

2018年報



EMINENCE
ENTERPRISE LIMITED
高山企業有限公司

(HKEx Stock Code 股份代號: 616)

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Kwong Jimmy Cheung Tim
(Chairman and Chief Executive Officer)
Ms. Lui Yuk Chu
(Deputy Chairman)

Independent Non-Executive Directors

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching
Mr. Wu Koon Yin Welly

AUDIT COMMITTEE

Mr. Kan Ka Hon (Chairman)
Mr. Lau Sin Ming
Mr. Foo Tak Ching
Mr. Wu Koon Yin Welly

REMUNERATION COMMITTEE

Mr. Lau Sin Ming (Chairman)
Mr. Kan Ka Hon
Mr. Foo Tak Ching
Mr. Wu Koon Yin Welly
Mr. Kwong Jimmy Cheung Tim

NOMINATION COMMITTEE

Mr. Foo Tak Ching (Chairman)
Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Wu Koon Yin Welly
Mr. Kwong Jimmy Cheung Tim

EXECUTIVE COMMITTEE

Mr. Kwong Jimmy Cheung Tim (Chairman)
Ms. Lui Yuk Chu

COMPANY SECRETARY

Mr. Lee Po Wing

AUDITOR

Deloitte Touche Tohmatsu

董事會

執行董事

鄭長添先生
(主席兼首席行政總裁)
雷玉珠女士
(副主席)

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德楨先生
吳冠賢先生

審核委員會

簡嘉翰先生(主席)
劉善明先生
傅德楨先生
吳冠賢先生

薪酬委員會

劉善明先生(主席)
簡嘉翰先生
傅德楨先生
吳冠賢先生
鄭長添先生

提名委員會

傅德楨先生(主席)
簡嘉翰先生
劉善明先生
吳冠賢先生
鄭長添先生

行政委員會

鄭長添先生(主席)
雷玉珠女士

公司秘書

李寶榮先生

核數師

德勤•關黃陳方會計師行

Corporate Information 公司資料

LEGAL ADVISERS

As to Hong Kong law:
David Norman & Co.

As to Bermuda law:
Conyers Dill & Pearman

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
OCBC Wing Hang Bank

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

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481-483 Castle Peak Road
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BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

616

WEBSITE ADDRESS

www.eminence-enterprise.com

法律顧問

香港法律：
David Norman & Co.

百慕達法律：
Conyers Dill & Pearman

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司
華僑永亨銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

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九龍長沙灣
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香港
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股份代號

616

網址

www.eminence-enterprise.com

Chairman's Statement 主席報告

Dear Shareholders,

On behalf of the board of directors (the “**Board**”), I am pleased to present the annual results of Eminence Enterprise Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2018.

For the year ended 31 March 2018, the Group's profit attributable to shareholders of the Company was HK\$53,539,000 as compared to the loss attributable to shareholders of the Company of HK\$26,627,000 in 2017. This year's gross profit margin was 94.2% compared to 99.5% in 2017 and consolidated revenue advanced by 35.8%. The basic and diluted earnings per share for the year ended 31 March 2018 were HK2.31 cents and HK2.15 cents respectively (2017: basic and diluted loss per share was HK1.95 cents and HK1.95 cents).

This year, the Group successfully acquired through auction the remaining units of Matheson Building in Causeway Bay and acquired Units 01, 02, 03, 05, 06, 07, 08 and 09 on the 12th Floor and ancillary car parks of Capital Centre, No. 151 Gloucester Road, Hong Kong. The Group will continue to focus on its strength to diversify its non-residential properties portfolio and strengthening the income base of the Group.

The Board and I would like to express our most sincere gratitude to our staff, our shareholders and our business partners for their continued support and are confident that with such support and a strong management team, the Group will continue to grow and create value for our shareholders.

Kwong Jimmy Cheung Tim
Chairman

Hong Kong, 18 May 2018

敬啟者：

本人謹代表董事會（「**董事會**」）欣然提呈高山企業有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）於截至2018年3月31日止年度之全年業績。

截至2018年3月31日止年度，本集團錄得本公司股東應佔溢利為53,539,000港元，2017年則為本公司股東應佔虧損26,627,000港元。今年毛利率錄得94.2%，而2017年為99.5%，綜合收入增長35.8%。截至2018年3月31日止年度，每股基本及攤薄盈利分別為2.31港仙及2.15港仙（2017年：每股基本及攤薄虧損分別為1.95港仙及1.95港仙）。

今年，本集團成功從拍賣中收購銅鑼灣勿地臣街樓宇之餘下單位及位於香港告士打道151號資本中心12樓的01、02、03、05、06、07、08及09號單位及配套車位。本集團將繼續專注於其優勢，發展其多元化非住宅物業組合及加強本集團收入基礎。

董事會及本人謹此衷心感謝我們的員工、股東、業務合作夥伴的大力支持，我們堅信在各界支持下，憑藉穩健的管理團隊，本集團將繼續為股東增加及創造價值。

鄺長添
主席

香港，2018年5月18日

Management Discussion and Analysis

管理層討論及分析

The board of directors (the “**Board**”) of Eminence Enterprise Limited (the “**Company**”) is pleased to announce the audited annual results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2018 together with comparative figures. These annual results have been reviewed by the Company’s Audit Committee.

FINAL RESULTS

For the year ended 31 March 2018, the Group’s profit attributable to owners of the Company was HK\$53,539,000 as compared to the loss attributable to owners of the Company was HK\$26,627,000 last year. This year’s gross profit margin was 94.2% compared to last year (2017: 99.5%), and consolidated revenue advanced by 35.8%.

The basic and diluted earnings per share for the year ended 31 March 2018 were HK2.31 cents and HK2.15 cents (2017: basic and diluted loss per share was HK1.95 cents and HK1.95 cents) respectively.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2018 (2017: nil).

BUSINESS REVIEW

For the year ended 31 March 2018, the Group’s revenue amounted to HK\$49,605,000 compared to HK\$36,518,000 last year, which represented an increase of HK\$13,087,000 or approximately 35.8% as compared to last year. There was a profit for the year attributable to the owners of the Company of HK\$53,539,000, as compared to a loss for the year attributable to owners of the Company of HK\$26,627,000 last year. The profit during the year was mainly due to the gain arising from changes in fair value of investment properties amounting to HK\$72,337,000 as compared to a fair value loss of HK\$12,792,000 in last year.

The basic and diluted earnings per share amounted to HK2.31 cents and HK2.15 cents respectively for the year ended 31 March 2018, as compared with basic and diluted loss per share of HK1.95 cents and HK1.95 cents respectively for the corresponding period last year. The review of the individual business segments of the Group are set out below.

Property Investment

During the year, the total rental income of the Group recorded HK\$33,012,000 (2017: HK\$29,384,000), representing a 12.3% increase over the last year. The increase is primarily due to the contributions from newly acquired properties, as well as continued management of tenant mix and rental reversion at major investment properties during the year under review.

Hong Kong

In Hong Kong, the Group owns residential units, commercial units and industrial units with a total carrying amount of HK\$1,156,000,000 as at 31 March 2018 (2017: HK\$910,903,000). For the year ended 31 March 2018, the Group recorded property rental income of HK\$16,516,000 (2017: HK\$14,892,000).

高山企業有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至2018年3月31日止年度之經審核全年業績連同比較數字。本全年業績已由本公司之審核委員會審閱。

全年業績

截至2018年3月31日止年度，本集團錄得本公司股東應佔溢利為53,539,000港元，去年則為本公司股東應佔虧損26,627,000港元。今年毛利率錄得94.2%(去年2017年為99.5%)，綜合收入亦增長35.8%。

截至2018年3月31日止年度，每股基本及攤薄盈利分別為2.31港仙及2.15港仙(2017年：每股基本及攤薄虧損分別為1.95港仙及1.95港仙)。

末期股息

董事會不建議派發截至2018年3月31日止年度之末期股息(2017年：無)。

業務回顧

截至2018年3月31日止年度，本集團錄得營業額49,605,000港元，去年則為36,518,000港元，較去年增加13,087,000港元或約35.8%。本公司股東應佔本年度溢利為53,539,000港元，而去年則為本公司股東應佔年度虧損26,627,000港元。年內溢利主要由於投資物業之公平值變動產生收益72,337,000港元，而去年公平值虧損12,792,000港元。

截至2018年3月31日止年度，每股基本及攤薄盈利分別為2.31港仙及2.15港仙，而去年同期每股基本及攤薄虧損均分別為1.95港仙。本集團之獨立業務分部回顧載於下文。

物業投資

於年內，本集團錄得租金收入總額33,012,000港元(2017年：29,384,000港元)，較去年增加12.3%。該增長主要由於受回顧年度內新購置物業、持續管理租戶組合及主要投資物業租金回流所推動。

香港

於2018年3月31日，本集團於香港擁有住宅單位、商業單位及工業單位，總賬面值為1,156,000,000港元(2017年：910,903,000港元)。截至2018年3月31日止年度，本集團錄得物業租金收入16,516,000港元(2017年：14,892,000港元)。

Management Discussion and Analysis

管理層討論及分析

Singapore

In Singapore, the Group owns 3 residential units with a total carrying amount of HK\$162,456,000 as at 31 March 2018 (2017: HK\$142,298,000). For the year ended 31 March 2018, the Group received property rental income of HK\$2,719,000 (2017: HK\$3,086,000).

People's Republic of China (the "PRC")

In Huzhou City, Zhejiang Province of the PRC, the Group has 12 blocks of factory premises and 4 blocks of dormitories with a total carrying amount of HK\$338,177,000 at 31 March 2018 (2017: HK\$267,168,000). For the year ended 31 March 2018, the Group recorded property rental income of HK\$13,777,000 (2017: HK\$11,406,000).

Property Development

(i) Project Inverness

As at 31 March 2018, the Group wholly owned this development project located at No. 14, 16, 18 and 20 Inverness Road, Kowloon Tong, Kowloon, Hong Kong. This development project is a residential property with a total gross floor areas ("GFA") of approximately 47,000 square feet ("sq.ft."). Construction is expected to be completed in the third quarter of 2018 and is expected to launch of the sale in the second quarter of 2019. This is our last residential development project, the Group will focus on commercial property projects in the future.

(ii) Project Matheson

The Group owns 12 out of 14 units of a non-industrial building at Nos. 11, 13 and 15 Matheson Street, Causeway Bay, Hong Kong (the "Matheson Building"). On 29 September 2017, the Group successfully acquired through auction under Chapter 545 of the 2 remaining units of Matheson Building (the "Remaining Units").

Following the acquisition of the Remaining Units, the Group had 100% ownership of the Matheson Building with a site area of approximately 2,857 sq.ft.. The whole site is under development construction. Redevelopment is expected to be completed in the third quarter of 2021.

Investment in Securities

During the year under review, the Group has adopted a prudent attitude in its securities investment. The Group had acquired listed securities under held for trading investments and disposed of some shares in the investment portfolio. The Group recorded fair value loss on held-for-trading investments of HK\$2,195,000 (2017: HK\$2,374,000). The impairment loss on available-for-sale investments was HK\$3,406,000 (2017: HK\$14,176,000) and greatly reduced as compared with last year. As a result, the Group reported a reduced segment loss of HK\$1,316,000 (2017: segment loss of HK\$14,705,000) during the year under review. The Group received dividend income from the listed securities under held for trading investments and available-for-sale investments of HK\$41,000 and HK\$4,496,000 respectively during the year under review. The Group considers that the prospects in respect of the shares still held-for-trading investments are healthy. The Board understands that the performance of

新加坡

於2018年3月31日，本集團於新加坡擁有3個住宅單位，總賬面值為162,456,000港元(2017年：142,298,000港元)。截至2018年3月31日止年度，本集團收取物業租金收入2,719,000港元(2017年：3,086,000港元)。

中華人民共和國(「中國」)

於2018年3月31日，本集團於中國浙江省湖州市擁有12座廠房及4座宿舍，總賬面值為338,177,000港元(2017年：267,168,000港元)。截至2018年3月31日止年度，本集團錄得物業租金收入13,777,000港元(2017年：11,406,000港元)。

物業發展

(i) 延文禮士道項目

於2018年3月31日，本集團全資擁有該座落於香港九龍九龍塘延文禮士道14、16、18及20號的發展項目。本發展項目為一項住宅物業，總建築面積約為47,000平方呎。預期建築工程將於2018年第三季度完工，並預期於2019年第二季度推出發售。該項目為本集團的最後一個住宅發展項目，未來本集團將重點發展商業物業項目。

(ii) 勿地臣街項目

本集團擁有香港銅鑼灣勿地臣街11號、13號及15號之非工業樓宇14個單位中之12個單位(「勿地臣街樓宇」)。於2017年9月29日，本集團根據香港法例第545章成功透過拍賣收購勿地臣街樓宇2個餘下單位(「餘下單位」)。

於收購餘下單位後，本集團持有場地面積約2,857平方呎的勿地臣街樓宇之100%擁有權。整個地盤正在開發建造中。預期重建項目將於2021年第三季度完工。

證券投資

於回顧年度內，本集團對其證券投資採取謹慎態度。本集團購入上市證券持作買賣投資用途，並售出投資組合中的部分股份。本集團錄得持作買賣投資之公平值虧損2,195,000港元(2017年：2,374,000港元)。可供出售投資之減值虧損為3,406,000港元(2017年：14,176,000港元)，較去年大幅減少。因此，於回顧年度內，本集團錄得已降減的分部虧損1,316,000港元(2017年：分部虧損為14,705,000港元)。於回顧年度內，本集團從持作買賣投資與可供出售投資的上市證券中獲得股息收入分別為41,000港元及4,496,000港元。本集團認為仍持作買賣投資的股份的前景穩健。董事會明白，投資表現或受香港股市波

Management Discussion and Analysis 管理層討論及分析

the investments may be affected by the degree of volatility in the Hong Kong stock market and subject to other external factors that may affect their values. Accordingly, the Group will continue to maintain a diversified portfolio of investment of different segments of markets to minimise the possible financial risks. Also, the Board will closely monitor the performance progress of the investment portfolio from time to time.

At 31 March 2018, the Group held securities for trading investments amounting to HK\$3,436,000 (2017: HK\$4,505,000). It was derived from (i) the purchase of held for trading investments of HK\$2,540,000 during the year under review; and (ii) the securities held for trading investments which had a cost or fair value as at 31 March 2018 of HK\$1,414,000; and (iii) net decrease in market value in the amount of HK\$2,195,000 of held for trading investments. This value represented an investment portfolio comprising 3 (2017: 4) equity securities which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Available-for-sale investments

The Group also held significant investments under available-for-sale investments as at 31 March 2018 as below:

動程度影響，並受到可影響其價值的其他外部因素限制。因此，本集團將繼續維持不同市場的多元化投資組合，以盡量降低潛在的金融風險。此外，董事會亦將不時密切監察投資組合的表現發展狀況。

於2018年3月31日，本集團持作買賣投資之證券達3,436,000港元(2017年：4,505,000港元)。此乃由於(i)於回顧年度內購入持作買賣投資2,540,000港元；(ii)持作買賣投資之證券於2018年3月31日的成本或公平值為1,414,000港元；及(iii)持作買賣投資市值金額淨減少2,195,000港元。該投資價值對應的投資組合包括3隻(2017年：4隻)於香港聯合交易所有限公司(「聯交所」)主板上市的股本證券。

可供出售投資

於2018年3月31日，本集團亦於可供出售投資項下持有以下重大投資：

Company name/(stock code) 公司名稱/(股份代號)	No. of shares held 持有股份數目	Approximate percentage held to the total issued share capital of the company/ investment % 佔公司已發行總 股本/投資總額之 持股概約百分比	Investment cost/cost of acquisition HKS'000 投資成本/ 收購成本 千港元	Dividend	Fair value gain	Fair value at 31 March 2018 HKS'000 於2018年 3月31日之 公平值 千港元	Approximate percentage of total assets of the Group at 31 March 2018 % 於2018年 3月31日 佔本集團總資產 之概約百分比
				income for the year ended 31 March 2018 HKS'000 截至2018年 3月31日止年度 之股息收入 千港元	for the year ended 31 March 2018 HKS'000 截至2018年 3月31日止年度 之公平值收益 千港元		
Hong Kong Exchanges and Clearing Limited ("HKEx") (388) (Note) 香港交易及結算有限公司 (「港交所」)(388)(附註)	686,523	0.06	132,434	3,095	40,756	175,063	4.36
Other listed shares* 其他上市股份*	-	-	31,663	1,401	4,189	32,150	0.80
Grand total: 總計：			164,097	4,496	44,945	207,213	5.16

* Other listed shares included 3 companies whose shares are listed on the Main Board of the Stock Exchange.

* 其他上市股份包括3間在聯交所主板上市的公司股份。

Note: The Company's shareholders passed a resolution at the special general meeting on 7 March 2018 to grant of disposal mandate of HKEx ("HKEx Disposal Mandate") to the Directors for the disposal of all or part of the interests in HKEx for a 12-month period commencing 7 March 2018. During the period from 7 March 2018 and up to the date of this report, the Company did not dispose of any shares in HKEx pursuant to the HKEx Disposal Mandate and therefore, the Group beneficially owns a total of 686,523 shares in HKEx as at the date of this report. Details are set out in the Company's circular dated 12 February 2018.

附註：於2018年3月7日的股東特別大會上，本公司股東已通過一項決議案批准授予董事對港交所的出售授權(「港交所出售授權」)可由2018年3月7日起計12個月期間內出售全部或部分港交所權益。由2018年3月7日至本報告日期期間，本公司並無根據港交所出售授權出售任何港交所股份，因此，於本報告日期本集團實益擁有合共686,523股港交所股份。詳情載於本公司日期為2018年2月12日之通函。

Management Discussion and Analysis

管理層討論及分析

Loan Financing

During the year, the Group recorded interest income from the loan financing business amounting to HK\$16,593,000 (2017: HK\$6,939,000), representing approximately 33.5% of the total revenue of the Group. The segment profit of loan financing business was HK\$9,208,000 for the year ended 31 March 2018 (2017: HK\$6,774,000). The outstanding principal amount of loans receivable as at 31 March 2018 was HK\$265,297,000 (2017: HK\$264,395,000). During the year under review, the Group did not record any doubtful or bad debt in its loan financing business. The Group will continue to develop in this segment in order to earn a higher interest income.

貸款融資

於年內，本集團錄得來自貸款融資業務之利息收入16,593,000港元(2017年：6,939,000港元)，佔本集團總營業額約33.5%。於截至2018年3月31日止年度，貸款融資業務之分部溢利為9,208,000港元(2017年：6,774,000港元)。於2018年3月31日，應收貸款之未償還本金額為265,297,000港元(2017年：264,395,000港元)。於回顧年度內，本集團的貸款融資業務並無錄得任何呆賬或壞賬。本集團將繼續發展該分部以賺取更高利息收入。

FINANCIAL REVIEW

財務回顧

		Year ended 31 March 截至3月31日止年度		
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	Change 變動 HK\$'000 千港元
Revenue	營業額	49,605	36,518	13,087
Gross profit	毛利	46,725	36,347	10,378
Gross profit margin	毛利率	94.2%	99.5%	(5.3%)
Distribution and selling expenses	經銷成本	40	13	27
Administrative expenses	行政開支	35,525	32,911	2,614
Finance costs	融資成本	31,373	19,213	12,160
Profit/(loss) before taxation	除稅前溢利/(虧損)	54,608	(29,592)	84,200
Taxation	稅項	(1,069)	2,965	(4,034)
Profit/(loss) for the year and attributable to owners of the Company	本公司股東應佔本年度溢利/(虧損)	53,539	(26,627)	80,166
Net profit/(loss) margin	淨利率/(淨損率)	107.9%	(72.9%)	180.8%
Basic earnings (loss) per share	每股基本盈利(虧損)	HK2.31 cents 2.31港仙	(HK1.95 cents) (1.95港仙)	HK4.26 cents 4.26港仙
Diluted earnings (loss) per share	每股攤薄盈利(虧損)	HK2.15 cents 2.15港仙	(HK1.95 cents) (1.95港仙)	HK4.10 cents 4.10港仙

Revenue

For the year ended 31 March 2018, the Group's revenue increased by 35.8% to HK\$49,605,000 as compared with last year which was derived from the increase in the rental income from the property investment business and interest income from the loan financing business.

營業額

截至2018年3月31日止年度，本集團營業額較去年增加35.8%至49,605,000港元，該增幅來自物業投資業務之租金收入及來自貸款融資業務之利息收入增長。

Management Discussion and Analysis

管理層討論及分析

Gross Profit/Margin

Gross profit of the Group for the year ended 31 March 2018 was HK\$46,725,000, representing an increase of approximately 28.6% or HK\$10,378,000 as compared to HK\$36,347,000 in 2017. Gross profit margin for the year reached approximately 94.2% (2017: 99.5%), representing a decrease of 5.3% percentage over the last financial year, as a result of the increase in cost of services rendered, which contributed a lower gross profit margin.

Profit/Loss before Taxation

Profit before taxation of the Group for the year ended 31 March 2018 was HK\$54,608,000, as compared with last year loss before taxation of HK\$29,592,000.

Distribution and selling expenses of the Group increased from HK\$13,000 to HK\$40,000, an increase of 207.7% as compared with the last year.

Administrative expenses of the Group were HK\$35,525,000, a slight increase of 7.9% over last year of HK\$32,911,000.

During the year under review, there was a gain on changes in fair value of investment properties amounting to HK\$72,337,000 (2017: loss of HK\$12,792,000).

Finance costs of the Group was HK\$31,373,000, increased by HK\$12,160,000 or 63.3% for the year from HK\$19,213,000 in 2017, of which HK\$17,128,000 (2017: HK\$11,050,000) is the effective interest expense on convertible notes.

Profit/Loss Attributable to owners of the Company and Earnings/Loss per Share

Profit attributable to owners of the Company for the year ended 31 March 2018 was HK\$53,539,000, as compared to last year loss of HK\$26,627,000. Net profit margin is 107.9% as compared to net loss margin last year of 72.9%.

For this year, the taxation charge was HK\$1,069,000 whilst last year was taxation credit for HK\$2,965,000.

Basic and diluted earnings per share for the year 31 March 2018 were HK2.31 cents and HK2.15 cents respectively as compared to basic and diluted loss per share HK1.95 cents in last year 2017.

毛利/毛利率

本集團於截至2018年3月31日止年度之毛利為46,725,000港元，較2017年36,347,000港元增加約28.6%或10,378,000港元。本年度之毛利率約為94.2%（2017年：99.5%），較上個財政年度減少5.3個百分點，因服務成本增加導致毛利率下降。

除稅前溢利/虧損

本集團於截至2018年3月31日止年度之除稅前溢利為54,608,000港元，而去年則為除稅前虧損29,592,000港元。

本集團之經銷成本由13,000港元增至40,000港元，較去年增加207.7%。

本集團之行政開支為35,525,000港元，較去年32,911,000港元略增7.9%。

於回顧年度內，投資物業之公平值變動產生收益為72,337,000港元（2017年：虧損為12,792,000港元）。

本集團之融資成本為31,373,000港元，相比2017年19,213,000港元增加12,160,000港元或63.3%，其中17,128,000港元（2017年：11,050,000港元）為可換股票據之實際利息支出。

本公司股東應佔溢利/虧損及每股盈利/虧損

本公司股東於截至2018年3月31日止年度應佔溢利為53,539,000港元，而去年則為虧損26,627,000港元。淨利率為107.9%，而去年則為淨損率72.9%。

本年度稅項支出為1,069,000港元，而去年則為稅項抵免2,965,000港元。

截至2018年3月31日止年度，每股基本及攤薄盈利分別為2.31港仙及2.15港仙，而去年2017年則為每股基本及攤薄虧損1.95港仙。

Management Discussion and Analysis

管理層討論及分析

Liquidity and Financial Resources

At 31 March 2018, total assets of the Group amounted to HK\$4,011,917,000 (2017: HK\$3,407,650,000). In terms of financial resources as at 31 March 2018, the Group's total bank balances and cash was HK\$125,422,000.

At 31 March 2018, the capital base has been strengthened because an aggregate net proceeds of HK\$94,280,000 was raised from the placing of new shares and issuing of convertible notes during the year.

At 31 March 2018, the Group has total bank borrowings of HK\$1,092,660,000 (2017: HK\$779,700,000). The Group's gearing ratio, which is calculated as a ratio of total bank borrowings to shareholders' equity, was approximately 0.40 (2017: 0.32). As at 31 March 2018, the Group's current ratio was 3.5 (2017: 3.4).

The Group financed its operations primarily with recurring cash flow generated from its operations, proceeds raised from the capital market and bank financing.

Fund Raising Activities

Issue of shares during the year

- (1) On 3 July 2017, the Company and a placing agent entered into a placing agreement pursuant to which the placing agent agreed to place, on a best effort basis, up to 325,000,000 placing shares at a price of HK\$0.08 per placing share with the aggregate nominal value of HK\$3,250,000 under the refreshed general mandate granted to the Directors by a resolution of the independent shareholders of the Company at the special general meeting of the Company held on 26 April 2017, to not less than six placees, who were independent professional, institutional or individual investors and who and whose ultimate beneficial owners were independent third parties. The closing price of the shares on 3 July 2017 was HK\$0.08. The placing was completed on 19 July 2017 and the net proceeds (representing net issue price of approximately HK\$0.079 per placing share) were approximately HK\$25,740,000, which were intended to be used for the acquisition of the Remaining Units of Matheson Building. The net proceeds were fully utilised during the year as intended. The Directors were of the view that the placing was fair and reasonable and in the interest of the Company and its shareholders as a whole. Details of which are set out in the Company's announcements dated 3 July 2017 and 19 July 2017.

流動資金及財務資源

於2018年3月31日，本集團之資產總額為4,011,917,000港元(2017年：3,407,650,000港元)。財政資源方面，於2018年3月31日，本集團之銀行結餘及現金總額為125,422,000港元。

於2018年3月31日，由於年內透過配售新股份和發行可換股票據募得所得款項淨額合共94,280,000港元，資本基礎得到了加強。

於2018年3月31日，本集團之銀行借貸總額為1,092,660,000港元(2017年：779,700,000港元)。本集團之資本負債比率(即銀行借貸總額佔股東資產之百分比)約為0.40(2017年：0.32)。於2018年3月31日，本集團流動比率為3.5(2017年：3.4)。

本集團之營運資金主要來自其營運產生的循環現金流、在資本市場募集的資金及銀行融資。

集資活動

於年內發行股份

- (1) 於2017年7月3日，本公司與配售代理訂立配售協議，據此，配售代理同意根據本公司於2017年4月26日舉行之股東特別大會上由本公司獨立股東通過之決議案授予董事之經更新一般授權，按竭盡所能基準以每股配售股份0.08港元之價格配售最多325,000,000股配售股份(總面值為3,250,000港元)予不少於6名承配人。該等承配人均為獨立專業的機構或個人投資者，且彼等及彼等之最終實益擁有人均為獨立第三方。股份於2017年7月3日之收市價為0.08港元。該配售於2017年7月19日完成，所得款項淨額(相當於每股配售股份淨發行價約0.079港元)約為25,740,000港元，擬用於收購勿地臣街樓宇之餘下單位。所得款項淨額均已於年內全部用於擬定用途。董事認為配售屬公平合理並符合本公司及其股東之整體利益。有關詳情載於本公司日期為2017年7月3日及2017年7月19日之公佈內。

Management Discussion and Analysis 管理層討論及分析

- (2) On 30 November 2017, the Company and a placing agent entered into a placing agreement pursuant to which the placing agent agreed to place, on a best effort basis, up to 447,000,000 placing shares at a price of HK\$0.055 per placing share with the aggregate nominal value of HK\$4,470,000 under the general mandate granted to the Directors by a resolution of the shareholders of the Company at the annual general meeting of the Company held on 24 July 2017, to not less than six placees, who were independent professional, institutional or individual investors and who and whose ultimate beneficial owners were independent third parties. The closing price of the shares on 30 November 2017 was HK\$0.065. The placing was completed on 21 February 2018 and the net proceeds (representing net issue price of approximately HK\$0.054 per placing share) were approximately HK\$24,340,000, which were intended to be used for the acquisition of Fung Wah Factorial Building (“**FW Building**”). The net proceeds were fully utilised during the year as intended. The Directors were of the view that the placing was fair and reasonable and in the interest of the Company and its shareholders as a whole. Details of which are set out in the Company’s announcements dated 30 November 2017, 20 December 2017, 31 January 2018 and 21 February 2018.

Issue of convertible notes during the year

- (1) On 1 March 2017, the Company as an issuer and Goodco Development Limited (the “**Subscriber**”), a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of Easyknit International Holdings Limited, being a substantial shareholder of the Company, as a subscriber entered into the subscription agreement, pursuant to which the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the convertible notes in the aggregate principal amount of HK\$16,000,000 (the “**2017CN1**”) which may be converted into 100,000,000 conversion shares at the conversion price of HK\$0.16 per conversion share (collectively, the “**Subscription1**”). The interest rate of 3.0% per annum of the 2017CN1 on the outstanding principal amount. The Subscription1 was completed on 11 May 2017 and the maturity date is 11 May 2022. The net proceeds were approximately HK\$15,500,000, which were intended to be used for the general working capital of the Group. The net proceeds were fully utilised during the year as to HK\$9.2 million for repayment of bank loan and interest and HK\$6.3 million for payment of general operating expenses. Details of which are set out in the Company’s announcements dated 1 March 2017, 28 April 2017 and 11 May 2017 and the Company’s circular dated 5 April 2017.

- (2) 於2017年11月30日，本公司與配售代理訂立配售協議，據此，配售代理同意根據本公司於2017年7月24日舉行之股東週年大會上由本公司股東通過之決議案授予董事之一般授權，按竭盡所能基準以每股配售股份0.055港元之價格配售最多447,000,000股配售股份（總面值為4,470,000港元）予不少於6名承配人。該等承配人均為獨立專業的機構或個人投資者，且彼等及彼等之最終實益擁有人均為獨立第三方。股份於2017年11月30日之收市價為0.065港元。該配售於2018年2月21日完成，所得款項淨額（相當於每股配售股份淨發行價約0.054港元）約為24,340,000港元，擬用於收購豐華工業大廈（「**豐華大廈**」）。所得款項淨額均已於年內全部用於擬定用途。董事認為配售屬公平合理並符合本公司及其股東之整體利益。有關詳情載於本公司日期為2017年11月30日、2017年12月20日、2018年1月31日及2018年2月21日之公佈內。

於年內發行可換股票據

- (1) 於2017年3月1日，本公司（作為發行方）與佳豪發展有限公司（「**認購方**」，一間於英屬處女群島註冊成立之有限公司，並為本公司主要股東永義國際集團有限公司之全資附屬公司）（作為認購人）訂立認購協議，據此，本公司有條件同意發行而認購方有條件同意認購本金總額16,000,000港元之可換股票據（「**2017年可換股票據-1**」），可按兌換價每股兌換股份0.16港元兌換為100,000,000股兌換股份（統稱為「**認購事項-1**」）。2017年可換股票據-1就未償還本金額按年利率3厘計算利息。認購事項-1於2017年5月11日完成，到期日為2022年5月11日。所得款項淨額約為15,500,000港元，擬用作本集團之一般營運資金。所得款項淨額已於年內全部動用，其中9,200,000港元用於償還銀行貸款及利息及6,300,000港元用於支付一般營運開支。有關詳情載於本公司日期為2017年3月1日、2017年4月28日及2017年5月11日之公佈以及本公司日期為2017年4月5日之通函內。

Management Discussion and Analysis

管理層討論及分析

(2) On 7 August 2017, the Company as an issuer and the Subscriber entered into the subscription agreement, pursuant to which the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the convertible notes in the aggregate principal amount of HK\$28,200,000 (the “2017CN2”) which may be converted into 470,000,000 conversion shares at the conversion price of HK\$0.06 per conversion share (collectively, the “Subscription2”). The interest rate of 3.0% per annum of the 2017CN2 on the outstanding principal amount. The Subscription2 was completed on 26 September 2017 and the maturity date is 26 September 2020. The net proceeds were approximately HK\$27,800,000, which were intended to be used for the general working capital of the Group. The net proceeds were fully utilised during the year as intended. Details of which are set out in the Company’s announcements dated 7 August 2017 and 26 September 2017 and the Company’s circular dated 28 August 2017.

On 18 October 2017, the Subscriber exercised its right attached to the 2017CN2 for the amount of HK\$16,920,000 to convert 282,000,000 conversion shares of the Company and where are issued and allotted to the Subscriber on the same date.

(2) 於2017年8月7日，本公司（作為發行方）與認購方訂立認購協議，據此，本公司有條件同意發行而認購方有條件同意認購本金總額28,200,000港元之可換股票據（「2017年可換股票據-2」），可按兌換價每股兌換股份0.06港元兌換為470,000,000股兌換股份（統稱為「認購事項-2」）。2017年可換股票據-2就未償還本金額按年利率3厘計算利息。認購事項-2於2017年9月26日完成，到期日為2020年9月26日。所得款項淨額約為27,800,000港元，擬用作本集團之一般營運資金。所得款項淨額已於年內按預期全部動用。有關詳情載於本公司日期為2017年8月7日及2017年9月26日之公佈以及本公司日期為2017年8月28日之通函內。

於2017年10月18日，認購方行使2017年可換股票據-2中金額16,920,000港元的權利，兌換本公司282,000,000股兌換股份，該等股份已於同日發行及配發予認購方。

Previous fund raising activity

During the year, the Company further utilised the net proceeds from the placing took place on 27 February 2017. Updates on the actual use of proceeds during the year are as follows:

以往集資活動

於年內，本公司進一步動用來自2017年2月27日配售之所得款項淨額。所得款項於年內之實際用途更新如下：

Date of announcement 公佈日期	Event 事件	Net proceeds (approximately) 所得款項淨額 (概約)	Intended use of proceeds 所得款項 擬定用途	Actual use as at 31 March 2018 於2018年3月31日 之實際用途
3 January 2017	Placing of 350,000,000 shares under specific mandate	HK\$55 million	Acquisition of FW Building	Fully applied as intended
2017年1月3日	根據特別授權配售350,000,000股股份	55,000,000 港元	收購豐華大廈	全部用於擬定用途

Charges of Assets

As at 31 March 2018, the Group had bank loans amounting to HK\$1,092,660,000 (2017: HK\$779,700,000) which were secured by the Group’s investment properties and properties held for development for sale with an aggregate net book value of HK\$986,740,000 and HK\$1,634,964,000 respectively (2017: HK\$785,873,000 and HK\$597,868,000).

資產抵押

於2018年3月31日，本集團之銀行借貸為1,092,660,000港元（2017年：779,700,000港元）乃以本集團之投資物業及持作出售發展物業作為抵押，賬面總淨值分別為986,740,000港元及1,634,964,000港元（2017年：785,873,000港元及597,868,000港元）。

Management Discussion and Analysis

管理層討論及分析

Material Acquisitions

Acquisition of the Remaining Units of the Matheson Building

Prior to the date of the auction, the Group already owns 12 units out of 14 units of the entire Matheson Building; and the value of the Remaining Units represents 42% of the bidding price. The auction was held on 29 September 2017 and the Group won the bid. Therefore the consideration for the acquisition of the Remaining Units by the Group is HK\$185,220,000 (i.e. 42% of the final bidding price), it should be financed partly by internal resources of the Company and partly by bank financing. The completion date for the acquisition took place on 30 October 2017. The Directors have a view that the Matheson Building site will be redeveloped together with an adjacent property already owned by the Company into a new composite commercial building and it shall reap the benefits of scale both in terms of development costs, and future sales or leasing of such properties.

Details of the acquisition are set out in the Company's announcements dated 22 August 2017 and 29 September 2017 and the Company's circular dated 12 September 2017.

Acquisition of FW Building

On 14 August and 15 August 2017, Treasure Arts International Group Limited ("Treasure Arts"), an indirect wholly-owned subsidiary of the Company, as the purchaser, entered into an agreement for sale and purchase and a provisional agreement with the respective sellers who are independent third parties respectively, pursuant to which amongst other things, Treasure Arts conditionally agreed to acquire, and the sellers agreed to sell workshop A, 1/F of the FW Building, shares 4/120th undivided shares of the entire FW Building with a total saleable area of approximately 1,910 sq.ft. and workshop D, ground floor of the FW Building, shares 6/120th undivided shares of the entire FW Building with a total saleable area of approximately 1,637 sq.ft. at a total consideration of HK\$81,300,000. The completion of the acquisition took place in mid-November 2017.

On 20 November 2017, Treasure Arts as the purchaser, entered into an agreement for sale and purchase agreement with the sellers who are independent third parties respectively, pursuant to which amongst other things, Treasure Arts conditionally agreed to acquire, and the sellers agreed to sell workshop space A1, ground floor of the FW Building at a total consideration of HK\$53,000,000. The property was divided into 3 portions, portion-1 and portion-2 are leased with tenancies and portion-3 is self-occupied by the sellers. In addition, Chan Kai Wah and Chan Choi Fong as the licensee shall have the rights after the completion date to take up a licence to occupy Portion-3 for a monthly license fee of HK\$30,000 (inclusive of rates, Government rent and management fees and payment of HK\$116,790, payable every 3 months, being temporary waiver for change of land user) until 30 June 2018 and the licensee further has the option to extend the licence period to 31 December 2018. The property is currently on lease for HK\$61,100 per month (inclusive of government rent and management fees, exclusive of other outgoings), amount of deposit held under the tenancy agreements was HK\$122,200 and currently used for commercial purpose. The completion of the acquisition took place on 9 February 2018.

重大收購

收購勿地臣街樓宇之餘下單位

於拍賣日期前，本集團已擁有全棟勿地臣街樓宇14個單位中的12個單位；餘下單位之價值佔競投價42%。該拍賣於2017年9月29日舉行，本集團競投成功。因此本集團收購餘下單位之代價為185,220,000港元（即最終競投價之42%），其資金部分來自本公司內部資源，部分來自銀行融資。收購事項之完成日期為2017年10月30日。董事認為勿地臣街樓宇地盤將與本公司已擁有一項毗鄰物業一起，重建為新綜合商業樓宇，其將在發展成本及該等物業之未來銷售或租賃上獲得規模效應。

有關該收購事項之詳情載於本公司日期為2017年8月22日及2017年9月29日之公佈及本公司日期為2017年9月12日之通函內。

收購豐華大廈

作為買方的寶藝國際集團有限公司（本公司之間接全資附屬公司）（「寶藝國際」），分別於2017年8月14日及8月15日，與各賣方（均為獨立第三方）訂立一份買賣協議及一份臨時協議，據此（其中包括），寶藝國際有條件同意收購及賣方均同意出售豐華大廈1樓工作坊A（全幢豐華大廈不可分割份數之4/120份，總實用面積約1,910平方呎）及豐華大廈地面工作坊D（全幢豐華大廈不可分割份數之6/120份，總實用面積約1,637平方呎），總代價為81,300,000港元。收購事項於2017年11月中旬完成。

作為買方的寶藝國際，於2017年11月20日，與賣方（均為獨立第三方）就買賣協議訂立一份協議，據此（其中包括），寶藝國際有條件同意收購及賣方均同意出售豐華大廈地面的工作坊場地A1，總代價為53,000,000港元。該物業單位分為3部分，第1部分和第2部分為租約租賃，第3部分由賣方自用。此外，陳啟華及陳彩鳳（作為持牌人）於完成日期後有權獲得該第3部分的使用牌照，每月牌照費用為30,000港元（包括差餉、地稅及管理費和支付116,790港元，每3個月支付一次，暫時豁免更換土地使用者），直至2018年6月30日，而且持牌人還可選擇延長牌照期限至2018年12月31日。該物業單位目前以每月61,100港元之租金出租（包括地稅及管理費，不包括其他支出），根據租賃協議持有的按金為122,200港元，目前用於商業用途。收購事項於2018年2月9日完成。

Management Discussion and Analysis

管理層討論及分析

Details of the acquisitions are set out in the Company's announcements dated 16 August 2017, 29 September 2017 and 23 November 2017 and the Company's circulars dated 29 September 2017 and 4 January 2018.

Acquisition of Wing Cheong Building

On 28 March 2017, the Group through Wealth Plan Development Limited ("Wealth Plan"), an indirect wholly-owned subsidiary of the Company, entered into the 17 provisional agreements with each of the 17 vendors, which are independent third parties, pursuant to which Wealth Plan has agreed to acquire the respective properties from the relevant vendors for an aggregate cash consideration of HK\$226,052,500. The properties included 18 industrial units and 2 car park units of the Wing Cheong Building (collectively, the "Wing Cheong Properties") and 11 units of the Wing Cheong Properties are subject to the tenancy agreements that by the terms may still be in force as at 28 March 2017. Such tenancies would be expired between April 2017 and April 2020. The acquisition of the Wing Cheong Properties took place on 28 June 2017.

Details of which are set out in the Company's announcement dated 29 March 2017 and the Company's circular dated 12 May 2017.

Acquisition of Capital Centre

On 11 January 2018, Lion Capital Investment Limited ("Lion Capital"), a wholly-owned subsidiary of the Company, entered into the provisional agreement with Brilliant Circle Holdings International Limited, a company incorporated in the Cayman Islands with limited liability and the shares are listed on the Main Board of the Stock Exchange (stock code: 1008), as vendor (the "Vendor"), pursuant to which (i) Lion Capital has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the sale interests (the "Sale Interests") (comprising the entire issued share capital of Empire Sail Limited (the "Target Company" and its subsidiaries, collectively, the "Target Group"), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Vendor and the shareholders' loan due and owing by the Target Group to the Vendor and Vendor's subsidiaries amounted to approximately HK\$221 million (the "Sale Loans")) for a consideration of HK\$295 million (subject to adjustments); and (ii) Lion Capital has agreed, subject to completion, to grant a lease back to the Vendor or its nominee for each of Unit 1201A of Capital Centre, No. 151 Gloucester Road, Hong Kong (the "Property 1") and Unit 1202 of Capital Centre, No. 151 Gloucester Road, Hong Kong (the "Property 2") at the monthly rentals of HK\$256,240 and HK\$62,559 respectively for two years commencing from the next date immediately following the completion date. The Target Company owned the office units 01, 02, 03, 05, 06, 07, 08 and 09 on the 12th Floor (with a total saleable area of approximately 11,316 sq.ft.) and carparking spaces numbers 329, 330 and 331 on the 3rd Floor of Capital Centre, No. 151 Gloucester Road, Hong Kong. The acquisition of the Target Group took place on 30 April 2018.

Details of which are set out in the Company's announcement dated 11 January 2018 and the Company's circular dated 15 March 2018.

有關收購事項之詳情載於本公司日期為2017年8月16日、2017年9月29日及2017年11月23日之公佈及本公司日期為2017年9月29日及2018年1月4日之通函內。

收購永昌大廈

於2017年3月28日，本集團透過康圖發展有限公司(本公司之間接全資附屬公司)(「康圖發展」)與17名賣方(均為獨立第三方)分別訂立17份臨時協議，據此，康圖發展已同意向相關賣方收購各自物業，現金代價總額為226,052,500港元。該等物業包括永昌大廈18個工業單位及2個停車位(統稱「永昌物業」)，永昌物業中有11個單位的租賃協議其條款於2017年3月28日仍在生效。有關租賃的屆滿期均介乎2017年4月至2020年4月。收購永昌物業已於2017年6月28日完成。

有關詳情載於本公司日期為2017年3月29日之公佈及本公司日期為2017年5月12日之通函內。

收購資本中心

於2018年1月11日，獅皇投資有限公司(「獅皇」)(本公司之全資附屬公司)與賣方貴聯控股國際有限公司(一間於開曼群島註冊成立之有限公司，其股份在聯交所主板上市(股份代號：1008))(「賣方」)訂立臨時協議，據此，(i)獅皇有條件同意購買而賣方有條件同意出售銷售權益(「銷售權益」)(包括Empire Sail Limited(「目標公司」，連同其附屬公司統稱「目標集團」)之全部已發行股本(目標公司為一間於英屬處女群島註冊成立之有限公司，並為賣方之全資附屬公司)及目標集團應付及結欠賣方及賣方附屬公司之股東貸款約221,000,000港元(「銷售貸款」)，代價為295,000,000港元(可予調整)；及(ii)獅皇同意，待完成後，向賣方或其代理人授出一項售後回租租約，分別按每月256,240港元及62,559港元之租金回租香港告士打道151號資本中心1201A室(「物業1」)及香港告士打道151號資本中心1202室(「物業2」)，租期自緊隨完成日期後翌日起計為期兩年。目標公司擁有香港告士打道151號資本中心位於12樓的01、02、03、05、06、07、08及09號辦公單位(總實用面積約11,316平方呎)及位於3樓的329、330及331號車位。收購目標集團已於2018年4月30日完成。

有關詳情載於本公司日期為2018年1月11日之公佈及本公司日期為2018年3月15日之通函內。

Management Discussion and Analysis

管理層討論及分析

Save as disclosed above, the Group had no material acquisitions of subsidiaries or associated companies during the year.

Exposure on Foreign Exchange Fluctuations

Most of the Group's revenues and payments are in United States dollars, Hong Kong dollars, Singapore dollars and Renminbi. During the year, the Group did not have significant exposure to the fluctuation in exchange rates and thus, no financial instrument for hedging purposes was employed. The Directors considered the risk of exposure to the currency fluctuation to be minimal.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 March 2018 (2017: nil).

Capital Expenditure and Capital Commitments

Capital Expenditure

For the year ended 31 March 2018, the Group invested HK\$1,433,000 (2017: HK\$3,558,000) in the purchase of property, plant and equipment, and spent HK\$201,710,000 (2017: HK\$13,778,000) on addition of investment properties. These capital expenditures were financed from internal resources and funds from previous fund raising activities of the Company.

Capital Commitments

As at 31 March 2018, the Group had capital commitments in respect of capital expenditure contracted for but not provided in respect of investment properties of HK\$265,975,000 (2017: HK\$9,842,000).

EMPLOYEES

As at 31 March 2018, the Group had 46 employees (2017: 42). Staff costs (including directors' emoluments) amounted to HK\$17,065,000 for the year under review (2017: HK\$15,264,000). The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group has set out the Mandatory Provident Fund Scheme for the Hong Kong's employees and has made contributions to the state-sponsored pension scheme operated by the PRC government for the PRC employees. The Group has a share option scheme to motivate valued employees.

除上文披露外，本集團於年內已無其他有關附屬公司或聯營公司之重大收購。

外匯波動之風險

本集團之營業額與支出以美元、港元、新加坡元及人民幣為主。於年內，本集團並無因兌換率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。董事認為承受兌換率波動之風險極微。

或然負債

於2018年3月31日，本集團並無任何重大或然負債(2017年：無)。

資本開支及資本承擔

資本開支

截至2018年3月31日止年度，本集團投資1,433,000港元(2017年：3,558,000港元)購置物業、廠房及設備，並動用201,710,000港元(2017年：13,778,000港元)於增置投資物業。該等資本開支的資金均來自內部資源及先前本公司之集資活動。

資本承擔

於2018年3月31日，本集團有關投資物業已訂約但未撥備之資本性開支的資本承擔為265,975,000港元(2017年：9,842,000港元)。

僱員

於2018年3月31日，本集團有46名員工(2017年：42名)。於回顧年度內，員工成本(包括董事酬金)為17,065,000港元(2017年：15,264,000港元)。本集團根據僱員之表現、經驗及現行業內慣例而釐定彼等之薪酬。本集團已為香港僱員設立強制性公積金計劃，並為中國僱員向中國政府設立之國家資助退休金計劃作出供款。本集團設有一項購股權計劃，以鼓勵優秀員工。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS

Hong Kong's property market is expected to grow on the back of a healthy economy, rising confidence in economic growth and continuous inflow of foreign capital. Driven by strong investment appetite and abundant liquidity, property prices continue to beat market expectation in 2017 and expect to move up moderately in 2018 although buyer's sentiment may be affected by the advent of the U.S. interest rate upcycle. Office market will continue to benefit from a strong GDP growth and optimistic business outlook by major industries while the high rental cost will make the companies look for alternative solutions in emerging business districts. As for the industrial market, the new revitalization policy will further enhance the industrial property values which will attract new investments. The Group expects rising demand and shortage in the supply of newly built commercial buildings in Hong Kong for the near future. The Group will proactively look for feasible development projects to enrich the Group's land bank and launch property project(s) into the market with an accurate product positioning as well as effective sales and marketing strategy.

Through the fund raising activities in the capital market, the Group has successfully raised funds for property development projects and general working capital with relatively low financing cost as compared with bank financing.

The Group remains optimistic about the property market in Hong Kong which is expected to grow steadily and will place emphasis on strengthening the property development and investment businesses by enhancing efficiency and diversifying the development project portfolio to include various types of commercial properties in prime locations. This will ensure the Group and work to the best interest of the Group and its shareholders as a whole.

展望

香港經濟健康發展，經濟增長信心上揚及境外資本持續流入，均有望成為樓市發展基礎。於2017年，在強勁投資需求與充裕流動資金帶動下，樓價繼續跑贏預期；而於2018年，儘管買家情緒可能受到美國加息週期到來的影響，但預計樓價依然穩步上漲。寫字樓市場將繼續受惠於本地生產總值的有力增長及主要行業的樂觀商業前景，而租金成本高企將促使公司到新興商業區另覓替代方案。工業市場方面，全新的活化政策將進一步提升工業物業價值，從而吸引新投資。本集團預期，短期內香港新興商業樓宇的需求增加而且供應趨緊。本集團將積極尋求可行的發展項目以增加本集團的土地儲備，並且透過精準的產品定位及有效的銷售及推廣策略將物業項目推出市場。

透過資本市場的集資活動，本集團已成功為物業發展項目及一般營運資金籌集資金，而且融資成本相比銀行融資更低。

本集團依然對香港樓市的穩定發展保持樂觀，並將注重加強物業發展及投資業務，提升效率及分散發展項目組合，納入各類黃金地段之商業物業，確保本集團之長期競爭力並致力滿足本集團及其股東之整體最佳利益。

Biographical Details of Directors 董事之履歷

EXECUTIVE DIRECTORS

MR. KWONG JIMMY CHEUNG TIM

Chairman and Chief Executive Officer

Mr. Kwong, aged 75, is an executive director, chairman, chief executive officer and authorised representative of the Company and chairman of the Executive Committee. He serves as director of various subsidiaries of the Company. Mr. Kwong was also an executive director, president, chief executive officer and authorised representative, and chairman of the Executive Committee of Easyknit International Holdings Limited ("Easyknit") until his resignation from the Board and all of his duties on 18 April 2017. Mr. Kwong graduated from The University of Hong Kong in 1965 and was admitted as Barrister-at-Law in the United Kingdom in 1970 and in Hong Kong in 1973 respectively. He has over 30 years of experience in the legal field. Mr. Kwong was appointed to the Board as an independent non-executive director in 2003, and was subsequently redesignated as an executive director in 2007. In 2007, Mr. Kwong was appointed as chairman and chief executive officer of the Company.

MS. LUI YUK CHU

Deputy Chairman

Ms. Lui, aged 60, is an executive director and deputy chairman of the Company and a member of the Executive Committee. She is also an executive director and vice president, and a member of the Executive Committee of Easyknit. Ms. Lui has been involved in the textiles industry for over 30 years and has extensive experience in design, manufacturing, marketing and distribution of apparel. She serves as director of various subsidiaries of the Company and Easyknit. Ms. Lui was appointed to the Board as an executive director in 2003 and was appointed as deputy chairman in 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. KAN KA HON

Mr. Kan, aged 67, is an independent non-executive director of the Company since 2003. He is also a member and chairman of the Audit Committee, a member of the Remuneration Committee and Nomination Committee. He holds a Bachelor's Degree in Science from The University of Hong Kong and is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in accounting and finance. Mr. Kan is also an independent non-executive director of Victory City International Holdings Limited (Stock Code: 539).

執行董事

鄺長添先生

主席兼首席行政總裁

鄺先生，75歲，為本公司之執行董事、主席、首席行政總裁兼授權代表，以及行政委員會主席。彼為本公司多間附屬公司之董事。彼亦曾為永義國際集團有限公司（「永義」）之執行董事、主席、首席行政總裁兼授權代表，以及行政委員會主席，直至其於2017年4月18日辭任董事會及一切的職務。鄺先生於1965年畢業於香港大學，分別於1970年及1973年成為英國及香港之大律師。彼於法律界擁有逾30年經驗。鄺先生於2003年獲委任加入董事會為獨立非執行董事，其後於2007年獲調任為執行董事。於2007年，鄺先生獲委任為本公司主席兼首席行政總裁。

雷玉珠女士

副主席

雷女士，60歲，為本公司之執行董事兼副主席，以及行政委員會之成員。彼亦為永義之執行董事兼副主席及行政委員會之成員。雷女士從事紡織業逾30年，並於成衣設計、製造、市場推廣及分銷方面擁有豐富經驗。彼為本公司及永義多間附屬公司之董事。雷女士於2003年獲委任加入董事會為執行董事，及於2006年獲委任為副主席。

獨立非執行董事

簡嘉翰先生

簡先生，67歲，自2003年起為本公司獨立非執行董事。彼亦為審核委員會之成員兼主席、薪酬委員會及提名委員會之成員。彼持有香港大學理學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。彼於會計及金融方面擁有逾30年經驗。簡先生亦為冠華國際控股有限公司（股份代號：539）之獨立非執行董事。

Biographical Details of Directors

董事之履歷

MR. LAU SIN MING

Mr. Lau, aged 56, is an independent non-executive director of the Company since 2004. He is also a member and chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee. He is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in accounting and auditing and is now working as a tax consultant.

MR. FOO TAK CHING

Mr. Foo, aged 84, is an independent non-executive director of the Company since 2007. He is also a member and chairman of the Nomination Committee, a member of the Audit Committee and Remuneration Committee. He is currently a Partner of Messrs. Liu, Choi & Chan, a firm of solicitors and notaries in Hong Kong and has been practising in the legal field for more than 30 years. He obtained his LLB from the University of London in the United Kingdom in 1968 and a diploma in Chinese Laws from the University of East Asia in Macau in 1987. Mr. Foo was admitted as a solicitor in England and Wales in 1972 and in Hong Kong in 1973 and admitted as a barrister and solicitor in the State of Victoria, Australia in 1982. He is a Notary Public and a China Appointed Attesting Officer.

MR. WU Koon Yin Welly

Mr. Wu, aged 32, was appointed as an independent non-executive director of the Company on 1 January 2017. He is also a member of Audit Committee, Remuneration Committee and Nomination Committee. Mr. Wu holds a Master in Finance degree from the University of Essex and a Bachelor of Commerce degree in the University of Sydney. Mr. Wu is the Vice President of Sales in Orchid Hill Consulting Limited which is a member of FXCM Inc. FXCM Inc. is a listed company on the New York Stock Exchange (NASDAQ: FXCM) which is an online provider of foreign exchange trading and services to retail and institutional customers. Mr. Wu has over 9 years of experience in Forex broking and client servicing.

劉善明先生

劉先生，56歲，自2004年起為本公司獨立非執行董事。彼亦為薪酬委員會之成員兼主席、審核委員會及提名委員會之成員。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。彼擁有逾30年會計及核數經驗，現為稅務顧問。

傅德禎先生

傅先生，84歲，自2007年起為本公司獨立非執行董事。彼亦為提名委員會之成員兼主席、審核委員會及薪酬委員會之成員。彼目前為廖蔡陳律師行（一所香港律師及公證人事務所）之合夥人，在法律界執業逾30年。彼於1968年取得英國倫敦大學之法律學士學位，並於1987年取得澳門東亞大學中國法律文憑。傅先生於1972年及1973年獲取英格蘭及威爾斯，及香港之律師資格，並於1982年獲取澳洲維多利亞省之大律師及律師資格。彼為國際公證人及中國委託公證人。

吳冠賢先生

吳先生，32歲，自2017年1月1日起為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會之成員。吳先生持有英國艾塞克斯大學金融學碩士學位及悉尼大學商學學士學位。吳先生在Orchid Hill Consulting Limited擔任銷售副總裁，該公司是FXCM Inc.的成員。FXCM Inc.是一家在紐約證券交易所上市的上市公司（NASDAQ代號：FXCM），對零售和機構客戶提供網上外匯交易和服務的網上供應商。吳先生在外匯經紀和客戶服務方面有超過9年的經驗。

Corporate Governance Report

企業管治報告

The board (the “**Board**”) of directors (the “**Directors**”) of Eminence Enterprise Limited (the “**Company**”) is dedicated to maintaining the good standard of corporate governance within a sensible and practical framework. The Board firmly believes that the principles of transparency, accountability and independence are essential for upholding the interests of the stakeholders and maximizing shareholder’s value.

The Board is committed to excellence in corporate governance. It is responsible for developing and reviewing the Company’s policies and practices on corporate governance as well as compliance with legal and regulatory requirements.

CORPORATE GOVERNANCE PRACTICES

The Company’s corporate governance practices are based on the principles and the code provisions as set out in the Corporate Governance Code (“**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange and Hong Kong Limited (the “**Stock Exchange**”). During the year, the Company has fully complied with the code provisions of the CG Code, except for the deviation disclosed herein.

Under code provision A.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Kwong Jimmy Cheung Tim serves as chairman as well as chief executive officer of the Company and this dual role leadership has been in practice by the Company for decades. Such deviation is deemed appropriate as it is considered to be more efficient to have one single person to be Chairman of the Company as well as to discharge the executive functions of a chief executive thereby enabling more effective planning and better execution of long-term strategies. The Board believes that the balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high calibre individuals, with half of them being independent non-executive directors of the Company. The Company will review the current structure when and as it becomes appropriate.

BOARD OF DIRECTORS

The overall management of the business of the Company and its subsidiaries (the “**Group**”) is vested in the Board, which assumes the responsibility for leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performances.

高山企業有限公司(「本公司」)董事(「董事」)會(「董事會」)致力於在合理而可行的框架下實行良好企業管治標準。董事會堅信透明度、問責制與獨立性原則為保障持份者利益及提升股東價值之根本。

董事會致力踐行卓越的企業管治，負責制定及檢討本公司之企業管治政策與實務，並遵守法律法規要求。

企業管治常規

本公司企業管治常規乃依據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)之原則及守則條文。於年內，本公司已完全遵守企業管治守則之守則條文，惟報告所披露之偏離情況除外。

根據企業管治守則第A.2.1條守則條文之規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。

鄭長添先生同時擔任本公司主席及首席行政總裁，而此雙角色領導模式於本公司推行已久且行之有效。此偏離情況被視為恰當，原因是由同一人擔任本公司主席兼履行首席行政總裁的執行職能被視為更具效率，能提高長遠策略的有效規劃及執行表現。董事會認為董事會成員不乏經驗豐富及具才幹之人士(其中半數為本公司獨立非執行董事)，其營運及管治足以確保權力及職能平衡。本公司將於適當時檢討現行架構。

董事會

董事會被賦予對本公司及其附屬公司(「本集團」)之整體業務管理責任，肩負領導及管理本公司之責任，並監管本集團旗下業務、策略決策及營運表現。

Corporate Governance Report

企業管治報告

Board Composition

During the year ended 31 March 2018 and up to the date of this annual report, the Board comprised six Directors, including two executive Directors and four independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Kwong Jimmy Cheung Tim (*Chairman and Chief Executive Officer*)

Ms. Lui Yuk Chu (*Deputy Chairman*)

Ms. Koon Ho Yan Candy (*resigned on 18 April 2017*)

Non-executive Directors

Mr. Tse Wing Chiu Ricky (*resigned on 18 April 2017*)

Mr. Lai Law Kau (*resigned on 18 April 2017*)

Independent Non-executive Directors

Mr. Kan Ka Hon

Mr. Lau Sin Ming

Mr. Foo Tak Ching

Mr. Wu Koon Yin Welly

Details of background and qualifications of all Directors are set out in the section headed “Biographical Details of Directors” of this annual report. Each independent non-executive Director has entered into a letter of appointment with the Company for a fixed term of three years from the date of a letter of appointment until terminated by either party giving not less than one month’s prior notice.

The Board possesses a balance of skills and experience which are appropriate for the requirements of the business of the Group. A balanced composition of executive and independent non-executive Directors also generates a strong independent element on the Board, which allows independent and objective decision making process for the best interest of the Group. The Company will review the composition of the Board regularly to ensure the Board possesses the appropriate and necessary expertise, skills and experience to meet the needs of the business development of the Group.

The Company has received written annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Despite the fact that each of Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Foo Tak Ching, has served as an independent non-executive Director on the Board for more than nine years, the Board is of the view that their duration of service will not interfere with their exercise of independent judgement in carrying out their duties and responsibilities as the independent non-executive Directors and believes that their valuable knowledge and experience in the Group’s business will continually benefit the Company and the Shareholders as a whole. Accordingly, the Company considers that all independent non-executive Directors have met the independence guidelines of Rule 3.13 of the Listing Rules.

董事會之組成

於截至2018年3月31日止年度內及截至本年報日期，董事會由六名董事組成，其中包括兩名執行董事及四名獨立非執行董事。董事會成員組成按類別載列如下：

執行董事

鄭長添先生 (*主席兼首席行政總裁*)

雷玉珠女士 (*副主席*)

官可欣女士 (*於2017年4月18日辭任*)

非執行董事

謝永超先生 (*於2017年4月18日辭任*)

賴羅球先生 (*於2017年4月18日辭任*)

獨立非執行董事

簡嘉翰先生

劉善明先生

傅德楨先生

吳冠賢先生

有關全體董事之背景及專業資格資料均載於本年報「董事之履歷」一節。每位獨立非執行董事均已與本公司簽署固定期限為三年之委任函，自委任函日期起直至任意一方提前至少一個月發出通知終止。

董事會具備均衡的技能及經驗，切合本集團業務要求。執行與獨立非執行董事之間均衡的成員組成亦構成董事會有力的獨立要素，可提供獨立而客觀的決策流程實現本集團最佳利益。本公司將定期檢討董事會的成員組成，以確保董事會具備合適而必要的專業知識、業務技能及發展經驗，滿足本集團的業務發展需要。

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度獨立確認書。儘管簡嘉翰先生、劉善明先生及傅德楨先生已於董事會擔任獨立非執行董事逾九年，但董事會認為該服務年期將不會影響彼等在履行獨立非執行董事職責時作出獨立判斷，亦相信彼等對本集團業務的深入認識及寶貴經驗將繼續令本公司及股東整體受惠。因此，本公司認為全體獨立非執行董事均符合上市規則第3.13條的獨立性指引。

Corporate Governance Report

企業管治報告

Appointment and Re-election of Directors

Pursuant to the bye-laws of the Company (the “Bye-Laws”), all Directors are subject to retirement by rotation at annual general meeting of the Company (the “AGM”) no later than the third AGM since the last re-election. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company after his or her appointment, or any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company after his or her appointment and shall then be eligible for re-election.

Board Meeting

The Board meets regularly four times a year, i.e. at approximately quarterly intervals. During the year, the Board convened a total of four regular meetings and the attendance of the Directors are set out as below section headed “ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS”.

The Board is responsible for the approval and monitoring of the Group’s overall strategies and policies, approval of business plans, evaluating the performance of the Group and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company’s affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

The Board delegates day-to-day operations of the Group to the executive Directors and senior management of every business segment, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive Directors who have attended Board meetings.

All Directors have been provided, on a monthly basis, with the Group’s management information updates to give them aware of the Group’s affairs and facilitates them to discharge their duties under the relevant requirements of the Listing Rules.

委任及重選董事

根據本公司之公司細則（「公司細則」），所有董事均須於本公司股東週年大會（「股東週年大會」）上輪值退任，惟不得遲於自最後一次重選後第三屆股東週年大會。任何獲董事會委任以填補臨時空缺之董事，其任期僅持續至本公司在緊隨相關委任後召開的股東大會時止；或任何獲董事會委任作為現有董事會增補成員之董事，其任期僅持續至本公司在緊隨相關委任後召開的股東週年大會時止，之後均有資格膺選連任。

董事會會議

董事會每年定期召開四次會議，大約每季度一次。於年內，董事會合共召開四次定期會議，而董事之出席記錄載於下文「董事及委員會成員的出席紀錄」一節。

董事會負責批准及監察本集團之整體策略及政策、批准業務計劃、評估本集團之表現及監管管理層。董事會亦負責透過領導及監管本公司事務來促進本公司及其業務之成功。

董事會專注於整體策略及政策，尤其著重本集團之增長及財務表現。

董事會將本集團之日常運作交由執行董事及各業務分部之高級管理層處理，同時保留對若干主要事項作出審批之權利。董事會之決定由出席董事會會議之執行董事轉達管理層。

全體董事每月均獲本集團管理層提供有關本集團之最新資料，以便彼等掌握本集團之事務狀況及履行彼等於上市規則相關規定下的職責。

Corporate Governance Report

企業管治報告

Professional Development

During the year, the Company provides regular updates on the business performance of the Group to the Directors. The Directors are regularly updated on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices.

The Directors are encouraged to participate in continuous professional developments (the “**Continuous Professional Development**”) to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. According to the confirmations received from the Directors, all Directors have participated in the Continuous Professional Development for the year ended 31 March 2018 in the following manner:

專業發展

於年內，本公司定期向董事提供本集團業務表現的最新資料，亦定期向董事提供關於上市規則及其他適用法律規定的最新進展，以確保遵守及維護良好企業管治常規。

本集團鼓勵董事參與持續專業發展（「持續專業發展」），以發展及更新其知識及技能，以確保彼等在具備全面資訊及切合所需的情況下對董事會作出貢獻。根據董事提供的確認書，全體董事於截至2018年3月31日止年度參與持續專業發展情況如下：

Name	姓名	Trainings 培訓 (Note) (附註)
Executive Directors		
Mr. Kwong Jimmy Cheung Tim	鄺長添先生	✓
Ms. Lui Yuk Chu	雷玉珠女士	✓
Ms. Koon Ho Yan Candy (<i>resigned on 18 April 2017</i>)	官可欣女士 (於2017年4月18日辭任)	N/A 不適用
Non-executive Directors		
Mr. Tse Wing Chiu Ricky (<i>resigned on 18 April 2017</i>)	謝永超先生 (於2017年4月18日辭任)	N/A 不適用
Mr. Lai Law Kau (<i>resigned on 18 April 2017</i>)	賴羅球先生 (於2017年4月18日辭任)	N/A 不適用
Independent Non-executive Directors		
Mr. Kan Ka Hon	簡嘉翰先生	✓
Mr. Lau Sin Ming	劉善明先生	✓
Mr. Foo Tak Ching	傅德楨先生	✓
Mr. Wu Koon Yin Welly	吳冠賢先生	✓

Note:

Continuous Professional Development through attending briefings/seminars/webcast/conferences/forums

附註：

透過出席簡報會／研討會／網絡廣播／會議／論壇參與持續專業發展

Corporate Governance Report

企業管治報告

Corporate Governance Functions

The Board is responsible for performing the corporate governance functions as set out below:

- (a) To develop and review the Company's policies and practices on corporate governance, monitoring of the corporate governance practices and procedures; and maintenance of appropriate and effective risk management and internal control systems of the Group to ensure compliance with applicable rules and regulations;
- (b) To review and monitor the training and continuous professional development of Directors and senior management;
- (c) To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) To review the Company's compliance with the CG Code and disclosure in the corporate governance report in the Company's annual reports.

During the year ended 31 March 2018, the Board had performed the above-mentioned corporate governance functions by reviewing the Company's policies and practices on corporate governance and compliance with legal and regulatory requirements.

Directors' and Officers' Liability Insurance and Indemnity

The Company has arranged appropriate insurance cover for the Directors' liabilities in respect of legal actions against the Directors and officers of the Group arising out of corporate activities of the Group.

DELEGATION BY THE BOARD

Board Committees

The Board has established four Board Committees, namely, Audit Committee, Remuneration Committee, Nomination Committee and Executive Committee, to assist in the execution of the Board's responsibilities and to oversee particular aspect of the Group's affairs. Each Board Committee is provided with sufficient resources to discharge its duties properly, and holds meetings in accordance with the Bye-Laws, its specific written terms of reference and, where applicable, the proceedings of the Board meeting. The terms of reference of the Board Committees are reviewed and updated regularly to ensure that they are aligned with prevailing governance practices. The terms of reference of each of the Board Committees are available on the Company's website. The attendance of the each member of the Board Committees are set out as below section headed "ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS".

企業管治職能

董事會負責履行之企業管治職能如下：

- (a) 制定及檢討本公司的企業管治政策及常規，監督企業管治常規和程序；維持本集團適當有效的風險管理和內部監控制度，確保遵守適用的規章及制度；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司於遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守企業管治守則的情況及檢閱本公司年報中企業管治報告的披露內容。

於截至2018年3月31日止年度內，董事會已審閱本公司之企業管治及遵守法律及監管規定之政策及常規，以履行上述企業管治職能。

董事及主管人員之責任保險及賠償

針對本集團董事及主管人員因履行本集團企業活動而引致的法律訴訟指控，本公司已安排適當的保險保障董事責任。

董事會權力之轉授

董事委員會

董事會已設立四個董事委員會，即審核委員會、薪酬委員會、提名委員會及行政委員會，以協助執行董事會職責及監管本集團特定事務。各董事委員會均獲提供充足資源以適當履行轄下職責，並根據公司細則、其特定書面職權範圍及(如適用)董事會會議之程序舉行會議。董事會定期檢討及更新轄下各委員會的職權範圍，以確保各委員會符合現行管治常規。各董事委員會的職權範圍均載於本公司網站。董事委員會各成員的出席紀錄載於下文「董事及委員會成員的出席紀錄」。

Corporate Governance Report

企業管治報告

Audit Committee

The Audit Committee currently comprises four independent non-executive Directors, namely, Mr. Kan Ka Hon (chairman of the Audit Committee), Mr. Lau Sin Ming, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly and held 2 meetings during the year ended 31 March 2018.

The chairman of the Audit Committee, Mr. Kan Ka Hon, possesses appropriate professional qualifications in finance and accounting and meets the requirements of Rule 3.21 of the Listing Rules. No member of the Audit Committee is a former partner of the existing auditing firm of the Company during one year after he ceases to be partner of the audit firm.

The principal functions of the Audit Committee included:

- to oversee the relationship with the external auditor;
- to review the interim and annual financial statements before publication;
- to oversee the Group's financial reporting system and internal control procedures; and
- to review of the internal control and risk management framework.

During the year ended 31 March 2018, the Audit Committee has reviewed (i) the reports from the Company's auditor, accounting principles and practices adopted by the Group, management representation letters, and management's response in relation to the annual results for the year ended 31 March 2017 and the interim results for the six months ended 30 September 2017; (ii) the financial statements for the year ended 31 March 2017 and the six months ended 30 September 2017 and recommended the same to the Board for approval; and (iii) the effectiveness of risk management and internal control systems.

The Audit Committee reviewed the 2017/2018 consolidated financial statements in conjunction with the external auditor of the Company. Based on this review and discussions with management, the Audit Committee was satisfied that the consolidated financial statements were prepared in accordance with applicable accounting standards, and fairly present the Group's financial position and results for the year ended 31 March 2018.

審核委員會

審核委員會現由四名獨立非執行董事組成，包括簡嘉翰先生（審核委員會主席）、劉善明先生、傅德楨先生及吳冠賢先生。截至2018年3月31日止年度，審核委員會已舉行2次會議。

審核委員會主席簡嘉翰先生具備合適的財務及會計專業資格並符合上市規則第3.21條規定。審核委員會中並無成員為於一年內辭任本公司現聘核數公司職務的核數公司前合夥人。

審核委員會之主要職責包括：

- 監察與外聘核數師之關係；
- 於刊發中期及全年財務報表前進行審閱；
- 監察本集團之財務報告系統及內部監控程序；及
- 檢討內部監控及風險管理架構。

於截至2018年3月31日止年度內，審核委員會已審閱(i)與截至2017年3月31日止年度之全年業績及截至2017年9月30日止6個月之中期業績相關之本公司核數師報告、本集團採納之會計原則及常規、管理層聲明函件及管理層之回應；(ii)截至2017年3月31日止年度及截至2017年9月30日止6個月之財務報表並向董事會建議審批；及(iii)風險管理和內部監控制度的成效。

審核委員會聯同本公司外聘核數師審閱了2017/2018年度的綜合財務報表。根據這項審閱以及與管理層的討論，審核委員會確信綜合財務報表是按適用的會計準則編製，並公平呈列了本集團截至2018年3月31日止年度的財政狀況及業績。

Corporate Governance Report

企業管治報告

Remuneration Committee

The Remuneration Committee currently comprises four independent non-executive Directors, namely Mr. Lau Sin Ming (chairman of the Remuneration Committee), Mr. Kan Ka Hon, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly, and one executive Director, namely Mr. Kwong Jimmy Cheung Tim. The Remuneration Committee held 1 meeting during the year ended 31 March 2018.

The principal functions of the Remuneration Committee included:

- to recommend to the Board on the Company's policies and structure for the remuneration of the Directors and senior management of the Group;
- to recommend to the Board on the remuneration package of all executive Directors and senior management of the Group; and
- to review and approve the management's remuneration proposals with reference to corporate goals and objectives by the Board from time to time.

The primary objective of the Company's remuneration policy is to attract, retain and motivate the personnel by providing fair reward for their contributions to the Group's performance. In this context, the remuneration policy is to set the overall remuneration package at a competitive level and in a form that permits additional remuneration to be earned for high performance over a sustained period. The remuneration packages are determined with reference to the time commitment and responsibilities of each individual, the Company's performance and the prevailing market conditions.

During the year ended 31 March 2018, the Remuneration Committee reviewed the remuneration policies and structure for the Directors and senior management of the Group.

Nomination Committee

The Nomination Committee currently comprising four independent non-executive Directors, namely Mr. Foo Tak Ching (chairman of the Nomination Committee), Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly, and one executive Director, namely Mr. Kwong Jimmy Cheung Tim. The Nomination Committee held 1 meeting for the year ended 31 March 2018.

The principal functions of the Nomination Committee included:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board;
- to identify and nominate suitable candidates of directors for the Board's consideration; and
- to assess the independence of the independent non-executive Directors.

薪酬委員會

薪酬委員會現由四名獨立非執行董事組成，包括劉善明先生（薪酬委員會主席）、簡嘉翰先生、傅德楨先生及吳冠賢先生及一名執行董事（鄭長添先生）。截至2018年3月31日止年度，薪酬委員會已舉行1次會議。

薪酬委員會之主要職責包括：

- 就本集團董事及高級管理人員之薪酬政策及架構向董事會提出建議；
- 就本集團全體執行董事及高級管理人員之薪酬待遇向董事會提出建議；及
- 參照董事會不時設定的企業目標及宗旨，檢討及批准管理層的薪酬方案。

本公司薪酬政策之主要目的為吸引、挽留及鼓勵人材，對彼等為本集團表現所作出之貢獻提供公平回報。有鑒於此，薪酬政策旨在制訂具競爭力的整體薪酬待遇，並在形式上允許長期優秀表現可獲得額外薪酬。薪酬待遇經參考個別人士的供職時間及職責、本公司之業績表現以及現行市況後釐定。

於截至2018年3月31日止年度內，薪酬委員會已審閱本集團董事及高級管理層之薪酬政策及架構。

提名委員會

提名委員會現由四名獨立非執行董事組成，包括傅德楨先生（提名委員會主席）、簡嘉翰先生、劉善明先生及吳冠賢先生及一名執行董事（鄭長添先生）。截至2018年3月31日止年度，提名委員會已舉行1次會議。

提名委員會之主要職責包括：

- 檢討董事會的架構、規模及成員組成（包括技能、知識及經驗）；
- 物色並提名合適的董事候選人以供董事會考慮；及
- 評核獨立非執行董事的獨立性。

Corporate Governance Report

企業管治報告

The Board adopted a nomination policy which set out the approach to achieving board diversity in the Company in order to enhance the effectiveness of the Board and its corporate governance standard. The Company recognizes the importance of having a diverse team of board members, which is an essential element in maintaining a competitive advantage. The Nomination Committee has been delegated the authority to review and assess the diversity of the Board and its skills and experience by way of consideration of a number of factors, including but not limited to, gender, age, cultural and educational background, and professional experience. The Nomination Committee will give consideration to the policy when identifying and selecting suitably qualified candidates. The policy will be reviewed on a regular basis.

During the year ended 31 March 2018, the Nomination Committee (i) reviewed the structure, size, composition and diversity of the Board; and (ii) assessed the independence of independent non-executive Directors.

Executive Committee

The Executive Committee currently comprises all the executive Directors, namely Mr. Kwong Jimmy Cheung Tim (chairman of the Executive Committee) and Ms. Lui Yuk Chu.

It meets as and when required between regular Board meetings of the Company, and operates as a general management committee under the direct authority of the Board. Within the parameters of authority delegated by the Board, the Executive Committee is committed to the implementation of the Group's strategy set by the Board, monitors the Group's investment and trading performance, funding and financing requirements, and reviews the management performance.

AUDITORS' REMUNERATION

Messrs. Deloitte Touche Tohmatsu have been re-appointed as the external auditor of the Company at the 2017 Annual General Meeting until the conclusion of the forthcoming 2018 Annual General Meeting.

During the year ended 31 March 2018, the audit and non-audit fees paid or payable to the Company's external auditor, Deloitte Touche Tohmatsu, was made up of an audit fee of approximately HK\$2,089,000 and a non-audit related service fee of approximately HK\$1,873,000. The latter included taxation service and professional service.

為提升董事會效能及其企業管治水平，董事會採納一項提名政策載述在本公司實現董事局成員多元化的方法。本公司重視董事會成員團隊多元化，此為維持競爭優勢的必要元素。董事會已授權提名委員會透過綜合考慮多項因素，包括但不限於性別、年齡、文化及教育背景以及專業經驗，檢討及評估董事會的多元化程度、其技能及經驗。提名委員會於物色及甄選合適資格人選時，將會考慮該政策。提名委員會將定期檢討該政策。

於截至2018年3月31日止年度內，提名委員會已(i)審閱董事會的架構、規模、成員組成及多元化；及(ii)評核獨立非執行董事的獨立性。

行政委員會

行政委員會現由全體執行董事組成，包括鄭長添先生(行政委員會主席)及雷玉珠女士。

行政委員會於有需要時於本公司定期董事會會議之間召開會議，並在董事會直接授權下以一般管理委員會模式運作。在董事會授予之權力範圍下，行政委員會致力落實董事會所制訂之本集團策略、監控本集團之投資及交易表現、資金及融資需求，並檢討管理層表現。

核數師酬金

德勤•關黃陳方會計師行已於2017年股東週年大會上獲續聘為本公司外聘核數師，任期至2018年股東週年大會結束為止。

於截至2018年3月31日止年度內，已付或應付本公司外聘核數師德勤•關黃陳方會計師行的審核及非審核費用，包括審核費用約2,089,000港元及非審核相關服務費用約1,873,000港元。後者包括稅務服務及專業服務。

Corporate Governance Report

企業管治報告

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

Details of the attendance of each individual Director at the Board meetings, the Board Committee meetings, the AGM and the special general meetings of the Company (the “SGMs”) held during the year ended 31 March 2018 is as follows:

董事及委員會成員的出席紀錄

截至2018年3月31日止年度，個別董事出席所召開之董事會會議、董事委員會會議、股東週年大會及本公司股東特別大會之情況詳情如下：

Name 姓名	Attended/Eligible to attend 出席/合資格出席						
	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	AGM 股東週年大會	SGMs 股東特別大會	
Executive Directors 執行董事							
Mr. Kwong Jimmy Cheung Tim 鄭長添先生	4/4	N/A 不適用	1/1	1/1	1/1	7/7	
Ms. Lui Yuk Chu 雷玉珠女士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1	0/7	
Ms. Koon Ho Yan Candy (resigned on 18 April 2017) 官可欣女士 (於2017年4月18日辭任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Non-executive Directors 非執行董事							
Mr. Tse Wing Chiu Ricky (resigned on 18 April 2017) 謝永超先生 (於2017年4月18日辭任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Mr. Lai Law Kau (resigned on 18 April 2017) 賴羅球先生 (於2017年4月18日辭任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Independent Non-executive Directors 獨立非執行董事							
Mr. Kan Ka Hon 簡嘉翰先生	4/4	2/2	1/1	1/1	1/1	5/7	
Mr. Lau Sin Ming 劉善明先生	4/4	2/2	1/1	1/1	1/1	7/7	
Mr. Foo Tak Ching 傅德楨先生	4/4	1/2	1/1	1/1	1/1	4/7	
Mr. Wu Koon Yin Welly 吳冠賢先生	4/4	2/2	1/1	1/1	1/1	6/7	

COMPANY SECRETARY

The company secretary of the Company, Mr. Lee Po Wing, assists the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed. In accordance with Rule 3.29 of the Listing Rules, Mr. Lee Po Wing confirmed that he has taken no less than 15 hours of the relevant professional training during the year ended 31 March 2018.

公司秘書

本公司之公司秘書李寶榮先生協助董事會，確保董事會成員之間資訊交流良好，以及遵循董事會政策及程序。根據上市規則第3.29條，李寶榮先生於截至2018年3月31日止年度已接受不少於15小時的相關專業培訓。

ACCOUNTABILITY AND AUDIT

The Board leads and maintains effective controls over the Group’s activities, with executive responsibility for the running of the Group’s business being delegated to management. The management provides all members of the Board with monthly updates in order to give a balanced and understandable assessment of the Group’s performance, position and prospects to enable them to discharge their duties.

問責制及審核

董事會領導和維持對本集團活動之有效監控，將經營本集團業務之執行責任交由管理層處理。管理層向所有董事會成員提供每月一次的更新資料，以對本集團表現、狀況及前景作出全面而通俗的評價，讓董事可履行職責。

Corporate Governance Report

企業管治報告

Risk Management and Internal Control

The Board is responsible for evaluating and determining the nature and extent of the risks and it is willing to take in achieving the Group's strategic objectives and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems and reviewing their effectiveness. The Board is also responsible for overseeing the design, implementation and monitoring of the risk management and internal control systems. The risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operating systems or in achievement of the Group's business objectives.

The Board, through the Audit Committee, conducts a review of the effectiveness of the Group's risk management and internal control systems by requiring all department managers to undergo a detailed self-risk assessment process using a common risk management framework. It covers all material controls, including financial, operational and compliance controls, on an annual basis. It also considers the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting and financial reporting function.

Under the enterprise risk management framework, policies and procedures are in place to identify, assess, manage, control and report risks. Such risks include strategic, credit, operational (administrative, system, human resources, reputation), market, liquidity, legal and regulatory risks. Exposure to these risks is continuously monitored by the Board through the Audit Committee.

The internal control system includes a defined management structure with specified limits of authority. The Board has clearly defined the authorities and key responsibilities of each division to ensure adequate checks and balances. The internal control system has been designed to safeguard the Group's assets against unauthorized use of disposition, to ensure the maintenance of proper accounting records for producing reliable financial information, and to ensure compliance with applicable laws, regulations and industry standard.

The Group does not have an internal audit function. During the year under review, the Board has reviewed the effectiveness of the internal control system of the Group and there were no major issue but areas for improvement have been identified by the Audit Committee and appropriate measures taken. The Board is of the view that the enterprise risk management and internal control systems in place for the year and up to the date of issuance of the annual report is effective and adequate. In addition, the Board is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

風險管理和內部監控

董事會負責評估和確定本集團在實現策略目標中將承擔的風險的性質和程度，並負責確保本集團建立並維持適當而有效的風險管理和內部監控制度，並審查其有效性。董事會亦負責監督對風險管理和內部監控制度的設計，實施和監察。風險管理和內部監控制度旨在提供合理的，但不是絕對的保證，以防重大的錯報或損失，並管理而不是消除操作系統故障或實現集團業務目的風險。

董事會通過審核委員會對本集團之風險管理和內部監控制度的有效性進行了檢討，要求所有部門經理採用共同的風險管理框架，接受詳細的自我風險評估。是項評估涵蓋所有重要的監控，包括財務、運營及合規監控，並每年進行一次。評估亦同時考慮本集團會計及財務報告職能部門的資源是否充裕、員工的資歷和經驗、培訓計劃及預算。

根據企業風險管理框架制定的各項政策和程序，旨在識別、評估、管理、控制和匯報風險。這些風險包括策略、信貸、營運（行政、制度、人力資源、名聲）、市場、流動性、法律和監管風險。董事會通過審核委員會不斷監察風險。

內部監控制度包括一個有指明權限的職責分明的管理架構。董事會已明確界定各部門的主管和主要職責，以確保充分的制衡。內部監控制度的目的是為了保護本集團的資產免受非法挪用，確保留存正確的會計記錄用於編製可靠的財務資料，並確保遵守適用的法律法規和行業標準。

本集團沒有內部審核職能。在回顧年度內，董事會已對本集團內部監控制度的有效性進行了檢討，並沒有發現重大問題，但審核委員會已經確定有待改進的範疇，並採取了適當措施。董事會認為，於本年度和截至年報發佈日期止實施的企業風險管理和內部監控制度均為有效及充分。此外，董事會目前認為，鑑於本集團業務規模、性質及複雜性，本集團目前並無設立內部審核職能的急切需要。本集團將不時審查上述情況。

Corporate Governance Report

企業管治報告

Financial Reporting

The Directors acknowledged their responsibility for the preparation of the financial statements of the Group which give a true and fair view of the financial position of the Group and the Group's financial performance and cash flows for the relevant accounting periods, and in compliance with all the relevant statutory requirements, the Listing Rules requirements and applicable accounting standards. In preparing the financial statements of the Group, the appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards and appropriate and reasonable judgment and estimates are made. The Directors have prepared the financial statements for the reporting year on a going concern basis.

The Board is committed to present a clear, balanced and understandable assessment of the Group's performance and financial positions in all its financial reporting and to ensure relevant publications in a timely manner.

Auditor's Statement

The statement by the Company's external auditor about their reporting responsibilities on the financial statements for the year ended 31 March 2018 is set out in the "Independent Auditor's Report" on pages 45 to 50 of this annual report.

COMPLIANCE WITH MODEL CODE OF THE LISTING RULES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry by the Company, the Directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 March 2018.

SHAREHOLDERS' RIGHTS

Procedure for convening a special general meeting

Shareholders shall have the right to request the Board to convene a SGM of the Company. Shareholders holding in aggregate of not less than one-tenth of the paid up capital of the Company as at the date of deposit carries the right of voting at general meetings of the Company may send a written request to the Board to request for a SGM. The written requisition must state the purposes of the meeting, and must be signed by the Shareholder(s) and deposited at the Company's principal place of business in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong (for the attention of the Company Secretary).

The Company would take appropriate actions and make necessary arrangements, and the Shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act 1981 of Bermuda (the "Companies Act") once a valid requisition is received.

財務報告

董事確認其負責編製可真實公平地反映本集團財務狀況及本集團於相關期間之財務表現與現金流量之本集團財務報表，並遵守所有相關監管規定、上市規則規定及適用會計準則。本集團在編製財務報表時，已遵守香港財務報告準則，適當選用合適的會計政策並作一致應用，亦有作出適當而合理的判斷和估計。董事按持續經營基準編製報告年度之財務報表。

董事會致力於在所有財務匯報中均對本集團之業務表現及財務狀況作出清晰、均衡而且通俗易懂之評價，並確保及時刊發相關資料。

核數師聲明

本公司外聘核數師就其對截至2018年3月31日止年度財務報表之報告責任作出之聲明，載於本年報第45至50頁之「獨立核數師報告」內。

遵守上市規則之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之行為守則。經本公司作出具體查詢後，董事已確認於截至2018年3月31日止年度內彼等已遵守標準守則載列的規定標準。

股東權利

召開股東特別大會之程序

股東有權請求董事會召開本公司之股東特別大會。當股東之合共持股比例不低於提呈請求當日本公司已繳足股本中附帶股東大會投票權的股本的十分之一，則股東可向董事會遞交書面請求召開股東特別大會。有關書面請求必須列明召開大會之目的，並由股東簽署及送呈本公司之香港主要營業地點（地址為香港九龍長沙灣青山道481-483號香港紗廠大廈第6期7樓A座），抬頭請註明公司秘書收。

當接獲有效請求後，本公司會採取適當行動並作出必要安排，而相關股東應根據百慕達1981年公司法（「公司法」）第74條負責有關執行所產生之費用。

Corporate Governance Report

企業管治報告

Procedures for putting forward proposals at the shareholders' meetings

The following Shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any number of members representing not less than one-twentieth of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 100 members holding shares in the Company.

The requisition specifying the proposal, duly signed by the Shareholders concerned, together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal or the business to be dealt with at the general meeting must be deposited at the Company's principal place of business in Hong Kong at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong. The Company would take appropriate actions and make necessary arrangements, and the Shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

If a Shareholder wishes to propose a person other a retiring director for election as a director at a general meeting, the Shareholder should follow the "Rules and Procedures Governing the Election of Director", which can be found on the website of the Company.

Procedures for putting enquiries by the Shareholders to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing via the following channel:

The Company Secretary
Block A, 7th Floor
Hong Kong Spinners Building
Phase 6, 481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong
E-mail: info@eminencehk.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2018, the Company has not made any changes to its Bye-laws. A consolidated version of the Memorandum of Association and Bye-laws of the Company is available on the website of the Company.

於股東大會提呈議案之程序

以下股東均有權提出議案(可正式向大會提出)於本公司股東大會中審議:

- (a) 股東人數佔比不低於提出請求當日本公司總投票權之二十分之一;或
- (b) 至少100名或以上本公司的持股股東。

提出有關議案的請求書,經由有關股東正式簽署後,須連同一份不超過1,000字關於建議書所述事項或擬於大會上審議業務的陳述書一起交到本公司之香港主要營業地點,地址為香港九龍長沙灣青山道481-483號香港紗廠大廈第6期7樓A座。當接獲有效請求後,本公司會採取適當行動並作出必要安排,而相關股東應根據公司法第74條及第80條負責有關執行所產生之費用。

倘若股東有意在股東大會上提議某人士(退任董事除外)膺選董事,該股東應遵守在本公司網站上載的「董事選舉規則及程序」。

股東向董事會作出查詢之程序

股東可隨時透過以下渠道以書面方式向董事會寄發查詢及提問:

公司秘書
香港
九龍長沙灣
青山道481-483號
香港紗廠大廈第6期
7樓A座
電郵: info@eminencehk.com

股東亦可於本公司股東大會上向董事會作出查詢。

憲章文件

於截至2018年3月31日止年度內,本公司並無對其公司細則作出任何更改。本公司之組織章程大綱及公司細則之合訂版本可於本公司網站查閱。

Directors' Report

董事會報告

The Directors present this annual report together with the audited financial statements of Eminence Enterprise Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 March 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 37 to the consolidated financial statements.

FINANCIAL RESULTS

The results of the Group for the year ended 31 March 2018 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 51 to 52.

BUSINESS REVIEW

Further discussion and review on the business activities of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622) of Hong Kong including an analysis of the Group's performance, material events that have occurred since the year end date and an indication of likely future development in the Group's business are contained in the preceding Chairman's Statement and Management Discussion and Analysis set out on pages 4 to 16 pages of this annual report. Details of the Group's financial risk management are disclosed in note 31 to the consolidated financial statements.

In addition, relevant details of the Company's environment policies and performance will be reported in the Environmental, Social and Governance Report of the Company to be published separately. The Directors were not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Group during the year.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 149.

DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 March 2018 (2017: Nil).

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 26 to the consolidated financial statements.

董事謹此提呈高山企業有限公司(「本公司」)及其附屬公司(統稱「本集團」)於截至2018年3月31日止年度之年報及經審核財務報表。

主要業務

本公司之主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註37。

財務業績

本集團截至2018年3月31日止年度之業績載於第51至52頁之綜合損益及其他全面收益表。

業務回顧

有關按香港公司條例(第622章)附表5規定對本集團業務活動的進一步討論及回顧，包括本集團的表現分析、年結日後發生的重大事項，以及對本集團未來業務發展的指示，均載於前面本年報第4至16頁之「主席報告」及「管理層討論及分析」章節。本集團的財務風險管理詳情於綜合財務報表附註31披露。

此外，有關本公司環境政策及表現的相關詳情，將於本公司獨立刊發的環境、社會及管治報告中呈報。董事所知年內本集團並無違反相關法律法規而受重大影響。

財務資料概要

本集團於過往五個財政年度之業績、資產及負債概要載於第149頁。

股息

董事會不建議派發截至2018年3月31日止年度之末期股息(2017年：無)。

股本

本公司股本於年內之變動詳情載於綜合財務報表附註26。

Directors' Report

董事會報告

PROPERTY, PLANT AND EQUIPMENT

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

INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 March 2018 by independent professional property valuer and the gain/loss arising as changes in fair value of investment properties, which had been charged directly to profit or loss. Details of the Group's properties as at 31 March 2018 are set out on pages 150 to 152 of this annual report.

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 March 2018 are set out in note 37 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity on pages 55 to 57.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to its Shareholders as at 31 March 2018 and 2017 comprise:

Contributed surplus	繳入盈餘
Accumulated losses	累計虧損

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus shall not be distributed to the shareholders if there are reasonable grounds for believing that:

- the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realizable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

DONATIONS

During the year, the Group made charitable and other donations approximately HK\$286,000.

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情分別載於綜合財務報表附註13。

投資物業

本集團之投資物業於2018年3月31日由獨立專業物業估值師重新估值，而投資物業之公平值變動所產生之收益／虧損直接計入損益。本集團於2018年3月31日之物業詳情載於本年報第150至152頁。

主要附屬公司

本公司於2018年3月31日之主要附屬公司詳情載於綜合財務報表附註37。

儲備

本集團及本公司於年內之儲備變動詳情載於第55至57頁之綜合權益變動表內。

可供分派儲備

本公司於2018年及2017年3月31日可向股東分派之儲備包括：

31 March 2018 2018年3月31日 HK\$'000 港幣千元	31 March 2017 2017年3月31日 HK\$'000 港幣千元
261,126	261,126
(189,723)	(202,368)
71,403	58,758

根據百慕達1981年公司法(經修訂)，倘若有合理理由相信會發生下列情況，則繳入盈餘不得分派予股東：

- 本公司現時或於分派後將無法償還到期負債；或
- 本公司資產之可變現價值將因分派而少於其負債及其已發行股本及股份溢價賬之總和。

捐款

年內，本集團作出慈善及其他捐款約286,000港元。

Directors' Report

董事會報告

DIRECTORS

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

Executive Directors

Mr. Kwong Jimmy Cheung Tim (*Chairman and Chief Executive Officer*)
Ms. Lui Yuk Chu (*Deputy Chairman*)
Ms. Koon Ho Yan Candy (*resigned on 18 April 2017*)

Non-executive Directors

Mr. Tse Wing Chiu Ricky (*resigned on 18 April 2017*)
Mr. Lai Law Kau (*resigned on 18 April 2017*)

Independent Non-executive Directors

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching
Mr. Wu Koon Yin Welly

The biographical details of the Directors as at the date of this Report are set out on pages 17 to 18 of this annual report.

In accordance with Bye-Law 99 of the Bye-Laws of the Company, Mr. Kwong Jimmy Cheung Tim, an executive Director, and Mr. Kan Ka Hon, an independent non-executive Director, will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

CHANGES IN INFORMATION OF DIRECTORS

In accordance with Rule 13.51B(1) of the Listing Rules, the changes of information required to be disclosed by Directors are set out below.

Pursuant to the Company's policies and practices and in consideration of the increasing level of duties and responsibilities as well as the market conditions, the remuneration package of the following Directors were reviewed and revised with effect from 1 April 2017, details of the breakdown are in note 8 to the consolidated financial statements:

- (1) Mr. Kwong Jimmy Cheung Tim – annual emoluments was revised from HK\$1,128,000 to HK\$1,983,600.
- (2) Ms. Lui Yuk Chu – annual emoluments was revised from HK\$2,232,000 to HK\$2,060,760.
- (3) The annual director's fees of HK\$140,000 per annum for all independent non-executive Directors remains the same.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

董事

於年內及截至本報告日期止之本公司董事：

執行董事

鄭長添先生 (*主席兼首席行政總裁*)
雷玉珠女士 (*副主席*)
官可欣女士 (*於2017年4月18日辭任*)

非執行董事

謝永超先生 (*於2017年4月18日辭任*)
賴羅球先生 (*於2017年4月18日辭任*)

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德楨先生
吳冠賢先生

於本報告日期之董事履歷資料載於本年報第17至18頁。

根據本公司之公司細則第99條，執行董事鄭長添先生及獨立非執行董事簡嘉翰先生將於本公司即將舉行之股東週年大會上輪值告退，惟符合資格並願意膺選連任。

董事資料變動

根據上市規則第13.51B(1)條須予披露之董事資料變動載列如下。

根據本公司之政策及常規，鑑於職務及職責加重以及市況，以下執行董事之薪酬待遇已獲檢討及修訂，自2017年4月1日起生效，分析詳情載於綜合財務報表附註8：

- (1) 鄭長添先生一年薪由1,128,000港元修訂為1,983,600港元。
- (2) 雷玉珠女士一年薪由2,232,000港元修訂為2,060,760港元。
- (3) 全部非執行董事的年度袍金仍為每年140,000港元不變。

除上文所披露者外，概無根據上市規則第13.51B(1)條須予披露之其他資料。

Directors' Report

董事會報告

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual written confirmation pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from each of the independent non-executive Directors as regards their independence to the Company for the year ended 31 March 2018. Despite the fact that each of Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Foo Tak Ching, has served as an independent non-executive Director on the Board for more than nine years, the Board is of the view that their duration of service will not interfere with their exercise of independent judgement in carrying out their duties and responsibilities as the independent non-executive Directors and believes that their valuable knowledge and experience in the Group's business will continually benefit the Company and the Shareholders as a whole. Accordingly, the Company considers all the independent non-executive Directors are independent.

DIRECTORS' SERVICE CONTRACTS

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

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

MANAGEMENT CONTRACT

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing Connected Transaction" below, there was no contract of significance relating to the business of the Group to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條，就截至2018年3月31日止年度彼等對本公司之獨立性而作出之年度確認書。儘管簡嘉翰先生、劉善明先生及傅德楨先生已於董事會擔任獨立非執行董事逾九年，但董事會認為該服務年期將不會影響彼等在履行獨立非執行董事之職責時作出獨立判斷，亦相信彼等對本集團業務的深入認識及寶貴經驗將繼續令本公司及全體股東受惠。因此，本公司認為全體獨立非執行董事均屬獨立。

董事服務合約

每位執行董事及獨立非執行董事均已與本公司訂立為期三年之服務合約或委任函。

擬於應屆股東週年大會上膺選連任的董事，其與本集團訂立之未到期的服務合約均可於1年內由本集團終止而毋須作出賠償(法定賠償除外)。

管理合約

年內概無訂立或存在任何本公司全部或任何重大部分業務的管理及行政合約。

董事於重大合約之權益

除下文「持續關連交易」一節所披露者外，於本年度結束時或年內任何時間，本集團業務概無任何由本公司或其任何附屬公司參與、董事於當中直接或間接擁有重大權益之重大合約。

Directors' Report 董事會報告

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing Connected Transaction" below, there was no contract of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries subsisting during or at the end of the year, and there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2018, the interests and short positions of the Directors and the 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 were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

Long positions in ordinary shares and underlying shares of the Company

Name of Director	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of the total issued shares of the Company 佔本公司已發行股份總數之概約百分比
董事名稱	身份	持有普通股股份數目	持有相關股份數目	總計	
Lui Yuk Chu 雷玉珠	Beneficiary of a trust and interest of controlled corporation (Note i) 信託受益人及受控制法團之權益(附註i)	739,330,692	288,880,281	1,028,210,973	
	Interest of spouse (Note ii) 配偶權益(附註ii)	-	11,300,000	11,300,000	
	Beneficial owner (Note iii) 實益擁有人(附註iii)	-	11,300,000	11,300,000	
				1,050,810,973	35.43%
Kwong Jimmy Cheung Tim 鄭長添	Beneficial owner (Note iv) 實益擁有人(附註iv)	-	11,300,000	11,300,000	0.38%

控股股東於重大合約之權益

除下文「持續關連交易」一節所披露者外，於年內或本年度結束時，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。此外，控股股東或其任何附屬公司概無訂立向本公司或其任何附屬公司提供服務之重大合約。

董事及主要行政人員於股份、相關股份及債權證之權益

於2018年3月31日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部條文須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例之該等條文被視為擁有之權益及淡倉)，或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益及淡倉，或根據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」)須知會本公司及聯交所的權益及淡倉如下：

於本公司普通股股份及相關股份之好倉

Directors' Report

董事會報告

Notes:

- (i) In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits Limited ("Landmark Profits") and Goodco Development Limited ("Goodco") respectively, both are the wholly-owned subsidiaries of Easyknit International Holdings Limited ("Easyknit"). Sea Rejoice Limited is interested in approximately 21.95% of the total number of issued shares of Easyknit and it is wholly-owned by Ms. Lui Yuk Chu. Magical Profits Limited ("Magical Profits") is interested in approximately 36.74% of the total number of issued shares of Easyknit. Magical Profits is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by The Winterbotham Trust Company Limited ("Winterbotham Trust") as the trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse). For the 288,880,281 underlying shares comprise (a) 880,281 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2014 convertible note ("2014CN"), (b) 100,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 1 ("2017CN1"), and (c) 188,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 2 ("2017CN2"), which are held by Goodco.
- (ii) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu. By virtue of SFO, Ms. Lui Yuk Chu is deemed to be interested in these 11,300,000 underlying shares held by Mr. Koon Wing Yee.
- (iii) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Ms. Lui Yuk Chu.
- (iv) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Mr. Kwong Jimmy Cheung Tim.

Save as disclosed above, as at 31 March 2018, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (i) 於739,330,692股股份中，93,549,498股股份及645,781,194股股份分別由Landmark Profits Limited(「Landmark Profits」)及佳豪發展有限公司(「佳豪」)之名義登記及由其實益擁有，該等公司為永義國際集團有限公司(「永義」)之全資附屬公司。樂洋有限公司於永義已發行股份總數中擁有約21.95%之權益而其由雷玉珠女士全資擁有。Magical Profits Limited(「Magical Profits」)於永義已發行股份總數中擁有約36.74%之權益。Magical Profits由Accumulate More Profits Limited全資擁有，而該公司由The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人溫特博森信託有限公司(「溫特博森信託」)全資擁有。於288,880,281股相關股份中包括(a)於2014年可換股票據(「2014年可換股票據」)獲悉數兌換後可予發行之880,281股可轉換股份(可予調整)、(b)於2017年可換股票據-1(「2017年可換股票據-1」)獲悉數兌換後可予發行之100,000,000股可轉換股份(可予調整)及(c)於2017年可換股票據-2(「2017年可換股票據-2」)獲悉數兌換後可予發行之188,000,000股可轉換股份(可予調整)，均由佳豪持有。
- (ii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予官永義先生(雷玉珠女士之配偶)之購股權。根據證券及期貨條例，雷玉珠女士被視為於該11,300,000股官永義先生持有的相關股份中擁有權益。
- (iii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予雷玉珠女士之購股權。
- (iv) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予鄭長添先生之購股權。

除上文所披露者外，於2018年3月31日，本公司董事或主要行政人員概無於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部條文須知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例之該等條文被視為擁有的權益或淡倉)，或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2018, so far as is known to the Directors and the chief executive of the Company, the interests and short positions of the persons or corporations other than a Director or chief executive of the Company, in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in ordinary shares and underlying shares of the Company

主要股東於股份及相關股份之權益

於2018年3月31日，就本公司董事或主要行政人員所知，本公司董事或主要行政人員除外之人士或法團於本公司股份或相關股份中擁有如下權益或淡倉記載於本公司按證券及期貨條例第336條須存置之登記冊內：

於本公司普通股股份及相關股份之好倉

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of the total issued shares of the Company 佔本公司已發行股份總數之概約百分比
主要股東名稱	附註	身份	持有普通股股份數目	持有相關股份數目	總計	
Koon Wing Yee 官永義	i & ii	Interest of spouse 配偶權益	739,330,692	300,180,281	1,039,510,973	
	iii	Beneficial owner 實益擁有人	-	11,300,000	11,300,000	
					1,050,810,973	35.43%
Goodco 佳豪	i & ii	Beneficial owner 實益擁有人	645,781,194	288,880,281	934,661,475	31.51%
Easyknit 永義	i & ii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Magical Profits	i & ii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Accumulate More Profits Limited	i	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Winterbotham Trust 溫特博森信託	i & iv	Trustee 信託人	739,330,692	288,880,281	1,028,210,973	34.67%
Winterbotham Holdings Limited	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Markson International Holdings Limited	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Christopher Geoffrey Douglas Hooper	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Ivan Geoffrey Douglas Hooper	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Madian Star Limited	v	Beneficial owner 實益擁有人	-	537,500,000	537,500,000	18.12%
Hu Rong 胡榮		Beneficial owner 實益擁有人	400,000,000	-	400,000,000	13.49%
Able Merchant Limited		Beneficial owner 實益擁有人	152,222,222	-	152,222,222	5.13%

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Notes:

- (i) In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits and Goodco respectively, both are the wholly-owned subsidiaries of Easyknit. Sea Rejoice Limited is interested in approximately 21.95% of the total number of issued shares of Easyknit and it is wholly-owned by Ms. Lui Yuk Chu. Magical Profits is interested in approximately 36.74% of the total number of issued shares of Easyknit. Magical Profits is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Winterbotham Trust as the trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse). For the 288,880,281 underlying shares comprise (a) 880,281 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2014CN, (b) 100,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 2017CN1, and (c) 188,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017CN2, which are held by Goodco.
- (ii) Ms. Lui Yuk Chu, an executive Director, is also a director of Landmark Profits, Goodco, Easyknit, Sea Rejoice Limited and Magical Profits.
- (iii) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu.
- (iv) Winterbotham Trust is trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse). Winterbotham Trust is owned as to 75% by Winterbotham Holdings Limited ("Winterbotham Holdings") and 25% by Markson International Holdings Limited ("Markson") respectively. Winterbotham Holdings is owned as to approximately 99.99% by Mr. Christopher Geoffrey Douglas Hooper. Markson is owned as to 60% by Mr. Christopher Geoffrey Douglas Hooper and 40% by Mr. Ivan Geoffrey Douglas Hooper respectively.
- (v) The noteholder of a convertible note issued by the Company to Madian Star Limited on 12 June 2015 in the aggregate principal amount of HK\$86,000,000 for a term of 2 years and conferring rights to convert shares on the basis of the then conversion price of HK\$0.33 per share. The terms of this convertible note are revised for a term of 7 years at a conversion price of HK\$0.16 per share with effect from 11 May 2017.

Save as disclosed above, as at 31 March 2018, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

On 29 June 2012, a share option scheme (the "Share Option Scheme") was adopted and approved by the shareholders of the Company for a period of 10 years commencing on the adoption date. Since the adoption date, the Board, may at its discretion, grant share options to any eligible person to subscribe for the shares in the Company subject to the terms and conditions as stipulated in the Share Option Scheme.

附註：

- (i) 於739,330,692股股份中，93,549,498股股份及645,781,194股股份分別以Landmark Profits及佳豪之名義登記並由其實益擁有，該等公司為永義之全資附屬公司。樂洋有限公司於永義已發行股份總數中擁有約21.95%之權益而其由雷玉珠女士全資擁有。Magical Profits於永義已發行股份總數中擁有約36.74%之權益。Magical Profits由Accumulate More Profits Limited全資擁有，該公司由The Magical 2000 Trust（其受益人包括雷玉珠女士及除其配偶以外之家族成員）之信託人溫特博森信託全資擁有。於288,880,281股相關股份中包括(a)於2014年可換股票據獲悉數兌換後可予發行之880,281股可轉換股份（可予調整）、(b)於2017年可換股票據-1獲悉數兌換後可予發行之100,000,000股可轉換股份（可予調整）及(c)於2017年可換股票據-2獲悉數兌換後可予發行之188,000,000股可轉換股份（可予調整），均由佳豪持有。
- (ii) 執行董事雷玉珠女士，亦為Landmark Profits、佳豪、永義、樂洋有限公司及Magical Profits之董事。
- (iii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予官永義先生（雷玉珠女士之配偶）之購股權。
- (iv) 溫特博森信託為The Magical 2000 Trust（其受益人包括雷玉珠女士及除其配偶以外之家族成員）之信託人。Winterbotham Holdings Limited（「Winterbotham Holdings」）及Markson International Holdings Limited（「Markson」）於溫特博森信託分別擁有75%及25%之權益。Christopher Geoffrey Douglas Hooper先生於Winterbotham Holdings擁有約99.99%之權益。Christopher Geoffrey Douglas Hooper先生及Ivan Geoffrey Douglas Hooper先生於Markson分別擁有60%及40%之權益。
- (v) 於2015年6月12日，本公司發行2年期本金總額86,000,000港元可換股票據予票據持有人Madian Star Limited，其附帶股份兌換權利，可按當時每股0.33港元之兌換價兌換。自2017年5月11日起，該可換股票據已修訂其年期至7年及每股兌換價0.16港元。

除上文所披露者外，於2018年3月31日，概無任何人士（本公司董事或主要行政人員除外）曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司按證券及期貨條例第336條須存置之登記冊內的本公司股份或相關股份之權益或淡倉。

購股權計劃

於2012年6月29日，本公司股東已採納及批准一項購股權計劃（「購股權計劃」），年期由採納日期起計10年。自採納日期起，董事會可酌情向任何合資格認購本公司股份人士授出購股權，惟須受購股權計劃的條款及細則所限。

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Further details of the Share Option Scheme are set out in note 27 to the consolidated financial statements.

At the annual general meeting of the Company held on 24 July 2017, the scheme mandate limit for the Share Option Scheme was refreshed to allow the Company to issue a maximum of 223,683,205 share options under the Share Option Scheme, representing 7.54% of the total number of issued shares of the Company (i.e. 2,965,832,059 shares) as at 31 March 2018.

The movements in the share options granted under the Share Option Scheme during the year are shown below:

有關購股權計劃之進一步詳情載於綜合財務報表附註27。

於2017年7月24日舉行之本公司股東週年大會上，購股權計劃之計劃授權限額已獲更新，允許本公司根據購股權計劃發行最多223,683,205份購股權，佔本公司於2018年3月31日已發行股份總數(即2,965,832,059股股份)之7.54%。

於本年度，根據購股權計劃授出之購股權變動如下：

Category and name of participant	Date of grant of	Number of share options					Balance as at 31/03/2018	Exercise period	Exercise price per share
		Balance as at 01/04/2017	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year			
類別及參與者姓名/名稱	授出日期 dd/mm/yy 日/月/年	於2017年 4月1日 之餘額	年內授出	年內行使	年內註銷	年內失效	於2018年 3月31日 之餘額	行使期 dd/mm/yy 日/月/年	每股行使價 (HK\$) (港元)
Directors	董事								
Kwong Jimmy Cheung Tim	鄺長添	14/10/2016	11,300,000	-	-	-	11,300,000	14/10/2016-13/10/2019	0.176
Lui Yuk Chu	雷玉珠	14/10/2016	11,300,000	-	-	-	11,300,000	14/10/2016-13/10/2019	0.176
Koon Ho Yan Candy (resigned on 18 April 2017)	官可欣 (於2017年4月18日辭任)	14/10/2016	11,300,000	-	(11,300,000)	-	-	14/10/2016-13/10/2019	0.176
Employees	僱員	14/10/2016	79,100,000	-	(11,300,000)	-	67,800,000	14/10/2016-13/10/2019	0.176
Total	合計		113,000,000	-	(22,600,000)	-	90,400,000		

The consideration paid for each grant of share options was HK\$1.00. The vesting period for the share options granted is 36 months from the date of grant. The closing price of the Company's shares on the date of grant was HK\$0.126 per share.

The total number of share available for issue under the Share Option Scheme is 314,083,205 which represents approximately 10.59% of the total number of issued shares of the Company as at 31 March 2018.

接納獲授購股權須付之代價為1.00港元。所授出的購股權於授出日期起計36個月內可予以行使。本公司股份於授出日期之收市價為每股0.126港元。

根據購股權計劃可供發行的股份總數為314,083,205股，佔本公司於2018年3月31日已發行股份總數之約10.59%。

Directors' Report

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DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements including the convertible notes of the Company, the placing agreements and the Share Option Scheme have been disclosed in notes 23, 26 and 27 to the consolidated financial statements respectively. Save as disclosed, the Company did not enter into any equity-linked agreements during the year.

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

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

CONTINUING CONNECTED TRANSACTION

On 26 August 2015, Easyknit Worldwide Company Limited ("EWCL", an indirectly wholly-owned subsidiary of the Company) as tenant entered into a tenancy agreement with Wellmake Investments Limited (a wholly-owned subsidiary of Easyknit which is a substantial shareholder of the Company) as landlord in relation to the formal renewal of the tenancy of a premises at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong, including decoration, electrical appliances, furniture, air conditioning facilities and a car parking spaces on 4th floor (the "Premises") for a term of 2 years from 1 September 2015 to 31 August 2017 at a monthly rental of HK\$208,000 (the "2015 Tenancy"). The annual cap is HK\$2,496,000, being the aggregate annual rental for the Premises based on the monthly rental of HK\$208,000.

On 19 October 2016, EWCL received a notification from Grandcorp Development Limited ("GDL", a wholly-owned subsidiary of Easyknit), informing that GDL is the new landlord with effect from 18 October 2016 and mentioning that the remaining period of the tenancy shall continue to follow all the terms and conditions as mentioned in the 2015 Tenancy.

On 24 August 2017, EWCL and GDL entered into a new tenancy agreement (the "2017 Tenancy") for the Premises for a term of three years from 1 September 2017 to 31 August 2020 at a monthly rental of HK\$208,000. The annual cap of the rental to be paid by EWCL is HK\$2,496,000, being the aggregate annual rental for the Premises based on the monthly rental of HK\$208,000.

Details of the 2015 Tenancy and 2017 Tenancy are set out in the Company's announcements dated 26 August 2015 and 28 August 2017 respectively.

董事認購股份或債權證之權利

除上文「購股權計劃」所披露者外，本公司或其任何附屬公司於本年度內任何時間概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益，亦概無董事或其配偶或未滿18歲子女獲授予任何權利以認購本公司或任何其他法人團體之股本或債務證券，亦無行使任何該等權利。

股本掛鈎協議

有關股本掛鈎協議之詳情，包括本公司之可換股票據、配售協議及購股權計劃，均分別於綜合財務報表附註23、26及27中披露。除所披露者外，本公司於年內概無訂立任何股本掛鈎協議。

購買、出售及贖回本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

持續關連交易

於2015年8月26日，Easyknit Worldwide Company Limited (「EWCL」，為本公司間接全資附屬公司) (作為租戶) 與緯豐投資有限公司 (本公司主要股東永義旗下全資附屬公司) (作為業主) 訂立租賃協議，以每月租金208,000港元正式續租位於香港九龍長沙灣青山道481-483號香港紗廠大廈第6期7樓A座之物業，包括裝修、電器、傢俬、空調設施及位於4樓的停車位 (「該物業」)，自2015年9月1日起至2017年8月31日止，為期2年 (「2015租約」)。年度上限為2,496,000港元，即該物業以每月租金208,000港元計算之年租總額。

於2016年10月19日，EWCL接獲高豪發展有限公司 (「高豪」，為永義全資附屬公司) 的通知，獲悉高豪自2016年10月18日起為新業主，並提及餘下租賃期間將繼續遵守2015租約內載述之所有條款及條件。

於2017年8月24日，EWCL與高豪就該物業訂立新租賃協議 (「2017租約」)，自2017年9月1日起至2020年8月31日止為期三年，每月租金為208,000港元。EWCL需支付租金之年度上限為2,496,000港元，亦即該物業以每月租金208,000港元計算之年租總額。

2015租約及2017租約之詳情分別載於本公司日期為2015年8月26日及2017年8月28日之公佈內。

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During the year ended 31 March 2018, EWCL paid the aggregate rental for the Premises of HK\$2,496,000 (2017: HK\$2,496,000) to GDL pursuant to the 2015 Tenancy and 2017 Tenancy respectively. The aggregate rental amount does not exceed the relevant amount capped in accordance with the Company's announcements as mentioned above.

Annual Review of Continuing Connected Transaction

The Company's auditor was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transaction disclosed by the Group in accordance with Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Pursuant to the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transaction and the report of the auditor and confirmed that the continuing connected transaction was entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or on terms no less favourable to the Group than terms available to (or from) independent third parties; and (iii) in accordance with the 2015 Tenancy and 2017 Tenancy governing it on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

RELATED PARTY TRANSACTIONS

The significant related party transactions which were undertaken in the normal course of business are set out in note 29 to the consolidated financial statements. For those related party transactions that constitutes connected transactions or continuing connected transactions (as the case may be) (other than those described in the above section headed "Continuing Connected Transactions") under the Listing Rules, these transactions are exempt from reporting, annual review, announcement and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

PERMITTED INDEMNITY PROVISION

Bye-law 178 of the Company's Bye-laws provides that, among other, every director and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices and related matters provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of them. In this connection, the Company has arranged directors' and officers' liability insurance coverage for the directors and officers of the Company during the year.

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the 5 largest suppliers of the Group accounted for 100% of the Group's purchases and the largest supplier accounted for approximately 99% of the Group's purchases.

於截至2018年3月31日止年度內，EWCL分別根據2015租約及2017租約向高豪支付該物業租金總額2,496,000港元(2017年：2,496,000港元)。租金總額並未超過根據上述本公司公佈釐定之相關金額上限。

持續關連交易的年度審核

本公司委聘核數師根據香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外的核證委聘」，參考由香港會計師公會發出的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，對本集團之持續關連交易進行報告。本公司核數師已根據上市規則第14A.56條，就本集團披露的持續關連交易出具無保留意見函件載述其發現及結論。本公司已將該核數師信函副本送呈聯交所。

根據上市規則，獨立非執行董事已審閱上述持續關連交易及核數師報告，並確認持續關連交易(i)乃於本集團之一般及日常業務過程中訂立；(ii)按照一般商務條款進行，或其條款不遜於獨立第三方可取得(或提供)的條款；及(iii)符合2015租約及2017租約，交易條款公平合理，並符合本公司及股東的整體利益。

關連人士交易

於日常業務過程中進行的重大關連人士交易載於綜合財務報表附註29。就構成上市規則項下關連交易或持續關連交易的關連人士交易(視情況而定)而言(上文「持續關連交易」一節所述者除外)，該等交易獲豁免遵守上市規則第14A章項下之報告、年度審閱、公佈及獨立股東批准規定。

獲准賠償條文

本公司的公司細則第178條規定，除其他外，本公司之每一名董事及其他主管人員，彼等或其中任何人士如在履行職位所屬的職務或應盡職務及相關事務時產生，或因在執行職務過程中作出、同步執行或未執行任何行動而導致之所有訴訟、訟費、費用、損失、損害賠償及開支，應從本公司資產及溢利中提供補償並擔保其不受損害，惟賠償範圍不包括因上述人士欺詐或失信所引致的任何損失。為此，本公司已於年內為董事及主管人員安排董事及主管人員之責任保險。

主要供應商及客戶

於年內，本集團之5大供應商佔本集團之採購額100%，而最大供應商則佔本集團之採購額約99%。

Directors' Report

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The 5 largest customers of the Group accounted for approximately 29% of the Group's revenue and the largest customer accounted for approximately 9% of the Group's revenue.

None of the Directors and their respective close associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) have any interest in the 5 largest suppliers or customers of the Group.

PROPERTY VALUATION

Property valuations in respect of the Group's investment properties in Hong Kong and the People's Republic of China have been carried out by Vigers Appraisal & Consulting Limited and Knight Frank Petty Limited as at 31 March 2018 and 2017, both are independent qualified valuers. For the investment property in Singapore, the valuation as at 31 March 2018 was carried out by Edmund Tie & Company (SEA) Pte Ltd, another independent qualified professional valuer. Their valuations were based on residual value approach, income capitalisation approach and/or direct comparison method as the valuation methodologies and were used in preparing 2017/18 final results.

The Group's investment properties were valued at HK\$1,657 million (2017: HK\$1,320 million), a increase over 2017 after adjusted for the exchange adjustments additions of investment properties. The increase in fair value of approximately HK\$72 million was recognized in the consolidated statement of comprehensive income for the year. Development properties and non-investment properties of the Group were stated at cost less impairment, if any, in these consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group is exposed to various risks in its businesses and operations. Through internal control systems and procedures, the Company has taken reasonable steps to ensure that significant risks are monitored and do not adversely affect the Group's operations and performances. The relevant risks are managed on an ongoing basis. A non-exhaustive list of principal risks and uncertainties facing the Group is set out below.

Market Risk

The Group's revenue is principally derived from Hong Kong and PRC. The conditions of the economy as a whole and the property market may have significant impact to the Group's financial results and conditions.

本集團之5大客戶佔本集團之營業額約29%，而最大客戶則佔本集團之營業額約9%。

概無董事及彼等之緊密聯繫人士或本公司任何股東(即據董事所知擁有本公司已發行股本多於5%的股東)於本集團5大供應商或客戶中擁有任何權益。

物業估值

於2018年及2017年3月31日，本集團位於香港及中華人民共和國之投資物業由威格斯資產物業評估顧問有限公司及萊坊測計師行有限公司進行物業估值，彼等均為獨立合資格專業估值師。至於位於新加坡之投資物業，由另一獨立合資格專業估值師Edmund Tie & Company (SEA) Pte Ltd於2018年3月31日進行物業估值。所有評估皆持續採納餘值法、收入資本化法及／或直接比較法作為估值方法，並已用於編製2017/18年全年業績。

本集團投資物業之估值為1,657,000,000港元(2017年：1,320,000,000港元)經匯率調整及作出添置投資物業之調整後，較2017年有所增加。於本年度公平值增加約72,000,000港元已於綜合全面收益表內確認。本集團之發展物業及非投資物業乃於本年度綜合財務報表中按成本扣除減值(如有)列賬。

主要風險及不確定性

本集團在其業務及營運上面對著各種風險。通過內部監控制度及程序，本公司已採取合理措施，確保重大風險得到監控而且不會對本集團的業務及表現產生不利影響。相關的風險在持續的基礎上進行管理。本集團面對著的主要風險及不確定性載列如下(未盡列)。

市場風險

本集團的營業額主要來自香港及中國。整體經濟及房地產市場的情況可能對本集團的財務業績及情況造成顯著影響。

Directors' Report

董事會報告

Compliance Risk

The Group's operations require compliance with local and overseas laws (including those of PRC, Bermuda, Singapore and British Virgin Islands) and regulations, including but not limited to property sale, management and construction as well as companies and securities laws. The Group has constantly monitored its compliance with relevant laws and regulations that have a significant impact on the Group.

ACCOUNT OF KEY RELATIONSHIP

The Group adheres to the standards of business ethics, this underpins how we conduct business with our customers, suppliers and contractors.

Employees

We value our employees who are the Group's most important assets. We reward our staff with competitive remuneration packages and benefits. We are committed to fostering a conducive, harmonious and discrimination-free working environment. We have training budget to subsidize the employees' continued professional development.

Occupational health and safety is the top priority across our operations. Safety guidelines are established to safeguard the employees from any occupational hazards.

Customers

We strive to provide high quality and reliable services to our customers. The privacy of our clients' information is well protected through a privacy policy. Any complaints from customers are handled and investigated in a thorough and efficient manner.

Suppliers

We are committed to forging collaborative partnership with our suppliers and have a database of approved suppliers and vendors who are assessed on a regular basis.

EMOLUMENT POLICY

The emoluments policy of employees of the Group is set up by the executive Directors on the basis of their performance, experience and prevailing industry practice.

The emolument of the Directors is determined by the Board after reviewed and recommended by the Remuneration Committee, having regard to the time commitment and responsibilities of individual Directors, the Company's performance and the prevailing market conditions.

The Company had adopted the Share Option Scheme as an incentive to Directors and eligible employees. Details of the Share Option Scheme are set out in the section headed "Share Option Scheme" above.

合規風險

本集團的業務需要符合本地及海外的法律(包括中國、百慕達、新加坡及英屬處女群島)及法規,包括但不限於物業銷售,物業管理及建設,以及公司法及證券法。本集團已不斷監測對本集團有顯著影響的相關法律及法規之合規情況。

主要關係概述

本集團堅守最高商業道德標準,我們與客戶、供應商及承辦商進行業務均恪守此準則。

僱員

我們視員工為本集團最重要的資產。我們為員工提供具競爭力的薪酬待遇及福利,並致力打造良好和諧和不存在歧視的工作環境。我們設有培訓預算以資助員工持續專業發展。

職業健康及安全是我們各業務的首要工作。我們制定了安全指引以保障員工免受職業危害。

客戶

我們致力為客戶提供優質可靠的服務。我們制定私隱政策,為客戶的私隱資料提供周全保護。我們亦會全面及有效調查及處理客戶的投訴。

供應商

我們致力與供應商建立合作夥伴關係,並設有認可供應商及賣方資料庫,定期評估供應商及賣方的表現。

薪酬政策

本集團僱員之薪酬政策乃由執行董事按彼等之表現、經驗及現行業內慣例而制定。

董事之薪酬在經過薪酬委員會審閱及建議後由董事會釐定,其中已考慮個別董事之供職時間及職務、本公司之業績及現行市況。

本公司已採納購股權計劃,作為對董事及合資格僱員之獎勵,購股權計劃詳情載於上文「購股權計劃」一節。

Directors' Report

董事會報告

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws although there are no restrictions against such rights under the laws in Bermuda where the Company is incorporated.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public floats as required under the Listing Rules throughout the year ended 31 March 2018.

AUDIT COMMITTEE

The Company has established an audit committee in accordance with the requirements of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The principal responsibilities of the Audit Committee is to review and supervise the financial reporting process and risk management and internal control systems of the Group. The Audit Committee comprised of 4 independent non-executive Directors.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 March 2018.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" from pages 19 to 30 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report of the Company for the year ended 31 March 2018 will be published as a separate report from this annual report in compliance with relevant requirements under the Listing Rules on or before 31 July 2018.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events occurring after the end of the reporting period are set out in note 38 to the consolidated financial statements.

AUDITOR

The financial statements for the year ended 31 March 2018 were audited by Messrs. Deloitte Touche Tohmatsu.

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

By order of the Board

KWONG JIMMY CHEUNG TIM
Chairman and Chief Executive Officer
Hong Kong, 18 May 2018

優先認購權

公司細則中並無關於優先認購權之條文，但本公司註冊成立地百慕達的相關法律並無針對優先認購權的限制。

足夠公眾持股量

根據本公司從公開途徑所得之資料及就董事所知，本公司於截至2018年3月31日止年度已按照上市規則要求維持足夠公眾持股量。

審核委員會

本公司已按照上市規則及上市規則附錄十四所載之《企業管治守則》及《企業管治報告》規定成立審核委員會。審核委員會主要職責為審閱和監督本集團財務匯報過程與風險管理及內部監控制度。審核委員會由4位獨立非執行董事組成。

審核委員會已審閱本集團截至2018年3月31日止年度之經審核財務報表。

企業管治

本公司企業管治常規之詳情載於本年報第19至30頁之「企業管治報告」。

環境、社會及管治報告

本公司截至2018年3月31日止年度之環境、社會及管治報告將根據上市規則相關規定，於2018年7月31日或之前，作為獨立報告與本年報分開刊發。

報告期間後之事項

有關報告期間後之重大事項詳情載於綜合財務報表附註38。

核數師

截至2018年3月31日止年度之財務報表乃由德勤•關黃陳方會計師行進行核數。

關於續聘德勤•關黃陳方會計師行為本公司核數師之決議案將予提呈股東週年大會。

承董事會命

主席兼首席行政總裁
鄺長添
香港，2018年5月18日

Deloitte.

德勤

TO THE MEMBERS OF EMINENCE ENTERPRISE LIMITED

(incorporated in Bermuda with limited liability)

致高山企業有限公司成員

(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Eminence Enterprise Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 51 to 148, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

意見

本核數師(以下簡稱「我們」)已審計列載於51至148頁的高山企業有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，其包括於2018年3月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映了貴集團於2018年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告內核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業之估值

We identified the valuation of investment properties as a key audit matter due to the significant judgments and assumptions made by management of the Group in determining the fair value.

由於 貴集團管理層於釐定公平值時涉及重大之判斷及假設，我們識別投資物業之估值為一項關鍵審計事項。

At 31 March 2018, the fair value of investment properties was approximately HK\$1,657 million (consolidated statement of financial position), with a fair value gain recognised in profit or loss of approximately HK\$72 million (consolidated statement of profit or loss and other comprehensive income).

於2018年3月31日，投資物業公平值約1,657,000,000港元(綜合財務狀況表)，於損益確認之公平值收益約72,000,000港元(綜合損益及其他全面收益表)。

The Group's investment properties are stated at fair value based on valuations performed by independent firms of qualified professional property valuers (the "Valuers"). Details of the valuation techniques and key inputs used in the valuations are disclosed in note 14 to the consolidated financial statements.

貴集團投資物業之公平值乃根據獨立合資格專業估值師行(「估值師」)作出之估值列示。估值所採用之估值方法及主要輸入數據之詳情已於綜合財務報表附註14內披露。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to the valuation of investment properties included:

我們對投資物業估值之相關程序包括：

- Obtaining an understanding from the Valuers and management of the Group about the valuation techniques, performance of the property markets, significant assumptions adopted, critical judgmental areas, key inputs and data used in the valuations;
從估值師及 貴集團管理層了解估值方法、物業市場表現、所採用之重要假設、主要判斷範圍、估值所採用之主要輸入及數據；
- Assessing the integrity of information provided by management of the Group to the Valuers by comparing, on a sample basis, details of rentals to the respective underlying existing lease agreements;
透過以抽樣方式比較相關現有租約之租金詳情以評估 貴集團管理層及估值師所提供之資料之完整性；
- Evaluating the competence, capabilities and objectivity of the Valuers; and
評價值師的資格、能力及客觀性；及
- Assessing reasonableness of key inputs used by the Valuers and management of the Group by comparing with relevant market information with similar properties.
透過比較同類型物業相關市場資料以評估估值師及 貴集團管理層採用之主要輸入數據之合理性。

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

Impairment assessment of loans receivable

應收貸款之減值評估

We identified the impairment assessment of loans receivable as a key audit matter due to estimation uncertainty inherent in the management's credit risk assessment process in respect of the collectability of loans receivable.

由於管理層就應收貸款之可收回性之信貸風險評估過程存在不確定之估計，我們識別應收貸款之減值評估為一關鍵審計事項。

The loans are assessed for impairment individually. In determining the impairment on loans receivable, management of the Group considers financial background, current creditworthiness, collateral and past collection history of each borrower.

減值乃按個別貸款評估。於釐定應收貸款之減值時，貴集團管理層會考慮個別借款人之財務背景、現時信譽、抵押及過往還款情況。

At 31 March 2018, the carrying amount of loans receivable was approximately HK\$265 million (note 15 to the consolidated financial statements) and no impairment allowance on loans receivable was made in the current year (note 4 to the consolidated financial statements).

於2018年3月31日，應收貸款之賬面值約為265,000,000港元（綜合財務報表附註15）及於本年度並無就應收貸款作出減值撥備（綜合財務報表附註4）。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to impairment assessment of loans receivable included:

我們對應收貸款之減值評估之相關程序包括：

- Understanding the Group's policy on granting loans to the borrowers and the related credit control including ongoing loan monitoring procedures; 了解貴集團授出貸款予借款人之政策及相關包括持續貸款監察程序之信貸控制；
- Evaluating the management's assessment on the credit quality of the borrowers by examining records including financial background, current creditworthiness, collateral and past collection history of the borrowers; and 評價管理層透過查閱包括借款人財務背景、現時信譽、抵押品及過往還款情況之記錄以評估借款人之信貸質素及
- Checking the existence and recoverable amount of the underlying collateral, if applicable. 檢查附隨抵押品之存在及其可收回金額，如適用。

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息及，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。若，基於我們已執行的工作，我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

Independent Auditor's Report

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

Independent Auditor's Report 獨立核數師報告

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 作為根據香港審計準則進行審計的部份，我們在整個審計中運用了專業判斷並保持了專業懷疑態度。我們亦：
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
 - 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
 - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論，根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映交易和事項。

Independent Auditor's Report

獨立核數師報告

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Yen Sau Yin, Emily.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

18 May 2018

- 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計畫的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計專案合夥人是任秀賢。

德勤·關黃陳方會計師行
執業會計師
香港

2018年5月18日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2018 截至2018年3月31日止年度

		NOTES 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Revenue	營業額	5	49,605	36,518
Cost of goods sold and services rendered	銷售及提供服務成本		(2,880)	(171)
			46,725	36,347
Other income	其他收入		7,677	17,573
Other gains and losses	其他收益及虧損	7	1,552	(286)
Other expenses	其他開支		(121)	(492)
Distribution and selling expenses	經銷成本		(40)	(13)
Administrative expenses	行政開支		(35,525)	(32,911)
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	23(b)	(1,023)	-
Gain (loss) on changes in fair value of investment properties	投資物業之公平值變動收益(虧損)	14	72,337	(12,792)
Impairment loss on available-for-sale investments	可供出售投資之減值虧損		(3,406)	(14,176)
Loss on fair value change of investments held for trading	持作買賣投資之公平值變動虧損		(2,195)	(2,374)
Loss on fair value change of financial assets designated as at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動虧損		-	(1,255)
Finance costs	融資成本	9	(31,373)	(19,213)
Profit (loss) before taxation	除稅前溢利(虧損)		54,608	(29,592)
Taxation	稅項	10	(1,069)	2,965
Profit (loss) for the year attributable to owners of the Company	本公司股東應佔本年度溢利(虧損)	11	53,539	(26,627)

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 March 2018 截至2018年3月31日止年度

			2018 HK\$'000 千港元	2017 HK\$'000 千港元
Other comprehensive income (expense)	其他全面收入(開支)			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>隨後可能重新分類至損益之項目：</i>			
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異		37,095	(16,038)
Change in fair value of available-for-sale investments	可供出售投資之公平值變動		45,029	13,995
Reclassification adjustment upon impairment of available-for-sale investments	可供出售投資於減值時之重新分類調整		3,406	14,176
Release upon disposal of available-for-sale investments	出售可供出售投資時解除		(45)	(5,059)
Other comprehensive income for the year	本年度其他全面收入		85,485	7,074
Total comprehensive income (expense) for the year attributable to owners of the Company	本公司股東應佔本年度全面收入(開支)總額		139,024	(19,553)
Earnings (loss) per share	每股盈利(虧損)			
– Basic	– 基本	12	HK2.31 cents	(HK1.95 cents)
– Diluted	– 攤薄	12	HK2.15 cents	(HK1.95 cents)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2018 於2018年3月31日

		NOTES	2018	2017
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	3,958	3,616
Investment properties	投資物業	14	1,656,633	1,320,369
Loans receivable	應收貸款	15	46,924	44,326
Available-for-sale investments	可供出售投資	16	207,213	158,541
Deposits paid for acquisition of investment properties	收購投資物業之已付按金	35	29,500	-
			1,944,228	1,526,852
Current assets	流動資產			
Properties held for development for sale	持作出售發展物業	17	1,634,964	1,035,792
Deposits and prepayments for acquisition of properties held for development for sale	購入持作出售發展物業之按金及預付款		-	12,791
Trade and other receivables	貿易及其他應收款項	18	49,876	40,171
Loans receivable	應收貸款	15	218,373	220,069
Investments held for trading	持作買賣投資	19	3,436	4,505
Other financial assets	其他金融資產	20	35,618	53,980
Bank deposits with original maturity of more than three months	超過三個月到期之銀行存款	21	-	103,606
Bank balances and cash	銀行結餘及現金	21	125,422	409,884
			2,067,689	1,880,798
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	22	89,718	48,712
Tax payable	應付稅項		9,530	9,430
Convertible notes	可換股票據	23	69,656	81,981
Secured bank borrowings	有抵押銀行借貸	24	420,410	420,400
			589,314	560,523
Net current assets	流動資產淨值		1,478,375	1,320,275
Total assets less current liabilities	資產總額減流動負債		3,422,603	2,847,127
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	23	-	13,820
Deferred tax liabilities	遞延稅項負債	25	35,065	21,854
Secured bank borrowings	有抵押銀行借貸	24	672,250	359,300
			707,315	394,974
			2,715,288	2,452,153

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2018 於2018年3月31日

		NOTE	2018	2017
		附註	HK\$'000	HK\$'000
			千港元	千港元
Capital and reserves	資本及儲備			
Share capital	股本	26	29,658	19,118
Reserves	儲備		2,685,630	2,433,035
			2,715,288	2,452,153

The consolidated financial statements on pages 51 to 148 were approved and authorised for issue by the Board of Directors on 18 May 2018 and are signed on its behalf by:

董事會於2018年5月18日批准及授權發表第51至148頁之綜合財務報表；並由下列董事代表簽署：

Kwong Jimmy Cheung Tim
 鄺長添
 DIRECTOR
 董事

Lui Yuk Chu
 雷玉珠
 DIRECTOR
 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2018 截至2018年3月31日止年度

		Share capital	Share premium	Convertible note equity reserve 可換股票據	Capital reserve	Contributed surplus	Exchange reserve	Investment revaluation reserve 投資重估	Property revaluation reserve 物業重估	Share options reserve 購股權	Accumulated profits	Total
		股本	股份溢價	權益儲備	股本儲備	繳入盈餘	匯兌儲備	儲備	儲備	儲備	累計溢利	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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2016	於2016年4月1日	11,166	1,882,461	21,181	53,194	261,126	20,022	(12,204)	40,624	-	46,874	2,324,444
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異	-	-	-	-	-	(16,038)	-	-	-	-	(16,038)
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	-	-	-	-	-	13,995	-	-	-	13,995
Reclassification adjustment upon impairment of available-for-sale investments	可供出售投資於減值時之重新分類調整	-	-	-	-	-	-	14,176	-	-	-	14,176
Release upon disposal of available-for-sale investments	出售可供出售投資時解除	-	-	-	-	-	-	(5,059)	-	-	-	(5,059)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(26,627)	(26,627)
Total comprehensive (expense) income for the year	本年度全面(開支)收入總額	-	-	-	-	-	(16,038)	23,112	-	-	(26,627)	(19,553)
Issue of new shares	發行新股	5,730	90,410	-	-	-	-	-	-	-	-	96,140
Transaction costs attributable to issue of new shares	發行新股之交易成本	-	(961)	-	-	-	-	-	-	-	-	(961)
Recognition of equity component of convertible note	確認可換股票據權益成分	-	-	24,391	-	-	-	-	-	-	-	24,391
Deferred tax liability on recognition of equity component of convertible note	確認可換股票據權益成分之遞延稅項負債	-	-	(4,025)	-	-	-	-	-	-	-	(4,025)
Issue of shares on conversion of convertible note	兌換可換股票據時發行股份	2,222	47,778	(24,391)	-	-	-	-	-	-	-	25,609
Deferred tax liability released upon conversion of convertible note	兌換可換股票據時解除遞延稅項負債	-	-	4,025	-	-	-	-	-	-	-	4,025
Recognition of equity-settled share-based payments	確認以權益結算之股本開支	-	-	-	-	-	-	-	-	2,083	-	2,083
At 31 March 2017	於2017年3月31日	19,118	2,019,688	21,181	53,194	261,126	3,984	10,908	40,624	2,083	20,247	2,452,153

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2018 截至2018年3月31日止年度

		Share capital	Share premium	Convertible note equity reserve 可換股票據權益儲備	Capital reserve 股本儲備	Contributed surplus 繳入盈餘	Exchange reserve 匯兌儲備	Investment revaluation reserve 投資重估儲備	Property revaluation reserve 物業重估儲備	Share options reserve 購股權儲備	Accumulated profits 累計溢利	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	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
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運財務報表之匯兌差異	-	-	-	-	37,095	-	-	-	-	-	37,095
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	-	-	-	-	45,029	-	-	-	-	45,029
Reclassification adjustment upon impairment of available-for-sale investments	可供出售投資減值虧損之重新分類調整	-	-	-	-	-	3,406	-	-	-	-	3,406
Release upon disposal of available-for-sale investments	出售可供出售投資時解除	-	-	-	-	-	(45)	-	-	-	-	(45)
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	53,539	53,539
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	37,095	48,390	-	-	-	53,539	139,024
Issue of new shares	發行新股	7,720	42,865	-	-	-	-	-	-	-	-	50,585
Transaction costs attributable to issue of new shares	發行新股之交易成本	-	(505)	-	-	-	-	-	-	-	-	(505)
Recognition of equity component of convertible notes	確認可換股票據之權益成分	-	-	27,994	-	-	-	-	-	-	-	27,994
Deferred tax liability on recognition of equity component of convertible notes	確認可換股票據之權益成分時之遞延稅項負債	-	-	(4,619)	-	-	-	-	-	-	-	(4,619)
Transfer upon modification of terms of convertible note	更改可換股票據條款時轉發	-	-	(14,304)	-	-	-	-	-	-	14,304	-
Deferred tax liability released upon modification of terms of convertible note	更改可換股票據條款時解除遞延稅項負債	-	-	465	-	-	-	-	-	-	-	465
Recognition upon modification of terms of convertible note	更改可換股票據條款時確認	-	-	50,992	-	-	-	-	-	-	-	50,992
Deferred tax liability on recognition of equity component upon modification of terms of convertible note	更改可換股票據條款時確認權益成分之遞延稅項負債	-	-	(8,414)	-	-	-	-	-	-	-	(8,414)
Issue of shares on conversion of convertible note	兌換可換股票據時發行股份	2,820	14,100	(11,145)	-	-	-	-	-	-	-	5,775
Deferred tax liability released upon conversion of convertible note	兌換可換股票據時解除遞延稅項負債	-	-	1,838	-	-	-	-	-	-	-	1,838
Transfer upon cancellation of share options	取消購股權時轉發	-	-	-	-	-	-	-	-	(431)	431	-
At 31 March 2018	於2018年3月31日	29,658	2,076,148	63,988	53,194	261,126	41,079	59,298	40,624	1,652	88,521	2,715,288

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 March 2018 截至2018年3月31日止年度

The capital reserve of the Group represents the credit arising from the reduction of share capital of the Company in March 2004 and September 2005 and can be applied in the future for distribution to the shareholders.

The contributed surplus of the Group represents the credit arising from the reduction of share capital of the Company in February 2003, October 2009, December 2012, November 2013, October 2014, March 2015 and October 2015, part of which was applied to set off against accumulated losses of the Company in October 2009, December 2012, November 2013, October 2014, March 2015 and October 2015. The balance may be utilised by the directors in accordance with the Company's Bye-laws and all applicable laws, including to eliminate the accumulated losses of the Company.

The property revaluation reserve of the Group represents the gain on revaluation of certain leasehold properties and prepaid lease payments of the Group when these leasehold properties and prepaid lease payments were transferred to investment properties.

本集團之股本儲備代表本公司於2004年3月及2005年9月因削減股本所產生之進賬，可供將來分派予股東。

本集團之繳入盈餘代表本公司於2003年2月、2009年10月、2012年12月、2013年11月、2014年10月、2015年3月及2015年10月削減股本時所產生之進賬，部分已於2009年10月、2012年12月、2013年11月、2014年10月、2015年3月及2015年10月用作抵銷本公司之累計虧損。董事可根據本公司章程細則及所有適用之法例予以使用該結餘，包括用以抵銷本公司之累計虧損。

本集團之物業重估儲備代表本集團轉撥出租物業及預付租賃款項至投資物業時重估若干出租物業及預付租賃款項之收益。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2018 截至2018年3月31日止年度

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Operating activities	經營業務		
Profit (loss) before taxation	稅前溢利(虧損)	54,608	(29,592)
Adjustments for:	經調整：		
Interest income	利息收入	(2,367)	(6,421)
Interest expense	利息開支	31,373	19,213
Depreciation	折舊	1,067	444
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	1,023	-
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(7)	1
(Gain) loss on changes in fair value of investment properties	投資物業之公平值變動(收益)虧損	(72,337)	12,792
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	3,406	14,176
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(45)	(5,059)
Loss on fair value change of investments held for trading	持作買賣投資之公平值變動之虧損	2,195	2,374
Gain on fair value change of convertible note	可換股票據之公平值變動收益	(217)	-
Loss on fair value change of financial assets designated as at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動虧損	-	1,255
Equity-settled share-based payment expense	以權益結算之股本為基礎支出開支	-	2,083
Dividend income from listed investments	上市投資之股息收入	(4,537)	(4,247)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	14,162	7,019
Increase in properties held for development for sale	持作出售發展物業增加	(575,313)	(393,338)
Increase in deposits and prepayments paid for acquisition of properties held for development for sale	購入持作出售發展物業之按金及預付款增加	-	(12,791)
Increase in trade and other receivables	貿易及其他應收款項增加	(10,276)	(4,340)
Increase in loans receivable	應收貸款增加	(902)	(188,395)
Increase in investments held for trading	持作買賣投資增加	(1,126)	(935)
Increase in trade and other payables	貿易及其他應付款項增加	16,394	18,901
Cash used in operations	用於營運之現金	(557,061)	(573,879)
Income tax paid	已付所得稅	(441)	(133)
Dividend received from investments held for trading	來自持作買賣投資之已收股息	41	117
Net cash used in operating activities	用於經營業務之現金淨額	(557,461)	(573,895)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2018 截至2018年3月31日止年度

			2018	2017
	NOTE		HK\$'000	HK\$'000
	附註		千港元	千港元
Investing activities		投資活動		
Additions of investment properties		添置投資物業	(201,710)	(13,778)
Purchase of other financial assets		購入其他金融資產	(64,519)	(375,976)
Payment of deposits for acquisition of investment properties		收購投資物業之按金支付	(29,500)	-
Purchase of available-for-sale investments		購入可供出售投資	(2,226)	(35,900)
Purchase of property, plant and equipment		購入物業、廠房及設備	(1,433)	(3,558)
Withdrawal of bank deposits with original maturity of more than three months		提取超過三個月到期之銀行存款	103,606	-
Proceeds from disposal of other financial assets		出售其他金融資產之所得款項	86,608	321,767
Interest received		已收利息	2,951	6,567
Proceeds from disposal of available-for-sale investments		出售可供出售投資之所得款項	1,678	23,133
Dividend received from available-for-sale investments		來自可供出售投資之已收股息	1,401	4,130
Proceeds from disposal of property, plant and equipment		出售物業、廠房及設備之所得款項	65	15
Placement of bank deposits with original maturity of more than three months		敝做超個三個月到期之銀行存款	-	(103,606)
Settlement of debts assigned in acquisition of subsidiaries	32	支付收購附屬公司時之債項轉讓	-	(82,135)
Net cash outflow on acquisition of assets and liabilities through acquisition of subsidiaries	32	透過收購附屬公司購入資產及負債之現金流出淨額	-	(34,372)
Net cash used in investing activities		用於投資活動之現金淨額	(103,079)	(293,713)
Financing activities		融資活動		
Bank borrowings raised		籌集銀行借貸	318,071	684,595
Proceeds from issue of new shares		發行新股之所得款項	50,585	96,140
Proceeds from issue of convertible notes		發行可換股票據之所得款項	44,200	50,000
Interest paid		已付利息	(31,688)	(10,678)
Repayment of bank borrowings		償還銀行借貸	(5,359)	(5,027)
Transaction costs attributable to issue of new shares		發行新股之交易成本	(505)	(961)
Net cash from financing activities		來自融資活動之現金淨額	375,304	814,069
Net decrease in cash and cash equivalents		現金及等同現金之淨額	(285,236)	(53,539)
Cash and cash equivalents at beginning of the year		年初之現金及等同現金	409,884	465,279
Effect of foreign exchange rate changes		外匯匯率變動之影響	774	(1,856)
Cash and cash equivalents at end of the year, represented by bank balances and cash		年終之現金及等同現金，指銀行結餘及現金	125,422	409,884

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

1. GENERAL

Eminence Enterprise Limited (the “Company”; the Company and its subsidiaries are collectively referred to as the “Group”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and the principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

The Company is an associate of Easyknit International Holdings Limited (“Easyknit International”), an exempted company incorporated in Bermuda with its shares also listed on the Stock Exchange. At 31 March 2018, Easyknit International had 24.93% of the issued share capital of the Company.

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

The Company is an investment holding company. The principal activities of the Company’s principal subsidiaries are set out in note 37.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

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

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle

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

1. 一般資料

高山企業有限公司(「本公司」); 本公司及其附屬公司統稱為「本集團」於百慕達註冊成立為受豁免之有限責任公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處地址及主要營業地點已於本年報「公司資料」一節內披露。

本公司為永義國際集團有限公司(「永義國際」)一間聯營公司，永義國際為一間於百慕達註冊成立之獲豁免有限公司，其股份於聯交所上市。於2018年3月31日，永義國際持有本公司已發行股份之24.93%。

綜合財務報表以港元列值(「HK\$」或「HKD」)，亦為本公司之功能貨幣。

本公司為投資控股公司。本公司主要附屬公司之主要業務載列於附註37。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的香港財務報告準則修訂本

本集團已於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則修訂本：

香港會計準則第7號修訂本	披露倡導
香港會計準則第12號修訂本	確認未變現虧損的遞延稅項資產
香港財務報告準則第12號修訂本	作為2014年至2016年週期香港財務報告準則之年度改進其中部份

除下文所述者外，於本年度應用香港財務報告準則修訂本對本集團於本年度及過往年度的財務表現及狀況及/或該等綜合財務報表所載之披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 7 “Disclosure Initiative”

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 28. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 28, the application of these amendments has had no impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第7號之修訂本「披露倡導」

本集團已於本年度首次應用該等修訂本。該等修訂本要求實體提供披露資料，讓財務報表之使用者得以評估融資活動所產生負債之變動，包括現金及非現金變動。此外，修訂本亦要求當金融資產之現金流量已經或未來現金流量將會計入融資活動所得現金流量時，實體須披露有關金融資產之變動。

具體而言，修訂本要求披露下列各項：(i) 融資現金流量之變動；(ii) 取得或喪失附屬公司或其他業務控制權所引致之變動；(iii) 外匯變動之影響；(iv) 公平值之變動；及(v) 其他變動。

該等項目於年初及年末結餘之對賬載於附註28。為符合修訂本之過渡條文，本集團並無披露去年之比較資料。除附註28之額外披露外，應用該等修訂本對本集團之綜合財務報表並無影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contracts ⁴
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 “Financial Instruments” with HKFRS 4 “Insurance Contracts” ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle ¹
Amendments to HKAS 40	Transfers of Investment Property ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle ²

¹ Effective for annual periods beginning on or after 1 January 2018.

² Effective for annual periods beginning on or after 1 January 2019.

³ Effective for annual periods beginning on or after a date to be determined.

⁴ Effective for annual periods beginning on or after 1 January 2021.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	來自客戶合約之收益及相關修訂本 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ⁴
香港（國際財務報告詮釋委員會）—詮釋第22號	外幣交易及預付代價 ¹
香港（國際財務報告詮釋委員會）—詮釋第23號	所得稅處理之不确定因素 ²
香港財務報告準則第2號修訂本	以股份為基準的付款交易的分類及計量 ¹
香港財務報告準則第4號修訂本	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」 ¹
香港財務報告準則第9號之修訂本	具有負補償之預付特性 ²
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或出資 ³
香港會計準則第19號修訂本	計劃修訂、縮減或清償 ²
香港會計準則第28號之修訂本	於聯營公司及合營企業之長期權益 ²
香港會計準則第28號之修訂本	作為香港財務報告準則2014年至2016年週期之年度改進之一部分 ¹
香港會計準則第40號之修訂本	轉撥投資物業 ¹
香港財務報告準則修訂本	香港財務報告準則2015年至2017年週期之年度改進 ²

¹ 於2018年1月1日或以後開始之年度期間生效。

² 於2019年1月1日或以後開始之年度期間生效。

³ 於將予釐定之日期或以後開始之年度期間生效。

⁴ 於2021年1月1日或以後開始之年度期間生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

Except for the new and amendments to HKFRSs and interpretations mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs and interpretations will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 9 “Financial Instruments”

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (“FVTOCI”). All other debt investments and equity investments are measured at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss; and
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39 “Financial Instruments: Recognition and Measurement”. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

除以下所述之香港財務報告準則及詮釋新訂及修訂本，本公司董事預期應用所有其他香港財務報告準則及詮釋新訂及修訂本對綜合財務狀況表於可見未來並無重大影響。

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號引進有關金融資產、金融負債、一般對沖會計處理及金融資產之減值規定分類及計量之新規定。

與本集團相關之香港財務報告準則第9號之主要規定：

- 香港財務報告準則第9號範圍內之所有已確認金融資產須於其後按攤銷成本或公平值計量。具體而言，於目的為收回合約現金流之業務模式中持有之債務投資，以及合約現金流純粹為支付本金及未償還本金之利息的債務投資，一般按其後會計期末之攤銷成本計量。於目的為同時收回合約現金流及出售金融資產之業務模式中持有之債務投資，以及合約條款令於特定日期產生之現金流純粹為支付本金及未償還本金之利息的債務投資，且一般按透過其他全面收益按公平值列賬(「透過其他全面收益按公平值列賬」)之方式計量。所有其他債務投資及股本投資於其後會計期末以公平值計量。此外，根據香港財務報告準則第9號，實體可以不可撤回地選擇於其他全面收益內呈列股本投資(並非持作買賣者)其後之公平值變動，而在一般情況下，僅有股息收入會於損益中確認；及
- 就金融資產之減值而言，香港財務報告準則第9號採用預期信貸虧損模式與香港會計準則第39號「金融工具：確認及計量」項下按已產生信貸虧損模式計算相反。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，確認信貸虧損前不再需要發生信貸事件。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 “Financial Instruments” (Continued)

Based on the Group’s financial instruments and risk management policies as at 31 March 2018, the directors of the Company anticipate the following potential impact on initial application of HKFRS 9:

Classification and Measurement:

- Debt instruments classified as loans receivable carried at amortised cost as disclosed in note 15: these are held within a business model whose objective is to collect the contractual cash flows that are solely payments of principal and interest on the principal outstanding. Accordingly, these financial assets will continue to be subsequently measured at amortised cost upon the application of HKFRS 9;
- Listed equity securities classified as available-for-sale investments carried at fair value as disclosed in note 16: these securities qualified for designation as measured at FVTOCI under HKFRS 9. However, the Group plans not to elect the option for the designation and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, investment revaluation reserve of HK\$59,298,000 related to those available-for-sale investments will be transferred to accumulated profits at 1 April 2018; and
- All other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

Impairment:

In general, the directors of the Company anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs that are subject to the impairment provisions upon application of HKFRS 9 by the Group.

Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, the application of the expected credit loss model would not have a material impact on the financial assets measured at amortised cost as at 1 April 2018 upon the application of HKFRS 9.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

根據本集團於2018年3月31日之金融工具及風險管理政策，本公司董事預期首次應用香港財務報告準則第9號之潛在影響如下：

分類及計量：

- 附註15所披露分類為按攤銷成本列賬之應收貸款之債務工具：此乃以收取僅為支付本金及未償還本金之利息之合約現金流為目的之業務模式而持有之債務工具。因此，於應用香港財務報告準則第9號後，金融資產於其後將繼續按攤銷成本計量；
- 於附註16所披露分類為按公平值列賬之可供出售投資之上市股本證券：此乃根據香港財務報告準則第9號符合資格指定為透過其他全面收益按公平值列賬之證券。然而，本集團計劃不選用指定之選項，並將按公平值計量此等證券，而其後公平值收益或虧損將於損益確認。於首次應用香港財務報告準則第9號後，投資重估儲備中有關此等可供出售投資59,298,000港元將轉撥至2018年4月1日之保留溢利；及
- 所有其他金融資產及金融負債將繼續按與香港會計準則第39號下現行計量相同之基準進行計量。

減值：

一般而言，本公司董事預期應用香港財務報告準則第9號之預期信貸虧損模式，將導致本集團於應用香港財務報告準則第9號後，就本集團按攤銷成本計量之金融資產而須作出減值撥備之尚未產生之信貸虧損提前撥備。

根據本公司董事之評估，倘本集團應用預期信貸虧損模式，應用預期信貸虧損模式將不會對於2018年4月1日香港財務報告準則第9號應用時按攤銷成本計量之金融資產有重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 15 “Revenue from Contracts with Customers”

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

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

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

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

In 2016, the HKICPA issued clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第15號「來自客戶合約之收入」

已頒佈之香港財務報告準則第15號制定一項單一全面模式供實體用作將來自客戶合約所產生之收入入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋之收入確認指引。

香港財務報告準則第15號之核心原則為實體所確認之收入金額以描述向客戶轉讓承諾貨品或服務，為反映該實體預期就交換該等貨品或服務而享有之代價。具體而言，該準則引入五個確認收入之步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：當（或當）實體完成履約責任時確認收入

根據香港財務報告準則第15號，當（或當）實體完成履約責任時確認收入，即於特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確指引。此外，香港財務報告準則第15號規定作出更詳盡之披露。

於2016年，香港會計師公會頒佈有關香港財務報告準則第15號識別履約責任、主事人與代理的考量及許可證申請指引之澄清。

本公司董事預期於未來應用香港財務報告準則第15號將導致更多披露，然而，本公司董事預期應用香港財務報告準則第15號將不會對報告期間收入確認之時間及金額有重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related Interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, operating lease payments are currently presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2018, the Group as lessee has non-cancellable operating lease commitments of HK\$6,137,000 as disclosed in note 34. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號「租賃」及相關的詮釋。

香港財務報告準則第16號根據一項識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初始按成本計量，隨後以成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初始按租賃款項（非當日支付）之現值計量。隨後，租賃負債會就（其中包括）利息及租賃款項以及租賃修訂的影響作出調整。就現金流量分類而言，經營租賃款項呈列為經營現金流量。於應用香港財務報告準則第16號後，本集團將有關租賃負債的租賃款項分配至本金及利息部分，並呈列為融資現金流量。

與承租人會計處理方法相反，香港財務報告準則第16號大致保留香港會計準則第17號內出租人的會計要求，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

於2018年3月31日，本集團有不可撤銷的經營租賃承擔6,137,000港元，披露於附註34。初步評估顯示該等安排符合租賃定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，除非其符合低價值或短期租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 16 “Leases” (Continued)

In addition, the Group currently considers refundable rental deposits paid of HK\$425,000 and refundable rental deposits received of HK\$9,200,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

Amendments to HKAS 40 “Transfers of Investment Property”

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by observable evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction. For example, change in use for transfer from properties under development for sale in the ordinary course of business to investment properties could be evidenced by inception of an operating lease to another party. Currently, the Group accounts for such transfer only upon commencement of an operating lease.

The directors of the Company anticipate that the application of these amendments will result in early recognition of such transfers on the Group’s consolidated financial statements in future periods should there be a change in use of any of its properties.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第16號「租賃」(續)

此外，本集團目前將已付可退回租賃按金425,000港元及已收可退回租賃按金9,200,000港元視為香港會計準則第17號適用之租賃項下之權利及責任。根據香港財務報告準則第16號項下之租賃付款定義，該等按金並非為有關使用相關資產之權利之付款，因此，該等按金之賬面值可調整至攤銷成本，而有關調整乃被視為額外租賃付款。已付可退回租賃按金之調整將計入使用權資產之賬面值。已收可退回租賃按金之調整將被視為預支租賃付款。

此外，如上述所示，應用新的規定或會導致計量、呈列及披露之變化。

香港會計準則第40號修訂本「轉撥投資物業」

修訂本澄清轉撥至，或來自，投資物業乃須要評估物業是否符合或不再符合投資物業定義，附以可觀察證據顯示其使用變動已發生。修訂本進一步澄清除香港會計準則第40號所列之情況證明其使用變動外，在建物業也有可能發生使用變動。例如，在日常業務由持作出售發展物業轉撥至投資物業之使用變動可以從開始給予另一方經營租賃證明。現時，本集團在經營租賃開始時將該轉撥列賬。

本公司董事預期應用該修訂本將導致於未來期間本集團之綜合財務狀況表將提早確認該轉撥倘物業使用變動發生。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values, at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

3. 主要會計政策

遵例聲明

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

編製基準

如下文之會計政策所載，除投資物業及若干金融工具於報告期末以公平值計量外，綜合財務報表乃按歷史成本法編製。

歷史成本一般以換取貨物及服務之公平值代價為根據。

公平值指於計量日市場參與者在進行有序交易中出售資產所收取或轉移負債所支付之價格，無論該價格是否為可直接觀察或使用其他估值方法估計。在估算一項資產或負債的公平值時，本集團考量資產或負債之特點若於計量日市場參與者在釐定資產或負債價格時也考量該等特點。該等綜合財務報表內計量及／或披露而言的公平值均根據該基準釐定，惟香港財務報告準則第2號（「股份為基礎支付」）範圍內之以股份為基礎支付之交易、香港會計準則第17號（「租賃」）範圍內之租賃交易除外，及與公平值存在某些相似之處之計量但並非公平值，例如香港會計準則第2號（「存貨」）之可變現淨值或香港會計準則第36號（「資產減值」）之使用價值。

非金融資產的公平值計量須計及市場參與者使用該資產以達致最大限度及最佳用途而產生的經濟效益之能力，或將該資產出售予其他市場參與者使用該資產以達致最大限度及最佳用途。

就以公平值交易之金融工具及投資物業及使用不可觀察輸入之估值方法以計量往後期間之公平值，估值方法會標定以使估值方法的結果等同交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

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

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

The significant accounting policies are set out below.

Basis of consolidation

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group or other vote holders;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 主要會計政策 (續)

編製基準 (續)

此外，就財務報告而言，根據公平值計量輸入數據之可觀察程度及輸入數據對整體公平值計量之重要性，公平值計量可分類為第1級、第2級或第3級，詳情如下：

- 第1級輸入數據指實體於計量日相同資產或負債於活躍市場可獲得之報價（未經調整）；
- 第2級輸入數據指除第1級計入之報價外，可直接或間接觀察的資產或負債數據；及
- 第3級輸入數據指資產或負債的不可觀察數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。本公司取得控制權倘：

- 可對投資對象行使權力；
- 就來自參與投資對象之可變回報中承受風險或享有權利；及
- 有能力行使權力以影響其回報。

本集團重新評估其是否取得投資對象之控制權若有事實及情況顯示上述三項控制元素之一項或以上出現變動。

倘本集團於投資對象之投票權少於大多數時，當投票權足以賦予本集團實際能力可單方面掌控投資對象之相關活動，本集團仍可對投資對象行使權力。本集團考慮所有相關事實及情況以評估本集團於投資對象之投票權是否足以賦予其權力，包括：

- 本集團持有投票權之規模，相對於其他投票權持有人所持投票權之規模及分散度；
- 本集團或其他投票權持有人持有之潛在投票權；
- 其他合約安排產生之權利；及
- 任何額外事實及情況顯示於需要作出決定時，本集團是否享有現有能力以掌控相關活動，包括於過往股東會議上之投票方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

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

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.

3. 主要會計政策 (續)

綜合基準 (續)

綜合附屬公司於本集團取得控制附屬公司時開始並於本集團失去控制附屬公司時終止。具體而言，於年內收購或出售附屬公司之收入及開支，會由本集團取得控制之日起直至本集團終止控制附屬公司之日止包括在綜合損益及其他全面收益表內。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團採用之會計政策一致。

所有有關本集團成員間交易之集團內部資產及負債、股本、收入、開支及現金流量已於綜合賬目時全數撇銷。

業務合併

收購業務以收購法入賬。於業務合併中之代價轉讓以公平值計量，即計算於收購日期本集團轉讓資產之公平值、本集團承擔收購對象前擁有人之負債以及本集團為換取收購對象之控制而發行之股本權益之總和。收購產生之相關成本一般於損益確認。

於收購日期，已收購可辨識之資產及承擔之負債以其公平值確認，除外者為：

- 遞延稅項資產或負債，及僱員福利安排相關的資產或負債分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與收購對象之股份為基礎支付安排或為取代收購對象之股份為基礎支付安排而訂立之本集團股份為基礎支付安排有關的負債或權益工具，於收購日期按香港財務報告準則第2號（見下文會計政策）；及
- 按照香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售資產（或出售組別）根據該準則計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition-date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Acquisition of subsidiaries not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Sale of goods and properties held for development for sale

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the purchasers. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

3. 主要會計政策 (續)

業務合併 (續)

商譽以轉讓代價、收購對象之任何非控股權益金額、及收購方之前已持有收購對象之股本權益(如有)之總和超過於收購日期可辨識之收購資產及承擔負債之淨額之價值計量。倘經重新評估後，可辨識之收購資產及承擔負債之淨額超過轉讓代價、收購對象之任何非控股權益之金額、及收購方之前已持有收購對象權益之公平值(如有)之總和，超過之價值隨即於損益確認為一項協議收購收益。

收購不構成業務之附屬公司

當本集團收購一組不構成業務之資產及負債，本集團首先按該等資產及負債各自之公平值將購買價分配至金融資產及金融負債，隨後按於購買日期各自之相對公平值將購買價餘額分配至其他個別可識別資產及負債，藉此識別並確認所收購之個別可識別資產及所承擔負債。該項交易不會產生商譽或議價收購收益。

收益確認

收益按已收或應收代價之公平值計量及為日常業務中之貨品銷售及服務提供之扣除折扣及與銷售有關稅項後之應收金額。

收益確認為當收益之金額能可靠地計量；當未來經濟效益可能流入本集團及當有關本集團各項活動之特定條件附合時，如下文所載。

銷售貨品及持作出售發展物業

銷售貨品收益於交付貨品時及移交所有權後確認。

日常業務過程中銷售物業之收益於相關物業已完成及已交付買家時確認。符合以上收益確認條件前收取自買家之按金及分期付款包含在綜合財務狀況表項下之流動負債內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Dividend and interest income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income

The Group's policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

Leasing

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

The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

3. 主要會計政策 (續)

收益確認 (續)

股息及利息收入

來自投資之股息收入於股東收取付款之權利確立時確認(假設經濟效益可能流入本集團及收益金額能可靠地計量)。

確認金融資產之利息收入當經濟效益可能流入本集團及收入金額能可靠地計量。利息收入乃參考尚未償還之本金及當時適用實際利率按時間基準計提，實際利率乃指將估計未來收取之現金按金融資產預計可用年期折現至該資產於初始確認時之賬面淨值之利率。

租金收入

本集團確認經營租賃收益之租賃政策載列於下文之會計政策。

租賃

凡租賃條款將擁有權之絕大部分風險及利益撥歸於承租人之租賃，均歸類為融資租賃。所有其他租賃均歸類為經營租賃。

本集團作為出租人

經營租賃租金收入乃按有關租賃年期以直線法確認。於協商及安排經營租賃時產生之初始直接成本將加入租賃資產之賬面值及按有關租賃之年期以直線法確認。

本集團作為承租人

經營租賃之付款乃按租賃年期以直線法確認為開支。

作為促使訂立經營租賃所收到之獎勵會確認為負債。獎勵之總收益按直線法確認為租金開支減少。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

3. 主要會計政策(續)

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易乃按交易日期之適用匯率折算為其功能貨幣(即該實體進行經營之主要經濟環境所使用之貨幣)記錄。於報告期末，以外幣列值之貨幣項目按該結算日之適用匯率重新換算。按公平值列賬及以外幣列值之非貨幣項目按公平值釐定當日之適用匯率重新換算。按歷史成本及以外幣計算之非貨幣項目不進行重新換算。

結算貨幣項目及重新換算貨幣項目而產生之匯兌差異，於該等差異產生期間之損益中確認。因重新換算非貨幣項目而產生之匯兌差異，包括在該期間之損益中。

就綜合財務報表呈列而言，本集團之海外營運之資產及負債乃按於報告期末之適用匯率換算為本集團呈列貨幣(即港元)。收入及開支按該期間之平均匯率換算，惟於該期間之匯率大幅波動時，則使用各項交易日期之適用匯率換算。產生之匯兌差異(如有)於其他全面收益確認及於權益項下之匯兌儲備累計。

借貸成本

因收購、建築或製造合資格資產等需要一段時間才可投入使用或出售之資產而直接產生之借貸成本，加上為該等資產成本之一部分，直至該等資產可投入使用或出售時。

從特定借貸所得款項(將作為合資格資產開支)之短暫投資賺取之投資收入，於符合資本化之借貸成本內扣減。

所有其他借貸成本在產生期間於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策(續)

稅項

所得稅開支指現時應付稅項及遞延稅項之總額。

現時應付稅項乃根據本年度應課稅溢利。應課稅溢利與綜合損益及其他全面收益表內所呈報之「除稅前溢利」不同，因有在其他年度應課稅或可扣稅之收入或開支及無須課稅或不獲扣稅之項目。本集團之流動稅項採用於報告期末已頒佈或實質頒佈之稅率計算。

遞延稅項確認為就綜合財務報表內資產及負債之賬面值及用以計算應課稅溢利相應稅基之臨時差額。遞延稅項負債一般會確認所有應課稅臨時差額。遞延稅項資產一般會確認所有可扣減臨時差額而僅以可能出現之可動用臨時差額扣稅的應課稅溢利為限。若於一項交易中，因商譽或因業務合併以外原因而初始確認其他資產及負債所引致之臨時差額不會影響應課稅溢利或會計溢利的，則不會確認該等資產及負債。

遞延稅項負債會確認關連於附屬公司之投資而引致之應課稅臨時差額，惟若本集團可控制臨時差額撥回及臨時差額有可能不會於可見將來撥回之情況除外。有關該等投資之可扣減臨時差額所引致之遞延稅項資產，只會在有足夠應課稅溢利以動用臨時差額利益及預計其於可見未來撥回之情況下才確認。

遞延稅項資產之賬面值於報告期末作出檢討，並作出調減直至不再可能有足夠應課稅溢利以恢復全部或部分資產。

遞延稅項資產及負債乃以清還負債或變現資產時之當期估計適用稅率計量，並根據於報告期末已頒佈或實質頒佈之稅率(及稅務法例)為基準。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. When current or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

3. 主要會計政策 (續)

稅項 (續)

計量遞延稅項負債及資產反映本集團預計於報告期末收回或清還其資產及負債之賬面值後之稅項結果。

就計量遞延稅項而言，利用公平值模式計量之投資物業，該物業之賬面值乃假設通過銷售全數收回，惟該假設被推翻則除外。該假設被推翻當投資物業可予折舊及於業務模式內持有而其業務目標乃隨時間消耗投資物業所包含之絕大部分經濟利益，而非透過銷售。

流動及遞延稅項於損益中確認，惟項目於其他全面收益或直接於權益中確認者除外，若如是，流動及遞延稅項亦分別於其他全面收益或直接於權益中確認。當業務合併初始列賬時產生之流動或遞延稅項，其稅務影響包括在業務合併之列賬。

物業、廠房及設備

物業、廠房及設備於綜合財務狀況表列賬為按成本扣減其後之累計折舊及累計減值虧損，如有。

確認物業、廠房及設備之折舊乃根據其估計可使用年期，使用直線法撇銷其減去剩餘價值之成本。估計可使用年期，剩餘價值及折舊方法會在每個報告期末審閱，並按預期基準將任何估計轉變之影響列賬。

一項物業、廠房及設備於出售或預期持續使用該資產將不會產生未來經濟利益時取消確認。出售或棄用一項物業、廠房及設備時所產生之任何收益或虧損乃以出售所得款項與該資產之賬面值之差額計算及於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and account for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

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

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

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

Properties held for development for sale

Properties held for development for sale are classified as current assets and stated at the lower of cost and net realisable value.

Costs relating to the development of properties, including purchase costs of the properties for development, development costs and borrowing costs capitalised, are capitalised and included as properties held for development until such time when they are completed.

3. 主要會計政策(續)

投資物業

投資物業乃指持有作為賺取租金及／或作資本增值之物業(就此目的而言包括發展中物業)。

投資物業初始按成本計量，包括任何直接歸屬開支。於初始確認後，投資物業以其公平值計量。於經營租賃項下持有作為賺取租金或作資本增值目的之所有本集團物業權益分類並列作為投資物業及以公平值模式計量。投資物業之公平值變動所產生之收益或虧損將計入產生期間之損益中。

發展中投資物業所產生之建築成本將被資本化以作為發展中投資物業賬面值之部分。發展中投資物業於報告期末以公平值計量。發展中投資物業之公平值及其賬面值之任何差異將於其產生期間於損益中確認。

倘一項物業、廠房及設備因證明業主自用終止之使用改變而成為投資物業時，該項目之賬面值與公平值之任何差異會於其他全面收益確認及於物業重估儲備累計。於其後之資產銷售或退用，相關重估儲備將會直接轉撥至累計溢利。

一項投資物業於出售或當投資物業永久不再使用及預期出售該等物業不會產生未來經濟利益時取消確認。取消確認物業所產生之任何收益或虧損(按出售所得款項淨額與資產之賬面值之差額計算)將計入取消確認期間之損益中。

持作出售發展物業

持作出售發展物業列作流動資產並按成本及可變現淨值兩者之較低者列賬。

有關發展物業之成本，包括購入發展物業之成本，發展成本及符合資本化之借貸成本，予以資本化及包括在持作發展物業，直至其完成為止。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

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

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

Financial assets

The Group's financial assets are classified into three categories including financial assets at fair value through profit or loss ("FVTPL"), available-for-sale financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is excluded in net gains or losses.

3. 主要會計政策 (續)

金融工具

於某集團實體成為工具合約條文之訂約方時確認金融資產及金融負債。

金融資產及金融負債初始按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益之金融資產及金融負債除外)而直接產生之交易成本於初始確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值扣除(按適用者)。因購入按公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於損益中確認。

金融資產

本集團之金融資產分為三個類別，包括按公平值計入損益(「按公平值計入損益」)之金融資產、可供出售投資及貸款及應收款項。分類視乎金融資產之性質及目的，並於初始確認時釐定。所有常規買賣之金融資產以交易日期基準確認及取消確認。常規買賣乃指按市場規則或慣例所訂立之時間內進行需要交付資產之金融資產買賣。

實際利率法

實際利率法為計算債務工具的攤銷成本以及於相關期間分配利息收入之方法。實際利率是可準確透過債務工具的預計可用年期或(倘適用)在較短期間內對估計未來現金收入(包括所支付或收取能構成整體實際利率的所有費用、交易成本及其他溢價或折價)折算至初始確認時之賬面淨值的利率。

除按公平值計入損益之金融資產之利息收入不包括在收益或虧損淨額內，債務工具之利息收入乃按實際利率法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial assets is (i) held for trading or (ii) it is designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值計入損益之金融資產

金融資產分類為按公平值計入損益當金融資產為(i)持作買賣或(ii)於初始確認時介定為按公平值計入損益。

金融資產列作持作買賣若：

- 主要為於短期內出售而購入；或
- 於初始確認時屬於本集團共同管理且在近期內有短期獲利實際模式之已識別金融工具組合之部分；或
- 屬於未指定及有效作為對沖工具之衍生工具。

除持作買賣金融資產外，金融資產可於初始確認時界定為按公平值計入損益若：

- 該界定可消除或大幅減少計量或確認時可能產生之不一致；或
- 有關金融資產為一組金融資產或金融負債或兩者中之一部分，其管理及表現之評估乃以公平值基準，按照本集團記錄之風險管理或投資策略，以及按照提供內部使用之關於組合分類之資料；或
- 其為包含一種或多種內含衍生工具協議之部分，及香港會計準則第39號允許其整份合併協議(資產或負債)界定為按公平值計入損益。

按公平值計入損益之金融資產按公平值列賬，重新計量引致之任何公平值變動之收益或虧損於損益中確認。於損益確認之收益或虧損淨額不包括就金融資產賺取之任何股息或利息。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments, or (c) financial assets at FVTPL.

Available-for-sale financial assets are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured. Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, loans receivable, bank deposits with original maturity of more than three months and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Impairment of financial assets

Financial assets, other than financial assets at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

可供出售金融資產

可供出售金融資產為非衍生工具，其須指定為可供出售或非分類為(a)貸款及應收款項、(b)持有至到期之投資、或(c)按公平值計入損益之金融資產。

除沒有報價之權益投資之公平值未能可靠計量外，可供出售金融資產於每個報告期末按公平值計量。可供出售股本工具之股息於本集團收取股息之權利確立時於損益確認。公平值變動於其他全面收益確認，並於投資重估儲備項下累計，直至該金融資產出售或決定減值時，屆時，先前於投資重估儲備累計之累計收益或虧損重新分類至損益。

貸款及應收款項

貸款及應收款項為固定或可釐定付款之非衍生金融資產而沒有於活躍市場報價。貸款及應收款項(包括貿易及其他應收款項、應收貸款、超過三個月到期之銀行存款及銀行結餘及現金)均按採用實際利率法計算之已攤銷成本減任何減值計量。

金融資產減值

除按公平值計入損益之金融資產外，金融資產於每個報告期末評估減值跡象。金融資產於初始確認後，如出現一項或多項事件顯示金融資產出現減值之客觀證據，代表金融資產之估計未來現金流量已受到影響，金融資產需考慮減值。

就可供出售股本投資而言，證券公平值之重大或持續下跌至低於其成本考慮為減值之客觀證據。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss is recognised as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables and loans receivable, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When an item of trade and other receivables or loans receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated in investment revaluation reserve.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易方出現重大財政困難；或
- 違約，如不履行或拖欠利息或本金支付；或
- 借款人可能進行破產或財務重組；或
- 因財務困難引致金融資產之活躍市場消失。

就按攤銷成本列賬之金融資產而言，減值虧損金額按資產之賬面值及按金融資產之原本實際利率折算之估計未來現金流量現值之差額確認。

除貿易及其他應收款項及應收貸款之賬面值通過撥備賬而減少外，所有金融資產之賬面值直接以減值虧損減少。撥備賬之賬面值的變動於損益中確認。當一項貿易及其他應收款項或應收貸款認為不能收回時，則於撥備賬撇銷。過往撇銷的金額於其後收回時計入損益。

當一項可供出售金融資產被認為已減值，過往於其他全面收益確認之累計收益或虧損將重新分類至該期間損益。

就按攤銷成本計量之金融資產而言，如於往後期間，減值虧損金額減少及有關減少可客觀地聯繫到已確認減值虧損後所發生的事件，則過往確認的減值虧損於損益中撥回，惟有有關資產於撥回減值當日的賬面值不得超過沒有確認減值下之攤銷成本。

過往於損益中確認的可供出售股本投資之減值虧損不會透過損益撥回。任何減值虧損隨後之公平值增加直接於其他全面收益內確認及於投資重估儲備中累計。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities (including trade and other payables and secured bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Convertible notes containing liability and equity components

The component parts of compounds instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognised in equity will be transferred to accumulated profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具

某集團實體發行之債項及股本工具按所訂立之合約安排本質及金融負債及股本工具之定義而分類為金融負債或股本工具。

股本工具

一項股本工具為於扣除其所有負債後仍證明本集團之資產有剩餘權益之任何合約。本集團發行之股本工具按扣除直接發行成本後收取之所得款項確認。

金融負債

金融負債(包括貿易及其他應付款項及有抵押銀行借貸)於其後採用實際利率法按攤銷成本計量。

可換股票據包含負債及權益成分

根據合約安排之本質及金融負債及股本之定義，本公司發行之複合工具(可換股票據)之成分部分會個別分類為金融負債及股本。股本工具乃兌換權其將可被結算而轉換為定額現金或其他金融資產之本公司定額數量之股本工具。

於發行日，負債成分之公平值乃按近似之非可換股工具之現行市場利率估計。此金額以實際利率法作為攤銷成本基準列賬為負債，直至於兌換或於該工具之到期日時撤銷。

分類為權益之兌換權乃按複合工具整體公平值扣減負債成分之金額而釐定。此乃於確認及包含於權益內，扣除所得稅之影響，及隨後不會重新計量。此外，分類為權益之兌換權，將保留在權益內，直至兌換權予以行使，在此情況，權益內之已確認結餘將轉撥至股份溢價。倘在可換股票據於到期日時兌換權尚未行使，權益內之已確認結餘將轉撥至累計溢利。兌換權之兌換或到期將不會有收益或虧損於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible notes containing liability and equity components (Continued)

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the lives of the convertible notes using the effective interest method.

When the Group modifies the terms of convertible note, the equity portion of the original convertible note is transferred to accumulated profits in equity. When such modification results in the discounted present value of the cash flows under the new terms including any fees paid net of any fees received is at least 10 per cent different from the discounted present values of the remaining cash flows of the original financial liability, it is accounted for as an extinguishment of the original financial liability and a recognition of a new financial liability or equity instrument or compound instrument with the difference, being the carrying amount of the financial liability extinguished and the fair value of the financial liability, equity instrument, compound instrument issued and/or hybrid instrument, recognised in profit or loss.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

可換股票據包含負債及權益成分(續)

有關發行可換股票據之交易成本按所得款項總額比例分配至負債及權益成分。有關權益成分之交易成本直接於權益中扣除。有關負債成分之交易成本則列入負債部分之賬面值及按可換股票據之期限以實際利率法攤銷。

當本集團更改可換股票據條款時，原有可換股票據之權益部分將轉撥至權益中之累計溢利。當該更改導致根據包括扣除任何已付費用減任何已收費用之新條款下之現金流量貼現值與原有金融負債餘下之現金流量貼現值有最少10百分率差異時，此差異將以取消原有金融負債及確認新的金融負債或權益工具或複合工具記賬，為已取消金融負債之賬面值及金融負債、權益工具、已發行複合工具及/或混合工具之公平值差異，於損益內確認。

實際利率法

實際利率法為計算金融負債的攤銷成本以及分配相關期間的利息開支的方法。實際利率是可準確透過金融負債的預計年期或(倘適用)較短期間內對估計未來現金付款(包括所有已付或已收而構成實際利率整體部分之費用及點子、交易成本及其他溢價或折價)折算至負債於初始確認時之賬面淨值之利率。

利息開支按實際利率基準確認。

內含衍生項目

於非衍生主體合約內之內含衍生項目將以獨立衍生項目處理當其符合衍生項目定義，而其風險及特性不是與主體合約的有緊密關連及主體合約不是按公平值計入損益計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Impairment

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

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

3. 主要會計政策 (續)

金融工具 (續)

取消確認

本集團取消確認金融資產只有當資產收取現金流量之合約權利到期，或當轉讓金融資產及資產擁有權之絕大部分風險及回報予其他實體。

於取消確認金融資產之全部時，資產之賬面值與已收及應收代價總額之差額以及已於其他全面收益中確認及於權益累計之累計收益或虧損於損益中確認。

本集團取消確認金融負債當，及只有當，本集團之特定責任獲解除、取消或已到期。取消確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

減值

於報告期末，本集團審閱其資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘有任何該等跡象存在，將估計有關資產之可收回金額以釐定其減值虧損(如有)。

倘不可能估計個別資產之可收回金額時，本集團則估計該資產所屬之現金產生單位之可收回金額。倘有可識別為合理及一致的分配基準，公司資產亦會分配至個別現金產生單位，或否則它們會被分配至最小之現金產生單位組合，當中有可識別為合理及一致的分配基準。

可收回金額為公平值減出售成本及使用價值之較高者。評估使用價值時，乃使用能反映現行市場所評估金錢之時間價值之稅前貼現率折算至其現在價值，而該資產(或一個現金產生單位)之預計未來現金流量則未有調整相關風險。

倘一項資產(或一個現金產生單位)之估計可收回金額低於其賬面值，則該資產(或一個現金產生單位)之賬面值將調低至其可收回金額。減值虧損隨即於損益中即確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Retirement benefits costs

Payments to the state-sponsored pension scheme operated by the People's Republic of China ("PRC") government or the Hong Kong Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

3. 主要會計政策 (續)

減值 (續)

倘減值虧損其後撥回，該項資產（或一個現金產生單位）之賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超過倘若該資產（或一個現金產生單位）於過往年度並無確認減值虧損所釐定之賬面值。減值虧損撥回隨即於損益中確認。

退休福利成本

按照中華人民共和國（「中國」）政府設立之國家資助退休金計劃或香港強積金退休計劃之付款，當僱員已提供服務而享有供款後確認為開支。

短期僱員福利

短期僱員福利以預期支付的福利未折現金額及於僱員提供服務時確認。所有短期僱員福利確認為開支，除非香港財務報告準則另有要求或准予福利計入資產成本。

應給予僱員的福利（如工資及薪酬）扣除任何已支付金額後確認為負債。

以股份為基礎支付之交易

以權益結算之股份為基礎支付之交易

授予僱員之購股權

授予僱員及提供同類服務的其他人士以權益結算之股份為基礎之支付按股本工具授出日期的公平價值計量。

於授出以權益結算之股份為基礎之支付當日釐定的公平值沒有考量所有非市場歸屬狀況，基於本集團對最終歸屬之股本工具的估計按直線法於歸屬期支銷，相應增加權益（購股權儲備）。於報告期末，本集團按評估所有相關非市場歸屬狀況以修訂對預期授予之股本工具數量的估計。修訂原有估計的影響（如有）於損益確認，以使累計開支反映經修訂的估計，而相關調整到購股權儲備。就於授出日期立即歸屬之購股權而言，已授出購股權之公平值即時於損益支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to employees (Continued)

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital and share premium, as appropriate. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the management has reviewed the Group's investment properties portfolios and concluded that while the Group's investment properties located in Hong Kong and Singapore are depreciable, they are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation arising from investment properties located in Hong Kong and Singapore, the management determined that the presumption that investment properties measured using the fair value model are recovered through sale is not rebutted.

3. 主要會計政策 (續)

以股份為基礎支付之交易 (續)

以權益結算之股份為基礎支付之交易 (續)

授予僱員之購股權 (續)

當購股權獲行使時，之前於購股權儲備內確認之款項將轉撥至股本及股份溢價，如適用。當購股權於歸屬期後被沒收或於屆滿日期仍未行使時，之前於購股權儲備內確認之款項將轉撥至累計溢利。

4. 主要會計判斷及不確定估計之主要來源

在應用附註3所述之本集團會計政策時，本公司董事須就無法來自其他來源而清楚得悉資產及負債賬面值的，作出判斷、估計及假設。估計及相關假設乃基於過往經驗及其他相關因素。實際結果可能有異於此等估計。

估計及相關假設持續作出檢討。如會計估計之修訂僅影響該期間，修訂將於修訂估計之期間確認，如修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

應用會計政策之主要判斷

除涉及該等估計(見下方)外，以下為本公司董事於應用本集團之會計政策過程中及對綜合財務報表中確認之金額有最重大影響之主要判斷。

投資物業的遞延稅項

就計量採用公平值模式計量的投資物業所產生的遞延稅項負債或遞延稅項資產而言，管理層已檢討本集團之投資物業組合並認為，雖然本集團位於香港及新加坡之投資物業可予折舊，但其並非根據業務目標是隨時間消耗投資物業所包含的絕大部分經濟利益的業務模式持有。因此，在決定本集團位於香港及新加坡之投資物業所產生的遞延稅項時，管理層決定透過銷售收回採用公平值模式計量之投資物業之假設不被推翻。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgments in applying accounting policies (Continued)

Deferred taxation on investment properties (Continued)

For the Group's investment properties located in the PRC, the management concluded that they are depreciable and are being held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred taxation arising from investment properties located in the PRC, the management determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

Investment properties

Some of the Group's assets are measured at fair value for financial reporting purposes. The Group has a designated team to determine the appropriate valuation techniques and key inputs for fair value measurements.

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent they are available. Where Level 1 inputs are not available, the Group engages independent firms of qualified professional property valuers to perform valuation of the Group's investment properties. At the end of the reporting period, the management works closely with the independent firms of qualified professional property valuers to establish and determine the appropriate valuation techniques and key inputs for fair value measurements. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company. Information about the valuation techniques and key inputs used in determining the fair value of the Group's investment properties is disclosed in note 14.

4. 主要會計判斷及不確定估計之主要來源 (續)

應用會計政策之主要判斷 (續)

投資物業的遞延稅項 (續)

就本集團位於中國之投資物業而言，管理層認為其可予折舊及根據業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益的業務模式持有。因此，在決定本集團位於中國的投資物業所產生的遞延稅項時，管理層決定透過銷售收回採用公平值模式計量之投資物業之假設被推翻。

不確定估計之主要來源

以下為有關未來之主要假設，以及於報告期末之其他不確定估計之主要來源，該等估計存在可能導致有關資產之賬面值於下一個財政年度出現重大調整之重大風險。

投資物業

本集團之部分資產就財務報告而言按公平值計量。本集團備有專責團隊，以就公平值計量釐定適當的估值技術及輸入數據。

估計本集團之投資物業公平值時，本集團使用可獲得的市場可觀察數據。倘並無第1級輸入數據，本集團委聘獨立合資格專業物業估值師對本集團之投資物業進行估值。於報告期末，管理層與獨立合資格專業物業估值師行密切合作以建立及釐定公平值計量的適當估值技術及輸入數據。倘資產公平值發生重大變動，會向本公司董事報告波動原因。有關釐定本集團之投資物業公平值所採用估值技術及輸入數據的資料於附註14披露。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impairment assessment of loans receivable

Management regularly reviews the recoverability of loans receivable, which amounted to HK\$265,297,000 (2017: HK\$264,395,000) at 31 March 2018. Appropriate impairment loss for estimated irrecoverable amount is recognised in profit or loss when there is objective evidence that the amount is not recoverable.

The amount of the impairment of loans receivable is estimated based on credit reviews of the outstanding balances from loans receivable and an evaluation of the amounts expected to be recovered with reference to financial background, current creditworthiness, collateral and past collection history of the borrowers. Where the actual future cash flows are less than expected or being revised downward due to changes in facts and circumstances, a material impairment loss or further impairment loss may arise. No impairment allowance on loans receivable is made for both years.

Determination of net realisable value of properties held for development for sale

Management regularly reviews the recoverability of the Group's properties held for development for sale, which are situated in Hong Kong and amounted to HK\$1,634,964,000 (2017: HK\$1,035,792,000) at 31 March 2018, with reference to current market environment whenever events or changes in circumstances indicate that the carrying amount of the assets may exceed its net realisable value. Appropriate write-down for estimated irrecoverable amount is recognised in profit or loss when the net realisable value is below cost. The estimates of net realisable value are determined based on best available information and with reference to valuations made less the anticipated costs to completion. Actual realised amount may differ from estimates, resulting in a decrease or an increase in the net realisable value of the properties held for development for sale and additional write-down or reversal of write-down previously recognised may be required.

4. 主要會計判斷及不確定估計之主要來源 (續)

不確定估計之主要來源 (續)

應收貸款之減值評估

管理層定期檢討應收貸款之可收回能力，於2018年3月31日其金額為265,297,000港元(2017年：264,395,000港元)。當金額有客觀證據不能收回時，就估計不可收回金額於損益確認合適減值虧損。

估計應收貸款之減值金額乃根據就應收貸款尚未償還結餘之信貸檢討及參考借貸人之財務背景、現時信譽、抵押品及過往還款情況而評估預期可收回金額。當實際未來現金流量少於預期或因事實及情況改變而下調，重大減值虧損或進一步減值虧損或會產生。並沒有就兩個年度之應收貸款作出減值撥備。

釐定持作出售發展物業之可變現淨額

管理層定期審閱本集團之持作出售發展物業之可收回能力，其位於香港於2018年3月31日之金額為1,634,964,000港元(2017年：1,035,792,000港元)乃參考現時市場環境中之事件或情況之改變是否顯示資產之賬面值可能超過其可變現淨額。當可變現淨額低於成本時於損益確認按估計不可收回金額之適當減值。釐定估計可變現淨額乃根據最佳可獲得的資料及參考已作出之估值，扣減至完成發展之預計成本。實際可變現金額可能跟估計不同，導致可能需要減少或增加持作出售發展物業之可變現淨額及額外撇銷或撥回之前確認之撇銷。

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For the year ended 31 March 2018 截至2018年3月31日止年度

5. REVENUE

Revenue represents the aggregate of the amounts received or receivable for goods sold, net of discounts, rental income from property leasing and interest income from loan financing during the year. An analysis of the Group's revenue is as follows:

Sales of goods	貨品銷售
Rental income	租金收入
Interest income from loan financing	來自貸款融資之利息收入

6. SEGMENT INFORMATION

Information reported to the Group's chief executive officer, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services provided. This is also the basis of organisation, whereby the management has chosen to organise the Group around differences in products and services.

The Group's operating and reportable segments under HKFRS 8 "Operating segments" are: (a) property investment, (b) property development, (c) investment in securities and (d) loan financing. No operating segments have been aggregated in arriving at the reportable segments of the Group.

In the current year, the directors judge that the previous garment sourcing and exporting segment is no longer an operating and reportable segment in accordance with HKFRS 8. As a result of the changes to reportable segments and segment presentation, the segment revenue and result for the year ended 31 March 2017 and segment assets and liabilities as at 31 March 2017 have been represented to conform to the revised presentation. Segment loss amounting to HK\$662,000, including segment revenue amounting to HK\$195,000 and segment expenses amounting to HK\$857,000, are reclassified to "unallocated corporate income" and "unallocated corporate expenses", respectively, in the segment result for the year ended 31 March 2017. Segment assets and liabilities under the garment sourcing and exporting segment amounting to HK\$667,000 and HK\$265,000 as at 31 March 2017 are grouped into "others" and "unallocated", respectively, under the revised segment reporting. Capital additions and depreciation under the garment sourcing and exporting segment amounting to HK\$15,000 and HK\$66,000, respectively, for the year ended 31 March 2017 are grouped into "unallocated" in the measure of segment profit or loss or segment assets.

5. 營業額

營業額指年內扣除折扣後之貨品銷售之已收或應收金額、來自出租物業之租金收入及來自貸款融資之利息收入總額。本集團之營業額分析如下：

2018	2017
HK\$'000	HK\$'000
千港元	千港元
-	195
33,012	29,384
16,593	6,939
49,605	36,518

6. 分類資料

就資源分配及分類表現評估而言，呈報給本集團之主要經營決策者（「主要經營決策者」）首席行政總裁之資料，乃集中於貨品交付或服務提供之種類。此亦為組織之基準，管理層選擇以此來組織本集團產品及服務之差異。

根據香港財務報告準則第8號「經營分類」，本集團之經營及呈報分類為：(a) 物業投資、(b) 物業發展、(c) 證券投資及 (d) 貸款融資。沒有合計經營分類以成為本集團之呈報分類。

於年內，根據香港財務報告準則第8號董事判斷之前採購及出口成衣分類已不再為經營及呈報分類。更改呈報分類及分類呈列之結果，截至2017年3月31日止年度分類營業額及業績以及於2017年3月31日之分類資產及負債已重列以與經修訂之呈列一致。截至2017年3月31日止年度之分類業績內之分類虧損662,000港元，包括分類營業額195,000港元及分類開支857,000港元分別重新分類至「右分配公司收入」及「右分配公司開支」。於2017年3月31日之經修訂分類呈報，採購及出口成衣分類之分類資產及負債667,000港元及265,000港元已分別歸入「其他」及「右分配」。截至2017年3月31日之年度採購及出口成衣分類之資本添置及折舊分別為15,000港元及66,000港元已歸入「右分配」以計量分類損益或分類資產。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

分類營業額及業績

按經營及呈報分類分析本集團之營業額及業績如下：

For the year ended 31 March 2018

截至2018年3月31日止年度

		Property investment	Property development	Investment in securities	Loan financing	Consolidated
		物業投資	物業發展	證券投資	貸款融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment revenue	分類營業額					
External	外來	33,012	-	-	16,593	49,605
Segment profit (loss)	分類溢利(虧損)	91,258	(4,880)	(1,316)	9,208	94,270
Other gains and losses	其他收益及虧損					1,552
Other expenses	其他開支					(121)
Finance costs	融資成本					(31,373)
Unallocated corporate income	無分配公司收入					7,677
Unallocated corporate expenses	無分配公司開支					(17,397)
Profit before taxation	除稅前溢利					54,608

For the year ended 31 March 2017

截至2017年3月31日止年度

		Property investment	Property development	Investment in securities	Loan financing	Consolidated
		物業投資	物業發展	證券投資	貸款融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment revenue	分類營業額					
External	外來	29,384	-	-	6,939	36,323
Segment profit (loss)	分類溢利(虧損)	10,769	(6,643)	(14,705)	6,774	(3,805)
Other gains and losses	其他收益及虧損					(286)
Other expenses	其他開支					(452)
Finance costs	融資成本					(19,213)
Unallocated corporate income	無分配公司收入					7,272
Unallocated corporate expenses	無分配公司開支					(13,108)
Loss before taxation	除稅前虧損					(29,592)

Note: Rental income generated from properties held for development for sale was included in property investment segment.

附註：由持作出售發展物業產生之租金收入已包括在物業投資分類內。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the result of each segment without allocation of other gains and losses, certain other expenses, finance costs, and unallocated corporate income and expenses. This is the measure reported to the Group's CODM for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

Segment assets	分類資產
Property investment	物業投資
Property development	物業發展
Investment in securities	證券投資
Loan financing	貸款融資
Total segment assets	分類資產總額
Other financial assets	其他金融資產
Bank deposits with original maturity of more than three months	超過三個月到期之銀行存款
Bank balances and cash	銀行結餘及現金
Others	其他
Consolidated assets	綜合資產
Segment liabilities	分類負債
Property investment	物業投資
Property development	物業發展
Investment in securities	證券投資
Loan financing	貸款融資
Total segment liabilities	分類負債總額
Secured bank borrowings	有抵押銀行借貸
Convertible notes	可換股票據
Unallocated	無分配
Consolidated liabilities	綜合負債

6. 分類資料(續)

分類營業額及業績(續)

經營及呈報分類之會計政策與本集團之會計政策相同如附註3所述。分類溢利(虧損)乃各分類之業績，當中沒有分配其他收益及虧損、若干其他開支、融資成本及無分配公司收入及開支。以此計量向本集團之主要經營決策者呈報，作為資源分配及表現評估之參考。

分類資產及負債

按經營及呈報分類分析本集團之資產及負債如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (重列)
1,687,359	1,357,950
1,654,046	1,049,590
210,658	163,329
266,015	265,523
3,818,078	2,836,392
35,618	53,980
-	103,606
125,422	409,884
32,799	3,788
4,011,917	3,407,650
46,614	21,095
29,897	22,743
90	90
10,127	107
86,728	44,035
1,092,660	779,700
69,656	95,801
47,585	35,961
1,296,629	955,497

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For the year ended 31 March 2018 截至2018年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments other than other financial assets, bank deposits with original maturity of more than three months, bank balances and cash and assets used jointly by operating and reportable segments.
- all liabilities are allocated to operating and reportable segments other than secured bank borrowings, liability portion of convertible notes and liabilities for which operating and reportable segments are jointly liable.

Other segment information

For the year ended 31 March 2018

Amounts included in the measure of segment profit or loss or segment assets:

6. 分類資料 (續)

分類資產及負債 (續)

就分類表現監控及就分類間之資源分配而言：

- 除其他金融資產，超過三個月到期之銀行存款、銀行結餘及現金及經營及呈報分類共同使用之資產外，所有資產已分配至經營及呈報分類。
- 除有抵押銀行借貸、可換股票據負債部分及經營及呈報分類共同承擔之負債外，所有負債已分配至經營及呈報分類。

其他分類資料

截至2018年3月31日止年度

已包含在計算分類損益或分類資產之金額：

		Property investment	Property development	Investment			Total
				in securities	Loan financing	Unallocated	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Capital additions	資本添置	229,780	958	-	-	122	230,860
Depreciation	折舊	215	144	-	-	708	1,067
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	-	-	-	-	1,023	1,023
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	-	-	-	7	7
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	72,337	-	-	-	-	72,337
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	-	3,406	-	-	3,406
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	-	45	-	-	45
Loss on fair value change of investments held for trading	持作買賣投資之公平值變動虧損	-	-	2,195	-	-	2,195

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6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 March 2017

Amounts included in the measure of segment profit or loss or segment assets:

6. 分類資料(續)

其他分類資料(續)

截至2017年3月31日止年度

已包含在計算分類損益或分類資產之金額：

		Property investment	Property development	Investment in securities	Loan financing	Unallocated	Total
		物業投資	物業發展	證券投資	貸款融資	無分配	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
						(Re-presented)	
						(重列)	
Capital additions	資本添置	15,162	-	-	-	3,175	18,337
Depreciation	折舊	129	-	-	-	315	444
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	-	-	1	1
Loss on changes in fair value of investment properties	投資物業之公平值變動虧損	12,792	-	-	-	-	12,792
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	-	14,176	-	-	14,176
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	-	5,059	-	-	5,059
Loss on fair value change of investments held for trading	持作買賣投資之公平值變動虧損	-	-	2,374	-	-	2,374
Loss on fair value change of financial assets designated as at FVTPL	按公平值計入損益之金融資產之公平值變動虧損	-	-	1,255	-	-	1,255

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong (place of domicile), the PRC and Singapore.

The Group's revenue from external customers based on location of its customers for segments and information about its non-current assets (excluding financial instruments) by geographical location of the assets are detailed below:

		Revenue from external customers		Non-current assets	
		來自外來客戶之營業額		非流動資產	
		2018	2017	2018	2017
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong (place of domicile)	香港(定居地之國家)	33,109	21,831	1,188,941	914,037
PRC	中國	13,777	11,406	338,694	267,650
Singapore	新加坡	2,719	3,086	162,456	142,298
The United States of America	美國	-	195	-	-
		49,605	36,518	1,690,091	1,323,985

Information about major customers

No revenue from customers contributed over 10% of the total revenue of the Group for any of the two years ended 31 March 2018.

6. 分類資料(續)

地域資料

本集團之營運位於香港(定居地之國家)、中國及新加坡。

本集團來自外來客戶之營業額按其客戶所在地分類及按資產之所在地域劃分之非流動資產(不包括金融工具)資料如下:

主要客戶之資料

截至2018年3月31日止兩個年度本集團並沒有超過營業額10%以上之客戶。

7. OTHER GAINS AND LOSSES

Net exchange gain (loss)	匯兌收益(虧損)淨額	1,335	(286)
Gain on fair value change of convertible note	可換股票據之公平值變動收益	217	-
		1,552	(286)

7. 其他收益及虧損

	2018	2017
	HK\$'000	HK\$'000
	千港元	千港元
	1,335	(286)
	217	-
	1,552	(286)

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Information regarding directors' emoluments

Details of emoluments to the directors of the Company for the year ended 31 March 2018 are as follows:

	Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Wu Koon Yin 吳冠賢	Total 總額
	Kwong Jimmy 鄺長添	Lui Yuk Chu 雷玉珠	Koon Ho Yan 官可欣	Tse Wing Chiu 謝永超	Lai Law Kau* 賴羅球	Kan Ka Hon 簡嘉翰	Lau Sin Ming 劉善明	Foo Tak Ching 傅德禎		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Fees 董事袍金	-	-	-	7	7	140	140	140	140	574
Other emoluments 其他酬金										
- Salaries and other benefits - 薪金及其他福利	1,984	2,043	24	-	-	-	-	-	-	4,051
- Contributions to retirement benefits schemes - 退休福利計劃供款	-	18	1	-	-	-	-	-	-	19
Total directors' emoluments 董事酬金總額	1,984	2,061	25	7	7	140	140	140	140	4,644

* Resigned on 18 April 2017

* 於2017年4月18日辭任

Details of emoluments to the directors of the Company for the year ended 31 March 2017 are as follows:

截至2017年3月31日止年度本公司董事酬金載列如下：

	Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Wu Koon Yin 吳冠賢	Total 總額
	Kwong Jimmy 鄺長添	Lui Yuk Chu 雷玉珠	Koon Ho Yan 官可欣	Tse Wing Chiu 謝永超	Lai Law Kau 賴羅球	Kan Ka Hon 簡嘉翰	Lau Sin Ming 劉善明	Foo Tak Ching 傅德禎		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Fees 董事袍金	-	-	-	140	140	140	140	140	35	735
Other emoluments 其他酬金										
- Salaries and other benefits - 薪金及其他福利	912	1,998	480	-	-	-	-	-	-	3,390
- Equity-settled share-based payment expense (see note 27) - 以權益結算之股份為基礎支付開支(見附註27)	216	216	216	-	-	-	-	-	-	648
- Contributions to retirement benefits schemes - 退休福利計劃供款	-	18	17	-	-	-	-	-	-	35
Total directors' emoluments 董事酬金總額	1,128	2,232	713	140	140	140	140	140	35	4,808

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8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Information regarding directors' emoluments (Continued)

Mr. Kwong Jimmy Cheung Tim is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were for their services as directors of the Company and the Company's subsidiaries.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

(b) Information regarding employees' emoluments

The five highest paid individuals of the Group included two (2017: three) directors whose emoluments were included above for both years. The emoluments of the remaining three (2017: two) highest paid individuals, not being directors, are as follows:

Salaries and other benefits	薪金及其他福利
Equity-settled share-based payment expense	以權益結算之股份為基礎 支付開支
Contributions to retirement benefits schemes	退休福利計劃供款

Their emoluments were within the following bands:

Nil to HK\$1,000,000	零至1,000,000 港元
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至2,500,000 港元

During both years, no emoluments were paid by the Group to the directors and the other three (2017: two) highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, during both years, no director waived any emoluments.

8. 董事及僱員之酬金(續)

(a) 有關董事酬金之資料(續)

鄭長添先生亦為本公司之首席行政總裁及其以上披露之酬金包括彼作為首席行政總裁所提供之服務。

上述顯示之執行董事酬金為彼等有關本公司及本集團管理事務之服務。

上述顯示之非執行董事酬金為彼等作為本公司及本公司之附屬公司董事之服務。

上述顯示之獨立非執行董事酬金為彼等作為本公司董事之服務。

(b) 有關僱員酬金資料

本集團五名最高酬金人士包括兩名(2017年:三名)董事,彼等於兩個年度之酬金已包括在上文內。其餘三名(2017年:兩名),並非董事,最高酬金人士載列如下:

2018 HK\$'000 千港元	2017 HK\$'000 千港元
3,744	2,795
–	216
66	39
3,810	3,050

彼等之酬金介乎下列範圍:

2018 Number of individuals 僱員人數	2017 Number of individuals 僱員人數
2	1
1	1
3	2

於兩個年度,本集團沒有支付酬金予董事及其他三名(2017年:兩名)最高酬金之人士,作為加入或經加入本集團時之獎勵或失去職務之補償。此外,於兩個期間,沒有董事放棄任何酬金。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

9. FINANCE COSTS

Interest on bank borrowings	銀行借貸利息
Effective interest expense on convertible notes	可換股票據之實際利息開支
Less: Amount capitalised in the cost of qualifying assets	減：於合資格資產之成本資本化之金額

Borrowing costs capitalised during the year arose on the general borrowing pool and were calculated by applying a capitalisation rate of 2.52% (2017: 2.45%) per annum to expenditure on qualifying assets.

10. TAXATION

The tax charge (credit) comprises:	稅項開支(計入)包括：
Current tax:	現行稅項：
Hong Kong	香港
Other jurisdiction	其他司法
Under(over)provision in prior years:	過往年度不足(超額)撥備：
Hong Kong	香港
Other jurisdiction	其他司法
Deferred tax (note 25)	遞延稅項(附註25)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

9. 融資成本

2018 HK\$'000 千港元	2017 HK\$'000 千港元
25,313	10,110
17,128	11,050
42,441	21,160
(11,068)	(1,947)
31,373	19,213

年內就整體借貸額資本化借貸成本及採用資本化年利率2.52%(2017: 2.45%)計算作為合資格資產之開支。

10. 稅項

2018 HK\$'000 千港元	2017 HK\$'000 千港元
1	-
112	241
113	241
529	310
(115)	(112)
414	198
542	(3,404)
1,069	(2,965)

兩個年度香港利得稅乃按估計應課稅溢利之16.5%計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

10. TAXATION (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries in the PRC is 25%.

No provision for PRC Enterprise Income Tax has been made as the assessable profit is wholly absorbed by tax losses brought forward for both years.

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

Tax charge (credit) for the year can be reconciled to the results per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 稅項(續)

根據中華人民共和國公佈企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，於中國之附屬公司之稅率為25%。

因應課稅溢利於兩個年度內均被承前稅項虧損全數抵銷，故不計提中國企業所得稅撥備。

其他司法引伸之稅項乃按相關司法之現行稅率計算。

本年度稅項開支(計入)與綜合損益及其他全面收益表業績之對賬如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit (loss) before taxation	除稅前溢利(虧損)	54,608	(29,592)
Tax charge (credit) at the applicable rate of 16.5% (2017: 16.5%)	按適用稅率16.5%(2017年：16.5%)計算之稅項開支(計入)	9,010	(4,883)
Tax effect of income not taxable for tax purposes	無須課稅收入之稅項影響	(23,550)	(11,082)
Tax effect of expenses not deductible for tax purposes	不獲扣稅開支之稅項影響	7,737	8,971
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	6,911	4,314
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之稅項影響	(1,077)	(556)
Effect of different tax rates of subsidiaries operating in other jurisdictions	營運於其他司法之附屬公司之稅率差異之影響	1,740	144
Underprovision in prior years	過往年度撥備不足	414	198
Others	其他	(116)	(71)
Tax charge (credit) for the year	本年度稅項開支(計入)	1,069	(2,965)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

11. PROFIT (LOSS) FOR THE YEAR

11. 本年度溢利(虧損)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit (loss) for the year has been arrived at after charging (crediting):	本年度溢利(虧損)已扣除(計入):		
Directors' emoluments (note 8(a))	董事酬金(附註8(a))	4,644	4,808
Other staff's equity-settled share-based payment expense	其他職工之以權益結算之股份為基礎開支	-	1,435
Other staff costs, including retirement benefits costs	其他職工費用, 包括退休福利成本	12,421	9,021
Total staff costs (including directors' emoluments)	職工成本總額(包括董事酬金)	17,065	15,264
Auditor's remuneration	核數師酬金	2,089	1,916
Cost of inventories recognised as an expense	已確認為開支之存貨成本	-	171
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,067	444
(Gain) loss on disposal on property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(7)	1
and after crediting to other income:	及於其他收入計入:		
Bank and other interest income	銀行及其他利息收入	2,367	6,421
Dividend income from listed investments	上市投資之股息收入	4,537	4,247
Gain on disposal of available-for-sale investments	出售可供出售投資收益	45	5,059

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For the year ended 31 March 2018 截至2018年3月31日止年度

12. BASIC AND DILUTED EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to owners of the Company is based on the following data:

Profit (loss)	溢利(虧損)
Profit (loss) for the purpose of basic and diluted earnings (loss) per share	就每股基本及攤薄盈利(虧損)而言之盈利(虧損)
Effect of dilutive potential ordinary shares:	對可攤薄潛在普通股股份之影響：
Interest on convertible notes (net of income tax)	可換股票據之利息(扣除利得稅)
Earnings (loss) for the purpose of diluted earnings (loss) per share	就每股攤薄盈利而言之溢利(虧損)
Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of basic and diluted earnings (loss) per share	就每股基本及攤薄盈利(虧損)而言之加權平均普通股股份數目
Effect of dilutive potential ordinary shares:	對可攤薄潛在普通股股份之影響：
Convertible notes	可換股票據
Weighted average number of ordinary shares for the purpose of diluted earnings (loss) per share	就每股攤薄盈利(虧損)而言之加權平均普通股股份數目

The computation of diluted earnings per share for the year ended 31 March 2018 does not assume the conversion of 2014 Convertible Note (as defined in note 23(a)) and 2015 Convertible Note (as defined in note 23(b)) as their assumed exercise would result in an increase in earnings per share.

The computation of diluted loss per share for the year ended 31 March 2017 does not assume the exercise of the Company's outstanding share options as the exercise would result in a decrease in loss per share.

Diluted loss per share for the year ended 31 March 2017 is the same as basic loss per share as conversion of the Company's outstanding convertible notes would result in a decrease in loss per share.

12. 每股基本及攤薄盈利(虧損)

本公司股東應佔之每股基本及攤薄盈利(虧損)乃根據以下資料計算：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
53,539	(26,627)
2,675	-
56,214	(26,627)
2018 '000 千	2017 '000 千
2,315,018	1,368,624
304,997	-
2,620,015	1,368,624

計算截至2018年3月31日止年度每股攤薄盈利並沒有假設行使兌換2014年可換股票據(如附註23(a)所定義)及2015年可換股票據(如附註23(b)所定義)因其假設行使會增加每股盈利。

計算截至2017年3月31日止年度每股攤薄虧損並沒有假設行使本公司尚未行使之購股權因行使會減少每股虧損。

截至2017年3月31日止年度每股攤薄虧損與每股基本虧損相同因兌換本公司尚未兌換之可換股票據會減少每股虧損。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

13. PROPERTY, PLANT AND EQUIPMENT

COST

At 1 April 2016	於2016年4月1日
Exchange adjustments	匯兌調整
Additions	添置
Disposals	出售
At 31 March 2017	於2017年3月31日
Exchange adjustments	匯兌調整
Additions	添置
Disposals	出售
At 31 March 2018	於2018年3月31日

DEPRECIATION AND IMPAIRMENT

At 1 April 2016	於2016年4月1日
Exchange adjustments	匯兌調整
Provided for the year	本年度撥備
Eliminated on disposals	於出售時撇銷
At 31 March 2017	於2017年3月31日
Exchange adjustments	匯兌調整
Provided for the year	本年度撥備
Eliminated on disposals	於出售時撇銷
At 31 March 2018	於2018年3月31日

CARRYING VALUES

At 31 March 2018	於2018年3月31日
At 31 March 2017	於2017年3月31日

The above items of property, plant and equipment are depreciated on a straight-line basis over the following useful lives:

Furniture, fixtures and equipment	3 to 10 years
Motor vehicles	5 years

13. 物業、廠房及設備

Furniture, fixtures and equipment 傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
641	1,348	1,989
(5)	(36)	(41)
2,992	566	3,558
(30)	(319)	(349)
3,598	1,559	5,157
13	112	125
475	958	1,433
(76)	(576)	(652)
4,010	2,053	6,063
397	1,061	1,458
(4)	(24)	(28)
324	120	444
(30)	(303)	(333)
687	854	1,541
11	80	91
715	352	1,067
(18)	(576)	(594)
1,395	710	2,105
2,615	1,343	3,958
2,911	705	3,616

上述各項物業、廠房及設備均以直線法根據以下之可使用年期計算折舊：

傢俬、裝置及設備	3至10年
汽車	5年

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

14. INVESTMENT PROPERTIES

14. 投資物業

		Completed investment properties 已完成投資物業 HK\$'000 千港元	Investment properties under development 發展中投資物業 HK\$'000 千港元	Total 總額 HK\$'000 千港元
FAIR VALUE	公平值			
At 1 April 2016	於2016年4月1日	1,302,977	30,339	1,333,316
Exchange adjustments	匯兌調整	(13,625)	(1,309)	(14,934)
Additions	添置	-	14,779	14,779
(Decrease) increase in fair value recognised in profit or loss	於損益確認之公平值(減少)增加	(15,219)	2,427	(12,792)
Reclassification	重新分類	18,221	(18,221)	-
At 31 March 2017	於2017年3月31日	1,292,354	28,015	1,320,369
Exchange adjustments	匯兌調整	33,265	1,235	34,500
Additions	添置	203,356	26,071	229,427
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	70,407	1,930	72,337
Reclassification	重新分類	57,251	(57,251)	-
At 31 March 2018	於2018年3月31日	1,656,633	-	1,656,633

All of the Group's leasehold interests in land held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

本集團所有於經營租約項下賺取租金之土地租約權益乃以公平值模式計量及分類為投資物業列賬。

The fair values of the Group's investment properties at the end of the reporting periods were arrived at on the basis of valuation carried out as at these dates by the following independent firms of qualified professional property valuers not connected with the Group:

本集團於報告期末之投資物業公平值乃按以下與本集團沒有關連之獨立合資格專業物業估值師行於該等日期進行估值之基準釐定。

Name of valuer	Location of investment properties	Valuer's name	Investment properties location
At 31 March 2018 and 2017		於2018年及2017年3月31日	
Vigers Appraisal and Consulting Limited	Hong Kong	威格斯資產評估顧問有限公司	香港
Vigers Appraisal and Consulting Limited	PRC	威格斯資產評估顧問有限公司	中國
Edmund Tie & Company (SEA) Pte Ltd	Singapore	Edmund Tie & Company (SEA) Pte Ltd	新加坡

During the year ended 31 March 2018, the Group completed the construction of certain investment properties under development in the PRC and these properties were leased out immediately for rental income. Hence the relevant properties amounting to Renminbi ("RMB") 47,227,000 (equivalent to HK\$57,251,000) (2017: RMB16,000,000 (equivalent to HK\$18,221,000)) were reclassified from investment properties under development to completed investment properties.

截至2018年3月31日止年內，本集團完成興建若干位於中國之發展中投資物業並已隨即出租該等物業以賺取租金收入。因此，重新分類金額為人民幣(「人民幣」)47,227,000元(相等於57,251,000港元)(2017年：人民幣16,000,000元(相等於18,221,000港元))之相關物業由發展中投資物業至已完成投資物業。

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For the year ended 31 March 2018 截至2018年3月31日止年度

14. INVESTMENT PROPERTIES (Continued)

The gain arising on changes in fair value of investment properties of HK\$72,337,000 was recognised in profit or loss during the year ended 31 March 2018 (2017: loss of HK\$12,792,000).

The following table gives information about how the fair values of the investment properties are determined (in particular, the valuation techniques and key inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

14. 投資物業(續)

截至2018年3月31日止年度之投資物業之公平值變動收益72,337,000港元(2017年：虧損12,792,000港元)已於損益確認。

下表列示有關釐定投資物業的公平值之資料(特別是所使用之估值方法及輸入數據)，以及根據輸入數據之可觀察程度劃分的公平值等級(第1至第3級)之公平值計量。

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For the year ended 31 March 2018 截至2018年3月31日止年度

14. INVESTMENT PROPERTIES (Continued)

14. 投資物業 (續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2018 HK\$'000 千港元	2017 HK\$'000 千港元				
Commercial units in Hong Kong 於香港之商業單位	187,500	192,273	Level 3 第3級	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which is ranged from HK\$89,400 to HK\$289,352 (2017: HK\$82,002 to HK\$302,298) per square foot 每平方尺售價，採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等，每平方尺介乎89,400港元至289,352港元(2017年：82,002港元至302,298港元)	The higher the price per square foot, the higher the fair value 每平方尺售價愈高，公平值愈高

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For the year ended 31 March 2018 截至2018年3月31日止年度

14. INVESTMENT PROPERTIES (Continued)

14. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2018 HK\$'000 千港元	2017 HK\$'000 千港元				
Commercial units in Hong Kong 於香港之商業單位	832,400	593,600	Level 3 第3級	Residual value approach – price per net saleable area 餘值法 – 可出售淨面積售價	Price per net saleable area per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which is HK\$32,281 (2017: HK\$27,581) per square foot 每平方尺可出售淨面積售價，採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等，每平方尺32,281港元(2017年：27,581港元)	The higher the price per net saleable area, the higher the fair value 每平方尺可出售面積售價愈高，公平值愈高
				– estimated construction and professional costs to complete – 估計至完成之建築及專業成本	Estimated construction and professional costs to complete per square foot, which is HK\$4,681 (2017: HK\$4,201) 估計至完成之每平方尺建築及專業成本，其為4,681港元(2017年：4,201港元)	The higher the estimated construction and professional costs to complete per square foot, the lower the fair value 估計至完成之每平方尺建築及專業成本愈高，公平值愈低

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For the year ended 31 March 2018 截至2018年3月31日止年度

14. INVESTMENT PROPERTIES (Continued)

14. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2018 HK\$'000 千港元	2017 HK\$'000 千港元				
Industrial units in Hong Kong 於香港之工業單位	83,700	78,160	Level 3 第3級	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as size of property etc., which is ranged from HK\$4,500 to HK\$5,163 (2017: HK\$4,202 to HK\$5,163) per square foot 每平方尺售價，採用市場直接可比較的及考慮位置以及其他個別因素如物業大小等，每平方尺介乎4,500港元至5,163港元(2017年：4,202港元至5,163港元)	The higher the price per square foot, the higher the fair value 每平方尺售價愈高，公平值愈高
Residential units in Hong Kong 於香港之住宅單位	52,400	46,870	Level 3 第3級	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法 – 基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location, age and other individual factors, which is ranged from HK\$7,326 to HK\$18,417 (2017: HK\$6,708 to HK\$18,417) per square foot 每平方尺售價，採用市場直接可比較的及考慮位置、年數以及其他個別因素等，每平方尺介乎7,326港元至18,417港元(2017年：6,708港元至18,417港元)	The higher the price per square foot, the higher the fair value 每平方尺售價愈高，公平值愈高

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14. INVESTMENT PROPERTIES (Continued)

14. 投資物業(續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2018 HK\$'000 千港元	2017 HK\$'000 千港元				
Residential units in Singapore 於新加坡之住宅單位	162,456	142,298	Level 3 第3級	Direct comparison method – based on market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject property 直接比較法—基於同類物業之市場可觀察交易並經調整以反映目標物業之位置及狀況	Price per square foot, using market direct comparables and taking into account of location and other individual factors such as road frontage, size of property, etc., which is ranged from HK\$18,391 to HK\$19,425 (2017: HK\$16,086 to HK\$17,055) per square foot 每平方米售價，採用市場直接可比較的及考慮位置以及其他個別因素如臨街道路、物業大小等，每平方米介乎18,391港元至19,425港元(2017年：16,086港元至17,055港元)	The higher the price per square foot, the higher the fair value 每平方米售價愈高，公平值愈高
Industrial units in the PRC 於中國之工業單位	338,177	239,153	Level 3 第3級	income capitalisation of net income with provisions for reversionary income potential 收入淨額計算之收入資本化法並就歸屬的收入潛力計提撥備	Capitalisation rate, which is 7.5% (2017: 8.5%) per annum 資本化率，每年為7.5%(2017年：8.5%)	The higher the capitalisation rate, the lower the fair value 資本化率愈高，公平值愈低
				Monthly rental rate, taking into account of market comparables, which is RMB8.3 (2017: RMB8.5) per square metre 市場每月租值，考慮市場可比較的，每平方米為人民幣8.3元(2017年：人民幣8.5元)	The higher the monthly rental rate, the higher the fair value 市場每月租值愈高，公平值愈高	

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14. INVESTMENT PROPERTIES (Continued)

14. 投資物業 (續)

Investment properties held by the Group 本集團持有之投資物業	Fair value at 31 March 於3月31日之公平值	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值方法及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度	
	2018 HK\$'000 千港元	2017 HK\$'000 千港元				
Investment properties under development in the PRC 於中國之發展中物業	-	28,015	Level 3 第3級	Income capitalisation of net income with provisions for reversionary income potential 收入淨額計算之收入資本化法並就歸屬的收入潛力計提撥備	Capitalisation rate, which is nil (2017: 8.5%) per annum 資本化率，每年為無(2017年：8.5%) Monthly rental rate, taking into account of direct market comparables, which is nil (2017: RMB9) per square metre 市場每月租值，考慮直接市場可比較的，每平方米為無(2017年：人民幣9元)	The higher the capitalisation rate, the lower the fair value 資本化率愈高，公平值愈低 The higher the monthly rental rate, the higher the fair value 市場每月租值愈高，公平值愈高
	<u>1,656,633</u>	<u>1,320,369</u>				

In estimating the fair value of the investment properties, except for those investment properties held for future development, the highest and best use of the properties is their current use.

於估算投資物業之公平值時，除投資物業持作將來發展外，物業之最有效及最合適使用乃其現時之使用方式。

15. LOANS RECEIVABLE

15. 應收貸款

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Fixed-rate loans receivable 定息應收貸款	<u>265,297</u>	264,395
Analysed as: Current portion Non-current portion	分析為： 流動部分 非流動部分	
	<u>218,373</u> <u>46,924</u>	220,069 44,326
	<u>265,297</u>	264,395

At 31 March 2018, the range of interest rate on the Group's loans receivable is 4% to 8.32% (2017: 4% to 8%) per annum.

於2018年3月31日，本集團之應收貸款年利率介乎4%至8.32%(2017年：每年4%至8%)。

Before granting loans to outsiders, the Group assesses the potential borrower's credit quality and defines credit limits granted to each borrower. The credit limits attributed to the borrowers are reviewed by the management regularly.

在授出貸款予外來者前，本集團評估潛在借款人之信貸質素及釐定授予每位借款人之信貸額。管理層定期檢討借款人之信貸額。

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15. LOANS RECEIVABLE (Continued)

The Group has a policy for assessing the impairment on loans receivable on an individual basis. The assessment also includes evaluation of collectability of accounts and management's judgment, including the financial background, current creditworthiness, collateral and past collection history of each borrower.

In determining the recoverability of loans receivable, the Group considers any change in the credit quality of the loans receivable from the date credit was initially granted up to the reporting date. This includes assessing the credit history of the borrowers, such as financial difficulties or default in payments, and current market conditions.

The management closely monitors the credit quality of loans receivable and considers loans receivable amounting to HK\$265,297,000 at 31 March 2018 (2017: HK\$264,395,000) that are neither past due nor impaired to be of good credit quality and no impairment loss was identified. At 31 March 2018 and 2017, no loans receivable are past due at the end of the reporting period for which the Group has not provided for impairment loss.

No ageing analysis is disclosed, as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of business of loan financing.

The loans receivable are denominated in HKD and RMB, functional currencies of the relevant group entities, at the end of the reporting period.

16. AVAILABLE-FOR-SALE INVESTMENTS

Equity securities listed in Hong Kong, at market value	於香港上市之 股本證券，按市值
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17. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

The Group's properties held for development for sale are situated in Hong Kong.

At 31 March 2018, the amount of properties held for development for sale which are expected to be completed within twelve months after the end of the reporting period is HK\$774,478,000, and the remaining amount which are expected to be completed more than twelve months after the end of the reporting period is HK\$860,486,000 (2017: HK\$1,035,792,000).

At 31 March 2018 and 2017, the Group performed assessment of net realisable value on its properties held for development for sale with reference to valuations made by independent qualified professional property valuers not connected with the Group. The valuations were arriving at by using the residual method. At 31 March 2018 and 2017, no further write-down is considered necessary.

15. 應收貸款(續)

本集團按個別基準之政策評估應收貸款之減值。該評估亦包括賬戶可收回狀況之評估及就包括每名借款人之財務背景、現時信譽、抵押及過往還款情況之管理層之判斷。

於釐定應收貸款之可收回狀況，本集團考慮應收貸款自最初授出信貸直至報告日期之信貸質素之任何改變。當中包括評估借款人之信貸歷史，如財務困難或違約還款，及現時市場狀況。

管理層緊密監控應收貸款之信貸質素，認為於2018年3月31日沒有過期及減值之應收貸款265,297,000港元(2017年：264,395,000港元)為有良好信貸質素及並無減值虧損。於2018年及2017年3月31日，本集團於報告期末並無應收貸款過期，故無計提減值虧損。

不披露賬齡分析，因本公司董事認為，就貸款融資業務性質而言，賬齡分析並沒有額外價值。

應收貸款於報告期末以相關集團實體之功能貨幣港元及人民幣列值。

16. 可供出售投資

2018	2017
HK\$'000	HK\$'000
千港元	千港元

207,213	158,541
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17. 持作出售發展物業

本集團之持作出售發展物業乃位於香港。

於2018年3月31日，持作出售發展物業預期於報告期末後十二個月內完成之金額為774,478,000港元，及預期於報告期末後超過12個月完成之餘額為860,486,000港元(2017年：1,035,792,000港元)。

於2018年及2017年3月31日，本集團已就持作出售發展物業進行可變現淨值評估乃參考與本集團沒有關連之獨立合資格專業物業估值師之估值。該等估值乃根據餘值法得出。於2018年及2017年3月31日，沒有需要作出進一步減值。

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18. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項
Prepayments (note (a))	預付款項(附註(a))
Interest receivable	應收利息
Refundable stamp duty (note (b))	應退印花稅(附註(b))
Other receivables	其他應收款項

Notes:

- (a) At 31 March 2018, the amount includes consultant fee of a property redevelopment project, amounting to HK\$13,466,000 (2017: HK\$2,000), which will be reclassified to "properties held for development for sale" when the property redevelopment project commences.
- (b) In accordance with the provisions of the Hong Kong Stamp Duty Ordinance, the Group will apply for refund of the stamp duty paid when the property redevelopment project commences. At 31 March 2018, the amount is included in the Group's current assets in the consolidated statement of financial position as it is expected that the refund of stamp duty will be received within twelve months.
- (c) Information about the property redevelopment project referred to in (a) and (b) above is set out in the Company's circular of the Company dated 12 September 2017 and announcement dated 29 September 2017.

The Group did not grant any credit period to its tenants in property investment segment. The aged analysis of trade receivables, based on the invoice date, at the end of the reporting period is as follows:

0-60 days	0-60 日
61-90 days	61-90 日

The management closely monitors the credit quality of trade and other receivables and considers trade and other receivables that are neither past due nor impaired to be of good credit quality.

Included in the Group's trade receivable balances are debtors with aggregate carrying amount of HK\$258,000 (2017: HK\$173,000) which are past due at the reporting date for which the Group has not provided for allowance. The Group does not hold any collateral over these balances.

18. 貿易及其他應收款項

2018	2017
HK\$'000	HK\$'000
千港元	千港元
1,789	1,950
16,008	5,177
814	1,398
28,463	28,463
2,802	3,183
49,876	40,171

附註：

- (a) 於2018年3月31日，該金額包括一項物業重建項目之諮詢費為13,466,000港元(2017年：2,000港元)，當物業重建項目開始時該金額將重新分類至「持作出售發展物業」。
- (b) 根據香港印花稅法例之條款，當物業重建項目開始時，本集團將申請退回已支付印花稅。於2018年3月31日，此金額包括在本集團綜合財務狀況表內之流動資產內因預期印花稅退款將於十二個月內收回。
- (c) 有關上述(a)及(b)項所述之物業重建項目已載於本公司日期為2017年9月12日之通函及本公司日期為2017年9月29日之公佈。

本集團並沒有給予於物業投資分類之租戶賒賬期。根據發票日期，貿易應收款項於報告期末之賬齡分析如下：

2018	2017
HK\$'000	HK\$'000
千港元	千港元
1,757	1,946
32	4
1,789	1,950

管理層緊密監控貿易及其他應收款項之信貸質素及認為沒有過期及減值之貿易及其他應收款項為有良好信貸質素。

於報告日期，本集團之貿易應收款項結餘中，賬面值合共258,000港元(2017年：173,000港元)為已過期但沒有計提撥備。本集團並沒有就該等結餘持有任何抵押。

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18. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables which are past due but not impaired:

Overdue by 1 to 60 days	已過期1至60日
Overdue by 61 to 90 days	已過期61至90日

The Group's trade and other receivables that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

United States dollars ("US\$" or "USD")	美元
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19. INVESTMENTS HELD FOR TRADING

The investments held for trading comprise equity securities listed in Hong Kong and are stated at fair value which are based on the quoted market bid prices on the Stock Exchange.

20. OTHER FINANCIAL ASSETS

At 31 March 2018 and 2017, other financial assets included principal protected deposits denominated in RMB issued by banks in the PRC. The principal protected deposits contain embedded derivative, the interest rate of which is determined with reference to the exchange rate of USD against HKD and ranges from 1.40% to 4.05% (2017: 1.40% to 3.48%) per annum with original maturity of three months. The principal protected deposits are designated as at FVTPL at initial recognition.

18. 貿易及其他應收款項(續)

已過期但未減值之貿易應收款項之賬齡分析如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
226	169
32	4
258	173

本集團以有關集團實體功能貨幣以外之貨幣列值之貿易及其他應收款項載列如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
-	223

19. 持作買賣投資

持作買賣投資包括於香港上市之證券並按照聯交所之市場上所報之出價之公平值呈列。

20. 其他金融資產

於2018年及2017年3月31日，其他金融資產包括於中國的銀行發行以人民幣列值之保本存款。保本存款包含內含衍生項目，息率之釐定乃參考美元兌港元之兌換率及年利率由介乎1.40%至4.05% (2017年：1.40%至3.48%) 及三個月到期。保本存款於初次確認時介定為按公平值計入損益。

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21. BANK DEPOSITS WITH ORIGINAL MATURITY OF MORE THAN THREE MONTHS/BANK BALANCES AND CASH

Bank deposits with original maturity of more than three months

At 31 March 2017, the Group placed time deposits amounting to US\$13,351,000 (equivalent to approximately HK\$103,606,000) with a financial institution in Hong Kong with original maturity of more than three months. They carried interest at a fixed rate of 1.28% per annum.

Bank balances and cash

The bank balances and cash held by the Group comprise short-term bank deposits with an original maturity of three months or less, at prevailing market interest rates ranging from 0.001% to 1.28% (2017: 0.001% to 1.5%) per annum.

The Group's bank balances and cash that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

USD 美元

21. 超過三個月到期之銀行存款／銀行結餘及現金

超過三個月到期之銀行存款

於2017年3月31日，本集團與一間於香港的金融機構做13,351,000美元（相等於約103,606,000港元）之超過三個月到期之定期存款。其固定年息率為1.28%。

銀行結餘及現金

本集團持有之銀行結餘及現金包括按現行市場利率介乎0.001%至1.28%（2017年：0.001%至1.5%）之三個月或之前到期之短期銀行存款。

本集團以有關集團實體功能貨幣以外之貨幣列值之銀行及現金結餘載列如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
63	60,229

22. TRADE AND OTHER PAYABLES

Trade payables aged within 30 days (note (a))	貿易應付款項在30日內（附註(a)）	3,770	7,213
Retention payable (note (b))	應付保修金（附註(b)）	16,075	6,233
Rental deposits received and rental received in advance	已收租金按金及預收租金	15,508	11,712
Guarantee money received (note (c))	已收保證金額（附註(c)）	10,000	-
Accruals	預提費用	37,721	13,598
Convertible note interest payable	可換股票據應付利息	-	3,105
Other taxes payable	其他應付稅項	4,846	5,802
Other payables	其他應付款項	1,798	1,049
		89,718	48,712

Notes:

- (a) The aged analysis of trade payables is determined based on the invoice date, at the end of the reporting period. The average credit period on purchases of goods is 30 days.
- (b) Retention payable is withheld from subcontractors for construction works and will be released within twelve months upon completion of their works.
- (c) The amount at 31 March 2018 represents money received from a borrower of the loan financing business as security for loan granted.

22. 貿易及其他應付款項

2018 HK\$'000 千港元	2017 HK\$'000 千港元
3,770	7,213
16,075	6,233
15,508	11,712
10,000	-
37,721	13,598
-	3,105
4,846	5,802
1,798	1,049
89,718	48,712

附註：

- (a) 貿易應付款項於報告期末之賬齡分析乃根據發票日期釐定。購貨之平均賬期為30日。
- (b) 應付保修金乃就建築工程未付予承建商及將於工程完結時十二個月內支付。
- (c) 於2018年3月31日之金額代表來自貸款融資業務之一位借款人就授出貸款作為抵押之已收金額。

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS

- (a) On 27 March 2014, the Company issued 2% convertible note due 2019 at an aggregate principal amount of HK\$100,000,000 to Easyknit International (the “2014 Convertible Note”).

The 2014 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2014 Convertible Note on 27 March 2014 and its settlement date on 27 March 2019 at a conversion price of HK\$0.68 per conversion share (subject to anti-dilutive adjustments). On 3 April 2014 and 29 August 2014, the conversion rights attaching to the 2014 Convertible Note were partially exercised for HK\$20,000,000 and HK\$60,000,000, respectively, and a total of 122,869,707 conversion shares were issued upon conversion. Pursuant to the adjustment provisions in the terms and conditions of the 2014 Convertible Note, adjustments have since been made to the conversion price of the 2014 Convertible Note in a number of instances. The last adjusted conversion price is HK\$22.72 per conversion share with effect from 9 October 2015. On 31 March 2018, the 2014 Convertible Note with principal amount of HK\$20,000,000 remained outstanding. Assuming full conversion of the 2014 convertible note at an adjusted conversion price of HK\$22.72 at 31 March 2018, the 2014 Convertible Note will be convertible into 880,281 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the 2014 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 2% per annum will be paid semi-annually in arrears up until the settlement date.

The 2014 Convertible Note contains two components, liability and equity elements. The equity component is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component of the 2014 Convertible Note is 16.98% per annum at the date of initial recognition.

23. 可換股票據包含負債及權益成分

- (a) 於2014年3月27日，本公司以本金總額100,000,000港元發行於2019年到期之2%可換股票據予永義國際（「2014年可換股票據」）。

2014年可換股票據以港元列值及持有人享有以每股兌換股份0.68港元之兌換價（需按反稀釋調整改變），於2014年3月27日之2014年可換股票據發行日及其於2019年3月27日之結算日期間之任何時間，兌換票據為本公司之普通股股份。於2014年4月3日及2014年8月29日，分別為20,000,000港元及60,000,000港元附帶於2014年可換股票據之換股權已獲部分行使，於兌換時發行總數122,869,707股兌換股份。根據2014年可換股票據之規則與條例內之調整條款，2014年可換股票據之兌換價已就若干情況予以調整。最後經調整之兌換價為每股兌換股份22.72港元於2015年10月9日生效。於2018年3月31日，2014年可換股票據仍未償還本金額為20,000,000港元。假設以每股22.72港元之經調整兌換價，於2018年3月31日全面兌換2014年可換股票據，2014年可換股票據可兌換為本公司之股本內每股票面值0.01港元之880,281股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘2014年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率2%之利息則每半年期末支付利息，直至結算日為止。

2014年可換股票據包含兩個成分，負債及權益成分。權益成分列於「可換股票據權益儲備」之權益。2014年可換股票據負債成分於初始確認日期時之實際利率為年息率為16.98%。

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (b) On 12 June 2015, the Company issued 2% convertible note due 2017 at an aggregate principal amount of HK\$86,000,000 to Madian Star Limited (“Madian”), an independent third party (the “2015 Convertible Note”).

The 2015 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2015 Convertible Note on 12 June 2015 and its settlement date on 12 June 2017 at a conversion price of HK\$0.85 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the 2015 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the 2015 Convertible Note at its own discretion on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. Pursuant to the adjustment provisions in the terms and conditions of the 2015 Convertible Note, adjustments have been made to the conversion price of the 2015 Convertible Note from HK\$0.85 per share to HK\$1.81 per share with effect from 9 October 2015 as a result of a capital reorganisation and the completion of the issue of rights share, and further to HK\$0.33 per share with effect from 7 January 2016 as a result of the entering into a deed of amendment to revise the conversion price which was approved by the shareholders at a special general meeting of the Company held on 7 January 2016.

On 1 March 2017, the Company entered into the second deed of amendment with Madian to further revise the terms of the 2015 Convertible Note. According to the second deed of amendment, (i) the exercise period of the 2015 Convertible Note is revised from 2 years to 7 years (i.e. the settlement date is extended to 12 June 2022); (ii) the conversion price is revised from HK\$0.33 per conversion share to HK\$0.16 per conversion share; and (iii) the annual interest rate is revised from 2% to 3% and the interest will be payable semi-annually in arrears instead of in one lump sum on the settlement date. The second deed of amendment was approved by the shareholders at a special general meeting of the Company held on 26 April 2017. The modification of the terms was determined to be substantial and hence resulted in the extinguishment of the original liability component of the 2015 Convertible Note and the recognition of new liability and equity components (the “New 2015 Convertible Note”), resulting in a net loss on modification of terms of convertible note amounting to HK\$1,023,000 recognised in profit or loss.

23. 可換股票據包含負債及權益成分 (續)

- (b) 於2015年6月12日，本公司以本金總額86,000,000港元發行於2017年到期之2%可換股票據予Madian Star Limited(「Madian」)，一名獨立第三方(「2015年可換股票據」)。

2015年可換股票據以港元列值及持有人享有以每股兌換股份0.85港元之兌換價(需按反稀釋調整改變)，於2015年6月12日之2015年可換股票據發行日及其於2017年6月12日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同直至及包括贖回日期之所有應付未付利息予以贖回2015年可換股票據。本公司亦可按其意願在到期日前任何營業日期內，以100%未償還本金金額連同直至及包括贖回日期之所有應付未付利息予以贖回2015年可換股票據。根據2015年可換股票據之規則與條例內之調整條款，股本重組及完成供股導致2015年可換股票據之兌換價由2015年10月9日起由每股0.85港元調整至每股1.81港元，於2016年1月7日本公司舉行之股東特別大會上獲股東批准簽訂更改兌換價之契約導致兌換價由2016年1月7日起進一步調整至每股0.33港元。

於2017年3月1日，本公司及Madian訂立第二份修訂契據以進一步修訂2015年可換股票據條款。根據第二份修訂契據，(i) 2015年可換股票據行使期由2年改為7年(即結算日延長至2022年6月22日)；(ii) 兌換價將由每股兌換股份0.33港元修訂為每股兌換股份0.16港元；及(iii) 利息年利率由2厘修訂為3厘及將按每半年期末支付一次而不是在結算日一次過支付。第二份修訂契據已於2017年4月26日召開之本公司股東特別大會上獲股東批准。該等條款之修訂已確定為重大並因此導致2015年可換股票據之原來負債部份失效及確認新負債及權益部份(「新2015可換股票據」)，更改可換股票據條款導致淨虧損金額1,023,000港元於損益確認。

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

(b) (Continued)

On 31 March 2018, the New 2015 Convertible Note with principal amount of HK\$86,000,000 remained outstanding. Assuming full conversion of the New 2015 Convertible Note at a revised conversion price of HK\$0.16 at 31 March 2018, the New 2015 Convertible Note will be convertible into 537,500,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the New 2015 Convertible Note is not converted during the revised conversion period up to the revised maturity date, it will be redeemed on the revised maturity date at par with outstanding accrued interest. Interest of 3% per annum as revised under the second deed of amendment will be paid semi-annually in arrears up until the revised settlement date.

Each of the 2015 Convertible Note and New 2015 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the New 2015 Convertible Note is 23.66% per annum at the date of initial recognition.

23. 可換股票據包含負債及權益成分 (續)

(b) (續)

於2018年3月31日，新2015年可換股票據仍未償還本金額為86,000,000港元。假設以每股0.16港元之經修訂兌換價，於2018年3月31日全面兌換新2015年可換股票據，新2015年可換股票據可兌換為本公司每股票面值0.01港元之537,500,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘新2015年可換股票據於兌換期間直至經修訂到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。根據第二份修訂契約經修訂年息率3%之利息將在每半年期末支付一次直至經修訂結算日為止。

2015年可換股票據及新2015年可換股票據包含負債成分、權益成分、與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。新2015年可換股票據之負債成分於初始確認日期之實際利率為年息率為23.66%。

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (c) On 27 July 2016, the Company issued 2% convertible note due 2019 at an aggregate principal amount of HK\$50,000,000 to Able Merchant Limited, an independent third party (the “2016 Convertible Note”).

The 2016 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2016 Convertible Note on 27 July 2016 and its settlement date on 27 July 2019 at a conversion price of HK\$0.225 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the 2016 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the 2016 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 11 August 2016, 19 August 2016, 26 August 2016 and 7 November 2016, the conversion rights attaching to the 2016 Convertible Note were exercised for HK\$4,500,000, HK\$6,750,000, HK\$4,500,000 and HK\$34,250,000, respectively, and a total of 222,222,222 conversion shares were issued upon conversion. The conversion rights attached to the 2016 Convertible Note were fully exercised.

Conversion shares were allotted and issued upon exercise of the conversion rights. Interest of 2% per annum were paid semi-annually in arrears up until the conversion rights attached to the 2016 Convertible Note were fully exercised.

The 2016 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component of the 2016 Convertible Note is 23.73% per annum at the date of initial recognition.

23. 可換股票據包含負債及權益成分 (續)

- (c) 於2016年7月27日，本公司以本金總額50,000,000港元發行於2019年到期之2%可換股票據予Able Merchant Limited，一名獨立第三方（「2016年可換股票據」）。

2016年可換股票據以港元列值及持有人享有以每股兌換股份0.225港元之兌換價（需按反稀釋調整改變），於2016年7月27日之2016年可換股票據發行日及其於2019年7月27日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回2016年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回2016年可換股票據。於2016年8月11日、2016年8月19日、2016年8月26日及2016年11月7日，行使附隨於2016年可換股票據之兌換權分別為4,500,000港元、6,750,000港元、4,500,000港元及34,250,000港元，並於兌換時合共發行222,222,222股兌換股份。附隨於2016年可換股票據之兌換權已全面行使。

於行使兌換權時將會配發及發行兌換股份。年息率2%之利息則每半年期末支付利息，直至結算日為止。

2016年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。2016年可換股票據之負債成分於初始確認時之實際利率為年息率為23.73%。

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (d) On 11 May 2017, the Company issued 3% convertible note due 2022 at an aggregate principal amount of HK\$16,000,000 to Easyknit International (the "First 2017 Convertible Note").

The First 2017 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the First 2017 Convertible Note on 11 May 2017 and its settlement date on 11 May 2022 at a conversion price of HK\$0.16 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the First 2017 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the First 2017 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 31 March 2018, the First 2017 Convertible Note with principal amount of HK\$16,000,000 remained outstanding. Assuming full conversion of the First 2017 Convertible Note at a conversion price of HK\$0.16 at 31 March 2018, the First 2017 Convertible Note will be convertible into 100,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the First 2017 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 3% per annum will be paid semi-annually in arrears up until the settlement date.

The First 2017 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the First 2017 Convertible Note is 24.57% per annum at the date of initial recognition.

23. 可換股票據包含負債及權益成分 (續)

- (d) 於2017年5月11日，本公司以本金總額16,000,000港元發行於2022年到期之3%可換股票據予永義國際（「第一份2017年可換股票據」）。

第一份2017年可換股票據以港元列值及持有人享有以每股兌換股份0.16港元之兌換價（需按反稀釋調整改變），於2017年5月11日之第一份2017年可換股票據發行日及其於2022年5月11日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第一份2017年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第一份2017年可換股票據。於2018年3月31日，第一份2017年可換股票據仍未償還本金額為16,000,000港元。假設以每股0.16港元之兌換價，於2018年3月31日全面兌換第一份2017年可換股票據，第一份2017年可換股票據可兌換為本公司之股本內每股票面值0.01港元之100,000,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘第一份2017年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率3%之利息則每半年期未支付利息，直至結算日為止。

第一份2017年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。第一份2017年可換股票據之負債成分於初始確認時之實際利率為年息率為24.57%

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

- (e) On 26 September 2017, the Company issued 3% convertible note due 2020 at an aggregate principal amount of HK\$28,200,000 to Easyknit International (the “Second 2017 Convertible Note”).

The Second 2017 Convertible Note is denominated in HKD and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the Second 2017 Convertible Note on 26 September 2017 and its settlement date on 26 September 2020 at a conversion price of HK\$0.06 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the Second 2017 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the Second 2017 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 18 October 2017, the conversion rights attached to the Second 2017 Convertible Note were partially exercised for HK\$16,920,000, and a total of 282,000,000 conversion shares were issued upon conversion. On 31 March 2018, the Second 2017 Convertible Note with principal amount of HK\$11,280,000 remained outstanding. Assuming full conversion of the Second 2017 Convertible Note at a conversion price of HK\$0.06 at 31 March 2018, the Second 2017 Convertible Note will be convertible into 188,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the Second 2017 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 3% per annum will be paid semi-annually in arrears up until the settlement date.

The Second 2017 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component of the Second 2017 Convertible Note is 44.06% per annum at the date of initial recognition.

23. 可換股票據包含負債及權益成分 (續)

- (e) 於2017年9月26日，本公司以本金總額28,200,000港元發行於2020年到期之3%可換股票據予永義國際（「第二份2017年可換股票據」）。

第二份2017年可換股票據以港元列值及持有人享有以每股兌換股份0.06港元之兌換價（需按反稀釋調整改變），於2017年9月26日之第二份2017年可換股票據發行日及其於2020年9月26日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第二份2017年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第二份2017年可換股票據。於2017年10月18日，第二份2017年可換股票據之兌換權部份行使16,920,000港元，並於兌換時發行合共282,000,000股兌換股份。於2018年3月31日，第二份2017年可換股票據仍未償還本金額為11,280,000港元。假設以每股0.06港元之兌換價，於2018年3月31日全面兌換第二份2017年可換股票據，第二份2017年可換股票據可兌換為本公司之股本內每股票面值0.01港元之188,000,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘第二份2017年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率3%之利息則每半年期未支付利息，直至結算日為止。

第二份2017年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。第二份2017年可換股票據之負債成分於初始確認時之實際利率為年息率為44.06%。

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23. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (Continued)

The movement of the liability component of the above convertible notes is set out below:

At beginning of the year	於年初
Issue of the 2016 Convertible Note	發行2016年可換股票據
Issue of the First 2017 Convertible Note	發行第一份2017年可換股票據
Issue of the Second 2017 Convertible Note	發行第二份2017年可換股票據
Derecognition of original liability component upon modification of terms of the 2015 Convertible Note	於更改2015年可換股票據條款時取消確認原本之負債成份
Recognition of new liability component upon modification of terms of the 2015 Convertible Note	於更改2015年可換股票據條款時確認新的負債成份
Conversion	兌換
Accretion of interest	利息之自然增值
Interest paid	已付利息
Interest payable	應付利息
At end of the year	於年末
Analysed as:	分析為：
Amount due within one year shown under current liabilities	顯示於流動負債之一年內到期金額
Amount due after one year shown under non-current liabilities	顯示於非流動負債之一年後到期金額

23. 可換股票據包含負債及權益成分 (續)

上述可換股票據負債成分之變動載列如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
95,801	87,084
–	25,609
6,365	–
9,624	–
(84,977)	–
35,008	–
(5,775)	(25,609)
17,128	11,050
(3,518)	(613)
–	(1,720)
69,656	95,801
69,656	81,981
–	13,820
69,656	95,801

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For the year ended 31 March 2018 截至2018年3月31日止年度

24. SECURED BANK BORROWINGS

24. 有抵押銀行借貸

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Carrying amount repayable as follows (based on the scheduled repayment dates set out in the loan agreements):	應償還款項之賬面值如下 (根據貸款協議內所列之償還日期):		
- within one year	- 一年內	420,410	420,400
- within a period of more than one year but not exceeding two years	- 多於一年但不超過兩年期間內	593,494	5,523
- within a period of more than two years but not exceeding five years	- 多於兩年但不超過五年期間內	17,408	286,888
- within a period of more than five years	- 超過五年期間內	61,348	66,889
		1,092,660	779,700
Less: Amount due within one year shown under current liabilities	減: 於流動負債項下之 一年內到期金額	(420,410)	(420,400)
Amount due after one year shown under non-current liabilities	於非流動負債項下之 一年後到期之金額	672,250	359,300

At 31 March 2018, the Group's secured bank borrowings carry interest ranging from Hong Kong Interbank Offered Rate ("HIBOR") plus 1.5% to 2.35% (2017: HIBOR plus 1.5% to 2.35%) per annum, with effective interest ranging from 2.03% to 2.95% (2017: 1.96% to 2.81%) per annum. The loans are secured by investment properties of the Group with an aggregate carrying amount of HK\$986,740,000 (2017: HK\$785,873,000) and properties held for development for sale of the Group with carrying amount of HK\$1,634,964,000 (2017: HK\$597,868,000). The proceeds were mainly used to finance acquisition of investment properties and development of properties.

All bank borrowings are denominated in HKD, functional currency of the relevant group entities, at the end of the reporting period.

於2018年3月31日，本集團之有抵押銀行借貸息率介乎香港銀行同業拆息(「香港銀行同業拆息」)加1.5%至2.35%(2017年：香港銀行同業拆息加1.5%至2.35%)，其實際年利率介乎2.03%至2.95%(2017年：1.96%至2.81%)。貸款以本集團之投資物業賬面值合共約986,740,000港元(2017年：785,873,000港元)及本集團持作出售發展物業賬面值1,634,964,000港元(2017年：597,868,000港元)作為抵押。款項主要用作收購投資物業及物業發展之融資。

於報告期末之所有銀行借貸均以相關集團實體之功能貨幣港元列值。

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25. DEFERRED TAXATION

The followings are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		Revaluation of properties 物業重估 HK\$'000 千港元	Convertible notes 可換股票據 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2016	於2016年4月1日	(22,935)	(3,297)	(26,232)
Recognition upon issue of convertible note	發行可換股票據時確認	–	(4,025)	(4,025)
Release upon conversion of convertible note	兌換可換股票據時解除	–	4,025	4,025
Credit to profit or loss for the year	於本年度損益中計入	1,966	1,438	3,404
Currency realignment	匯兌調整	974	–	974
At 31 March 2017	於2017年3月31日	(19,995)	(1,859)	(21,854)
Recognition upon issue of convertible notes	發行可換股票據時確認	–	(4,619)	(4,619)
Released upon modification of terms of convertible note	更改可換股票據條款時解除	–	465	465
Recognition upon modification of terms of convertible note	更改可換股票據條款時確認	–	(8,414)	(8,414)
Release upon conversion of convertible note	兌換可換股票據時解除	–	1,838	1,838
(Charge) credit to profit or loss for the year	於本年度損益中(扣除)計入	(2,491)	1,949	(542)
Currency realignment	匯兌調整	(1,939)	–	(1,939)
At 31 March 2018	於2018年3月31日	(24,425)	(10,640)	(35,065)

At 31 March 2018, the Group has unused tax losses of HK\$160,207,000 (2017: HK\$127,626,000) available for offset against future profits. The Hong Kong tax losses of HK\$159,534,000 (2017: HK\$121,792,000) can be carried forward indefinitely and the remaining tax losses will expire from 2019 to 2022 (2017: 2018 to 2021). No deferred tax asset has been recognised in respect of the unrecognised tax losses due to the unpredictability of future profit streams.

25. 遞延稅項

於年內及過往年度已確認為主要之遞延稅項負債以及其變動如下：

於2018年3月31日，本集團有未動用稅項虧損160,207,000港元(2017年：127,626,000港元)以用作抵銷未來溢利。香港稅項虧損159,534,000港元(2017年：121,792,000港元)可無限期結轉及其餘的稅項虧損將於2019年至2022年(2017年：2018年至2021年)到期。由於未能預計未來溢利收入，就未確認稅項虧損沒有確認其遞延稅項資產。

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26. SHARE CAPITAL

26. 股本

	Notes 附註	Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 總額 HK\$'000 千港元
Authorised:	法定：			
At 1 April 2016, 31 March 2017 and 31 March 2018	於2016年4月1日、 2017年3月31日及 2018年3月31日	0.01	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足：			
At 1 April 2016	於2016年4月1日	0.01	1,116,609,837	11,166
Conversion of convertible note	兌換可換股票據 (a)	0.01	20,000,000	200
Conversion of convertible note	兌換可換股票據 (b)	0.01	30,000,000	300
Conversion of convertible note	兌換可換股票據 (c)	0.01	20,000,000	200
Issue of new shares	新股份發行 (d)	0.01	223,000,000	2,230
Conversion of convertible note	兌換可換股票據 (e)	0.01	152,222,222	1,522
Issue of new shares	新股份發行 (f)	0.01	350,000,000	3,500
At 31 March 2017	於2017年3月31日	0.01	1,911,832,059	19,118
Issue of new shares	新股份發行 (g)	0.01	325,000,000	3,250
Conversion of convertible note	兌換可換股票據 (h)	0.01	282,000,000	2,820
Issue of new shares	新股份發行 (i)	0.01	447,000,000	4,470
At 31 March 2018	於2018年3月31日	0.01	2,965,832,059	29,658
(a) On 11 August 2016, the 2016 Convertible Note with a principal amount of HK\$4,500,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.225 per share. Accordingly, a total of 20,000,000 ordinary shares of HK\$0.01 each were allotted and issued by conversion of the convertible note.			(a) 於2016年8月11日，本金金額4,500,000港元之2016年可換股票據以每股0.225港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行20,000,000股每股0.01港元之普通股股份。	
(b) On 19 August 2016, the 2016 Convertible Note with a principal amount of HK\$6,750,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.225 per share. Accordingly, a total of 30,000,000 ordinary shares of HK\$0.01 each were allotted and issued by conversion of the convertible note.			(b) 於2016年8月19日，本金金額6,750,000港元之2016年可換股票據以每股0.225港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行30,000,000股每股0.01港元之普通股股份。	
(c) On 26 August 2016, the 2016 Convertible Note with a principal amount of HK\$4,500,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.225 per share. Accordingly, a total of 20,000,000 ordinary shares of HK\$0.01 each were allotted and issued by conversion of the convertible note.			(c) 於2016年8月26日，本金金額4,500,000港元之2016年可換股票據以每股0.225港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行20,000,000股每股0.01港元之普通股股份。	

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

26. SHARE CAPITAL (Continued)

- (d) On 22 September 2016, the Company allotted 223,000,000 ordinary shares of HK\$0.01 each by placing to not less than six placees at a placing price of HK\$0.18 per share. The Company raised HK\$39,739,000 (net of expenses) with the intention at the time of placing to be used towards appropriate acquisition and investment opportunities of the Group and for the general working capital of the Group. The new placing shares were issued pursuant to the general mandate granted to the directors by a resolution of the shareholders of the Company passed at the annual general meeting held on 17 August 2016.
- (e) On 7 November 2016, the 2016 Convertible Note with a principal amount of HK\$34,250,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.225 per share. Accordingly, a total of 152,222,222 ordinary shares of HK\$0.01 each were allotted and issued by conversion of the convertible note.
- (f) On 27 February 2017, the Company allotted 350,000,000 ordinary shares of HK\$0.01 each by placing to not less than six placees at a placing price of HK\$0.16 per share. The Company raised HK\$55,440,000 (net of expenses) with the intention at the time of placing to be used to purchase units in a building (the "FW Building") for redevelopment. The new placing shares were issued pursuant to the specific mandate granted to the directors by a resolution of the shareholders of the Company passed at the special general meeting held on 13 February 2017.
- (g) On 19 July 2017, the Company allotted 325,000,000 ordinary shares of HK\$0.01 each by placing to not less than six placees at a placing price of HK\$0.08 per share. The Company raised HK\$25,740,000 (net of expenses) with the intention at the time of placing to be used to satisfy part of the consideration for the acquisition of a unit in a non-industrial building for redevelopment. The new placing shares were issued pursuant to the refreshed general mandate granted to the directors by a resolution of the independent shareholders of the Company passed at the special general meeting held on 26 April 2017.
- (h) On 18 October 2017, the Second 2017 Convertible Note with a principal amount of HK\$16,920,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.06 per share. Accordingly, a total of 282,000,000 ordinary shares of HK\$0.01 each were allotted and issued by conversion of the convertible note.

26. 股本(續)

- (d) 於2016年9月22日，本公司以每股配售價0.18港元配售223,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得39,739,000港元(扣除開支後)，當時打算用於本集團之合適收購及投資機會與作為本集團之一般營運資金。新配售股份乃按2016年8月17日股東特別大會上通過之股東決議給予董事之一般授權發行。
- (e) 於2016年11月7日，本金金額34,250,000港元之2016年可換股票據以每股0.225港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行152,222,222股每股0.01港元之普通股股份。
- (f) 於2017年2月27日，本公司以每股配售價0.16港元配售350,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得55,440,000港元(扣除開支後)，當時打算用作收購物業單位(「豐華大廈」)作重建。新配售股份乃按2017年2月13日特別股東大會上通過之股東決議給予董事之特別授權發行。
- (g) 於2017年7月19日，本公司以每股配售價0.08港元配售325,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得25,740,000港元(扣除開支後)，當時打算用作滿足收購一個非工業樓宇單位作重建用途之部份代價。新配售股份乃按2017年4月26日特別股東大會上通過之獨立股東決議給予董事之更新一般授權發行。
- (h) 於2017年10月18日，本金金額16,920,000港元之第二份2017年可換股票據以每股0.06港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行282,000,000股每股0.01港元之普通股股份。

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26. SHARE CAPITAL (Continued)

- (i) On 21 February 2018, the Company allotted 447,000,000 ordinary shares of HK\$0.01 each by placing to not less than six places at a placing price of HK\$0.055 per share. The Company raised HK\$24,340,000 (net of expenses) with the intention at the time of placing to be used to purchase units in the FW Building for redevelopment. The new placing shares were issued pursuant to the general mandate granted to the directors by a resolution of the shareholders of the Company passed at the annual general meeting held on 24 July 2017.

All shares issued during both years rank pari passu with the then existing shares in issue in all respects.

27. SHARE-BASED PAYMENT TRANSACTIONS

On 29 June 2012, a share option scheme (the "2012 Share Option Scheme") was approved by the shareholders of the Company. Under the terms of the 2012 Share Option Scheme, the board of directors of the Company may, at its absolute discretion, offer options to any full-time employee, director or consultant of any member of the Group (including associated companies) to subscribe for shares in the Company subject to the terms and conditions stipulated therein. The 2012 Share Option Scheme is valid during the period of ten years commencing 29 June 2012, unless otherwise cancelled or amended.

The purposes of the 2012 Share Option Scheme are to encourage eligible participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

The maximum number of shares which may be issued under the 2012 Share Option Scheme must not (when aggregate with any shares to be issued under any other share option schemes of the Company) exceed 10% of the shares in issue at the date of adoption of the 2012 Share Option Scheme.

The maximum number of shares issuable upon the exercise of the share options granted to each eligible participant of the 2012 Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting of the Company with such grantee and his associate(s) abstaining from voting.

26. 股本(續)

- (i) 於2018年2月21日，本公司以每股配售價0.055港元配售447,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得24,340,000港元(扣除開支後)，當時打算用作收購豐華物業單位作重建。新配售股份乃按2017年7月24日股東週年大會上通過之股東決議給予董事之一般授權發行。

所有於兩個年度內發行之股份於各方面與當時已發行股份享有同等權利。

27. 以股份為基礎支付之交易

於2012年6月29日，本公司股東批准一項購股權計劃(「2012購股權計劃」)。根據2012購股權計劃之條款，本公司董事會可，按其絕對酌情權，根據該計劃所規定之條款及條件向本集團任何成員公司(包括聯營公司)之任何全職僱員、董事或顧問授出可認購本公司股份之購股權。2012購股權計劃除非以其他方式註銷或修訂，否則由2012年6月29日起計10年期間內一直生效。

2012購股權計劃旨在鼓勵予合資格參與者致力提高本公司及其股份之價值以符合本公司及其股東之整體利益。

根據2012購股權計劃可能發行之最高股份數目不得(與根據本公司之任何其他購股權計劃將予發行之任何股份合併計算)超過於採納2012購股權計劃當日之已發行股份之10%。

於任何12個月期間內，當2012購股權計劃之各合資格參與者行使其所獲授予之購股權時，將予發行之最高股份數目，以本公司已發行股份之1%為限。任何進一步授出超過此限額之購股權，須待股東於本公司股東大會上批准方可作實，而該承授人及其聯繫人須放棄投票。

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27. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The exercise period of the share options under 2012 Share Option Scheme is determined by the board of directors of the Company and shall end on a date which is not later than ten years from the date of grant of the options. At the time of grant of the share options, the Company must (a) specify the minimum period(s), if any, for which a share option must be held before it can be exercised in whole or in part, and (b) specify the minimum performance target(s), if any, which must be achieved before the share options can be exercised in whole or in part. The amount payable on acceptance of an offer for grant of share options is HK\$1.

The exercise price in respect of any particular option of the 2012 Share Option Scheme may be determined by the board of directors of the Company in its absolute discretion and notified to each offeree but may not be less than the highest of (i) the closing price of the Company's shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets on the date of offer, which must be a business day; (ii) the average closing price of the Company's shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares on the date of offer.

Details of share options granted under the 2012 Share Option Scheme are as follows:

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元
14.10.2016	Nil 無	14.10.2016-13.10.2019	0.176

27. 以股份為基礎支付之交易(續)

根據2012購股權計劃之購股權行使期由本公司董事會決定，但須不遲於授出購股權當日起計十年之日結束。於授出購股權時，本公司必須(a)定明購股權全部或部分行使之前持有之最短期限(如有)，及(b)定明購股權全部或部分行使之前必須完成之最低表現指標(如有)。就接納授出購股權之要約應付1港元。

本公司董事會可按其絕對酌情權，釐定2012購股權計劃之任何特定購股權之行使價，並知會各受要約人，惟有關於行使價不得少於(i)於要約日期(必須為營業日)於聯交所之每日報價表所列本公司股份於聯交所之收市價；(ii)緊接要約日期前五個營業日，於聯交所之每日報價表所列本公司股份於聯交所之平均收市價；及(iii)本公司股份於要約日期之面值(以最高者為準)。

2012購股權計劃授出之購股權詳情如下：

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27. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

27. 以股份為基礎支付之交易(續)

The following table discloses movements of the Company's share options held by employees and directors pursuant to the 2012 Share Option Scheme during the current and prior years:

下表披露根據2012購股權計劃由僱員及董事持有本公司之購股權於年內及過往年度之變動：

Date of grant	Exercise price	Number of share options					Outstanding at 31.3.2018
		Outstanding at 1.4.2016	Granted during the year	Outstanding at 31.3.2017	Lapsed during the year	Outstanding at 31.3.2018	
授出日期	行使價 HK\$ 港元	於1.4.2016 尚餘	年內授出	於31.3.2017 尚餘	年內失效	尚餘	
<i>Directors</i>	<i>董事</i>						
14.10.2016	0.176	–	33,900,000	33,900,000	(11,300,000)	22,600,000	
<i>Employees</i>	<i>僱員</i>						
14.10.2016	0.176	–	79,100,000	79,100,000	(11,300,000)	67,800,000	
		–	113,000,000	113,000,000	(22,600,000)	90,400,000	
Exercisable at end of the year	於年末可行使			113,000,000		90,400,000	
Weighted average exercise price (HK\$)	加權平均行使價 (港元)	–	0.176	0.176	0.176	0.176	

During the year ended 31 March 2017, options were granted pursuant to the 2012 Share Option Scheme on 14 October 2016. The fair value of the options granted on that date was HK\$2,083,000. No options were granted during the year ended 31 March 2018.

於截至2017年3月31日止年內，根據2012購股權計劃於2016年10月14日授出購股權。於授出當日股權之公平值為2,083,000港元。截至2018年3月31日止年度並沒有授出購股權。

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For the year ended 31 March 2018 截至2018年3月31日止年度

27. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Grant date	授出日期	14.10.2016
Share price (HK\$)	股價(港元)	0.126
Exercise price (HK\$)	行使價(港元)	0.176
Expected volatility	預計波幅	37.76%
Expected life (years)	預計時限(年期)	3.0
Risk-free rate	無風險利率	0.63%
Expected dividend yield	預計股利率	—

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 3 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. Change in the subjective input may materially affect the fair value estimates.

The Group recognised a share-based payment expense of nil (2017: HK\$2,083,000) for the year ended 31 March 2018 in relation to share options granted by the Company.

No share option was exercised under the 2012 Share Option Scheme in both years since the grant date on 14 October 2016.

27. 以股份為基礎支付之交易(續)

公平值乃按布萊克－蘇科爾模式及二叉樹法計算。模式採用之輸入數據如下：

預計波幅乃根據過往3年之本公司股價之歷史波幅釐定。用於模式之預計時限乃根據管理層之最合適估計、不能轉讓之影響、行使限制及行為考慮而作出調整。主觀輸入數據之改變對公平值之估計或有重大影響。

截至2018年3月31日止年內本集團確認為本公司授出之購股權以股份為基礎支付開支為無(2017年：2,083,000港元)。

自授出日期2016年10月14日起於兩個年度並無根據2012購股權計劃行使購股權。

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For the year ended 31 March 2018 截至2018年3月31日止年度

28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

28. 來自融資活動之負債之調節表

下表詳列本集團來自融資活動之負債變動，包括現金及非現金變動。來自融資活動之負債乃有關現金流量等，或未來現金流量將會分類為本集團之綜合現金流量表之來自融資活動之現金流量。

		Convertible notes 可換股票據 HK\$'000 千港元 (Note 23) (附註23)	Secured bank borrowings 有抵押銀行借貸 HK\$'000 千港元 (Note 24) (附註24)	Total 總額 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	95,801	779,700	875,501
Bank borrowings raised	籌集銀行貸款	-	318,071	318,071
Proceeds from issue of convertible notes	發行可換股票據所得款項	44,200	-	44,200
Repayment of bank borrowings	償還銀行借貸	-	(5,359)	(5,359)
Interest paid	已付利息	(6,623)	(25,065)	(31,688)
		133,378	1,067,347	1,200,725
Non-cash changes:	非現金變動：			
- Interest expense on convertible notes	- 可換股票據之利息開支	17,128	-	17,128
- Interest expense on bank borrowings	- 銀行借貸之利息開支	-	25,313	25,313
- Gain on fair value change of convertible note	- 可換股票據之公平值變動收益	(217)	-	(217)
- Interest payable on convertible notes reclassified to "trade and other payables" in prior years	- 於過往年度重新分類可換股票據應付利息至貿易及其他應付款項	3,105	-	3,105
- Conversion of convertible note	- 兌換可換股票據	(5,775)	-	(5,775)
- Recognition of equity component of convertible notes	- 確認可換股票據之權益成份	(27,994)	-	(27,994)
- Derecognition of original liability component upon modification of terms of convertible note	- 於更改可換股票據條款時取消確認原本負債成份	(84,977)	-	(84,977)
- Recognition of new liability component upon modification of terms of convertible note	- 於更改可換股票據條款時確認新負債成份	35,008	-	35,008
At 31 March 2018	於2018年3月31日	69,656	1,092,660	1,162,316

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For the year ended 31 March 2018 截至2018年3月31日止年度

29. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS

- (a) During the year, the Group had the following transactions with wholly-owned subsidiaries of Easyknit International:

Rental expense	租金開支
----------------	------

Ms. Lui Yuk Chu, a director of the Company, is also one of the beneficiaries under a family trust holding 36.74% (2017: 36.74%) equity interest of Easyknit International at 31 March 2018. Ms. Lui Yuk Chu also holds 21.95% (2017: 21.95%) equity interest of Easyknit International through an entity wholly-owned by her.

- (b) Details of the convertible notes issued to Easyknit International are set out in note 23(a), (d) and (e).

- (c) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

Short-term employee benefits	短期僱員福利
Salaries and other benefits	薪金及其他福利
Equity-settled share-based payment expense	以權益結算之股份為基礎支付開支
Contributions to retirement benefit schemes	退休福利計劃供款

The remuneration of directors and key executives are determined by the remuneration committee and executive directors, respectively, having regard to the performance of individuals and market trends.

29. 關連人士交易／關連交易

- (a) 年內，本集團與永義國際之全資附屬公司有以下交易：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
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2,496	2,496
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本公司董事雷玉珠女士，於2018年3月31日亦為持有永義國際36.74% (2017年：36.74%) 權益家族信託受益人之一。雷玉珠女士亦透過一間其全資擁有之實體而持有永義國際21.95% (2017年：21.95%) 權益。

- (b) 發行予永義國際之可換股票據之詳情載列於附註23(a)、(d)及(e)。

- (c) 主要管理人員之薪酬

董事及其他主要管理人員於年內之酬金如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
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8,413	6,803
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-	864
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104	94
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8,517	7,761
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董事及主要行政人員之酬金分別由薪酬委員會及執行董事按照個別人士之表現及市場趨勢而釐定。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

29. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS (Continued)

- (d) In January 2011, the Company entered into an employment agreement with Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu, to act as general manager of the Company. The employment agreement, which constitutes a connected transaction, commenced on 21 February 2011 but may be terminated by either party at any time by three months' notice. The monthly salary has been adjusted to HK\$150,000 with effect from 1 April 2013 and further to HK\$180,000 with effect from 1 April 2017. The remuneration of Mr. Koon Wing Yee as general manager of the Company during the year ended 31 March 2018 was HK\$2,340,000 (2017: HK\$1,950,000) and was included in the "compensation of key management personnel" in (c) above. Details of share options of the Company granted to Mr. Koon Wing Yee on 14 October 2016 are set out in (e) below.
- (e) As set out in note 27, during the year ended 31 March 2017, options were granted pursuant to the 2012 Share Option Scheme on 14 October 2016. Share options granted to directors of the Company and their close relatives are as follows:

29. 關連人士交易／關連交易(續)

- (d) 於2011年1月，本公司與雷玉珠女士之配偶官永義先生訂立僱用協議，僱用彼為本公司總經理。該構成一項關連交易之僱用協議由2011年2月21日開始，但可於任何時候由其中任何一方給予三個月通知而終止。每月薪金由2013年4月1日起調整至每月150,000港元，由2017年4月1日起進一步調整至180,000港元。截至2018年3月31日止年內官永義先生作為本公司總經理之酬金為2,340,000港元(2017年：1,950,000港元)及已包括在以上(c)項之「主要管理人員之薪酬」內。有關本公司於2016年10月14日授予官永義先生購股權之詳情載列於以下(e)項。
- (e) 如附註27所載，截至2017年3月31日止年度，於2016年10月14日根據2012年購股權計劃授出之購股權。購股權授予本公司之董事及其近親如下：

		Number of share options 購股權數目		
		Granted on 14 October 2016 and outstanding at 31 March 2017 於2016年10月14日 授出及於2017年 3月31日尚餘 HK\$'000 千港元	Lapsed during the year 於年內失效 HK\$'000 千港元	Outstanding at 31 March 2018 於2018年 3月31日尚餘 HK\$'000 千港元
Directors	董事			
Kwong Jimmy Cheung Tim	鄭長添先生	11,300,000	-	11,300,000
Lui Yuk Chu	雷玉珠女士	11,300,000	-	11,300,000
Koon Ho Yan Candy (note)	官可欣女士(附註)	11,300,000	(11,300,000)	-
		33,900,000	(11,300,000)	22,600,000
Employees	僱員			
Koon Wing Yee, the spouse of Lui Yuk Chu	官永義先生，雷玉珠女士 之配偶	11,300,000	-	11,300,000
Koon Chun Ting, a son of Lui Yuk Chu	官俊廷先生，雷玉珠女士 之兒子	11,300,000	(11,300,000)	-
Ku Wai Ming, a cousin of Lui Yuk Chu	古偉明先生，雷玉珠女士 之表親	11,300,000	-	11,300,000
		33,900,000	(11,300,000)	22,600,000
		67,800,000	(22,600,000)	45,200,000

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For the year ended 31 March 2018 截至2018年3月31日止年度

29. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS (Continued)

(e) (Continued)

Note: Ms. Koon Ho Yan Candy resigned as an executive director of the Company with effect from 18 April 2017.

The attributable equity-settled share-based payment expense recognised in profit or loss during the year ended 31 March 2018 was nil (2017: HK\$648,000).

(f) During the year ended 31 March 2018, the Group received rental income totalling HK\$505,000 (2017: HK\$648,000) from certain close relatives of Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy.

(g) During the year ended 31 March 2018, the Group paid nil (2017: HK\$110,000) to Easyknit Charitable Foundation Limited, a company controlled by Ms. Luk Yuk Chu and Ms. Koon Ho Yan Candy, which is recognised in profit or loss as "donations".

30. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debts, which includes convertible notes and secured bank borrowings disclosed in notes 23 and 24, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, accumulated profits and other reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and raising or repayment of bank borrowings and other debts.

29. 關連人士交易／關連交易(續)

(e) (續)

附註：官可欣女士於生效日期2017年4月18日辭任為本公司執行董事。

截至2018年3月31日止年度，於損益確認之以權益結算之股份為基礎支付開支為無(2017年：648,000港元)。

(f) 截至2018年3月31日止年內，本集團收取雷玉珠女士及官可欣女士之若干近親之租金收入共505,000港元(2017年：648,000港元)。

(g) 截至2018年3月31日止年內，本集團沒有支付(2017年：110,000港元)予永義慈善基金會有限公司，一間由雷玉珠女士及官可欣女士控制之公司，於損益確認為「捐款」。

30. 資本風險管理

本集團對其資本實行管理以確保本集團旗下實體可繼續持續經營，透過使債項及股本結餘達致最佳平衡而為股東爭取得最大回報。本集團之整體策略自過往年度維持不變。

本集團之資本架構包含債務淨額，當中包括分別於附註23及24披露之可換股票據及有抵押銀行借貸、不計現金及等同現金及包含已發行股本、累計溢利及其他儲備之本公司股東應佔權益。

本公司董事定期檢討資本架構。作為檢討的一部分，董事考慮資本成本及資本的相關風險。根據董事的建議，本集團將透過派付股息、發行新股及籌集或償還銀行借貸及其他債務，以平衡整體資本架構。

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31. FINANCIAL INSTRUMENTS

31. 金融工具

a. Categories of financial instruments

a. 金融工具之類別

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Financial assets	金融資產		
Available-for-sale investments	可供出售投資	207,213	158,541
Fair value through profit or loss	按公平值計入損益		
– investments held for trading	– 持作買賣投資	3,436	4,505
– other financial assets	– 其他金融資產	35,618	53,980
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金)		
– Trade and other receivables	– 貿易及其他應收款項	33,443	33,172
– Loans receivable	– 應收貸款	265,297	264,395
– Bank deposits with original maturity of more than three months	– 超過三個月到期之銀行存款	–	103,606
– Bank balances and cash	– 銀行結餘及現金	125,422	409,884
		670,429	1,028,083
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
– Trade and other payables	– 貿易及其他應付款項	40,843	22,287
– Convertible notes	– 可換股票據	69,656	95,801
– Secured bank borrowings	– 有抵押銀行借貸	1,092,660	779,700
		1,203,159	897,788

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For the year ended 31 March 2018 截至2018年3月31日止年度

31. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, investments held for trading, other financial assets, trade and other receivables, loans receivable, bank deposits with original maturity of more than three months, bank balances and cash, trade and other payables, convertible notes and secured bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

All of the Group's sales and purchases are denominated in the group entities' functional currency.

For the year ended 31 March 2017, certain subsidiaries of the Group had foreign currency sales or purchases denominated in currencies other than their functional currencies, which exposed the Group to foreign currency risk. Less than 1% of the Group's sales were denominated in currencies other than the functional currency of the group entities making the sale, whilst almost all purchases were denominated in the group entities' functional currency.

The carrying amount of the group entities' foreign currency denominated monetary assets at the end of the reporting period is as follows:

USD 美元

31. 金融工具(續)

b. 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、持作買賣投資、其他金融資產、貿易及其他應收款項、應收貸款、超過三個月到期之銀行存款、銀行結餘及現金、貿易及其他應付款項、可換股票據及有抵押銀行借貸。該等金融工具之詳情已披露於相關附註內。該等金融工具涉及之風險以及如何降低該等風險之政策載列如下。管理層管理及監控該等風險以確保適時及有效地採取適當措施。

市場風險

(i) 貨幣風險

本集團所有銷售及採購均以集團實體之功能貨幣列值。

截至2017年3月31日，由於本集團若干附屬公司，以其功能貨幣以外之外幣進行銷售或採購，致使本集團承受外幣風險。少於1%之本集團之銷售是以集團實體之功能貨幣以外貨幣列值，差不多所有之採購則以集團實體之功能貨幣列值。

於報告期末，以外幣列值之集團實體之貨幣資產之賬面值如下：

Assets	
資產	
2018	2017
HK\$'000	HK\$'000
千港元	千港元
496	164,058

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For the year ended 31 March 2018 截至2018年3月31日止年度

31. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to the exchange rate risk on HKD against USD for the foreign currency denominated monetary assets. Under the pegged exchange rate system, the financial impact on exchange difference between HKD and USD will be immaterial, and therefore no sensitivity analysis has been prepared.

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

(ii) Interest rate risk

Interest rate risk management

The Group's primary cash flow interest rate risk relates to its other financial assets, bank deposits with original maturity of more than three months, bank balances and secured bank borrowings. The interest rates and terms of repayment of the secured bank borrowings of the Group are disclosed in note 24. The Group is also exposed to fair value interest rate risk in relation to fixed-rate loans receivable and convertible notes. The Group has not used any derivative contracts to hedge its exposure to such interest rate risk, however, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's exposure to interest rate risk on financial liabilities is detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from secured bank borrowings.

31. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

本集團就外幣列值之貨幣資產之匯率風險主要是來自港元兌美元之風險。由於聯繫匯率制度，港元與美元匯率差異之財務影響並不重大，故此沒有編製敏感度分析。

本集團現時並無外幣對沖政策以消除貨幣風險。然而，管理層會緊密監控相關之外幣風險及將考慮在有需要時就重大外幣風險進行對沖。

(ii) 利率風險

利率風險管理

本集團之主要利率風險涉及其他金融資產、超過三個月到期之銀行存款、銀行結餘及有抵押銀行借貸。本集團有抵押銀行借貸之利率及償還期限已於附註24披露。本集團亦承受關於定息應收貸款及可換股票據之公平值利率風險。本集團並沒有使用任何衍生合約以對沖該利率風險，然而，管理層監控利率風險及將考慮在預期待有重大利率風險的情況下採取其他必需行動。

本集團於金融負債之利率風險已於本附註之流動資金風險管理一節內詳述。本集團之現金流量利率風險主要來自與有抵押銀行借貸之香港銀行同業拆息波動。

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31. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Interest rate sensitivity

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments as referred to above at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis points (2017: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2017: 50 basis points) higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2018 would decrease/increase by HK\$4,562,000 (2017: increase/decrease in post-tax loss by HK\$3,255,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

The bank balances, bank deposits with original maturity of more than three months and other financial assets are excluded from the sensitivity analysis as the management of the Group considers that the interest rate fluctuation is not significant.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

31. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

利率敏感度

以下之敏感度分析乃基於以上所述於報告期末就非衍生工具之利率及於財政年度開始時之約定改變以及浮息工具於報告期間維持不變而釐定。50個基準點(2017年: 50個基準點)增加或減少是用於向主要管理人員內部匯報利率風險及代表管理層評估利率之可能合理變動。

倘利率高於或低於50個基準點(2017年: 50個基準點)而所有其他因素維持不變, 本集團於截至2018年3月31日止年度之稅後溢利將減少/增加4,562,000港元(2017年: 稅後虧損增加/減少3,255,000港元)。本集團所承受之利率風險主要來自浮息借貸。

銀行結餘、超過三個月到期之銀行存款及其他金融資產不包括在敏感度分析內因本集團管理層認為利率之波動並不重大。

管理層認為, 該敏感度分析並不能代表潛在利率風險, 因年底風險不能反映年內風險。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

31. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Equity price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments quoted in the Stock Exchange of issuers operating in banking and finance industry sector. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

If the prices of the listed equity securities classified as investments held for trading had been 5% (2017: 5%) higher/lower, post-tax profit for the year ended 31 March 2018 would increase/decrease by HK\$143,000 (2017: decrease/increase in post-tax loss by HK\$188,000) as a result of the changes in fair value of investments held for trading.

If the prices of the listed equity securities classified as available-for-sale investments had been 10% (2017: 10%) higher:

- investment revaluation reserve would increase by HK\$20,721,000 (2017: HK\$15,854,000) as a result of the increase in fair value of available-for-sale investments; and

If the prices of the listed equity securities classified as available-for-sale investments had been 10% (2017: 10%) lower:

- post-tax profit would decrease by HK\$250,000 (2017: increase in post-tax loss by HK\$620,000) and investment revaluation reserve would decrease by HK\$20,471,000 (2017: HK\$15,234,000) as a result of the decrease in fair value of available-for-sale investments.

31. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(iii) 股本價格風險

透過投資於上市股本證券，本集團承受股本價格風險。管理層透過持有不同風險之投資組合以管理該風險。本集團之股本價格風險主要集中於港交所報價之股本工具，其發行人從事銀行及金融行業。此外，本集團已聘用一特別團隊以監控價格風險及將考慮在需要時對沖該風險。

敏感度分析

以下敏感度分析是根據於報告日期所承受之股本價格風險釐定。

倘列作持作買賣投資之上市股本證券之價格上升／下降5% (2017年：5%)，持作買賣投資公平值之變動將導致截至2018年3月31日止年度稅後溢利增加／減少143,000港元 (2017年：稅後虧損減少／增加188,000港元)。

倘列作可供出售投資之上市股本證券價格上升10% (2017年：10%)：

- 投資重估儲備將因可供出售投資之公平值增加而增加20,721,000港元 (2017年：15,854,000港元)。

倘列作可供出售投資之上市股本證券價格下跌10% (2017年：10%)：

- 稅後溢利將因可供出售投資之公平值減少而減少250,000港元 (2017年：稅後虧損增加620,000港元) 及投資重估儲備將減少20,471,000港元 (2017年：15,234,000港元)。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

31. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 March 2018 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In view of the nature of business, the Group targets on a focused market. As at 31 March 2018, the Group has concentration of credit risk in the trade receivables balance amounting to HK\$1,535,000 (2017: HK\$1,788,000) derived from the five largest customers with good credit history in property investment. In order to minimise the credit risk, the management of the Group has reviewed the financial position, liquidity and recoverable amount of each individual trade receivable regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group also had concentration of credit risk in relation to loans receivable from a few borrowers amounting to HK\$265,297,000 at 31 March 2018 (2017: HK\$264,395,000) with 57% (2017: 42%) of the balance secured by guarantee money, marketable securities or properties. The largest borrower of the Group by itself accounted for approximately 19% (2017: 19%) of the Group's loans receivable at 31 March 2018. At 31 March 2018, all loans receivable are neither past due nor impaired and the borrowers are assessed to have satisfactory credit quality with reference to financial background current creditworthiness, collateral and past payment of each borrower. In order to minimise the credit risk, the management has reviewed the recoverable amounts of the loans receivable regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on loans receivable is significantly reduced.

In the opinion of the directors of the Company, the credit risk on liquid funds is limited because majority of the counterparties are banks with high credit-ratings assigned by international credit-rating agencies and banks with good reputation.

31. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險

倘對方未能履行於2018年3月31日有關各類已確認金融資產之責任，則本集團所承受之最高信貸風險為綜合財務狀況表所列之該等資產之賬面值。就業務性質而言，本集團以一集中市場為目標。於2018年3月31日，本集團有源自於物業投資有良好信貸記錄之五個最大客戶之貿易應收款項結餘1,535,000港元(2017年：1,788,000港元)之集中信貸風險。為減少信貸風險，本集團之管理層已定期審閱個別貿易應收款項之財務狀況，流動資金及可收回金額，以確保已就不能收回金額作出足夠減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅減低。

本集團亦有關於來自數名借款人於2018年3月31日之金額為265,297,000港元(2017年：264,395,000港元)之應收貸款之集中信貸風險，其中57%(2017年：42%)之餘額有保證金、上市證券或物業作為抵押。本集團之最大借款人本身約佔本集團於2018年3月31日之應收貸款約19%(2017年：19%)。於2018年3月31日，所有應收貸款皆未過期或減值，經參考個別借款人之財務背景、現時信譽、抵押品及過往還款記錄，該等借款人之信貸質素評為滿意。為減少信貸風險，管理層已定期審閱應收貸款之可收回金額，以確保不可收回金額有足夠減值虧損撥備。因此，本公司董事認為本集團於應收貸款之信貸風險已大幅減低。

本公司董事認為，流動資金之信貸風險有限，因大部分交易方為被國際信貸評級機構評為高信貸評級之銀行及有良好信譽之銀行。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

31. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

As at 31 March 2018, the Group has available unutilised bank loan facilities of HK\$328,766,000 (2017: HK\$245,000,000).

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

Liquidity tables

	Effective interest rate	Less than 3 months	More than 3 months but less than 1 year	1-2 years	2-5 years	Total		Carrying amount
						Over 5 years	cash flows	
	實際利率 %	少於3個月 HK\$'000 千港元	但少於1年 HK\$'000 千港元	1-2年 HK\$'000 千港元	2-5年 HK\$'000 千港元	超過5年 HK\$'000 千港元	未折現現金 流量總額 HK\$'000 千港元	賬面值 HK\$'000 千港元
2018								
Non-derivative financial liabilities								
Trade and other payables	-	40,843	-	-	-	-	40,843	40,843
Convertible notes	23.46	116,678	20,400	-	-	-	137,078	69,656
Secured bank borrowings	2.78	421,821	17,248	601,598	22,298	68,159	1,131,124	1,092,660
		579,342	37,648	601,598	22,298	68,159	1,309,045	1,203,159
2017								
Non-derivative financial liabilities								
Trade and other payables	-	22,287	-	-	-	-	22,287	22,287
Convertible notes	11.65	87,720	-	20,400	-	-	108,120	95,801
Secured bank borrowings	2.58	6,369	433,168	14,010	296,325	74,024	823,896	779,700
		116,376	433,168	34,410	296,325	74,024	954,303	897,788

31. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險

就流動資金風險管理而言，本集團監控及維持管理層視為足夠水平之現金及等同現金以供本集團之經營所需。管理層監控借貸之動用並確保其遵守貸款條款。

於2018年3月31日，本集團有未動用銀行貸款額度為328,766,000港元(2017年：245,000,000港元)。

下表詳列本集團之金融負債之剩餘合約到期期限。此表乃按本集團可被要求付款之最早到期日之金融負債未折現現金流量列示，表內包括利息及本金現金流量。

流動資金表

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

31. FINANCIAL INSTRUMENTS (Continued)

c. Fair value

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and key inputs used).

Financial assets	金融資產	Fair value at 31 March		Fair value hierarchy	Valuation techniques and key inputs
		公平值於3月31日	公平值於3月31日		
		2018	2017		
		HK\$'000	HK\$'000		
Available-for-sale investments	可供出售投資	207,213	158,541	Level 1 第1級	Quoted bid prices in an active market at活躍市場所報之出價
Investments held for trading	持作買賣投資	3,436	4,505	Level 1 第1級	Quoted bid prices in an active market at活躍市場所報之出價
Other financial assets	其他金融資產	35,618	53,980	Level 3 第3級	Discounted cash flows-future cash flows are estimated based on exchange rate of USD against HKD and expected yields of the instruments, discounted at a rate that reflects the credit risk 折現現金流量- 將來現金流量乃按美元兌港元之兌換率及工具之預計回報，以反映信貸風險之比率折現作出估計。

There were no transfers between Levels 1, 2 and 3 in both years.

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximate to their fair values.

31. 金融工具(續)

c. 公平值

(i) 本集團根據經常性基準按公平值計量之金融資產之公平值

部分本集團之金融資產於報告期末按公平值計量。下表闡述有關如何釐定該等金融資產公平值(尤其是所用之估值技術及輸入數據)。

Fair value hierarchy	Valuation techniques and key inputs
Level 1 第1級	Quoted bid prices in an active market at活躍市場所報之出價
Level 1 第1級	Quoted bid prices in an active market at活躍市場所報之出價
Level 3 第3級	Discounted cash flows-future cash flows are estimated based on exchange rate of USD against HKD and expected yields of the instruments, discounted at a rate that reflects the credit risk 折現現金流量- 將來現金流量乃按美元兌港元之兌換率及工具之預計回報，以反映信貸風險之比率折現作出估計。

第1級、第2級及第3級之間並沒有於兩個年度轉移。

(ii) 沒有根據經常性基準按公平值計量之金融資產及金融負債之公平值

其他金融資產及金融負債之公平值按普遍接受之定價模式為根據折現現金流量分析而釐定。

本公司董事認為，以攤銷成本記錄於綜合財務報表之金融資產及金融負債之賬面值與其相關之公平值相約。

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32. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

- (a) On 1 August 2016, the Group completed the acquisition of 100% equity interest in a subsidiary, Treasure Arts International Group Limited, and shareholder loan from an independent third party for a cash consideration of HK\$51,982,000. The principal assets of the subsidiary are properties held for development for sale. The assets acquired and liabilities assumed were as follows:

		1 August 2016 2016年8月1日 HK\$'000 千港元
Properties held for development for sale	持作出售發展物業	18,550
Deposits and prepayments for acquisition of properties held for development for sale	收購持作出售發展物業之按金及預付款	33,432
Amount due to the vendor	結欠賣方金額	(33,432)
Net assets assumed	資產承擔淨額	18,550
Net cash outflow on acquisition:	收購之現金流出淨額	
Consideration paid	支付代價	(51,982)
Settlement of amount due to the vendor	清付結欠賣方金額	33,432
		(18,550)

- (b) On 13 October 2016, the Group completed the acquisition of 100% equity interest in a subsidiary, Daily Leader Limited, and shareholder loan from an independent third party for a cash consideration of HK\$64,525,000. The principal assets of the subsidiary are properties held for development for sale. The assets acquired and liabilities assumed were as follows:

		13 October 2016 2016年10月13日 HK\$'000 千港元
Properties held for development for sale	持作出售發展物業	15,822
Deposits and prepayments for acquisition of properties held for development for sale	收購持作出售發展物業之按金及預付款	48,703
Amount due to the vendor	結欠賣方金額	(48,703)
Net assets assumed	資產承擔淨額	15,822
Net cash outflow on acquisition:	收購之現金流出淨額	
Consideration paid	支付代價	(64,525)
Settlement of amount due to the vendor	清付結欠賣方金額	48,703
		(15,822)

Note:

The cash flows impact regarding the acquisitions of assets and liabilities through acquisitions of subsidiaries were presented as operating cash flows in the consolidated financial statement of cash flows.

32. 透過收購附屬公司收購資產及負債

- (a) 於2016年8月1日，本集團從一名獨立第三方以現金代價51,982,000港元完成收購一間附屬公司，寶藝國際集團有限公司之100%權益及股東貸款。該附屬公司之主要資產為持作出售發展物業。收購資產及負債承擔如下：

- (b) 於2016年10月13日，本集團從一名獨立第三者以現金代價64,525,000港元完成收購一間附屬公司，Daily Leader Limited之100%權益及股東貸款。該附屬公司之主要資產為持作出售發展物業。收購資產及負債承擔如下：

附註：

有關透過收購附屬公司收購資產及負債之現金流量影響已於綜合現金流量表呈列為經營現金流量。

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綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

33. PLEDGE OF ASSETS

At the end of the reporting period, the following assets of the Group were pledged to banks to secure credit facilities granted to the Group:

Investment properties	投資物業
Properties held for development for sale	持作出售發展物業

In addition, rentals in respect of the above investment properties and future sale proceeds and rentals in respect of the above properties held for development for sale were also pledged to these banks.

34. OPERATING LEASE ARRANGEMENTS

The Group as lessee

Minimum lease payments recognised in profit or loss during the year	年內於損益中確認之最低租金付款
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At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

Within one year	一年內
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)

33. 資產抵押

於報告期末，本集團抵押下列資產予一間銀行作為批予本集團之信貸額度：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
986,740	785,873
1,634,964	597,868
2,621,704	1,383,741

此外，上述投資物業租金及上述持作出售發展物業日後之銷售所得款項及租金亦抵押予銀行。

34. 經營租約安排

本集團作為承租人

2018 HK\$'000 千港元	2017 HK\$'000 千港元
2,543	2,543

於報告期末，本集團於以下年期到期之不可撤銷經營租約之未來最低租金付款之承擔為：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
2,550	1,084
3,587	–
6,137	1,084

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For the year ended 31 March 2018 截至2018年3月31日止年度

34. OPERATING LEASE ARRANGEMENTS (Continued)

The Group as lessee (Continued)

The table above includes commitments for future minimum lease payments under non-cancellable operating leases payable to a subsidiary of Easyknit International which fall due as follows:

Within one year	一年內
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for a term of one year to three years (2017: one year).

Under the leases entered into by the Group, the lease payments are fixed and no arrangements have been entered into for contingent rental payments.

The Group as lessor

Property rental income earned during the year	年內賺取之物業租金收入
Less: Outgoings	減：支出
Net rental income	租金收入淨額

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)
Over five years	超過五年

Under the leases entered into by the Group, the lease payments are fixed and no arrangements have been entered into for contingent rental payments. The properties held have committed tenants for terms of one year to six years (2017: one year to seven years).

34. 經營租約安排(續)

本集團作為承租人(續)

上表包括以下年期到期之不可撤銷經營租約之未來最低租金付款予永義國際之一間附屬公司之承擔為：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
2,496	1,040
3,536	—
6,032	1,040

經營租約付款指本集團之若干辦公室物業之應付租金。租約之租期商議為一年至三年(2017年：一年)。

根據與本集團訂立之租約，租金付款為固定及並無訂立或然租金付款安排。

本集團作為出租人

2018 HK\$'000 千港元	2017 HK\$'000 千港元
33,012	29,384
(2,300)	(754)
30,712	28,630

於報告期末，本集團與租戶訂立以下未來最低租約付款：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
32,466	27,338
62,411	44,584
9,172	9,866
104,049	81,788

根據與本集團訂立之租約，租約付款為固定及並無訂立或然租金付款安排。持有物業之有合約租戶之租約為期一年至六年(2017年：一年至七年)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

35. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of investment properties 已訂約但尚未於綜合財務報表中撥備之資本開支乃關於投資物業

The above amount at 31 March 2018 included HK\$265,500,000 for acquisition of units and carparking spaces in a commercial building to earn rental and/or for capital appreciation through acquisition of subsidiaries. Deposits paid amounted to HK\$29,500,000 at 31 March 2018 which was presented in the consolidated statement of financial position as “deposits paid for acquisition of investment properties”. Details of this transaction are set out in the Company’s announcement dated 11 January 2018 and circular dated 15 March 2018. Completion of this transaction took place on 30 April 2018.

36. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer’s monthly contributions are calculated at 5% of the employee’s monthly salaries or up to a maximum of HK\$1,500 (the “mandatory contributions”). The employees are entitled to 100% of the employer’s mandatory contributions upon their retirement at the age of 65, death or total incapacity.

Employees of the subsidiaries in the PRC are members of the state-sponsored pension scheme operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contributions.

35. 資本承擔

2018 HK\$'000 千港元	2017 HK\$'000 千港元
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265,975

9,842

以上於2018年3月31日之金額包括用作透過收購附屬公司以收購一棟商業樓宇內之單位及車位以賺取租金及／或資產增值。於2018年3月31日已付按金為29,500,000港元於綜合財務狀況表呈列為「收購投資物業之已付按金」。該交易之詳情載列於本公司日期為2018年1月11日之公佈及日期為2018年3月15日之通函。該交易已於2018年4月30日完成。

36. 退休福利計劃

本集團根據香港強制性公積金計劃條例，設立界定供款強制性公積金退休福利計劃（「強積金計劃」）。於強積金計劃下，僱員須根據每月薪金供款5%或最多為1,500港元，僱員並可選擇作出額外供款。僱主每月供款為按僱員之每月薪金計算供款5%或最多為1,500港元（「強制性供款」）。僱員於65歲退休時、死亡或完全喪失行為能力時，可享有僱主強制性供款之100%。

於中國之附屬公司之僱員為中國政府設立之國家資助退休金計劃成員。附屬公司須按薪金若干百分比向退休金計劃供款。本集團之責任僅為就退休金計劃作出所規定之供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

36. RETIREMENT BENEFITS SCHEMES (Continued)

There were no forfeited contributions utilised to offset employers' contributions for the year. The employers' contributions which have been dealt with in the consolidated statement of profit or loss and other comprehensive income were as follows:

Employers' contributions recognised in profit or loss	於損益中確認之 僱主供款
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At the end of the reporting period, there were no forfeited contributions available to reduce the contributions payable in the future years.

36. 退休福利計劃(續)

本年度並沒有沒收供款可用作抵銷僱主供款。已於綜合損益及其他全面收益表中處理之僱主供款如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
318	275

於報告期末，並沒有沒收供款可用作減低未來年度之應付供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31 March 2018 and 31 March 2017 are as follows:

37. 主要附屬公司之詳情

於2018年3月31日及2017年3月31日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Nominal value of issued share capital/ paid-up registered capital/ stated capital 已發行股本/ 繳足註冊股本/ 聲明股本面值	Proportion of nominal value of issued share capital/ paid-up registered capital held by the Company 本公司持有 已發行股本/ 繳足註冊股本 面值百分比		Principal activities 主要業務
			2018	2017	
<i>Directly held:</i> 直接持有：					
Fanju Investments Limited 泛菊投資有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Investment in securities 證券投資
Glory Link Investment Limited 邦興投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100%	100%	Investment in securities 證券投資
Land Bloom Holdings Limited 原旺控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Property development 物業發展
<i>Indirectly held:</i> 間接持有：					
Capital Well (H.K.) Limited 富和(香港)有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100%	–	Property investment 物業投資
Chancemore Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Property investment 物業投資
City China International Limited 城中國際有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100%	100%	Loan financing 貸款融資
Clever Wise Holdings Limited 智聰控股有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Property investment 物業投資
Daily Leader Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Property development 物業發展
Excellent East Limited 思英有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100%	–	Property investment 物業投資
Gainever Corporation Limited 永達恒有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	100%	Investment in securities 證券投資

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

37. 主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Nominal value of issued share capital/ paid-up registered capital/ stated capital 已發行股本/ 繳足註冊股本/ 聲明股本面值	Proportion of nominal value of issued share capital/ paid-up registered capital held by the Company 本公司持有 已發行股本/ 繳足註冊股本 面值百分比		Principal activities 主要業務
			2018	2017	
Giant East Limited 德東有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	–	Property investment 物業投資
Goldchamp International Limited 世昌國際有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000 港元	100%	100%	Property investment 物業投資
Golden Top Properties Limited 高順置業有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2 港元	100%	100%	Property investment 物業投資
Grow Well Profits Limited	BVI/Singapore 英屬處女群島/新加坡	Ordinary US\$1 普通股 1 美元	100%	100%	Property investment 物業投資
Janson Properties Limited 展勝置業有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2 港元	100%	100%	Property investment 物業投資
Main Lucky Enterprises Limited 明益企業有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property investment 物業投資
Top Channel Enterprises Limited 益祥企業有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	100%	Property investment 物業投資
Total Expect Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Property development 物業發展
Treasure Arts International Group Limited 寶藝國際集團有限公司	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股 1 美元	100%	100%	Property development 物業發展
Wealth Plan Development Limited 康圖發展有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1 港元	100%	–	Property development 物業發展
(Easyknit Enterprises (Huzhou) Co., Ltd.) ("Enterprises Huzhou")* 永義實業(湖州)有限公司	PRC 中國	Registered US\$25,544,206 註冊股本 25,544,206 美元	100%	100%	Property investment 物業投資

* Enterprises Huzhou is a wholly foreign owned enterprise established in the PRC, to be operated for 50 years up to 14 December 2054.

* 湖州實業為一間於中國成立之外資投資企業，經營期為50年，直至2054年12月14日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company, which, in the opinion of the directors of the Company, principally affected the results of the year or constituted a substantial portion of the assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company result in particulars of excessive length.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. Majority of these subsidiaries operate in Hong Kong. The principal activities of these subsidiaries are summarised as follows:

Principal activity 主要業務	Principal place of business 主要營業地點
Investment holding 投資控股	Hong Kong 香港
Inactive 非活躍	Hong Kong 香港
Inactive 非活躍	PRC 中國

None of the subsidiaries had issued any debt securities at 31 March 2018 or 31 March 2017.

38. EVENT AFTER THE END OF THE REPORTING PERIOD

As set out in note 35, acquisition of investment properties (being units and carparking spaces in a commercial building) was completed on 30 April 2018. The consideration (not including legal costs and other direct costs) amounted to HK\$295 million.

37. 主要附屬公司之詳情(續)

根據本公司董事之意見，上表所列示之本公司附屬公司，為主要影響本年度之業績或構成本集團資產主要部分。根據本公司董事之意見列出其他附屬公司之詳情則會使資料過於冗長。

於報告期末，本公司尚有其他對本集團而言並不是重要之附屬公司。此等附屬公司大部分於香港營運。此等附屬公司之主要業務概括如下：

Number of subsidiaries 附屬公司數目	
2018	2017
16	16
10	7
2	2
28	25

沒有附屬公司於2018年3月31日或2017年3月31日發行任何債務證券。

38. 報告期末後事項

如附註35所載，收購投資物業（一棟商業樓宇內之單位及車位）已於2018年4月30日完成。代價（不包括法律成本及其他直接成本）金額為295,000,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

39. 本公司之財務狀況表

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2,064	2,640
Interests in subsidiaries	於附屬公司權益	2,328,706	2,107,822
		2,330,770	2,110,462
Current assets	流動資產		
Other receivables	其他應收款項	251	201
Bank balances	銀行結餘	46,714	164,628
		46,965	164,829
Current liabilities	流動負債		
Other payables	其他應付款項	1,396	3,609
Convertible notes	可換股票據	69,656	81,981
		71,052	85,590
Net current (liabilities) assets	流動(負債)資產淨值	(24,087)	79,239
Total assets less current liabilities	總資產減流動負債	2,306,683	2,189,701
Non-current liabilities	非流動負債		
Convertible notes	可換股票據	–	13,820
Deferred tax liabilities	遞延稅項負債	10,640	1,859
		10,640	15,679
		2,296,043	2,174,022
Capital and reserves	資本及儲備		
Share capital	股本	29,658	19,118
Reserves (note)	儲備(附註)	2,266,385	2,154,904
		2,296,043	2,174,022

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2018 截至2018年3月31日止年度

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

Movements of the Company's reserves during the current and prior years are as follows:

39. 本公司之財務狀況表 (續)

附註：

本公司之儲備於年內及過往年度之變動如下：

		Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Share options reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	股本儲備 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 April 2016	於2016年3月31日	1,882,461	21,181	53,194	261,126	-	(186,417)	2,031,545
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	(15,951)	(15,951)
Issue of new shares	發行新股份	90,410	-	-	-	-	-	90,410
Transaction costs attributable to issue of new shares	發行新股份之交易成本	(961)	-	-	-	-	-	(961)
Recognition of equity component of convertible note	確認可換股票據權益成分	-	24,391	-	-	-	-	24,391
Deferred tax liability on recognition of equity component of convertible note	確認可換股票據權益成分之遞延稅項負債	-	(4,025)	-	-	-	-	(4,025)
Issue of shares on conversion of convertible note	兌換可換股票據時發行股份	47,778	(24,391)	-	-	-	-	23,387
Deferred tax liability released upon conversion of convertible note	兌換可換股票據時解除遞延稅項負債	-	4,025	-	-	-	-	4,025
Recognition of equity-settled share-based payments	確認以權益結算之股份為基礎支付	-	-	-	-	2,083	-	2,083
At 31 March 2017	於2017年3月31日	2,019,688	21,181	53,194	261,126	2,083	(202,368)	2,154,904
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	(2,090)	(2,090)
Issue of new shares	發行新股份	42,865	-	-	-	-	-	42,865
Transaction costs attributable to issue of new shares	發行新股份之交易成本	(505)	-	-	-	-	-	(505)
Recognition of equity component of convertible notes	確認可換股票據之權益成分	-	27,994	-	-	-	-	27,994
Deferred tax liability on recognition of equity component of convertible notes	確認可換股票據之權益成分時之遞延稅項負債	-	(4,619)	-	-	-	-	(4,619)
Transfer upon modification of terms of convertible note	更改可換股票據條款時轉撥	-	(14,304)	-	-	-	14,304	-
Deferred tax liability released upon modification of terms of convertible note	更改可換股票據條款時解除遞延稅項負債	-	465	-	-	-	-	465
Recognition upon modification of terms of convertible note	更改可換股票據條款時確認	-	50,992	-	-	-	-	50,992
Deferred tax liability on recognition of equity component upon modification of terms of convertible note	更改可換股票據條款時確認權益成分之遞延稅項負債	-	(8,414)	-	-	-	-	(8,414)
Issue of shares on conversion of convertible note	兌換可換股票據時發行股份	14,100	(11,145)	-	-	-	-	2,955
Deferred tax liability released upon conversion of convertible note	兌換可換股票據時解除遞延稅項負債	-	1,838	-	-	-	-	1,838
Transfer upon cancellation of share options	取消購股權時轉撥	-	-	-	-	(431)	431	-
At 31 March 2018	於2018年3月31日	2,076,148	63,988	53,194	261,126	1,652	(189,723)	2,266,385

Financial Summary 財務資料概要

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度				
		2014	2015	2016	2017	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	營業額	156,940	192,489	103,439	36,518	49,605
(Loss) profit before taxation	除稅前(虧損)溢利	(2,752)	35,118	(61,238)	(29,592)	54,608
Taxation	稅項	211	(4,032)	(8,030)	2,965	(1,069)
(Loss) profit for the year attributable to owners of the Company	本公司股東應佔本 年度(虧損)溢利	(2,541)	31,086	(69,268)	(26,627)	53,539

ASSETS AND LIABILITIES

資產及負債

		At 31 March 於三月三十一日				
		2014	2015	2016	2017	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	1,389,502	1,919,181	2,574,086	3,407,650	4,011,917
Total liabilities	總負債	(266,408)	(356,536)	(249,642)	(955,497)	(1,296,629)
Equity attributable to owners of the Company	本公司股東應佔 權益	1,123,094	1,562,645	2,324,444	2,452,153	2,715,288

Summary of Properties

物業概要

At 31 March 2018 於2018年3月31日

A. INVESTMENT PROPERTIES

A. 投資物業

	Location	地址	Purpose 用途	Approximate gross floor/ saleable/site area 概約樓面/ 實用/地皮面積 (sq.ft.) (平方呎)	Lease-term 租約年期
1.	Ground Floor No. 148 Johnston Road Wanchai Hong Kong	香港灣仔 莊士敦道 148號地下	Commercial 商業	578	Long 長期
2.	Ground Floor to Fifth Floor and Portion of Roof No. 11 Matheson Street and Ground Floor to Fifth Floor and Portion of Roof No. 13 Matheson Street Causeway Bay Hong Kong	香港銅鑼灣 勿地臣街11號 地下至五樓及天台部份 及勿地臣街13號 地下至五樓及天台部份	Commercial 商業	1,836	Long 長期
3.	Ground Floor to Fifth Floor No. 15 Matheson Street Causeway Bay Hong Kong	香港銅鑼灣 勿地臣街15號 地下至五樓	Commercial/ Residential 商業/住宅	1,021	Long 長期
4.	Ground Floor No. 6 Cannon Road Causeway Bay Hong Kong	香港銅鑼灣 景隆街6號 地下	Commercial 商業	472	Long 長期
5.	Sixth Floor Nos. 650-652 Castle Peak Road, and No. 18A Wing Hong Street Kowloon	九龍 青山道 650-652號·6樓及 永康街18A號	Industrial 工業	8,608	Medium 中期
6.	Second Floor Nos. 790, 792 and 794 Cheung Sha Wan Road Kowloon	九龍 長沙灣道 790號、792號及794號 2樓	Industrial 工業	2,981	Medium 中期
7.	Unit B on First Floor Fung Wah Factory Building Nos. 646, 648, 648A Castle Peak Road, Kowloon	九龍青山道646號、648號 及648A號豐華工業大廈 一樓單位B	Industrial 工業	1,910	Medium 中期

Summary of Properties 物業概要

At 31 March 2018 於2018年3月31日

A. INVESTMENT PROPERTIES (Continued)

A. 投資物業 (續)

	Location	地址	Purpose 用途	Approximate gross floor/ saleable/site area 概約樓面/ 實用/地皮面積 (sq.ft.) (平方呎)	Lease-term 租約年期
8.	Roof No. 20 Wing Hong Street Kowloon	九龍永康街20號天台	Industrial 工業	2,910	Medium 中期
9.	Fifth Floor No. 20 Wing Hong Street Kowloon	九龍永康街20號五樓	Industrial 工業	3,402	Medium 中期
10.	House 9, Villa Castell No. 20 Yau King Lane Tai Po New Territories	新界大埔優景里20號 新翠山莊9號洋房	Residential 住宅	1,599	Medium 中期
11.	Units 1 and 2 on Seventh Floor Block D and Car Parking Space No. 46 on Lower Ground Floor Shatin Heights No. 8003 Tai Po Road Shatin New Territories	新界沙田大埔公路8003號 沙田花園D座七樓1號和 2號單位及低層地下車位 第46號	Residential 住宅	2,086	Medium 中期
12.	Third Floor No. 161 Wong Nai Chung Road Hong Kong	香港黃泥涌道161號三樓	Residential 住宅	781	Medium 中期
13.	15 Ardmore Park #04-03 Singapore 259959	15 Ardmore Park #04-03 新加坡259959	Residential 住宅	2,885	Freehold 免租
14.	15 Ardmore Park #06-04 Singapore 259959	15 Ardmore Park #06-04 新加坡259959	Residential 住宅	2,885	Freehold 免租
15.	15 Ardmore Park #18-02 Singapore 259959	15 Ardmore Park #18-02 新加坡259959	Residential 住宅	2,885	Freehold 免租
16.	An industrial complex located at No. 108 of Dongliang Road, Zhili Town, Wuxing District, Huzhou City, Zhejiang Province of the People's Republic of China with a total of sixteen building blocks being built	一工業中心總計有十六棟 已完成建築之建築物位 於中國浙江省 湖州市吳興區織里鎮 棟梁路108號	Industrial 工業	1,805,534	Medium 中期

Summary of Properties

物業概要

At 31 March 2018 於2018年3月31日

B. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

B. 持作出售發展物業

	Location	地址	Purpose 用途	Approximate site area 概約實用面積 (sq.ft.) (平方呎)	Lease-term 租約年期	Stage of completion 完成階段
1.	Nos. 14-20 Inverness Road Kowloon Tong Kowloon	九龍九龍塘 延文禮士道 14-20 號	Residential 住宅	15,502	Medium 中期	Under development 發展中
2.	Unit A1, A2, B1, B2, C2 and D on Ground Floor, Unit A, B, C, D on First Floor, Unit A, B, C on Second Floor, Unit A, B, C, D on Third Floor, Unit A, B, C, D on Fourth Floor, Unit B, C, D on Fifth Floor, Unit A, B, C, D with Roof on Sixth Floor Fung Wah Factorial Building Nos. 646, 648, 648A Castle Peak Road Kowloon	九龍青山道 646 · 648 · 648A 號 豐華工業大廈 地下 A1 · A2 · B1 · B2 及 C2 單位 · 一樓 A · B · C · D 單位 · 二樓 A · B · C 單位 · 三樓 A · B · C · D 單位 · 四樓 A · B · C · D 單位 · 五樓 B · C · D 單位 · 六樓 A · B · C · D 單位 連天台	Industrial 工業	9,206	Medium 中期	Under development 發展中
3.	Portion A and Portion B of Car Park on the G/F, Flat A and B on First Floor, Flat A and B on Second Floor, Flat A and B on Third Floor, Flat A and B on Fourth Floor & Flat Roof, Flat A and B on Fifth Floor, Flat A and B on Sixth Floor, Flat A and B on Seventh Floor, Flat A and B on Eighth Floor, Flat A and B on Ninth Floor & Roof Wing Cheong Factory Building No. 121 King Lam Street Cheung Sha Wan Kowloon	九龍長沙灣瓊林街 121 號 永昌工廠大廈地下單位 A 部分 及 B 部分 · 一樓 A 及 B 單位 · 二樓 A 及 B 單位 · 三樓 A 及 B 單位 · 四樓 A · B 單位及屋頂平台 · 五樓 A 及 B 單位 · 六樓 A 及 B 單位 · 七樓 A 及 B 單位 · 八樓 A 及 B 單位 · 九樓 A · B 單位及天台	Industrial 工業	5,483	Medium 中期	Under development 發展中