年同期收入約為269,800,000港元，溢利淨額約為15,400,000港元。本期間收入減少主要由於重大項目出現延遲交付所導致。



Automated Rebar Processing
and Assembly
自動化鋼筋加工裝配廠

Construction Materials Business

Construction Materials Business comprises Hong Kong construction products processing and distribution, surface critical coil processing and distribution, steel recycling and reinforcing bar processing and assembly business (conducted through our 50% joint venture TVSC Construction Steel Solutions Limited).

The Construction Material Business recorded a total revenue of approximately HK\$1,204.3 million for the current period, up approximately 13.3% compared with the same period last year, primarily due to the increase in average selling price. Our tons sold decreased by 3.4%, primarily due to infrastructure projects delay in Hong Kong, caused by the filibustering at the Legislative Council.

Unaudited net loss of Construction Materials Business was approximately HK\$45.1 million, versus a net profit of approximately HK\$14.4 million of the same period last year mainly due to (i) the decrease in total net profit of Hong Kong construction products and surface critical coil processing and distribution by approximately 281.7% YOY to approximately HK\$43.2 million net loss in the current period, as their total gross profit margin dropped by approximately 6.8% to approximately 1.8%; and (ii) the net loss of steel recycling of about HK\$1.9 million in the current period, decreased by approximately HK\$7.4 million YOY, due to the various cost saving measures to reduce variable expenses and overheads, and expansion of revenue stream by increasing the utilization of fixed assets and workforce for our affiliated companies and other third party customers.

建築材料業務

建築材料業務包括香港建築產品加工與分銷、卷鋼加工與分銷、鋼材回收及鋼筋加工及裝配業務(透過我們持有50%之合營公司TVSC Construction Steel Solutions Limited經營)。

建築材料業務於本期間錄得收入總額約1,204,300,000港元，較去年同期上升約13.3%，主因乃平均銷售價格上升所致。由於立法會的拉布行動導致香港基建項目出現延遲，我們的已售噸數減少3.4%。

建築材料業務之未經審核虧損淨額約為45,100,000港元，而去年同期的溢利淨額約為14,400,000港元，主要原因為(i)利潤率總額下跌約6.8%至約1.8%，導致香港建築產品及卷鋼加工與分銷之溢利淨額總額按年同比減少約281.7%，產生虧損淨額約43,200,000港元；及(ii)由於多項節省成本之措施以減低非固定性支出及雜項開支，並透過為聯屬公司及其他第三方客戶提供固定資產及服務以增加使用率，從而擴大收入渠道，本期間鋼材回收虧損淨額約1,900,000港元，按年同比下降約7,400,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Engineering Plastics Business

The Engineering Plastics Business recorded a revenue of approximately HK\$195.3 million, increased by approximately 42.8% YOY, with tons sold also increased by approximately 20.1% YOY, as we moved away from customers where margins were too low or credit risk was high, and focused on high growth segments. This business recorded an unaudited net profit of approximately HK\$7.4 million in the current period, versus a net profit of approximately HK\$300,000 of the same period last year, driven by higher margins, lower expense, strong growth in selected segments and geographic expansion.



Plastics
塑膠材料



工程塑膠業務

工程塑膠業務錄得收入約195,300,000港元，按年同比增加約42.8%，而已售噸數按年同比亦增加約20.1%，此乃由於我們遠離利潤率極低或信貸風險較高之客戶並專注於高增長領域所致。該業務於本期間錄得未經審核溢利淨額約7,400,000港元，而去年同期溢利淨額則約為300,000港元，此乃由於毛利率提升、開支降低、部份细分市场強勁增長以及地域擴張所帶動所致。



OUTLOOK

Property Investment and Project Management Business

As Shanghai will be upgrading its innovative manufacturing and transforming into a global hub by 2020, it is expected that there will be a massive increase in demand for commercial buildings. Targeting to unleash such potentials, we will continue to focus on the Shanghai market for good property investment opportunities. Our wholly-owned Central Park Pudong targets to increase its occupancy rate to over 80% in the near future.

Also, by leveraging HSL's proven successful track record in transforming under-performing buildings into modern, productive and valuable assets in the last two fiscal years, we aim to expand our Property Investment and Project Management Business through setting up joint ventures and/or fund partnership and assume a management role in these forms of cooperation. We believe the target expansion of our Property Investment and Project Management Business by way of joint ventures and/or fund partnership is beneficial to the development of our Group, as HSL will be entitled to full management rights via acting as the general partner and investment manager of the partnership or investment funds, while providing more flexibility on capital requirements for the Group. HSL has been actively exploring opportunities for raising capital, focusing on office buildings in Shanghai on joint ventures and/or fund partnership basis and acting as a general partner for the partnership or investment funds to earn service fee income.

展望

房地產投資及項目管理業務

隨着上海主張創新製造業，並定下在二零二零年前轉型成全球樞紐的目標，我們預期商業樓宇的需求將大幅增長。為發掘市場潛力，我們將繼續專注於上海市場以尋找良好的房地產投資機會。我們全資擁有的中港匯浦東其出租率有望在不久將來提高至超逾80%。

同時，憑藉HSL於最近兩個財政年度將表現欠佳的樓宇改造為現代化、高回報及高價值資產的成功往績，我們將藉此擴展我們的房地產投資及項目管理業務，透過成立合營公司及／或合夥基金，並於以上合作架構下保持管理者角色。我們相信通過成立合營公司及／或合夥基金以此為目標擴張我們的房地產投資及項目管理業務將有利於本集團房地產業務的發展，因HSL將持有合夥企業或投資基金的普通合夥人及投資經理人具有的全部管理權，同時對本集團資本需求更具彈性。HSL一直專注於上海的辦公樓宇市場，積極探索透過成立合營公司及／或合夥基金的基礎以籌集資本的機會，並擔任合夥企業或投資基金的普通合夥人以賺取服務費用收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Building and Design Solutions Business

We will continue to roll out our segment based growth strategy for our Building and Design Solutions Business. Our brand partners continue to have a strong market presence and our project strategy has allowed us to capture large and iconic projects in Hong Kong.

Construction Materials Business

We expect the global steel market to continue its volatile evolution, as China's demand continues to slow down while production output is reduced due to environmental initiatives. China's steel production consolidation and its drive for cleaner air may lead us to search for supply outside of China. In recent months, Turkey and Russia rebar prices have become more competitive, and we will stay close to these and other markets to ensure that we are able to purchase steel at the lowest possible price, along with better timing in our purchases and coverage for maximum margin levels. We will also continue to improve the connection of our recycling business to existing contractors in order to increase our bargaining power in procurement.

Engineering Plastics Business

Our Engineering Plastics Business has been undergoing a major re-organization over the past two years, as we moved away from segments such as toys, and moved towards to segments such as home appliances, consumer electronics and automotive, while changing our offer to include higher margin products and services. We remain confident in our new model of specialized segment sales, as the transformation is already yielding margin enhancement, working capital improvement and sustainable growth.

建築產品及設計方案業務

我們將繼續推廣建築產品及設計方案業務的分部增長策略。我們的品牌合夥人持續佔有強勁市場份額且我們的項目策略促使我們於香港贏得大型知名項目。

建築材料業務

我們預期全球鋼材市場將持續波動，原因是中國的需求持續放緩同時生產量因環境措施降低。中國的鋼材生產進行整合及其推動淨化空氣的倡議可能導致我們尋求中國境外供應商。於近幾個月，土耳其及俄羅斯鋼筋價格變得越具競爭優勢，我們將緊靠該等價格及其他市場，確保我們能以最低價購買鋼材並選取購買時機及範圍，以獲得最高利潤率水平。我們亦將繼續改善回收業務與現有承包商的聯繫，以提高我們在採購方面的議價能力。

工程塑膠業務

我們的工程塑膠業務於過去兩年內一直在進行重大重組，乃由於我們從分部如玩具轉移至分部如家用電器、消費電子及汽車領域，並改變業務方針以涵蓋有更高利潤率的产品及服務。我們對專攻分部銷售的新模式充滿信心，乃由於此轉型已帶動利潤率提升、營運資金改善以及持續性增長。



FINANCIAL REVIEW

Financial Positions

Compared with the financial year ended 31st March 2017, as at 30th September 2017, the Group's total assets decreased from approximately HK\$3,383.9 million to approximately HK\$3,003.5 million. The Group's inventories decreased from approximately HK\$395.6 million to approximately HK\$161.3 million. The average inventory days of supply decreased by 34 days to 20 days. The Group's trade and bill receivables decreased from approximately HK\$495.0 million to approximately HK\$472.7 million. The average overall day of sales outstanding decreased from 56 days to 48 days. Net assets value of the Group increased from approximately HK\$1,130.9 million as at 31st March 2017 to approximately HK\$1,149.7 million, equivalent to HK\$1.8 per ordinary share as at 30th September 2017.

Compared with the financial position at 31st March 2017, the Group's cash and cash equivalents and pledged bank deposits, decreased by approximately HK\$140.2 million to approximately HK\$556.9 million while the Group's borrowings decreased by approximately HK\$256.4 million to approximately HK\$1,466.0 million as at 30th September 2017. Current ratio increased from 1.08 to 1.20, while gearing ratio (net debt, which is total borrowings minus pledged bank deposits and cash and cash equivalents, divided by capital and reserves attributable to owners of the Company plus net debt) decreased from 48.0% to 44.8%.

Financial Resources

The Group's financing and treasury activities are centrally managed and controlled at the corporate level. The Group's overall treasury and funding policies focus on managing financial risks including interest rate and foreign exchange risks; on cost efficient funding of the Company and its subsidiaries; and on yield enhancement from time to time when the Group's cash position allows. The Group has always adhered to prudent financial management principles, including the selection of investment securities according to the Group's treasury investment policy.

The Group's trade financing remained primarily supported by its bank trading and term loan facilities. As at 30th September 2017, about 28.1% of the Group's interest-bearing borrowings for trade financing purpose and financing of investment properties were denominated in HK dollar, about 39.8% in RMB and about 32.1% in US dollar. These facilities are either secured by the Group's inventory held under short-term trust receipts bank loan arrangement and/or pledged bank deposits and/or corporate guarantee provided by the Company. All of the above borrowings were on floating rate basis. Interest costs of import bank loans were levied on interbank offered rates plus very competitive margin. RMB loans and bill exchange facilities of the Group have been obtained from domestic and foreign banks in the amount of RMB496.0 million. Interest costs of RMB banking facilities were based on standard loan rates set by the People's Bank of China adjusted with competitive margin.

財務回顧

財務狀況

與截至二零一七年三月三十一日止財政年度相比，本集團於二零一七年九月三十日之資產總額由約3,383,900,000港元減少至約3,003,500,000港元。本集團之存貨由約395,600,000港元減少至約161,300,000港元。平均存貨週轉日數減少34日至20日。本集團之應收賬款及票據由約495,000,000港元減少至約472,700,000港元。平均應收賬款週轉日數從56日減少至48日。本集團之資產淨值自二零一七年三月三十一日約1,130,900,000港元增加至二零一七年九月三十日約1,149,700,000港元，相當於每股普通股1.8港元。

與二零一七年三月三十一日之財務狀況比較，於二零一七年九月三十日本集團之現金及現金等值及已抵押銀行存款，減少約140,200,000港元至約556,900,000港元，而本集團之借貸則減少約256,400,000港元至約1,466,000,000港元。流動比率則自1.08增加至1.20，其中資產負債比率（負債淨額，即借貸總額減已抵押銀行存款以及現金及現金等值，除以本公司擁有人應佔股本及儲備加負債淨額）由48.0%減少至44.8%。

財務資源

本集團之融資及庫務活動均由集團總部集中管理及監控。本集團整體庫務及集資政策集中於管理財務風險，包括利率及外匯風險；以及對本公司及其附屬公司提供符合成本效益之融資方法，以及在本集團現金狀況可行下不時提高收益率。本集團一直秉持審慎財務管理原則，包括根據本集團財務投資政策選擇投資證券。

本集團之貿易融資主要由其銀行貿易及定期貸款融資支持。於二零一七年九月三十日，本集團以貿易融資及投資物業融資為目的的附息借貸總額中約28.1%均以港元為幣值、約39.8%以人民幣為幣值及約32.1%以美元為幣值。該等信貸融資主要以通過本集團之短期信託收據銀行貸款安排下持有之本集團存貨及／或已抵押銀行存款及／或本公司提供之公司擔保作為抵押。所有以上之借貸均按浮動利率計息。進口銀行貸款之利息費用以銀行同業拆息率加非常具競爭力之息差計算。本集團已自國內及外資銀行獲得數額為人民幣496,000,000元之人民幣貸款及匯票融資。人民幣銀行融資之利息費用乃按中國人民銀行釐定之標準貸款利率以優惠息差再加以調整。

Charges on Assets

As at 30th September 2017, the Group had certain charges on assets which included (i) bank deposits of approximately HK\$24.0 million which were pledged as collateral for the Group's bank borrowings and banking facilities; and (ii) an investment property of approximately HK\$1,280.4 million which was pledged as collaterals for certain bank borrowings of the Group.

Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's businesses are primarily transacted in HK dollars, US dollars and RMB. As exchange rate between HK dollars and the US dollars is pegged, the Group believes its exposure to exchange rate risk arising from US dollars is not material. Facing the volatility of RMB, the Group will continue to match RMB payments with RMB receipts to minimize exchange exposure.

Forward foreign exchange contracts would be entered into when suitable opportunities arise and when management of the Group considers appropriate, to hedge against major non-HK dollars currency exposures. It is the Group's policy not to enter into any derivative transaction for speculative purposes.

Contingent Liabilities

As at 30th September 2017, the Group's had no material contingent liability.

HUMAN CAPITAL

The Group is focusing on building talent development to help lead the Group to future success. Our growth strategy has always included a strong sense of commitment to people. We provide a competitive remuneration package to attract and motivate employees. We always provide a safe and pleasant working environment with constant learning and growth opportunities.

As at 30th September 2017, the Group employed 246 staff. Total staff costs including contribution to retirement benefits schemes incurred during the six months ended 30th September 2017 amounted to approximately HK\$54.1 million. During the current period, no options have been offered and/or granted to Directors and our employees under the share option scheme adopted on 11th August 2011.

INTERIM DIVIDEND

According to the Bye-laws of the Company, the Board may pay interim dividend to the shareholders justified by the profits of the Company. As an unaudited loss attributable to owners of the Company was recorded for the current period, the Board does not declare payment of interim dividend for the current period (2016: HK2.26 cents).

資產抵押

於二零一七年九月三十日，本集團有若干資產作抵押，包括(i)約24,000,000港元之銀行存款作為本集團向銀行借貸及銀行信貸額之抵押品；及(ii)約1,280,400,000港元之投資物業抵押作為本集團若干銀行借貸之抵押品。

匯率風險波動及相關對沖

本集團之業務主要以港元、美元及人民幣交易。由於港元與美元之間的匯率掛鈎，本集團相信其美元產生的匯率風險相當輕微。面對人民幣之不穩定，本集團將繼續以人民幣收入來對應人民幣付款，從而減低兌換風險。

當出現適當時機且本集團之管理層認為合適之情況下，將簽訂遠期外匯合約，用以對沖非港元貨幣之主要外匯風險。本集團之政策乃不會為投機目的而訂立任何衍生工具交易。

或然負債

於二零一七年九月三十日，本集團並無重大或然負債。

人力資源

本公司致力人才發展，藉此推動本集團業務發展更上一層樓。我們的增長策略包括加強員工的責任感。我們提供優越之薪酬待遇以吸引及推動員工。我們努力為員工提供安全舒適的工作環境，並提供各種機會，讓員工不斷學習和成長。

於二零一七年九月三十日，本集團聘用246名僱員。截至二零一七年九月三十日止六個月，總員工成本包括退休福利計劃供款約為54,100,000港元。於本期間，概無根據於二零一一年八月十一日採納之購股權計劃向董事及我們之僱員提供及／或授出任何購股權。

中期股息

根據本公司的公司細則，董事會可按本公司的利潤合理地向股東派付中期股息。鑒於本期間錄得本公司擁有人應佔未經審核虧損，就此董事會並不宣派本期間之中期股息(二零一六年：2.26港仙)。

OTHER INFORMATION 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th September 2017, the interests and short positions of the Directors and chief executives 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 Securities and Futures Ordinance (the “SFO”) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or (c) were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) to be notified to the Company and the Stock Exchange, were as follows:

董事於股份、相關股份及債權證之權益 及淡倉

於二零一七年九月三十日，董事及本公司之高級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(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有之權益及淡倉包括(a)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及香港聯合交易所有限公司(「聯交所」)(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益及淡倉)；或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內；或(c)根據聯交所證券上市規則(「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」)必須知會本公司及聯交所之權益及淡倉載列如下：

Long positions in shares and options of the Company

本公司之股份及購股權之好倉

Name of Directors	Capacity	Attributable interest to the Directors	Number of shares	Approximate percentage	Number of share options (Note c) 購股權數目 (附註c)	Aggregate Interest
董事姓名	身份	董事應佔權益	股份數目	概約百分比		合計權益
Mr. Yao Cho Fai Andrew 姚祖輝先生	Interest of controlled corporation, Perfect Capital International Corp. (Note a) 受控制公司Perfect Capital International Corp.之權益(附註a)	Deemed interest (indirectly) 被視作擁有之權益(間接)	89,337,806	13.92%	—	89,337,806
	Interest of controlled corporation, Huge Top Industrial Ltd. (Note b) 受控制公司Huge Top Industrial Ltd.之權益(附註b)	Deemed interest (indirectly) 被視作擁有之權益(間接)	190,424,000	29.67%	—	190,424,000
	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	3,918,000	0.61%	—	3,918,000
			283,679,806	44.20%	—	283,679,806
Ms. Luk Pui Yin Grace 陸佩然女士	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	—	—	4,493,244	4,493,244

**DIRECTORS' INTERESTS AND SHORT POSITIONS
IN SHARES, UNDERLYING SHARES AND
DEBENTURES (CONTINUED)**

**董事於股份、相關股份及債權證之權益
及淡倉(續)**

Name of Directors	Capacity	Attributable interest to the Directors	Number of shares	Approximate percentage	Number of share options (Note c) 購股權數目 (附註c)	Aggregate Interest
董事姓名	身份	董事應佔權益	股份數目	概約百分比		合計權益
Mr. Lau Chi Chiu 劉子超先生	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	—	—	2,246,622	2,246,622
Mr. Tam King Ching Kenny 譚競正先生	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	—	—	1,246,622	1,246,622
Mr. Xu Lin Bao 徐林寶先生	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	5,246,622	0.82%	—	5,246,622
Mr. Tse Lung Wa Teddy 謝龍華先生	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	—	—	1,246,622	1,246,622

Notes:

- Mr. Yao Cho Fai Andrew (“**Mr. Yao**”) was beneficially interested in these shares through his wholly-owned company, Perfect Capital International Corp. (“**Perfect Capital**”). Mr. Yao is the sole director of Perfect Capital.
- Mr. Yao was deemed to be interested in these shares through his controlling company, Huge Top Industrial Ltd. (“**Huge Top**”). Mr. Yao directly held approximately 48.81% and indirectly through Perfect Capital owned approximately 42.86% of the issued shares of Huge Top. Mr. Yao is the sole director of Huge Top.
- Details of the interests of the Directors in the share options of the Company are separately disclosed in the section headed “SHARE OPTION SCHEME” below.

附註：

- 姚祖輝先生(「**姚先生**」)透過其全資擁有之公司Perfect Capital International Corp.(「**Perfect Capital**」)實益持有該等股份。姚先生乃Perfect Capital之唯一董事。
- 姚先生透過其控制之公司Huge Top Industrial Ltd.(「**Huge Top**」)被視作持有該等股份。姚先生直接持有約48.81%及透過Perfect Capital間接持有Huge Top已發行股份約42.86%。姚先生乃Huge Top之唯一董事。
- 董事於本公司購股權之權益之詳情已分別在下節「購股權計劃」披露。

Save as disclosed above, as at 30th September 2017, none of the Directors, chief executives of the Company and their associates had any personal, family, corporate or other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (include interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or (c) were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一七年九月三十日，董事、本公司之高級行政人員及彼等之聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及聯交所(包括根據證券及期貨條例之該等規定彼等被當作或視作擁有之權益及淡倉)；或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內；或(c)根據標準守則必須知會本公司及聯交所之任何個人、家族、公司或其他權益或淡倉。

OTHER INFORMATION 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

Apart from the foregoing, at no time during the current period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or any of their spouses or children under the 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, and no Directors or chief executives of the Company or their respective spouses or children under 18 years of age had been granted any right to subscribe for equity or debt securities of the Company nor exercised any such right.

PERSONS WHO HAVE INTERESTS OR SHORT POSITIONS WHICH ARE DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO

Other than interests disclosed in the section headed "DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" above, as at 30th September 2017, according to the register of interests kept by the Company under Section 336 of the SFO, the following entities had interests or short positions in the shares and underlying shares which fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO:

Name 名稱／姓名	Capacity 身份	Note 附註	Number of Shares 股份數目	Approximate percentage 概約百分比
Perfect Capital	Beneficial owner 實益擁有人	a	89,337,806	13.92%
	Interest of controlled corporation 受控制公司之權益		190,424,000	29.67%
			279,761,806	43.59%
Huge Top	Beneficial owner 實益擁有人		190,424,000	29.67%
Mr. Wong Koon Chi 王冠之先生	Beneficial owner 實益擁有人		38,224,000	5.95%

Note:

- a. These shares were held by Huge Top. Perfect Capital owned approximately 42.86% of the issued shares of Huge Top and therefore was deemed to be interested in these shares.

董事於股份、相關股份及債權證之權益及淡倉(續)

除上述者外，於本期間任何時間，本公司或其任何附屬公司並無訂立任何安排，以使董事或彼等之任何配偶或十八歲以下之子女有權透過購買本公司或任何其他法人團體之股份或債權證而從中獲益，而董事或本公司之高級行政人員或彼等各自之配偶或十八歲以下之子女概無獲授任何權利以認購本公司股本或債務證券或已行使該等權利。

根據證券及期貨條例第XV部第2及第3分部擁有須披露權益或淡倉之人士

除上文「董事於股份、相關股份及債權證之權益及淡倉」一節所披露之權益外，於二零一七年九月三十日，按本公司根據證券及期貨條例第336條存置於登記冊之記錄，下列實體於股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：

附註：

- a. 該等股份由Huge Top持有。Perfect Capital擁有Huge Top已發行股份約42.86%，因此其被視為持有該等股份。

PERSONS WHO HAVE INTERESTS OR SHORT POSITIONS WHICH ARE DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO (CONTINUED)

Save as disclosed above, as at 30th September 2017, the Directors were not aware of any other persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company under Divisions 2 and 3 Part XV of the SFO.

SHARE OPTION SCHEME

The share option scheme adopted since 12th November 2001 (the “**2001 Share Option Scheme**”) was terminated on 11th August 2011 and a share option scheme had been adopted since 11th August 2011 (the “**2011 Share Option Scheme**”) at the 2011 annual general meeting of the Company. Upon termination of the 2001 Share Option Scheme, no further options will be granted thereunder but in all other respects the provisions of the 2001 Share Option Scheme shall remain in force and all options granted prior to such termination shall continue to be valid and exercisable in accordance therewith. The purpose of the 2011 Share Option Scheme is to provide incentives to participants to contribute to the Group and/or to enable the Group to recruit and/or to retain high-calibre employees and attract human resources that are valuable to the Group. The 2011 Share Option Scheme shall be valid and effective for a period of ten years commencing on the adoption date (i.e. 11th August 2011) and will expire on 10th August 2021. Details of the terms of the 2011 Share Option Scheme were contained in the Company’s circular dated 8th July 2011.

根據證券及期貨條例第XV部第2及第3分部擁有須披露權益或淡倉之人士(續)

除上文所披露者外，於二零一七年九月三十日，董事並不知悉有任何其他人士(董事或本公司高級行政人員除外)於本公司或任何相關法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉。

購股權計劃

於二零零一年十一月十二日採納之購股權計劃(「**二零零一年購股權計劃**」)已於二零一一年八月十一日終止，而一項購股權計劃(「**二零一一年購股權計劃**」)已於二零一一年八月十一日在本公司之二零一一年股東週年大會上獲採納。二零零一年購股權計劃終止後，本公司將不會再按二零零一年購股權計劃授出購股權，惟其之所有其他條款仍然有效，而於該計劃終止前授出之購股權，將仍然有效及可按條款行使。二零一一年購股權計劃之目的，旨在獎勵參與人士為本集團作出貢獻及／或使本集團得以聘任及／或留用具才幹之僱員，以及吸納可效力本集團之寶貴人力資源。二零一一年購股權計劃之有效期自採納日期(即二零一一年八月十一日)起計，為期十年，並將於二零二一年八月十日屆滿。二零一一年購股權計劃之條款詳情載於本公司日期為二零一一年七月八日之通函。

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME (CONTINUED)

Details of the movements in the share options granted to the Company's employees (including Directors) under the 2001 Share Option Scheme and 2011 Share Option Scheme during the current period were as follows:

2001 Share Option Scheme

Name or category of participant 參與者姓名 或類別	Date of grant 授予日期	Validity period 有效期	Exercise price per share 每股行使價	Note 附註	Number of share options 購股權數目					End of the period 期末
					Beginning of the period 期初	Granted during the period 期內授予	Exercised during the period 期內行使	Lapsed during the period 期內失效	Cancelled during the period 期內註銷	
Director:										
董事:										
Mr. Tam King Ching Kenny 譚競正先生	19th June 2008 二零零八年六月十九日	19th June 2008 to 18th June 2018 二零零八年六月十九日至 二零一八年六月十八日	HK\$0.626 0.626港元	1	1,246,622	—	—	—	—	1,246,622
Employees:										
僱員:										
In aggregate 共計	18th September 2009 二零零九年九月十八日	18th September 2009 to 17th September 2019 二零零九年九月十八日至 二零一九年九月十七日	HK\$0.470 0.470港元	1	937,458	—	—	—	—	937,458
In aggregate 共計	13th October 2009 二零零九年十月十三日	13th October 2009 to 12th October 2019 二零零九年十月十三日至 二零一九年十月十二日	HK\$0.404 0.404港元	1	9,089,528	—	—	—	—	9,089,528
Sub-total 小計					10,026,986	—	—	—	—	10,026,986
Others:										
其他:										
In aggregate 共計	13th October 2009 二零零九年十月十三日	13th October 2009 to 12th October 2019 二零零九年十月十三日至 二零一九年十月十二日	HK\$0.404 0.404港元	1	3,116,553	—	—	—	—	3,116,553
Total of 2001 Share Option Scheme 二零零一年購股權計劃總計					14,390,161	—	—	—	—	14,390,161

購股權計劃(續)

於本期間，根據二零零一年購股權計劃及二零一一年購股權計劃授予本公司僱員(包括董事)之購股權變動詳情如下：

二零零一年購股權計劃

SHARE OPTION SCHEME (CONTINUED)

購股權計劃(續)

2011 Share Option Scheme

二零一一年購股權計劃

Name or category of participant 參與者姓名或類別	Date of grant 授予日期	Validity period 有效期	Exercise price per share 每股行使價	Note 附註	Number of share options 購股權數目					End of the period 期末
					Beginning of the period 期初	Granted during the period 期內授予	Exercised during the period 期內行使	Lapsed during the period 期內失效	Cancelled during the period 期內註銷	
Directors:										
董事:										
Ms. Luk Pui Yin Grace 陸佩然女士	27th November 2013 二零一三年十一月二十七日	27th November 2013 to 26th November 2023 二零一三年十一月二十七日至二零二三年十一月二十六日	HK\$1.043 1.043港元	1, 2	2,493,244	—	—	—	—	2,493,244
	20th January 2015 二零一五年一月二十日	20th January 2015 to 19th January 2025 二零一五年一月二十日至二零二五年一月十九日	HK\$0.928 0.928港元	3	2,000,000	—	—	—	—	2,000,000
Mr. Lau Chi Chiu 劉子超先生	16th November 2012 二零一二年十一月十六日	16th November 2012 to 15th November 2022 二零一二年十一月十六日至二零二二年十一月十五日	HK\$0.537 0.537港元	1, 4	1,246,622	—	—	—	—	1,246,622
	20th January 2015 二零一五年一月二十日	20th January 2015 to 19th January 2025 二零一五年一月二十日至二零二五年一月十九日	HK\$0.928 0.928港元	3	1,000,000	—	—	—	—	1,000,000
Mr. Tse Lung Wa Teddy 謝龍華先生	27th November 2013 二零一三年十一月二十七日	27th November 2013 to 26th November 2023 二零一三年十一月二十七日至二零二三年十一月二十六日	HK\$1.043 1.043港元	1	1,246,622	—	—	—	—	1,246,622
Sub-total 小計					7,986,488	—	—	—	—	7,986,488

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME (CONTINUED)

2011 Share Option Scheme (Continued)

購股權計劃(續)

二零一一年購股權計劃(續)

Name or category of participant 參與者姓名或類別	Date of grant 授予日期	Validity period 有效期	Exercise price per share 每股行使價	Note 附註	Number of share options 購股權數目					
					Beginning of the period 期初	Granted during the period 期內授予	Exercised during the period 期內行使	Lapsed during the period 期內失效	Cancelled during the period 期內註銷	End of the period 期末
Employees: 僱員:										
In aggregate	16th November 2012	16th November 2012 to 15th November 2022	HK\$0.537	1, 5	6,831,486	—	—	—	—	6,831,486
共計	二零一二年十一月十六日	二零一二年十一月十六日至二零二二年十一月十五日	0.537港元							
In aggregate	27th November 2013	27th November 2013 to 26th November 2023	HK\$1.043	1, 2	5,734,459	—	—	—	—	5,734,459
共計	二零一三年十一月二十七日	二零一三年十一月二十七日至二零二三年十一月二十六日	1.043港元							
In aggregate	20th January 2015	20th January 2015 to 19th January 2025	HK\$0.928	3	6,800,000	—	—	—	—	6,800,000
共計	二零一五年一月二十日	二零一五年一月二十日至二零二五年一月十九日	0.928港元							
In aggregate	20th January 2015	20th January 2015 to 19th January 2025	HK\$0.928	6	1,000,000	—	—	—	—	1,000,000
共計	二零一五年一月二十日	二零一五年一月二十日至二零二五年一月十九日	0.928港元							
Sub-total 小計					20,365,945	—	—	—	—	20,365,945
Total of 2011 Share Option Scheme 二零一一年購股權 計劃總計					28,352,433	—	—	—	—	28,352,433

SHARE OPTION SCHEME (CONTINUED)

Notes:

1. The exercise prices and number of share options granted prior to 17th December 2014 under the share option schemes were adjusted for the open offer completed in December 2014.
2. The share options were vested in four tranches, with each tranche covering one-fourth of the relevant options, i.e. exercisable to the extent of one-fourth of the relevant options and with the 1st, 2nd, 3rd and 4th tranche becoming exercisable from 27th of November in the years 2014, 2015, 2016 and 2017 respectively and the years onwards till 26th November 2023.
3. The share options were/will be vested in four tranches, with each tranche covering one-fourth of the relevant options, i.e. exercisable to the extent of one-fourth of the relevant options and with the 1st, 2nd, 3rd and 4th tranche becoming exercisable from 20th of January in the years 2016, 2017, 2018 and 2019 respectively and the years onwards till 19th January 2025.
4. The share options were vested in five tranches, with each tranche covering one-fifth of the relevant options, i.e. exercisable to the extent of one-fifth of the relevant options and with the 1st, 2nd, 3rd, 4th and 5th tranche becoming exercisable from 16th of November in the years 2012, 2013, 2014, 2015 and 2016 respectively and the years onwards till 15th November 2022.
5. 4,986,487 share options were vested in four tranches, with each tranche covering one-fourth of the relevant options, i.e. exercisable to the extent of one-fourth of the relevant options and with the 1st, 2nd, 3rd and 4th tranche becoming exercisable from 16th of November in the years 2013, 2014, 2015 and 2016 respectively and the years onwards till 15th November 2022. 1,844,999 share options were vested in five tranches, with each tranche covering one-fifth of the relevant options, i.e. exercisable to the extent of one-fifth of the relevant options and with the 1st, 2nd, 3rd, 4th and 5th tranche becoming exercisable from 16th of November in the years 2012, 2013, 2014, 2015 and 2016 respectively and the years onwards till 15th November 2022.
6. The share options were/will be vested in three tranches, with each tranche covering one-third of the relevant options, i.e. exercisable to the extent of one-third of the relevant options and with the 1st, 2nd and 3rd tranche becoming exercisable from 20th of January in the years 2016, 2017 and 2018 respectively and the years onwards till 19th January 2025.

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

During the six months ended 30th September 2017, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

購股權計劃(續)

附註：

1. 根據購股權計劃於二零一四年十二月十七日之前之行使價及授出之股份數目已就於二零一四年十二月完成之公開發售作出調整。
2. 購股權分四期歸屬，每一期分別涵蓋相關購股權的四分之一(即最多可行使相關購股權的四分之一)，第一、第二、第三及第四期分別於二零一四年、二零一五年、二零一六年及二零一七年的十一月二十七日起可予行使，直至二零二三年十一月二十六日止。
3. 購股權分四期歸屬，每一期分別涵蓋相關購股權的四分之一(即最多可行使相關購股權的四分之一)，第一、第二、第三及第四期分別於二零一六年、二零一七年、二零一八年及二零一九年的一月二十日起可予行使，直至二零二五年一月十九日止。
4. 購股權分五期歸屬，每一期分別涵蓋相關購股權的五分之一(即最多可行使相關購股權的五分之一)，第一、第二、第三、第四及第五期分別於二零一二年、二零一三年、二零一四年、二零一五年及二零一六年的十一月十六日起可予行使，直至二零二二年十一月十五日止。
5. 4,986,487份購股權分四期歸屬，每一期分別涵蓋相關購股權的四分之一(即最多可行使相關購股權的四分之一)，第一、第二、第三及第四期分別於二零一三年、二零一四年、二零一五年及二零一六年的十一月十六日起可予行使，直至二零二二年十一月十五日止。1,844,999份購股權分五期歸屬，每一期分別涵蓋相關購股權的五分之一(即最多可行使相關購股權的五分之一)，第一、第二、第三、第四及第五期分別於二零一二年、二零一三年、二零一四年、二零一五年及二零一六年的十一月十六日起可予行使，直至二零二二年十一月十五日止。
6. 購股權分三期歸屬，每一期分別涵蓋相關購股權的三分之一(即最多可行使相關購股權的三分之一)，第一、第二及第三期分別於二零一六年、二零一七年及二零一八年的一月二十日起可予行使，直至二零二五年一月十九日止。

購回、出售或贖回本公司上市證券

於截至二零一七年九月三十日止六個月，本公司或其附屬公司均無購回、出售或贖回本公司之任何上市證券。

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has applied the principles and complied with all the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Listing Rules except for CG Code provision A.2.1 for the six months ended 30th September 2017.

CG Code provision A.2.1 stipulates that the roles of the chairman and the chief executive should be separated and should not be performed by the same individual. Mr. Yao Cho Fai Andrew serves as both the Chairman and Chief Executive Officer. The Board believes that the vesting of the roles of both Chairman and Chief Executive Officer in Mr. Yao will enable him to continue to provide the Group with strong leadership, efficiency usage of resources as well as allow for effective planning, formulation and implementation of the Company’s business strategies which will enable the Group to sustain the development of its business efficiently. The day-to-day management and operation of the Group will continue to be the responsibility of the management team under the monitor of the Executive Committee and Mr. Yao’s leadership.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules, as amended from time to time as its own code of conduct (the “Company’s Model Code”) regarding securities transactions by the Directors. Having made specific enquiry of all Directors, they all confirmed that they have complied with the required standard set out in the Company’s Model Code during the current period. The Company’s Model Code also applies to other specified relevant employees of the Group who are considered to be likely in possession of inside information in respect of their dealings in the securities of the Company.

AUDIT COMMITTEE

The Audit Committee comprises four independent non-executive Directors and is chaired by Mr. Tam King Ching Kenny who has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. Scope of the work of the Audit Committee is defined and approved by the Board in relation to various internal control, risk management and audit issues with a view to further improve the Company’s corporate governance. The terms of reference of the Audit Committee are aligned with the provisions set out in the CG Code. The Audit Committee has discussed auditing, internal controls, risk management and financial reporting matters including review of the results for the six months ended 30th September 2017. They were also of opinion that such statements comply with applicable accounting standards and legal requirements, and that adequate disclosures have been made.

On behalf of the Board
Yao Cho Fai Andrew
Chairman

Hong Kong, 29th November 2017

遵守企業管治守則

於截至二零一七年九月三十日止六個月內，本公司已應用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，並遵守一切適用守則條文，惟企業管治守則條文第A.2.1條除外。

企業管治守則條文A.2.1條規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。姚祖輝先生同時出任主席及首席執行官兩個職位。董事會相信姚先生賦予主席及首席執行官之職務會使其繼續為本集團帶來強勁之領導能力、提高資源運用效率並有效規劃、制定及實施本公司之業務策略，令本集團能夠有效地保持其業務的發展。於執行委員會之監督及姚先生之領導下，管理團隊會繼續負責本集團之日常管理及營運。

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標準守則（經不時修訂），作為董事進行證券交易的守則（「本公司之標準守則」）。經向全體董事作出特定查詢後，彼等均確認於本期內已遵守本公司之標準守則所載之所需規定。本集團其他特定之有關僱員（彼等被視為可能知悉內幕消息）於買賣本公司之證券時亦須遵守本公司之標準守則。

審核委員會

審核委員會由四名獨立非執行董事組成，主席為譚競正先生，彼具有上市規則第3.10條規定具備適當的專業資格或會計或相關的財務管理專長。董事會已制定及核准審核委員會之職權範圍，職權涉及若干內部監控、風險管理及審核事宜，目標為進一步改善本公司之企業管治。審核委員會之職權範圍與企業管治守則之條文一致。審核委員會已討論審核、內部監控、風險管理及財務匯報等事宜，包括審閱截至二零一七年九月三十日止六個月之業績。其亦認為該等報表符合適用之會計準則及法例規定，且作出足夠之披露。

代表董事會
主席
姚祖輝

香港，二零一七年十一月二十九日



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