

2018

ANNUAL REPORT 年報

**FULLSUN INTERNATIONAL  
HOLDINGS GROUP CO., LIMITED**

福晟國際控股集團有限公司

Stock Code 股份代號 : 627

*Forging a Firm Foundation for the Future*  
專注物業 開創未來

(Formerly known as U-RIGHT International Holdings Limited)  
(前稱佑威國際控股有限公司\*)

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

\* For identification purpose only 僅供識別

# CONTENTS 目錄

	<b>OVERVIEW</b>	<b>概覽</b>
2	Corporate Information	公司資料
4	Changes for the Year	本年的轉變
5	Principal Properties	主要物業
7	Financial Highlights	財務摘要
8	Chairman's Statement	主席報告
10	Management Discussion and Analysis	管理層討論與分析
24	Report of the Directors	董事會報告
37	Biographical Details of Directors and Senior Management	董事及高級管理人員履歷詳情
47	Corporate Governance Report	企業管治報告
61	Environmental, Social and Governance Report	環境、社會及管治報告
	<b>FINANCIAL SECTION</b>	<b>財務部分</b>
87	Independent Auditor's Report	獨立核數師報告
95	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
97	Consolidated Statement of Financial Position	綜合財務狀況表
99	Consolidated Statement of Changes in Equity	綜合權益變動表
100	Consolidated Statement of Cash Flows	綜合現金流量表
103	Notes to the Consolidated Financial Statements	綜合財務報表附註
211	Five-Year Financial Summary	五年財務摘要

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. PAN Weiming (*Chairman*)\*  
Mr. PAN Jungang \*  
Ms. CHEN Weihong\*  
Mr. LI Jinrong\*  
Mr. TANG Kwok Hung<sup>◇</sup>  
Ms. WU Jihong #  
Mr. WU Yang #  
Mr. NG Cheuk Fan, Keith ^  
Mr. PAN Haoran <sup>△</sup>

#### Independent Non-Executive Directors

Mr. MAK Ka Wing, Patrick  
Mr. YANG Xiaoping \*  
Mr. YUEN Chee Lap, Carl \*  
Dr. CHEUNG Wai Bun, Charles *J.P.* #  
Mr. CHAN Chi Yuen ^  
Mr. XIE Tom ^

### AUDIT COMMITTEE

Mr. YUEN Chee Lap, Carl (*Chairman*) \*  
Mr. MAK Ka Wing, Patrick  
Mr. YANG Xiaoping \*  
Dr. CHEUNG Wai Bun, Charles *J.P.* #  
Mr. CHAN Chi Yuen ^  
Mr. XIE Tom ^

### REMUNERATION COMMITTEE

Mr. MAK Ka Wing, Patrick (*Chairman*)  
Mr. YANG Xiaoping \*  
Mr. YUEN Chee Lap, Carl \*  
Dr. CHEUNG Wai Bun, Charles *J.P.* #  
Mr. CHAN Chi Yuen ^  
Mr. XIE Tom ^

### NOMINATION COMMITTEE

Mr. MAK Ka Wing, Patrick (*Chairman*)  
Mr. YANG Xiaoping \*  
Mr. YUEN Chee Lap, Carl \*  
Dr. CHEUNG Wai Bun, Charles *J.P.* #  
Mr. CHAN Chi Yuen ^  
Mr. XIE Tom ^

\* appointed on 1 December 2017

<sup>◇</sup> resigned as Chief Executive Officer on 1 December 2017

# appointed on 14 December 2017

^ resigned on 1 December 2017

<sup>△</sup> appointed on 1 December 2017 and resigned on 4 June 2018

### COMPANY SECRETARY

Mr. CHAN Ming Kei (appointed on 15 January 2018)  
Ms. CHAN Lo Sho (resigned on 15 January 2018)

### 董事會 執行董事

潘偉明先生(主席)\*  
潘俊鋼先生\*  
陳偉紅女士\*  
利錦榮先生\*  
鄧國洪先生<sup>◇</sup>  
吳繼紅女士#  
吳洋先生#  
吳卓凡先生^  
潘浩然先生<sup>△</sup>

### 獨立非執行董事

麥家榮先生  
楊小平先生\*  
源自立先生\*  
張惠彬博士，太平紳士#  
陳志遠先生^  
謝祺祥先生^

### 審核委員會

源自立先生(主席)\*  
麥家榮先生  
楊小平先生\*  
張惠彬博士，太平紳士#  
陳志遠先生^  
謝祺祥先生^

### 薪酬委員會

麥家榮先生(主席)  
楊小平先生\*  
源自立先生\*  
張惠彬博士，太平紳士#  
陳志遠先生^  
謝祺祥先生^

### 提名委員會

麥家榮先生(主席)  
楊小平先生\*  
源自立先生\*  
張惠彬博士，太平紳士#  
陳志遠先生^  
謝祺祥先生^

\* 於二零一七年十二月一日獲委任

<sup>◇</sup> 於二零一七年十二月一日辭任行政總裁

# 於二零一七年十二月十四日獲委任

^ 於二零一七年十二月一日辭任

<sup>△</sup> 於二零一七年十二月一日獲委任及於二零一八年六月四日辭任

### 公司秘書

陳銘基先生(於二零一八年一月十五日獲委任)  
陳璐莎女士(於二零一八年一月十五日辭任)

### AUDITORS

Deloitte Touche Tohmatsu, *Certified Public Accountants*  
(appointed on 5 January 2018)

ZHONGHUI ANDA CPA Limited, *Certified Public Accountants*  
(resigned on 5 January 2018)

### COMPLIANCE ADVISERS

Ample Capital Limited

### LEGAL ADVISERS

Beijing Commerce & Finance Law Offices  
Shirley Lau & Co. LLP  
(In association with CMS Hasche Sigle, Hong Kong LLP)

### PRINCIPAL BANKERS

Fubon Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
China Construction Bank (Asia) Corporation Limited  
Bank of Communications Co., Ltd.

### PRINCIPAL SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### LISTING INFORMATION

The Stock Exchange of Hong Kong Limited  
Ordinary Shares (Stock Code: 627)

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### PRINCIPAL PLACE OF BUSINESS

Unit 2408, 24/F., World-wide House  
19 Des Voeux Road Central  
Hong Kong

### COMPANY WEBSITE

[www.fullsun.com.hk](http://www.fullsun.com.hk)

### INVESTOR RELATIONS

Email: [cs@fullsun.com.hk](mailto:cs@fullsun.com.hk)

### 核數師

德勤•關黃陳方會計師行，執業會計師  
(於二零一八年一月五日獲委任)

中匯安達會計師事務所有限公司，執業會計師  
(於二零一八年一月五日辭任)

### 合規顧問

豐盛融資有限公司

### 法律顧問

北京市通商律師事務所  
劉莎莉律師事務所有限法律責任合夥  
(與CMS德和信律師事務所聯盟)

### 主要往來銀行

富邦銀行(香港)有限公司  
恒生銀行有限公司  
中國建設銀行(亞洲)股份有限公司  
交通銀行股份有限公司

### 主要股份登記處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 上市資料

香港聯合交易所有限公司  
普通股(股份代號: 627)

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 主要營業地點

香港中環  
德輔道中19號  
環球大廈24樓  
2408室

### 公司網址

[www.fullsun.com.hk](http://www.fullsun.com.hk)

### 投資者關係

電郵: [cs@fullsun.com.hk](mailto:cs@fullsun.com.hk)

# CHANGES FOR THE YEAR

## 本年的轉變

Fullsun International Holdings Group Co., Limited (formerly known as U-RIGHT International Holdings Limited, the “Company”, together with its subsidiaries, the “Group”) accomplished a number of significant events and milestones during the year ended 31 March 2018 (the “Year”), including, the disposals of Alfreda Limited and UR Group Limited (the “VSD”), the placing of shares of 2,727,280,000 shares of the Company (“Shares”) (the “Share Placing”), the placing of convertible bonds with principal amount of HK\$200,000,000 (the “CB Placing”) and the issue of consideration shares of 6,415,060,000 Shares (the “Consideration Shares”) and payment of cash consideration of HK\$100,000,000 to Tongda Enterprises Limited (“Tongda”) in relation to the acquisition of Vivalink Limited and its subsidiaries (collectively “Vivalink Group”) (the “VSA”) were completed on 1 December 2017 (the “Transactions”). Mr. Pan Weiming and Tongda have become the controlling shareholders of the Company and the Group changed the principal business to the development and sale of properties and property investment in the PRC (including Hong Kong).

The VSA constituted a very substantial acquisition for the Company under Rule 14.06(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (“Listing Rules”), a connected transaction for the Company pursuant to Rule 14A.28 of the Listing Rules, a reverse takeover for the Company under Rule 14.06(6)(a) of the Listing Rules. As such, the Company was also treated as if it were a new listing applicant under Rule 14.54 of the Listing Rules. The approval-in-principle to the new listing application was granted by the Stock Exchange on 25 October 2017.

The aggregate consideration for the VSD was approximately HK\$78,860,000. The VSD on an aggregated basis constituted a very substantial disposal transaction for the Company under Rule 14.06 of the Listing Rules and therefore subjected to the announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

The Company obtained independent shareholders’ approval on the special general meeting held on 20 November 2017 for the VSA and other relevant resolutions, including, but not limited to, the application of the whitewash waiver, the VSD, the Share Placing and CB Placing under specific mandate, the share premium reduction, change of name of the Company and the adoption of the share option scheme (the “Share Option Scheme”). The Transactions were then completed on 1 December 2017 and the name of the Company was also changed to Fullsun International Holdings Group Co., Limited.

Details of the abovementioned transactions were set out in the circular of the Company dated 27 October 2017 and announcement of the Company dated 1 December 2017.

The VSA constituted a reverse takeover for the Company. Under the applicable financial reporting standards adopted by the Company, the financial results presented by the Group for the Year and its comparative period (i.e. the period from 1 April 2016 to 31 March 2017) are restated and prepared as a continuation of the financial results of Vivalink Group, the business including trading of construction materials are consolidated to the financial results only since 1 December 2017 after the completion of the VSA. In this annual report (“Annual Report”), we will focus on the discussion and analysis about the property development and investment business.

福晟國際控股集團有限公司(前稱佑威國際控股有限公司,「本公司」,連同其附屬公司統稱「本集團」)於截至二零一八年三月三十一日止年度(「本年度」)完成多項重大事件及里程碑,包括出售 Alfreda Limited 及 UR Group Limited (「非常重大出售事項」)、配售 2,727,280,000 股本公司股份(「股份」)(「股份配售事項」)、配售本金額 200,000,000 港元之可換股債券(「可換股債券配售事項」)及就收購隆通有限公司及其附屬公司(統稱「隆通集團」)(「非常重大收購事項」)向通達企業有限公司(「通達」)發行代價股份 6,415,060,000 股(「代價股份」)及支付現金代價 100,000,000 港元(「該等交易」),該等交易均於二零一七年十二月一日完成。潘偉明先生及通達成為本公司控股股東,而本集團將主要業務更改為在中國(包括香港)發展及銷售物業以及物業投資。

非常重大收購事項構成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 14.06(5)條項下本公司之非常重大收購事項、上市規則第 14A.28 條項下本公司之關連交易、上市規則第 14.06(6)(a)條項下本公司之反收購。此外,根據上市規則第 14.54 條,本公司亦將被視作新上市申請人。聯交所於二零一七年十月二十五日原則上批准新上市申請。

非常重大出售事項之總代價約為 78,860,000 港元。非常重大出售事項按合併基準計算構成上市規則第 14.06 條項下本公司之非常重大出售交易,故須遵守上市規則第 14 章之公佈及股東批准規定。

本公司於二零一七年十一月二十日舉行之股東特別大會就非常重大收購事項及其他相關決議案(包括但不限於申請清洗豁免、非常重大出售事項、特定授權項下股份配售事項及可換股債券配售事項、削減股份溢價、更改本公司之名稱及採納購股權計劃(「購股權計劃」))取得獨立股東批准。該等交易其後於二零一七年十二月一日完成,而本公司名稱亦已更改為福晟國際控股集團有限公司。

上述交易詳情載於本公司日期為二零一七年十月二十七日之通函及本公司日期為二零一七年十二月一日之公佈。

非常重大收購事項構成本公司反收購。根據本公司所採納適用財務報告準則,本集團就本年度及比較期間(即由二零一六年四月一日至二零一七年三月三十一日)呈列之財務業績已重列及編製作為隆通集團財務業績之續表,業務(包括建材貿易)僅於二零一七年十二月一日非常重大收購事項完成後於財務業績綜合入賬。於本年報(「年報」),我們將集中討論及分析物業發展及投資業務。

# PRINCIPAL PROPERTIES

## 主要物業

### PROPERTY HELD FOR DEVELOPMENT/SALES 持作發展／銷售之物業

Project 項目	Address 地址	Gross floor area (sq. m.) 總建築面積 (平方米)	Attributable interest to the Group 本集團應佔權益	Nature of property (Note) 物業性質 (附註)	Expected completion date 預計建成日期
<b>Changsha City, Hunan Province</b> 湖南省長沙市					
Qianlong Academy 錢隆學府	No. 28 Xinkaipu Road, Tianxin District 天心區新開鋪路28號	8,353	100%	CP/Others	Completed 已竣工
Qianlong Fine Art 錢隆樽品	No. 1 Furong South Road, Tianxin District 天心區芙蓉南路1號	16,440	100%	C/R/CP/Others	Completed 已竣工
Qianlong Premier Mansion 錢隆首府	No. 66 Tianjian Road, Tianxin District 天心區天劍路66號	14,351	100%	R/CP/Others	Completed 已竣工
Qianlong Royal Family Phase 1 錢隆世家第一期	No. 1 Xinglian Road, Xingang Town, Kaifu District 開福區新港鎮興聯路1號	23,164	100%	C/R/CP/Others	Completed 已竣工
Qianlong Royal Family Phase 2 錢隆世家第二期	No. 1 Xinglian Road, Xingang Town, Kaifu District 開福區新港鎮興聯路1號	183,070	100%	C/R/CP/Others	2018-2019 二零一八年至 二零一九年
Qianlong Royal Family Phase 3 錢隆世家第三期	No. 1 Xinglian Road, Xingang Town, Kaifu District 開福區新港鎮興聯路1號	51,099	100%	C/R/CP/Others	2019 二零一九年
Qianlong International Phase 1 錢隆國際第一期	Xinglian Village, Xingang Town, Kaifu District 開福區新港鎮興聯村	13,526	100%	C/CP/Others	Completed 已竣工
Qianlong International Phase 2 錢隆國際二期	Xinglian Village, Xingang Town, Kaifu District 開福區新港鎮興聯村	160,929	100%	C/R/CP/Others	2019-2020 二零一九年至 二零二零年
Qianlong International Phase 3 錢隆國際三期	Xinglian Village, Xingang Town, Kaifu District 開福區新港鎮興聯村	56,658	100%	N/A 不適用	Not yet commenced 尚未動工
Xingru Jincheng Phase 2 興汝金城二期	Guihua Ping, Tianxin District 天心區桂花坪	83,620	100%	C/R/CP/Others	2018 二零一八年
Xingru Jincheng Phase 3 興汝金城三期	Guihua Ping, Tianxin District 天心區桂花坪	159,644	100%	C/R/CP/Others	2020 二零二零年
Fullsun International Financial Centre 福晟國際金融中心	Xiaoxiang Zhong Road, Binjiang Xincheng Sub-district, Yuelu District 岳麓區濱江新城片區 瀟湘中路	163,861	100%	C/CP/Others	2018 二零一八年

Note:

C represents commercial  
R represents residential  
CP represents carparks  
Others represents ancillary and others

附註：

C指商業  
R指住宅  
CP指停車場  
Others指輔助及其他

# PRINCIPAL PROPERTIES

## 主要物業

### PROPERTY HELD FOR INVESTMENT

### 持作投資之物業

Project	Address	Gross floor area (sq. m.) 總建築面積 (平方米)	Attributable interest to the Group 本集團應佔權益	Nature of property (Note) 物業性質 (附註)	Category of lease 租賃類別
<b>Fuzhou City, Fujian Province</b> 福建省福州市					
Qianlong Gongguan <sup>#</sup> 錢隆公館	No. 77 Yuantong Road East, Shangjie Town, Minhou County 閩侯縣上街鎮源通東路77號	241	100%	C	Medium 中期
<b>Hong Kong</b> 香港					
Enterprise Square 3 <sup>Δ</sup> 企業廣場三期	No. 39 Wang Chiu Road, Kowloon 九龍宏照道39號	6,763	100%	C/CP/Others	Medium 中期

Note:

C represents commercial

R represents residential

CP represents car parks

Others represents ancillary and others

<sup>#</sup> One of the shops is using by the Group.

<sup>Δ</sup> The Group intends to occupy one vacant floor as office of the Group in the future.

附註：

C指商業

R指住宅

CP指停車場

Others指輔助及其他

<sup>#</sup> 其中一間店舖現由本集團使用。

<sup>Δ</sup> 本集團擬佔用一空置樓層作本集團日後之辦公室。

# FINANCIAL HIGHLIGHTS

## 財務摘要

### KEY FINANCIAL PERFORMANCE

The figures below are extracted from the consolidated financial statements as disclosed in this Annual Report.  
(Expressed in RMB'000)

### 主要財務表現

下列數據乃摘錄自本年報所披露綜合財務報表。  
(以人民幣千元列示)

		Year ended 31 March 截至三月三十一日止年度			
Operating Performance	營運績效	2018 二零一八年	2017 二零一七年	Changes 變動	%
Revenue	收入	553,549	602,607	↓49,058	↓8.1
Gross profit	毛利	222,303	174,014	↑48,289	↑27.8
Gross profit margin	毛利率	40.2%	28.9%	↑11.3%	–
Operating profit before tax	除稅前經營溢利	178,915	112,137	↑66,778	↑59.6
Income tax expenses	所得稅開支	(79,024)	(58,024)	↑21,000	↑36.2
Operating profit after tax	除稅後經營溢利	99,891	54,113	↑45,778	↑84.6

		Year ended 31 March 截至三月三十一日止年度	
Financial effect of other non-operating activities	其他非營運活動之財務影響	2018 二零一八年	2017 二零一七年
Operating profit after tax	除稅後經營溢利	99,891	54,113
Less:	減：		
Change in fair value of derivative components of convertibles bonds	可換股債券衍生部分之公平值變動	(182,812)	Nil 無
Impairment loss on goodwill	商譽之減值虧損	(4,543,433)	Nil 無
(Loss) profit for the year	年內(虧損)溢利	(4,626,354)	54,113
<b>(Loss) earnings per share (RMB cents)</b>	<b>每股(虧損)盈利(人民幣分)</b>		
Basic	基本	(59.64)	0.84
Diluted	攤薄	(59.64)	0.84

		As at 31 March 於三月三十一日			
Financial Position	財務狀況	2018 二零一八年	2017 二零一七年	Changes 變動	%
Restricted bank deposits and bank balances and cash	受限制銀行存款以及銀行結餘及現金	560,503	389,274	↑171,229	↑44.0
Borrowings	借貸	2,226,326	1,536,286	↑690,040	↑44.9
Deposit received for sale of properties	銷售物業之已收按金	1,496,763	283,455	↑1,213,308	↑428.0
Carrying amounts of convertible bonds and its derivative component	可換股債券及其衍生部分之賬面值	1,097,736	–	↑1,097,736	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	288,565	327,707	↓39,142	↓11.9



# CHAIRMAN'S STATEMENT

## 主席報告

### NEW BUSINESSES, NEW DIRECTION

Year 2017/18 was an important year for the Group. On 1 December 2017, the Group completed the major acquisitions and disposals, with its businesses officially moving towards development and investment of residential and commercial properties. After the completion of the acquisition, the Group was officially renamed Fullsun International Holdings Group Co., Limited, underlining a new direction and turning a new page for its business development.

#### Seeking Potential Projects with Dedication

With the favourable support of national real estate-related policies, there is high development potential for the real estate market in China. The Group has actively adjusted its development strategies and tapped into the development and sales of premium residential and commercial properties in Changsha by investing in the shares in Fuzhou Fullsun Group Co., Ltd. (福州福晟集團有限公司), with an aim to capture the enormous business opportunities arising from the policies which are positive to the development of the property market. The Group is a leading provider of premium residential properties and owns six property projects in different development stages in Changsha, and places major efforts in developing residential and commercial cum residential properties, including residence, offices, commercial apartments, retail shops, hotels and shopping malls. The Group proactively enriched and diversified its investment portfolios through acquisitions. During the Year, the Group acquired the development projects of Xingru Jincheng in Changsha, and expanded its business presence in Hong Kong. During the Year, we acquired the properties comprising top 5 floors of office at Enterprise Square Three, No. 39 Wang Chiu Road, Kowloon, Hong Kong, and we are in the process of negotiation to acquire a high-end residential property at La Salle Road, Ho Man Tin, Kowloon, which is soon to be completed, with an aim to bring considerable returns to the Group in the future.

### 新業務 新方向

2017/18年度對於本集團來說意義重大，去年12月1日完成了重大收購和出售等事項，業務正式步向住宅及商業等物業發展與投資。完成收購後，集團正式更名為福晟國際控股集團有限公司，象徵著全新的業務發展方向，為集團發展開啟新篇章。

#### 尋找潛力項目 努力耕耘

有見中國的房地產市場，藉國家房地產相關政策的有利支持下發展潛力優厚，本集團積極調整其發展策略，通過入股福州福晟集團有限公司，駐足長沙發展及銷售優質商住物業，以把握有利房地產市場發展的政策所帶來的龐大商機。本集團為長沙領先的優質住房供應商，原於長沙擁有六項處於不同發展階段的項目組合，主力發展住宅物業及綜合商住物業，包括住宅大樓、辦公室、商業公寓、零售店鋪、酒店及商場。本集團更積極透過收購，豐富投資組合的多元性，年內於長沙收購了興汝金城的發展項目，並把業務版圖擴展至香港，收購了香港九龍宏照道39號企業廣場三期頂5層寫字樓之物業，亦正洽購九龍何文田喇沙利道快將落成的高端住宅物業，冀能為企業日後帶來可觀回報。

### Keeping Abreast of Policies and Market with Foresights

The Group should take into account the overall situation and look into the future with its foresights on investment and development. Therefore, the Group has paid close attention to the national policies. The report of 19th National Congress has pointed out the coordinated regional development strategy based on city clusters and will further advance the construction of a new urbanization model. According to the outline of the "13th Five-Year Plan", the Chinese Government will further optimize the layout of urbanization. The continuous growth in per capita disposable income of urban residents in China, increasing consumer sentiment and stronger purchasing power drove the demand for residential properties. We are optimistic about the prospects of the property market in China and Hong Kong in the long run. In addition to regions such as Changsha and Hong Kong as mentioned above, the Group will implement strategies for layout planning by region, and will focus on city clusters in the Beijing-Tianjin-Hebei region, Yangtze River Delta region, Pearl River Delta region, the Chengdu-Chongqing region, the middle reaches of the Yangtze River and central regions as well as the Guangdong-Hong Kong-Macao Greater Bay Area and the Hangzhou Bay Area, connecting the cities on the West Coast City Cluster with the interior.

Our business for the year is still in the cultivating stage. The Group will strive to bring considerable returns to the Company and its shareholders in the near future through a number of properties/development projects which have been or will be launched for sale, proactively seeking quality customers and leasing out and selling commercial projects. As for future project development, we will progressively explore the possibilities of various value-added products, and develop the concept of "Technology and Finance, Pan-Education and Pan-Health" and its diversified products based on the standardized system of "Technology and Finance for the General Public". The Group will also further improve product quality to meet the needs of various customers and users.

The Group's progressive objectives and its diversified business development broadens the income sources and also strengthens its competitiveness and its reputation in the industry. Equipped with an operation model with high efficiency and stringent cost control measures, the Group will accelerate the overall business development and provide more satisfactory returns to our shareholders.

Last but not least, on behalf of the Board, I would like to extend our gratitude to all shareholders for their support.

**PAN Weiming**  
Chairman  
Hong Kong, 15 June 2018

### 緊貼政策與市場 放眼未來

投資發展，理應目光遠大，顧及全局，放眼未來，故本集團密切留意國家政府的政策。十九大報告提出了以城市為主體的區域協調發展策略，將進一步發展為新型城鎮化建設。依據「十三五」規劃綱要政策，目下市場將傾向於進一步完善城鎮化佈局。隨著中國城鎮居民人均可支配收入持續增長，消費意欲日益提升及消費者購買力增加，帶動住宅物業需求。長遠而言，中港樓市極為樂觀，故除上述長沙及香港區域外，本集團將按區域進行布局策略，放眼於京津冀、長三角、珠三角城市群，成渝、長江中游及中部地區城市群、以及粵港澳大灣區、杭州灣大灣區及海西城市群相接等。

本年度的業務仍在耕耘階段。本集團將透過一眾多個正在或即將開售的物業／發展項目，以及積極尋求優質客戶，出租或出售旗下商業項目，冀能為公司及股東在不遠將來，帶來美好的收成。日後的項目發展，我們亦積極求進，探索產品各樣增值的可能，以「科技便民，金融惠民」為標準體系，發展出「科技金融、泛教育和大健康」的主題，衍生多元類別，進一步提升產品質素，以滿足多元客戶和用家的需求。

本集團積極求進，發展業務更趨多元，在拓寬收入來源的同時，亦加強業內競爭力，提升聲譽。配合高效運作及嚴控成本的運作模式，本集團將推動整體業務發展，為股東爭取更理想的回報。

最後，謹代表本集團董事局，為各股東的支持，致以由衷謝意！

主席  
**潘偉明**  
香港，二零一八年六月十五日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

For the year ended 31 March 2018 (the “Year”), Fullsun International Holdings Group Co., Limited (the “Company”, together with subsidiaries, the “Group”) celebrated a number of significant and milestone events. On 1 December 2017, it was listed on the Main Board of The Stock Exchange of Hong Kong Limited through reverse takeover. The Group’s principal business is development and sale of properties and property investment in PRC (including Hong Kong), focus on developing mid-range to high-end real estate sector. It actively seeks to capture business opportunities in the property market to expand its business, thereby boost overall profitability in the long run.

### BUSINESS REVIEW

The Group aims to become a provider of premium residential properties and places major effort into developing residential and commercial cum residential properties, and has been keen on pursuing property investment in Hong Kong and Mainland China. The Group owns a mix of properties in different development stages in Changsha City, of which the construction of Qianlong Academy, Qianlong Fine Art, Qianlong Premier Mansion, Qianlong Royal Family Phase I, Qianlong International Phase I have been completed and Qianlong Royal Family Phase I and Qianlong International Phase I have been launched to the market during the Year.

Qianlong Royal Family Phase 2 and Phase 3 and Qianlong International Phase 2 are under construction and expected to be completed between 2018 to 2020 with total saleable/rentable/car parks GFA of approximately 390,260 sq.m..

Qianlong Royal Family is a middle-class residential complex located in Kaifu District in Changsha, which is adjacent to Xiufengshan Park and Eryangshan Park. Together with the nearby project of the Group, Qianlong International, these two projects are envisaged to become a large-scale living community with facilities for residence, office, hotel, vacation and shopping.

Fullsun International Financial Centre is positioned as a commercial property located in Binjiang Xincheng of Yuelu District in Changsha, where it is designed and expected to be the new central business district of Changsha. It comprises offices, a shopping mall and car parks. As at the date of this Annual Report, the project has been approached by potential customers and purchasers. We expect the construction of Fullsun International Financial Centre will be completed by second quarter of 2018 and the planned aggregate saleable/rentable/car parks GFA of approximately 163,000 sq.m..

截至二零一八年三月三十一日止年度(「本年度」)，福晟國際控股集團有限公司(「本公司」，連同其附屬公司統稱為「本集團」)經歷多項事件及達成多個里程碑。於二零一七年十二月一日，本集團透過反收購於香港聯合交易所有限公司主板上市。本集團的主要業務為於中國(包括香港)從事物業發展及銷售以及物業投資，業務發展重心於中高端房地產領域。透過積極把握房地產市場之商機，擴展本集團業務，提高整體及長遠的盈利能力。

### 業務回顧

本集團矢志成為優質住房供應商，主力發展住宅物業及綜合商住物業，並積極於中港兩地進行物業投資。本集團於長沙市擁有多個不同發展階段之項目組合，其中錢隆學府、錢隆樺品、錢隆首府、錢隆世家第一期、錢隆國際第一期之建築工程已完成，而錢隆世家第一期及錢隆國際第一期已於本年度推出市場。

錢隆世家第二期及第三期以及錢隆國際第二期為在建項目，預期將於二零一八年至二零二零年間竣工，總可銷售／可出租／停車場建築面積約為390,260平方米。

錢隆世家為位於長沙開福區之中檔住宅綜合項目，毗鄰秀峰山公園及鵝羊山公園。連同本集團另一個鄰近項目錢隆國際，該兩個項目可望發展成為大型生活社區，配備住宅、辦公室、酒店、渡假及購物設施。

福晟國際金融中心定位為位於長沙岳麓區濱江新城之商業物業。濱江新城預期將打造為長沙全新中心商業區。該項目由辦公室、商場及停車場組成。於本年報日期，該項目已獲潛在客戶及買家接洽。我們預期福晟國際金融中心之建築工程將於二零一八年第二季前完成，其規劃可銷售／可出租／停車場總建築面積約為163,000平方米。

During the Year, the Group acquired Xingru Jincheng (with 100% effective equity interest under the accounting policy adopted by the Group) at consideration of RMB150,000,000. Xingru Jincheng is a property development project located at Tian Xin District, Changsha City and adjacent to Guihuaping Station of Line 1 of the Changsha Metro. The development site of phase II and phase III of the project contains planned gross floor area of approximately 83,000 sq.m. and 159,000 sq. m., respectively. Xingru Jincheng contains residential, commercial apartments, retail shops and other facilities. The pre-sale of phase II has been commenced in the second quarter of 2018.

During the Year, the Group also acquired 40% equity interest in Kela Meili Shanzhuang at consideration of RMB120,000,000. Kela Meili Shanzhuang is a property development project located at Tian Xin District, Changsha City. Kela Meili Shanzhuang situated in the centre of district, close to mega shopping malls, surrounded by parks and green belts and also served by the Line 1 of the Changsha Metro. The pre-sale of phase II with saleable GFA of approximately 102,000 sq. m. has been commenced in the first quarter of 2018, remaining portion of saleable area of approximately 141,000 sq.m. is expected to be pre-sell at fourth quarter of 2018. Phase III of the project has not been commenced with a land site area of approximately 23,000 sq.m. with a planned GFA of approximately 109,000 sq.m.. As at the date of this Annual Report, the Group is negotiating with relevant parties in relation to acquire additional equity interest in Kela Meili Shanzhuang.

During the Year, the Group also tapped into the property market of Hong Kong. On 26 March 2018, the Group acquired a commercial property in Enterprise Square III, Kowloon East, Hong Kong, consists of five floors of office, 16 car parking spaces and 3 external signages. Certain floors/car parking spaces/signage area have been leased for rental income. The Group intends to retain certain area for office use and lease out the remaining area for rental income. On 16 March 2018, the Group entered into an acquisition agreement, pursuant to which the Group will acquire a residential property project in Ho Man Tin, Hong Kong. The acquisition is expected to be completed by the end of September 2018. The Group intended to sell the residential units to the market.

The Group will monitor for future investment and acquisition opportunities in order to capture the capital appreciation opportunities, diversify the investment portfolio and broaden the revenue base of the Group.

於本年度，本集團收購興汝金城（按照本集團所採納會計政策本集團享有其全部實益股權），代價為人民幣150,000,000元。興汝金城為位於長沙市天心區鄰近長沙地鐵1號線桂花平站之物業發展項目。該項目第二階段及第三階段發展地盤的計劃建築面積分別約83,000平方米及159,000平方米。興汝金城由住宅、商用物業、零售店舖及其他設施組成。第二階段之預售已於二零一八年第二季度展開。

於本年度，本集團亦收購克拉美麗山莊40%股權，代價為人民幣120,000,000元。克拉美麗山莊為位於長沙市天心區之物業發展項目。克拉美麗山莊位處天心區中心，毗鄰大型購物商場，周圍環繞公園及綠化帶，亦可由長沙地鐵1號線到達。第二階段之可銷售總建築面積約為102,000平方米，預售已於二零一八年第一季度展開，而其餘可銷售總建築面積約141,000平方米預期將於二零一八年第四季度預售。該項目之第三階段尚未展開，地盤面積約為23,000平方米，計劃建築面積約為109,000平方米。於本年報日期，本集團正就收購克拉美麗山莊額外股權與相關人士洽商。

本年度，本集團亦踏足香港物業市場。於二零一八年三月二十六日，本集團收購位於香港東九龍企業廣場三期之商業物業，由五層辦公室、16個泊車位及3個外牆廣告位組成。若干樓層／泊車位／廣告位已出租以賺取租金收入。本集團擬保留若干地方作辦公室用途，並出售其餘地方以賺取租金收入。於二零一八年三月十六日，本集團訂立收購協議，據此本集團將收購一項位於香港何文田之住宅物業項目。預期收購將於二零一八年九月底前完成。本集團擬向市場出售有關住宅單位。

本集團將監控未來投資及收購機會以把握資本增值機會、多元化發展投資組合及擴大本集團收入基礎。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW

### 財務回顧

Operating Performance	營運績效	2018 二零一八年 RMB'000 人民幣千元	Year ended 31 March 截至三月三十一日止年度		Changes 變動 RMB'000 人民幣千元	%
			2017 二零一七年 RMB'000 人民幣千元			
Revenue	收入	553,549	602,607	↓49,058	↓8.1	
Gross profit	毛利	222,303	174,014	↑48,289	↑27.8	
Gross profit margin	毛利率	40.2%	28.9%	↑11.3%	–	

### REVENUE

For the Year, the Group's total revenue amounted to approximately RMB553,549,000 (2017: RMB602,607,000). Revenue from property sales was approximately RMB553,257,000 (2017: RMB602,607,000) and the total area delivered was approximately 54,600 sq. m. while rental income was approximately RMB292,000 (2017: Nil).

### 收入

本年度，本集團的總收入約為人民幣553,549,000元(二零一七年：人民幣602,607,000元)，來自銷售物業的收入約為人民幣553,257,000元(二零一七年：人民幣602,607,000元)，交付的總面積約為54,600平方米，租金收入約為人民幣292,000元(二零一七年：無)。

### GROSS PROFIT AND GROSS PROFIT MARGIN

For the Year, the Group's gross profit was approximately RMB222,303,000, representing an increase of 27.8% from approximately RMB174,014,000 for the year ended 31 March 2017. Gross profit margin was 40.2% for the Year, higher than the 28.9% for the year ended 31 March 2017. The increase in gross profit and gross profit margin was mainly attributable to higher gross profit margins of properties delivered by the Group during the Year.

### 毛利及毛利率

本年度，本集團毛利約為人民幣222,303,000元，較截至二零一七年三月三十一日止年度約人民幣174,014,000元增長27.8%。本年度的毛利率為40.2%，較截至二零一七年三月三十一日止年度的毛利率28.9%亦有所提升。毛利金額及毛利率的提升主因是，本集團本年度交付的物業的毛利率較高。

Operating Performance	營運績效	2018 二零一八年 RMB'000 人民幣千元	Year ended 31 March 截至三月三十一日止年度		Changes 變動 RMB'000 人民幣千元	%
			2017 二零一七年 RMB'000 人民幣千元			
Selling and distribution expenses	銷售及分銷費用	(20,854)	(15,258)	↑5,596	↑36.7	
Administrative expenses	行政開支	(28,281)	(23,378)	↑4,903	↑21.0	
Operating profit before tax	除稅前經營溢利	178,915	112,137	↑66,778	↑59.6	
Income tax expenses	所得稅開支	(79,024)	(58,024)	↑21,000	↑36.2	
Operating profit after tax	除稅後經營溢利	99,891	54,113	↑45,778	↑84.6	

## SELLING AND DISTRIBUTION EXPENSES

For the Year, the Group's selling and distribution expenses amounted to approximately RMB20,854,000, representing an increase of 36.7% when compared to approximately RMB15,258,000 for the year ended 31 March 2017. The increase was attributable to the launch of pre-sale of new property projects by the Group. Selling and distribution expenses are controlled at an appropriate level by the Group.

## ADMINISTRATIVE EXPENSES

For the Year, the Group's administrative expenses was approximately RMB28,281,000, representing an increase of 21% when compared to approximately RMB23,378,000 for the year ended 31 March 2017. The increase was mainly the result in expansion of the Group's business scale, and including labour cost, legal and professional consultation fees.

## INCOME TAX EXPENSE

For the Year, the Group's income tax expense amounted to approximately RMB79,024,000, representing an increase of 36.2% when compared to approximately RMB58,024,000 for the year ended 31 March 2017. The Group's income tax expense included payment and provision made after the EIT and LAT minus deferred tax for the Year. Excluding the financial effect of other non-operating activities, effective income tax rate of the Group declined from 51.7% for the year ended 31 March 2017 to 44.2% for the Year.

For the Year, the Group made an actual LAT provision of approximately RMB41,917,000, against the approximately RMB23,547,000 for the year ended 31 March 2017. As at 31 March 2018, the Group's accumulated outstanding LAT provision amounted to approximately RMB73,679,000.

## OPERATING PROFIT

For the Year, the operating profit before tax was approximately RMB178,915,000, representing an increase of 59.6% when compared to RMB112,137,000 for the year ended 31 March 2017. The operating profit after tax was approximately RMB99,891,000, representing an increase of 84.6% when compared to RMB54,113,000 for the year ended 31 March 2017.

## 銷售及分銷費用

本年度，本集團銷售及分銷費用約為人民幣20,854,000元，較截至二零一七年三月三十一日止年度的人民幣約15,258,000元增長36.7%。此增長乃由於本集團推出新物業項目以供預售所致。本集團已控制其銷售及分銷費用在合適水準。

## 行政開支

本年度，本集團行政開支約為人民幣28,281,000元，較截至二零一七年三月三十一日止年度的人民幣約23,378,000元增加21%。此增加主要由於本集團業務規模擴大所致，當中包括勞工成本、法律及專業顧問費用。

## 所得稅開支

本年度，本集團所得稅開支約為人民幣79,024,000元，較截至二零一七年三月三十一日止年度的人民幣約58,024,000元增加36.2%。本集團所得稅開支包括本年度企業所得稅及土地增值稅減遞延稅項所作出的付款及撥備。剔除其他非營運活動之財務影響，本集團實際所得稅率由截至二零一七年三月三十一日止年度的51.7%降低至本年度的44.2%。

本年度，本集團作出實際土地增值稅撥備約人民幣41,917,000元，而截至二零一七年三月三十一日止年度則約為人民幣23,547,000元。截至二零一八年三月三十一日，本集團累計未付土地增值稅撥備約為人民幣73,679,000元。

## 經營溢利

本年度除稅前經營溢利約為人民幣178,915,000元，較截至二零一七年三月三十一日止年度人民幣112,137,000元增加59.6%。除稅後經營溢利約為人民幣99,891,000元，較截至二零一七年三月三十一日止年度人民幣54,113,000元增加84.6%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

Financial effect of other non-operating activities	其他非營運活動之財務影響	Year ended 31 March 截至三月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Operating profit after tax	除稅後經營溢利	99,891	54,113
Less:	減：		
Change in fair value of derivative components of convertibles bonds	可換股債券衍生部分之公平值變動	(182,812)	Nil無
Impairment loss on goodwill	商譽之減值虧損	(4,543,433)	Nil無
(Loss) profit for the year	年內(虧損)溢利	(4,626,354)	54,113
<b>(Loss) earnings per share (RMB cents)</b>	<b>每股(虧損)盈利(人民幣分)</b>		
Basic	基本	(59.64)	0.84
Diluted	攤薄	(59.64)	0.84

### OTHER LOSSES AND LOSS OF THE YEAR

For the Year, there were other losses including the change on fair value of derivative components of convertible bonds issued on 1 December 2017 and the impairment loss on goodwill arising from the reverse takeover subsequent to the filing of new listing application of approximately RMB182,812,000 and RMB4,543,433,000 respectively. The management considers that such losses were one-off and did not have any direct impact on the Group's cashflow and had no direct relationship to the daily operation of the Group.

As such, for the Year, loss and total comprehensive expense for the year attributable to owners of the Company were approximately RMB4,626,354,000 (for the year ended 31 March 2017: profit and total comprehensive expense approximately RMB54,113,000).

The basic and diluted loss per share from continuing operations was RMB59.63 cents (for the year ended 31 March 2017: total basic earnings per share RMB 0.84 cents).

### DIVIDEND

The Board does not recommend the payment of any final dividend for the Year (2017: Nil).

### 其他虧損及本年度虧損

本年度，其他虧損包括於二零一七年十二月一日發行之可換股債券衍生部分之公平值變動及因於遞交新上市申請後之反收購所產生商譽之減值虧損分別約為人民幣182,812,000元及人民幣4,543,433,000元。管理層認為有關虧損為一次性，對本集團現金流量並無直接影響，與本集團日常營運亦無直接關係。

因此，本年度，本公司擁有人應佔年內虧損及全面開支總額約為人民幣4,626,354,000元(截至二零一七年三月三十一日止年度：溢利及全面開支總額約人民幣54,113,000元)。

來自持續經營業務之每股基本及攤薄虧損為人民幣59.63分(截至二零一七年三月三十一日止年度：每股基本盈利總額：人民幣0.84分)。

### 股息

董事會不建議就本年度派付末期股息(二零一七年：無)。

## PROSPECTS

According to the report of 19th National Congress, the China government will implement the coordinated regional development strategy; create networks of cities and towns based on city clusters, enabling the coordinated development of cities of different sizes and small towns, and speed up work on granting permanent urban residency to people who move from rural to urban areas. The China government will no doubt further advance the construction of a new urbanization model. According to the outline of the “13th Five-Year Plan”, the China government will further optimize the urbanization layout in the future. Therefore, the Group remains optimistic about the prospects of the overall property market development in China and Hong Kong.

After an in-depth analysis, the Group has already seized the development trend in its core markets. The Group will enhance the city clusters in the eastern region, develop world-class city clusters in the Beijing-Tianjin-Hebei region, Yangtze River Delta region and Pearl River Delta region; raise the entry level of the city clusters in the West Coast for competition; foster the growth of city clusters in the central and western regions and develop city clusters in the middle reaches of the Yangtze River and the Chengdu-Chongqing region. In the future, it will set up operations in Guangdong-Hong Kong-Macao Greater Bay Area and the Hangzhou Bay Area step-by-step, connecting the cities on the west coast with the interior.

Higher per capita disposable income of the urban population in China, improved consumer sentiment and stronger spending power of consumers will boost the demand for residential properties. Changsha is not only the capital city of Hunan Province, but also an economically important city in Central China and a hub with great expansion potential. Its economy has been growing rapidly in recent years, which in return increase the demand for premium residential properties by residents. Therefore, the Group plans to gradually expand its business presence in Changsha.

## 展望

根據十九大報告提出，應實施區域協調發展戰略，以城市群為主體構建大中小城市和小城鎮協調發展的城鎮格局，加快農業轉移人口市民化，這無疑明確中國政府必將進一步深入推進新型城鎮化建設，以及政府發布的「十三五」規劃綱要，中國政府未來將進一步優化城鎮化布局，故本集團對中國及香港的整體房地產市場發展前景保持樂觀。

經本集團周詳分析研究，了解到發展核心市場的趨勢，將優化提升東部地區城市群，建設京津冀、長三角、珠三角世界級城市群，提升西岸城市群開放競爭水準，培育中西部地區城市群，致力發展長江中游、成渝地區等城市群。故日後將逐步布局深耕粵港澳大灣區、杭州灣，與海西城市群相接。

隨著中國城鎮居民人均可支配收入持續增長、消費意欲日益提升，消費者購買力增加帶動住宅物業需求的增長。長沙為湖南省會城市，亦是華中地區具影響力並具備強大延伸能力之樞紐城市。近年來，其經濟保持高速增長，帶動國民對優質住宅物業的需求。故此，本集團將進一步繼續深化長沙據點。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In addition, given Hong Kong has always played the role of an international financial centre, the demand for commercial and residential properties has been soaring. As for commercial aspect, the Hong Kong government intends to develop East Kowloon as the second CBD. In order to seize such opportunity, the Group has acquired an office project in that district, and the Group is in the process of negotiation to acquire a residential property in Ho Man Tin, which will be completed shortly. With the extensive experience of the management of the Company in developing diversified real estate projects in Mainland China, these properties are expected to generate considerable returns for the Group. The Group will continue to identify suitable projects so as to seize the development opportunities in the real estate market.

Meanwhile, certain property projects of the Group in Changsha City, Hunan Province, including Fullsun International Financial Centre, Qianlong Royal Family Phases 2 and 3, Qianlong International Phase 2 and Xingru Jincheng Phase 3, have gradually entered into completion stage and are expected to generate additional revenue to the Group. Moreover, the Group holds a number of properties located in Changsha City, Hunan Province, Ningde City, Fujian Province and Hong Kong, respectively, which will continue to generate income to the Group.

Looking ahead, the Group will focus on implementing three strategies: (1) integrate the development of residential and commercial properties; (2) develop business in first- and second-tier cities in the city circles at an equal pace; (3) focus on the characteristics of first-, second-, third- and fourth-tier cities at the same time and adopt a balanced model featuring a quick turnover plus profit to formulate urban development plans and structures and maximize efficiency.

As for products, the Group will construct a concrete strategic development model based on the life perspective of combining “Technology and Finance, Pan-Education, and Pan-Health” and the corporate philosophy of “Build for You”. The Group is committed to enhance efficiency of and add values to its “Five-Fortune” product series to establish a standardized system of “Technology and Finance for the General Public”, which aims at different age groups and consumer groups and serving an all-age smart community with its pan-education and pan-health management service system.

Based on its excellent reputation and brand awareness, these clear business strategies will enhance the Group’s overall competitiveness, expand its market share and improve overall profitability, thus generating greater returns for shareholders of the Company.

此外，有見於香港一直擔當國際金融中心的角色，商住需求，均有增無減。商業方面，政府有意拓展東九龍為第二個核心商業區，把握良機，本集團亦收購了該區的辦公室項目，也正洽購何文田快將落成的住宅。憑藉公司管理層在國內發展多樣化房地產項目之經驗，相信該等物業將可為本集團帶來可觀回報。本集團亦將繼續積極物色合適項目，抓住房地產市場的發展機遇。

與此同時，集團旗下若干個位於湖南省長沙市的物業項目，包括福晟國際金融中心、錢隆世家二期、三期、錢隆國際二期及興汝金城三期已陸續進入竣工階段，預期將可為集團帶來額外的收入。另外，集團持有的多個分別位於湖南省長沙市、福建省寧德以及香港的物業，亦會持續為集團帶來收入。

未來，集團將進行以下三個方面的策略：(1)住宅物業結合商業物業共同發展；(2)同步發展城市圈一二線城市；(3)同時針對一二線城市及三四線城市的特質，以快周轉加利潤的均衡模式，兼視城市發展規劃和結構，以爭取最大效益。

產品方面，福晟國際將從「科技金融，泛教育和大健康」三位一體的生活賦能角度，為「專築為你」的企業理念作具象化的戰略發展模式構建。為企業五福產品體系，提效增值，致力於打造一個以「科技便民，金融惠民」，為標準體系，針對不同年齡層與消費群體，配套相應的泛教育和大健康管理服務體系的全齡智慧社區。

憑藉良好的聲譽及企業知名度，該等清晰的業務策略將加強本集團整體競爭力及市場份額，提高整體的盈利表現，為本公司股東爭取更理想的回報。

## LIQUIDITY, FINANCIAL RESOURCE AND GEARING RATIO

As at 31 March 2018, total restricted bank deposits and bank balances and cash amounted to approximately RMB560,503,000 (31 March 2017: RMB389,274,000).

As at 31 March 2018, the Group had total bank and other borrowings of approximately RMB2,226,326,000 (31 March 2017: RMB1,536,286,000) of which approximately RMB1,657,667,000 were repayable on demand or within one year; approximately RMB323,476,000 were repayable in the second year; approximately RMB245,183,000 were repayable in the third to fifth year, inclusive the Group's borrowings carried interest at fixed or floating interest rates. The Group's total bank and other borrowings divided by total assets as at 31 March 2018 was 38.0% (31 March 2017: 54.2%).

As at 31 March 2018, the Group had carrying amounts of convertible bonds and its derivative components of approximately RMB1,097,736,000 (31 March 2017: Nil). The carrying amounts of convertible bonds and its derivative components divided by total assets as at 31 March 2018 was 18.7% (31 March 2017: Nil).

As at 31 March 2018, the Group had current assets of approximately RMB4,566,069,000 (31 March 2017: RMB2,822,886,000) and current liabilities of approximately RMB3,886,397,000 (31 March 2017: RMB1,234,707,000).

The net assets of the Group as at 31 March 2018 was approximately RMB288,565,000. Subsequent to the Year, convertible bonds with principal amounted HK\$170,000,000 were converted into 772,727,271 conversion shares in aggregate. Such conversion shares were issued and allotted on 7 May 2018, 8 May 2018 and 1 June 2018, respectively. The principal of the convertible bonds outstanding up to the date of this Annual Report is HK\$30,000,000 (equivalent to approximately RMB24,000,000). As a result, the carrying amount of the outstanding convertible bonds together with its derivative components were decreased from approximately RMB1,097,736,000 as at 31 March 2018 to approximately RMB134,086,000 as at 1 June 2018 (as assessed by an independence valuer), the difference between the carrying amounts is expected to be credited to the total equity of the Group in relation to the abovementioned conversion and the net assets of the Group is expected to increase accordingly.

## 流動資金、財務資源及資本負債比率

於二零一八年三月三十一日，受限制銀行存款以及銀行結餘及現金總額約為人民幣560,503,000元(二零一七年三月三十一日：人民幣389,274,000元)。

於二零一八年三月三十一日，本集團銀行及其他借貸總額約為人民幣2,226,326,000元(二零一七年三月三十一日：人民幣1,536,286,000元)，其中約人民幣1,657,667,000元須按要求或於一年內償還；約人民幣323,476,000元須於第二年償還；約人民幣245,183,000元須於第三至第五年償還，包括本集團按固定或浮動利率計息的借貸。於二零一八年三月三十一日，本集團銀行及其他借貸總額除資產總值為38.0%(二零一七年三月三十一日：54.2%)。

於二零一八年三月三十一日，本集團有賬面值約為人民幣1,097,736,000元之可換股債券及其衍生部分(二零一七年三月三十一日：無)。於二零一八年三月三十一日，可換股債券及其衍生部分之賬面值除資產總值為18.7%(二零一七年三月三十一日：無)。

於二零一八年三月三十一日，本集團流動資產約為人民幣4,566,069,000元(二零一七年三月三十一日：人民幣2,822,886,000元)，而流動負債約為人民幣3,886,397,000元(二零一七年三月三十一日：人民幣1,234,707,000元)。

本集團於二零一八年三月三十一日之資產淨值約為人民幣288,565,000元。於有關年度後，本金額為170,000,000港元之可換股債券已轉換為合共772,727,271股換股股份。該等換股股份已分別於二零一八年五月七日、二零一八年五月八日及二零一八年六月一日發行及配發。截至本年報日期尚未轉換可換股債券之本金額為30,000,000港元(相當於約人民幣24,000,000元)。因此，尚未轉換可換股債券連同其衍生部分之賬面值由二零一八年三月三十一日約人民幣1,097,736,000元減至二零一八年六月一日約人民幣134,086,000元(經獨立估值師估值)，預期賬面值之間之差異將就上述轉換計回本集團總權益，並預期本集團資產淨值將相應增加。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's principal business operations and investments are in the PRC and Hong Kong. All outstanding balances of its loans are denominated in Renminbi and Hong Kong dollars. The Group is exposed to fluctuations in the foreign exchange rates of the Renminbi and the Hong Kong dollars, but does not have any instruments to hedge its exposure to foreign exchange rates as it considers the potential exposure to foreign exchange rate risks is limited. The Group nonetheless closely monitors the fluctuations in exchange rates and will take appropriate actions to reduce the exchange rate exposure.

### KEY RISKS AND UNCERTAINTIES

The Group's business, financial conditions or results of operations are affected by a number of key risks and uncertainties outlined below. There may be other risks or uncertainties, including those which are not known to the Group or which the Group currently deems to be immaterial but may affect the Group in future.

A majority of the Group's assets are located in, and a majority of the Group's revenue is derived from PRC. As a result, the Group is subject to extensive government regulations in most aspects of its operations and is highly susceptible to changes in the regulatory environment in the PRC. Those regulations may have a significant impact on the Group's business, operating results and financial condition.

The Group's business is also exposure to market risk (including interest rate and foreign currency risk), credit risk and liquidity risk. An analysis of the Group's financial risk management is provided in note 36(b) to the consolidated financial statements in this Annual Report.

### PLEDGE OF ASSETS AND CONTINGENT LIABILITIES

Details of pledge of assets and contingent liabilities of the Group are set out in notes 37 and 41 to the consolidated financial statements.

### CAPITAL STRUCTURE

The number of issued ordinary shares of the Company (the "Shares") as at 1 April 2017 and 31 March 2018 were 1,321,682,525 and 10,464,022,525 shares respectively.

### 匯率波動風險

本集團之主要業務營運及投資位於中國及香港。所有未償還貸款餘額以人民幣及港元列值。本集團面對人民幣及港元之匯率波動風險，但並未訂立任何工具對沖匯率風險，乃由於本集團認為其潛在匯率風險有限。然而，本集團會密切注意匯率波動，並將採取適當行動以降低匯率風險。

### 主要風險及不確定因素

本集團業務、財務狀況或經營業績受下列多項主要風險及不確定因素影響，並可能會有其他風險或不確定因素，包括本集團並未知悉或本集團目前認為並不重大，但未來可能影響本集團之風險。

本集團大部分資產位於中國，而本集團大部分收入亦來自中國。因此，本集團業務在許多方面受到多項政府法規所規限，極易受到中國監管環境之變動所影響。該等法規可能會對本集團業務、經營業績及財務狀況造成重大影響。

本集團業務亦承受市場風險(包括利率及外幣風險)、信貸風險及流動資金風險。本集團財務風險管理之分析載於本年報綜合財務報表附註36(b)。

### 資產抵押及或然負債

本集團已抵押資產及或然負債詳情載於綜合財務報表附註37及41。

### 資本架構

於二零一七年四月一日及二零一八年三月三十一日，本公司已發行普通股(「股份」)數目分別為1,321,682,525股及10,464,022,525股。

### Share Placing and CB Placing on 1 December 2017

On 20 October 2017, the Company and the placing agent (the “Placing Agent”) entered into the placing agreement (the “Placing Agreement”) pursuant to which the Placing Agent conditionally agreed to place (i) an aggregate of 2,727,280,000 placing shares at HK\$0.22 per Share (the “Placing Shares”), on a best effort basis, to not less than six share placees (“Share Placees”); and (ii) convertible bonds of aggregate principal amount of not more than HK\$200,000,000 (the “CB”) at an initial price of HK\$0.22 per conversion share (subject to adjustments) on a best effort basis to CB placees (“CB Placees”), under the specific mandate. The placing price of the Placing Shares and the initial conversion price of the CB of HK\$0.22 were approximately 82.11% discount to the closing price of the Shares of HK\$1.23 per Share as quoted on the Stock Exchange on 20 October 2017.

On 1 December 2017, 2,727,280,000 Placing Shares were allotted and issued by the Company to the Share Placees, the net proceeds from the Share Placing was approximately RMB480,002,000 (equivalent to approximately HK\$594,002,000) or at net price of approximately HK\$0.218 per shares. On 1 December 2017, CB with principal amount of HK\$200,000,000 (equivalent to RMB169,353,000) at the rate of 9% per annum were issued to the CB Placees. The net proceeds from the issued CB was approximately RMB168,506,000 (equivalent to approximately HK\$199,000,000).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placing Agent, Share Placees and CB Placees and its/their ultimate beneficial owners were independent third parties to the Company and its connected persons.

### Consideration Shares issued on 1 December 2017

On 1 December 2017, the Company allotted and issued 6,415,060,000 Shares (the “Consideration Shares”) and paid a cash consideration of HK\$100,000,000 to Tongda Enterprises Limited (“Tongda”) for acquiring the entire equity interest of Vivalink Limited (the “VSA”) pursuant to the sales and purchase agreement dated 14 April 2015 (as amended and supplemented by supplemental agreements thereafter) entered into between the Company and Tongda in relation to the VSA.

Details for the Share Placing, CB Placing, the VSA and issue of Consideration Shares were set out in the circular of the Company dated 27 October 2017 and announcement of the Company dated 1 December 2017.

### 於二零一七年十二月一日進行股份配售事項及可換股債券配售事項

於二零一七年十月二十日，本公司與配售代理（「配售代理」）訂立配售協議（「配售協議」），據此配售代理有條件同意(i)根據特定授權按竭力基準以每股0.22港元向不少於六名股份承配人（「股份承配人」）配售合共2,727,280,000股配售股份（「配售股份」）；及(ii)按竭力基準以初步價每股轉換股份0.22港元（可予調整）向可換股債券承配人（「可換股債券承配人」）配售本金額合共不多於200,000,000港元之可換股債券（「可換股債券」）。配售股份之配售價及可換股債券之初步轉換價0.22港元較股份於二零一七年十月二十日在聯交所所報收市價1.23港元折讓約82.11%。

於二零一七年十二月一日，2,727,280,000股配售股份已由本公司配發及發行予股份承配人，股份配售事項之所得款項淨額約為人民幣480,002,000元（相當於約594,002,000港元）或每股之淨價約為0.218港元。於二零一七年十二月一日，本金額200,000,000港元（相當於人民幣169,353,000元）且按年利率9厘計息之可換股債券已發行予可換股債券承配人。已發行可換股債券之所得款項淨額約為人民幣168,506,000元（相當於約199,000,000港元）。

據董事於作出一切合理查詢後所深知、全悉及確信，配售代理、股份承配人及可換股債券承配人以及彼等之最終實益擁有人為本公司及其關連人士之獨立第三方。

### 於二零一七年十二月一日發行之代價股份

於二零一七年十二月一日，本公司根據其與通達企業有限公司（「通達」）就收購隆通有限公司全部股權（「非常重大收購事項」）所訂立日期為二零一五年四月十四日之買賣協議（其後經補充協議所修訂及補充），向通達配發及發行6,415,060,000股股份（「代價股份」）及支付現金代價100,000,000港元以進行非常重大收購事項。

股份配售事項、可換股債券配售事項、非常重大收購事項及發行代價股份之詳情載於本公司日期為二零一七年十月二十七日之通函及本公司日期為二零一七年十二月一日之公佈。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### USE OF PROCEEDS

The total net proceeds from Share Placing, CB Placing, UR Disposal and Alfreda Disposal as completed on 1 December 2017 were approximately RMB692,960,000 (equivalent to approximately HK\$866,200,000). Below is an analysis for the status of the use of proceeds for the Year and up to the date of this Report:

Intended use as disclosed in the circular of the Company dated 27 October 2017	本公司日期為二零一七年十月二十七日之通函所披露之擬定用途	Total net proceed 淨所得 款項總額 HK\$'000 千港元	Total net proceeds 淨所得 款項總額 RMB'000 人民幣千元	Used up to the date of this Report 直至本報告日期 已動用 RMB'000 人民幣千元
Payment for the VSA	償付非常重大收購事項	100,000	80,000	(80,000)
Investment in new property development projects in Changsha (note)	投資長沙新物業發展項目(附註)	450,000	360,000	(360,000)
Repayment for borrowings	償還借貸	250,000	200,000	(200,000)
General working capital	一般營運資金	66,200	52,960	(52,960)
Total	總計	866,200	692,960	(692,960)

Note: Proceeds spent on investment in new property development projects in Changsha included (i) the total cash consideration of RMB150,000,000 paid for the acquisition of 51% equity interest in Hunan Xingru Cheng Property Development Co., Limited ("Hunan Xingru"); (ii) cash consideration of RMB120,000,000 paid for the acquisition of 40% equity interest in Hunan Zhenghao Property Development Co., Limited ("Hunan Zhenghao"); and (iii) partial settlement to the total cash consideration of RMB156,881,500 paid for the acquisition of 34% equity interest in Ningde Bisheng Property Development Co., Ltd. ("Ningde Bisheng") (subsequent to the Year before the date of this Report).

### 所得款項用途

股份配售事項、可換股債券配售事項、UR出售事項及Alfreda出售事項於二零一七年十二月一日完成，有關淨所得款項總額約為人民幣692,960,000元(相當於約866,200,000港元)。下文為年內及直至本報告日期所得款項用途狀況之分析：

附註：投資長沙新物業發展項目包括(i)就收購湖南興汝城房地產開發有限公司(「湖南興汝」)51%股權所付總現金代價人民幣150,000,000元；(ii)就收購湖南正昊置業發展有限公司(「湖南正昊」)40%股權所付現金代價人民幣120,000,000元；及(iii)結付部分就收購寧德市碧晟房地產開發有限公司(「寧德碧晟」)34%股權所付總現金代價人民幣156,881,500元(於本年度後但於本報告前)。

### MATERIAL ACQUISITIONS AND INVESTMENTS AND DISPOSALS

Save as disclosed under the section headed "Changes for the Year" in this Annual Report, other acquisitions and investments during the Year are disclosed below:

### 重大收購及投資以及出售

除本年報「本年的轉變」一節所披露者外，本年度其他收購及投資披露如下：

### Acquisition of Kela Meili Shanzhuang Property Project, Changsha City, Hunan Province

On 7 February 2018, Hunan Fullsun Group Co., Ltd. (“Hunan Fullsun Group”), an indirect wholly-owned subsidiary of the Company and Changsha Hongya Property Development Co., Ltd. (“Changsha Hongya”) entered into equity transfer agreement, pursuant to which Hunan Fullsun Group acquired 40% equity interest in Hunan Zhenghao, a company established in the PRC with limited liability, at a cash consideration of RMB120,000,000. The principal asset of Hunan Zhenghao is the property project of Kela Meili Shanzhuang consists of 3 phases located in Changsha. Hunan Zhenghao is accounted as an investment in associate of the Group.

Details of the transaction were set out in the announcement of the Company dated 7 February 2018.

### Acquisition of Xingru Jincheng Property Project, Changsha City, Hunan Province

On 12 February 2018 and 14 March 2018, Hunan Fullsun Group and Changsha Qiantai Property Development Co., Ltd. (“Changsha Qiantai”) entered into equity transfer agreements respectively, pursuant to which Hunan Fullsun Group acquired 51% equity interest in Hunan Xingru, a company established in the PRC with limited liability, at a total cash consideration of RMB150,000,000. The remaining 49% equity interest of Hunan Xingru is held by Daye Trust Co., Limited (“Daye Trust”), a state controlled company established in the PRC with limited liability, a connected person of the Company at the subsidiary level. The principal asset of Hunan Xingru is the property project of Hunan Xingru Jincheng consist of 3 phases located in Changsha.

Pursuant to the Financing Arrangement dated 26 November 2016 (as set out in the section headed “Continuing Connected Transactions” in the Report of the Directors), Daye Trust holds the 49% equity interest in Hunan Xingru as collateral to secure the repayment obligation for the loans owed by Hunan Xingru to Daye Trust. On 14 March 2018, the Group, Changsha Qiantai, Daye Trust and Hunan Xingru entered into an agreement, pursuant to which, all the parties agree that after repayment obligations of Hunan Xingru under the financing arrangement are settled in full, Daye Trust shall release and transfer the 49% equity interest in Hunan Xingru to Hunan Fullsun Group. Hunan Fullsun Group can obtain control over Hunan Xingru from the date of the acquisition and under the accounting policy of the Group, Hunan Xingru is considered as the wholly-owned subsidiary of the Group.

Details of the transactions were set out in the announcements of the Company dated 12 February 2018, 14 March 2018 and 28 March 2018.

### 收購湖南省長沙市克拉美麗山莊物業項目

於二零一八年二月七日，本公司間接全資附屬公司湖南福晟集團有限公司（「湖南福晟集團」）與長沙宏雅房地產開發有限公司（「長沙宏雅」）訂立股權轉讓協議，據此湖南福晟集團收購湖南正昊（於中國成立之有限公司）之40%股權，現金代價為人民幣120,000,000元。湖南正昊之主要資產為位於長沙之克拉美麗山莊物業項目，由三個階段組成。湖南正昊入賬為於本集團聯營公司之投資。

交易詳情載於本公司日期為二零一八年二月七日之公佈。

### 收購湖南省長沙市興汝金城物業項目

於二零一八年二月十二日及二零一八年三月十四日，湖南福晟集團與長沙千泰房地產開發有限公司（「長沙千泰」）訂立股權轉讓協議，據此湖南福晟集團收購湖南興汝（於中國成立之有限公司）51%股權，總現金代價為人民幣150,000,000元。湖南興汝餘下49%股權由大業信託有限責任公司（「大業信託」）持有，大業信託為於中國成立之國家控制有限公司，為本公司於附屬公司層面之關連人士。湖南興汝之主要資產為位於長沙之湖南興汝金城物業項目，由三個階段組成。

根據二零一六年十一月二十六日之融資安排（載於董事會報告內「持續關連交易」一節），大業信託持有湖南興汝49%股權，作為擔保湖南興汝履行結欠大業信託之貸款項下還款責任之抵押品。於二零一八年三月十四日，本集團、長沙千泰、大業信託及湖南興汝訂立協議，據此，所有訂約方同意，湖南興汝於融資安排項下還款責任全數結清後，大業信託將於接獲買方發出之書面要求後發放及轉讓湖南興汝49%股權予湖南福晟集團。湖南福晟集團可自收購日期起取得湖南興汝之控制權，而根據本集團會計政策，湖南興汝被視為本集團全資附屬公司。

交易詳情載於本公司日期為二零一八年二月十二日、二零一八年三月十四日及二零一八年三月二十八日之公佈。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Acquisition of a Property Project in Ho Man Tin, Hong Kong

On 16 March 2018, Giant Astute Limited, a wholly-owned subsidiary of the Company, Delano Hills Limited and, Ms. Park Gi Youn (collectively known as the “Sellers”) and Easyknit International Holdings Limited, the Sellers’ guarantor entered into sale and purchase agreement, pursuant to which Giant Astute Limited agreed to acquire the 100% equity interest in Gold Asset Investment Limited (“Gold Asset”), a limited company incorporated in Hong Kong, and the 100% equity interest in Wise Think Global Limited (“Wise Think”), a limited company incorporated in the British Virgin Islands (the “BVI”), at a total initial cash consideration of HK\$920,000,000 (equivalent to RMB 736,000,000) (subject to adjustments as defined in the sale and purchase agreement). Gold Asset and Wise Think own a residential property project located at La Salle Road, Ho Man Tin, Kowloon, Hong Kong which is held by Gold Asset and Wise Think as to 75% and 25% respectively.

The residential property project will be developed into a 17-storey residential block over one basement floor with saleable area of approximately 3,048 sq.m. in total. It is proposed to comprise 78 residential units, 1 duplex unit, club house facilities and car parking spaces. The property project is currently under development and the construction work has been substantially completed as at the date of this Annual Report. The acquisition has not been completed on 31 March 2018 and the completion is conditional upon and subject to certain conditions including but not limited to the grant of the occupation permit and the certificate compliance and by the end of September 2018 (or otherwise as stated in the sales and purchase agreement). A refundable deposit of HK\$92,000,000 (equivalent to RMB73,555,000) has been paid to the Sellers on 31 March 2018.

Details of the transactions were set out in the announcement of the Company dated 16 March 2018.

### Acquisition of commercial properties in Kowloon East, Hong Kong

On 25 March 2018, Splendor Keen Limited (“Splendor Keen”), a wholly-owned subsidiary of the Company, Exquisite Ardent Limited (“Exquisite Ardent”), Best Catch Ventures Limited (“Best Catch”), Mark Well Investment Limited (“Mark Well”) and Wisdom King Investments Limited (“Wisdom King”) (being independent third parties), entered into a deed of novation, pursuant to which Exquisite Ardent agreed to novate and Splendor Keen agreed to assume Exquisite Ardent’s all the rights and obligations under the sale and purchase agreement in relation to the acquisition by Exquisite Ardent of the entire issued capital of Stardust King Group Limited, Gleaming Sun Investments Limited, Charming Way Ventures Limited,

### 收購香港何文田物業項目

於二零一八年三月十六日，本公司全資附屬公司敏碩有限公司與Delano Hills Limited和Park Gi Youn女士(統稱「該等賣方」)及永義國際集團有限公司(該等賣方擔保人)訂立買賣協議，據此敏碩有限公司同意收購Gold Asset Investment Limited(「Gold Asset」，於香港註冊成立之有限公司)全部股權以及Wise Think Global Limited(「Wise Think」，於英屬維爾京群島(「英屬維爾京群島」)註冊成立之有限公司)全部股權，初步總現金代價為920,000,000港元(相當於人民幣736,000,000元)(可根據買賣協議予以調整)。Gold Asset及Wise Think擁有一項位於香港九龍何文田喇沙利道之住宅物業項目，該物業項目分別由Gold Asset及Wise Think持有75%及25%權益。

該住宅物業項目將發展為一幢設有一層地庫之17層高住宅樓宇，可銷售面積合共約3,048平方米，擬提供78個住宅單位、1個複式單位、會所設施及泊車位。該物業項目現正發展中，截至本年報日期，建築工程已大致完成。收購尚未於二零一八年三月三十一日完成，而完成須待若干條件(包括於二零一八年九月底或買賣協議另行註明之其他日期前發出佔用許可證及合約完成證明書)達成後方告作實。可退還按金92,000,000港元(相當於人民幣73,555,000元)已於二零一八年三月三十一日支付予該等賣方。

交易詳情載於本公司日期為二零一八年三月十六日之公佈。

### 收購香港東九龍商業物業

於二零一八年三月二十五日，本公司全資附屬公司晟敏有限公司(「Splendor Keen」)、Exquisite Ardent Limited(「Exquisite Ardent」)、Best Catch Ventures Limited(「Best Catch」)、Mark Well Investment Limited(「Mark Well」)及Wisdom King Investments Limited(「Wisdom King」)(均為獨立第三方)訂立約務更替契約，據此，Exquisite Ardent同意更替而Splendor Keen同意承擔Exquisite Ardent就收購Best Catch所持Stardust King Group Limited、Gleaming Sun Investments Limited、Charming Way Ventures Limited、

Auspicious Time Global Limited, Pleasant View Group Limited and Obvious Bliss Investments Limited which were incorporated in the BVI with limited liabilities (collectively the “Target Companies”) held by Best Catch. Mark Well and Wisdom King were the guarantors of Best Catch. The principal assets held by the Target Companies are the property of 41/F, 43/F, 45/F, 47/F and 49/F floors, 16 car parking spaces and 3 external signage areas of Enterprise Square Three situated at No. 39 Wang Chiu Road, Kowloon, Hong Kong and were held by the subsidiaries of the Target Companies. The consideration for such acquisition including acquisition related costs was HK\$1,343,260,000 (equivalent to RMB1,073,604,000). The Group intended to hold the properties for office use and the remaining units are used for generating rental income and capital appreciation purpose. The acquisition was completed on 26 March 2018.

Details of the transaction were set out in the announcements of the Company dated 25 March 2018 and 26 March 2018.

## OTHER COMMITMENT

The capital commitment of the Group as at 31 March 2018 were set out in note 39 to the consolidated financial statements.

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2018, the Group had approximately 92 employees (including Directors). For the Year, the total staff costs including the Directors’ emoluments was approximately RMB17,498,000. Remuneration of employees is determined by reference to the market terms and commensurate with the level of pay for similar positions within the industry. Discretionary year-end bonuses are payable to employees based on individual performance. The Group provides benefits in accordance with the relevant laws and regulations including the Mandatory Provident Fund Scheme of Hong Kong. The employees of the Group in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC.

## EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period that are not adjusting events including (i) subscription of the registered capital of Fujian Qianlong Haisheng Investment Co., Ltd.; (ii) the acquisition of 34% equity interest in Ningde Bisheng; and (iii) the conversion of the convertible bonds issued under specific mandate on 1 December 2017. Details are set out in note 47 to the consolidated financial statements.

Auspicious Time Global Limited、Pleasant View Group Limited及Obvious Bliss Investments Limited(統稱「目標公司」,均為於英屬維爾京群島註冊成立之有限公司)全部已發行股本所訂立買賣協議項下全部權利及責任。Mark Well及Wisdom King為Best Catch之擔保人。目標公司所持主要資產為香港九龍宏照道39號企業廣場三期41、43、45、47及49樓之物業、16個泊車位及3個外牆廣告位,由目標公司之附屬公司持有。有關收購之代價(包括收購相關成本)為1,343,260,000港元(相當於人民幣1,073,604,000元)。本集團擬持有該等物業作辦公室用途,而餘下單位用作賺取租金收入及資本增值用途。收購於二零一八年三月二十六日完成。

交易詳情載於本公司日期為二零一八年三月二十五日及二零一八年三月二十六日之公佈。

## 其他承擔

本集團於二零一八年三月三十一日之資本承擔載於綜合財務報表附註39。

## 僱員及薪酬政策

於二零一八年三月三十一日,本集團約有92名僱員(包括董事)。本年度,員工總成本(包括董事酬金)約為人民幣17,498,000元。僱員薪酬乃經參考市場條款後釐定,符合業內同類職務之薪酬水平。僱員因應個人表現酌情獲發年終花紅。本集團根據相關法律及法規提供福利,包括香港強制性公積金計劃。本集團之中國僱員為中國政府營運之國家管理退休福利計劃之成員。

## 報告期後事項

於報告期後之非調整事項詳情包括(i)認購福建錢隆海晟投資有限公司之註冊股本;(ii)收購寧德碧晟之34%股權;及(iii)轉換於二零一七年十二月一日根據特定授權所發行可換股債券。有關詳情載於綜合財務報表附註47。



# REPORT OF THE DIRECTORS

## 董事會報告

The board of directors (the “Board”) of Fullsun International Holdings Group Co., Limited (the “Company”) herein presents their annual report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2018 (the “Year”).

### CHANGE OF COMPANY’S NAME

By a special resolution passed on 20 November 2017, the name of the Company was changed from “U-RIGHT International Holdings Limited” to “Fullsun International Holdings Group Co., Limited” and adopted the Chinese Name 福晟國際控股集團有限公司 as the secondary name of the Company.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details and principal activities of the Company’s principal subsidiaries are set out in note 45 to the consolidated financial statements. The principal activities of its subsidiaries were wholesale and retail of fashion garments, trading of construction materials and property investment before 1 December 2017. Upon the completion of the acquisition of Vivalink Limited by the Company (the “VSA”) on 1 December 2017, the principal activities of the Group have been changed to the development and sale of properties and property investment. Since the completion of the VSA, the Group classified the wholesale and retail of fashion garments, trading of construction materials as discontinuing operations of the Group. Save as aforesaid, there was no other significant change to the Group’s principal activities during the Year.

### RESULTS AND DIVIDENDS

The results of the Group and the cash flows of the Group for the Year and the financial position of the Group as at 31 March 2018 are set out in the consolidated financial statement on pages 95 to 102 of this Annual Report.

The Board does not recommend the payment of any final dividend for the Year.

### BUSINESS REVIEW

A discussion of the business review of the Group is set out in the section headed “Management Discussion and Analysis” of this Annual Report.

福晟國際控股集團有限公司(「本公司」)董事會(董事會)提呈本公司及其附屬公司截至二零一八年三月三十一日止年度(「年內」)之年報及經審核綜合財務報表。

### 更改公司名稱

藉由於二零一七年十一月二十日通過特別決議案，本公司名稱已由「U-RIGHT International Holdings Limited」更改為「Fullsun International Holdings Group Co., Limited」並採納中文名稱「福晟國際控股集團有限公司」作為本公司第二名稱。

### 主要業務

本公司之主要業務為投資控股。本公司主要附屬公司詳情及主要業務載於綜合財務報表附註45。於二零一七年十二月一日前，其附屬公司之主要業務為時裝批發及零售、建材貿易及物業投資。本公司於二零一七年十二月一日完成收購隆通有限公司(「非常重大收購事項」)後，本集團之主要業務更改為發展及銷售物業以及物業投資。自非常重大收購事項完成以來，本集團將時裝批發及零售以及建材貿易分類為本集團已終止經營業務。除上述者外，年內本集團之主要業務並無其他重大變動。

### 業績及股息

本集團年內業績及本集團現金流量以及本集團於二零一八年三月三十一日之財務狀況載於本年報第95至102頁之綜合財務報表。

董事會議並不建議派付年內任何末期股息。

### 業務回顧

本集團業務回顧之討論載於本年報「管理層討論及分析」一節。

## PRINCIPAL PROPERTIES

The principal properties owned by the Group as at 31 March 2018 are set out in the section headed “Principal Properties” on pages 5 to 6 of this Annual Report.

## PROPERTY, PLANT AND EQUIPMENT

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

## BANK LOANS AND OTHER LOANS

Details of bank loans and other loans of the Group as at 31 March 2018 are set out in note 28 to the consolidated financial statements.

## INTEREST CAPITALISED

Details relating to the interest capitalised by the Group during the Year are set out in note 10 to the consolidated financial statements.

## SHARE CAPITAL

Details of the movements during the Year in the share capital of the Company are set out in note 30 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES OF THE COMPANY

Details of the movements of reserves during the Year are set out in note 46 to the consolidated financial statements.

At 31 March 2018, the Company had no reserves available for distribution (2017: Nil).

## DONATIONS

During the Year, the Group made donations for charitable purposes in an aggregate amount of approximately RMB20,000 (2017: approximately RMB50,400).

## 主要物業

本集團於二零一八年三月三十一日所擁有主要物業載於本年報第5至6頁「主要物業」一節。

## 物業、廠房及設備

年內，本集團之物業、廠房及設備變動詳情載於綜合財務報表附註17。

## 銀行貸款及其他貸款

本集團於二零一八年三月三十一日之銀行貸款及其他貸款詳情載於綜合財務報表附註28。

## 資本化利息

年內有關本集團資本化利息之詳情載於綜合財務報表附註10。

## 股本

年內，本公司之股本變動詳情載於綜合財務報表附註30。

## 本公司可分派儲備

年內儲備變動詳情載於綜合財務報表附註46。

於二零一八年三月三十一日，本公司並無任何可供分派儲備(二零一七年：無)。

## 捐款

年內，本集團慈善捐款合共約人民幣20,000元(二零一七年：約人民幣50,400元)。

## MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the five largest customers of the Group together accounted for approximately 43.1%, with the largest customer accounted for approximately 35.6% of the Group's total revenue (including continuing operations and discontinued operation). The five largest suppliers of the Group together accounted for approximately 33.4%, with the largest supplier accounted for approximately 22.3% of the Group's total purchases during the Year.

To the best of the Directors' knowledge, at no time during the Year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in any of the Group's five largest suppliers or customers.

## PRE-EMPTIVE RIGHTS

There is no provision for the exercise of any pre-emptive rights under the Company's Bye-laws, or there was no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

## EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period of the Group are set out in note 47 to the consolidated financial statements.

## FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial periods is set out on pages 211 to 212 of this Annual Report.

## 主要客戶及供應商

本年度，本集團五大客戶合共佔本集團總收益約43.1%，而最大客戶則佔本集團總收入（包括持續經營業務及已終止經營業務）約35.6%。本年度，本集團五大供應商合共佔本集團採購總額約33.4%，而最大供應商則佔本集團採購總額約22.3%。

據董事所知，董事、董事之聯繫人或本公司股東（就董事所知，其擁有本公司股本逾5%）於年內任何時間概無於本集團任何五大供應商或客戶中擁有權益。

## 優先購股權

本公司之公司細則並無有關行使任何優先購股權之條文，或百慕達法例並無就該等權利設有任何限制，規定本公司須以按比例基準向現有股東發售新股。

## 購買、出售或贖回上市證券

本公司或其任何附屬公司概無於本年度購買、出售或贖回本公司之任何上市證券。

## 報告期後事項

本集團之報告期後事項詳情載於綜合財務報表附註47。

## 財務概要

本集團於過去五個財政期間之業績及資產與負債概要載於本年報第211至212頁。

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

### Executive Directors

Mr. PAN Weiming (*Chairman*)\*  
 Mr. PAN Jungang \*  
 Ms. CHEN Weihong\*  
 Mr. LI Jinrong\*  
 Mr. TANG Kwok Hung<sup>◊</sup>  
 Ms. WU Jihong #  
 Mr. WU Yang #  
 Mr. NG Cheuk Fan, Keith ^  
 Mr. PAN Haoran <sup>△</sup>

### Independent Non-Executive Directors

Mr. MAK Ka Wing, Patrick  
 Mr. YANG Xiaoping \*  
 Mr. YUEN Chee Lap, Carl \*  
 Dr. CHEUNG Wai Bun, Charles J.P. #  
 Mr. CHAN Chi Yuen ^  
 Mr. XIE Tom ^

\* appointed on 1 December 2017  
 ◊ resigned as Chief Executive Officer on 1 December 2017  
 # appointed on 14 December 2017  
 ^ resigned on 1 December 2017  
 △ appointed on 1 December 2017 and resigned on 4 June 2018

Pursuant to Bye-law 83, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and 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 and shall then be eligible for re-election.

In accordance with Bye-law 83, Ms. WU Jihong, Mr. WU Yang and Dr. CHEUNG Wai Bun, Charles J.P. shall retire from office and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting. Mr. Mak Ka Wing, Patrick ("Mr. Mak"), has notified the Company that he would like to devote more time to his other business commitments and engagements. For this reason, he will voluntarily retire and will not offer himself for re-election at the forthcoming annual general meeting. The Company is now identifying suitable director(s) to fill the vacancy following the retirement of Mr. Mak.

## 董事及董事服務合約

本公司於年內及直至本報告日期止之董事為：

### 執行董事

潘偉明先生(主席)\*  
 潘俊鋼先生\*  
 陳偉紅女士\*  
 利錦榮先生\*  
 鄧國洪先生<sup>◊</sup>  
 吳繼紅女士#  
 吳洋先生#  
 吳卓凡先生^  
 潘浩然先生<sup>△</sup>

### 獨立非執行董事

麥家榮先生  
 楊小平先生\*  
 源自立先生\*  
 張惠彬博士，太平紳士#  
 陳志遠先生^  
 謝祺祥先生^

\* 於二零一七年十二月一日獲委任  
 ◊ 於二零一七年十二月一日辭任行政總裁  
 # 於二零一七年十二月十四日獲委任  
 ^ 於二零一七年十二月一日辭任  
 △ 於二零一七年十二月一日獲委任，後於二零一八年六月四日辭任

根據公司細則第83條，任何獲董事會委任以填補臨時空缺之任何董事之任期直至彼獲委任後之首次股東大會為止，而彼須於該大會上重選連任，而獲董事會委任為現有董事會之新增成員之任何董事之任期僅直至本公司下屆股東週年大會為止，屆時將符合資格重選連任。

根據公司細則第83條，吳繼紅女士、吳洋先生及張惠彬博士，太平紳士將退任，且符合資格並願意於應屆股東週年大會上重選連任。麥家榮先生(「麥先生」)已知會本公司彼有意投放更多時間處理其他業務承擔及事務。就此，彼將於應屆股東週年大會上自願退任且不會重選連任。本公司現正物色合適董事以填補麥先生退任後出現之空缺。

# REPORT OF THE DIRECTORS

## 董事會報告

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

### DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 37 to 46 of this Annual Report.

### DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the section headed "Continuing Connected Transactions", no transactions, arrangements or contract of significance in relation to the Company's business to which the Company, its ultimate holding company or any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company or a supervisor or his/her connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme", at no time during the Year was the Company or its subsidiaries, fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### PERMITTED INDEMNITY PROVISIONS

During the Year and up to the date of this report, there was or is permitted indemnity provision (within the meaning in Section 469 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) in the articles of association of the Company being in force. The Company has maintained directors' and officers' liability insurance throughout the Year, which provides appropriate cover certain legal actions brought against its directors and officers arising out of corporate activities.

### NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS

On 24 October 2017, Mr. Pan Weiming ("Mr. Pan") (being an executive Director and beneficial owner of the controlling shareholder of the Company) and Tongda Enterprises Limited ("Tongda") (the controlling shareholder of the Company) entered into the deed of non-competition ("Deed of Non-competition") in favour of the Company.

於應屆股東週年大會提呈重選連任之董事概無與本公司或其附屬公司訂立任何不可由本集團於一年內終止而毋須支付賠償(法定賠償除外)之服務合約。

### 董事履歷

董事履歷詳情載於本年報第37至46頁。

### 董事及監事於重大合約之權益

除「持續關連交易」一節所披露者外，本公司、其最終控股公司或其任何附屬公司或同系附屬公司概無訂立本公司董事或監事或其關連實體直接或間接擁有重大權益且於年終或年內任何時間仍屬有效並對本公司業務而言屬重大之交易、安排或合約。

### 購買股份或債券之安排

除「購股權計劃」一節所披露者外，本公司或其任何附屬公司、同系附屬公司或其控股公司於年內任何時間概無訂立任何安排致使董事可藉透過購入本公司或任何其他實體公司之股份或債券而獲益。

### 獲准許之彌償條文

年內及直至本報告日期，本公司組織章程細則下獲准許彌償條文(定義見香港法例第622章香港公司條例第469條)曾經或現仍有效。於整個年度，本公司已投購董事及高級職員責任保險，以就其董事及高級職員可能面對因企業活動而引起之若干法律行動提供適當保障。

### 控股股東之不競爭承諾

於二零一七年十月二十四日，潘偉明先生(「潘先生」，執行董事兼本公司控股股東之實益擁有人)與通達企業有限公司(「通達」，本公司控股股東)以本公司為受益人訂立不競爭契據(「不競爭契據」)。

Pursuant to the Deed of Non-competition, among other things, Mr. Pan and Tongda will not, and will procure that his/its close associates (other than any members of the Group) not to, following the completion of VSA and during the Non-Compete Period (as defined in the circular of the Company dated 27 October 2017), other than the Excluded Projects (as defined in the circular of the Company dated 27 October 2017), directly or indirectly, either on its/his own account or in conjunction with or on behalf of any person, firm or company, own, invest in, carry on, participate in, develop, operate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, director, partner, agent, employee, or otherwise, and whether for profit, reward or otherwise) any activity or business which is or may be in competition, directly or indirectly, with the existing principal business of the Group. Details of the Deed of Non-competition are set out in the section headed “Relationship with the controlling shareholders – 3. Non-competition Undertakings in the circular of the Company dated 27 October 2017.

Mr. Pan and Tongda confirmed to the Company that each of them has complied with his/its undertakings under the Deed of Non-competition and the disclosure of details of his/its compliance with and the enforcement of the non-competition undertakings under the Deed of Non-competition is consistent with the relevant requirements under the Listing Rules.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year and up to the date of this report, save as disclosed above, none of the Directors, nor their respective close associates (as defined in the Listing Rules) is considered to have any interest in a business apart from the business operated by the Group which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole and any substantial part of the business of the Company was entered into or in existence during the Year.

根據不競爭契據，於非常重大收購事項完成後及於不競爭期間（定義見本公司日期為二零一七年十月二十七日之通函），除除外項目（定義見本公司日期為二零一七年十月二十七日之通函）外，（其中包括）潘先生及通達將不會並促使其緊密聯繫人（本集團任何成員公司除外）不會為其本身或連同他人或代表任何人士、商號或公司直接或間接擁有、投資、進行、參與、開發、經營與本集團現有主要業務構成或可能構成直接或間接競爭之任何活動或業務，或擁有或從事或收購或持有（不論作為股東、董事、合夥人、代理、僱員或其他身份及不論為利益、回報或其他）該等活動或業務之權益。不競爭契據詳情載於本公司日期為二零一七年十月二十七日之通函「與控股股東之關係 – 3. 不競爭承諾」一節。

潘先生及通達向本公司確認，彼等各自已遵守其於不競爭契據項下承諾，而披露其遵守及執行不競爭契據項下不競爭承諾之詳情符合上市規則之相關規定。

## 董事於競爭業務之權益

於年內及截至本報告日期，除上述所披露者外，除本集團經營之業務外，董事或彼等各自之緊密聯繫人（定義見上市規則）概無被視為擁有直接或間接與本集團業務競爭或可能存在競爭之任何業務權益。

## 管理合約

年內，本公司概無訂立或存在任何有關整體業務或任何重要業務部分之管理及行政合約。

### CONNECTED TRANSACTION

The VSA completed on 1 December 2017 as disclosed in the section headed “Changes for the Year” constituted a connected transaction for the Company pursuant to Rule 14A.28 of the Listing Rules. Further details of the VSA were set out in the circular of the Company dated 27 October 2017.

### CONTINUING CONNECTED TRANSACTIONS

Pursuant to requirements of the Listing Rules, the continuing connected transactions conducted by the Group during the Year are disclosed below. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules with respect to the continuing connected transactions entered into by the Group during the Year.

#### Financing Arrangements with Daye Trust Co., Ltd (“Daye Trust”)

The Group is engaged in property development in the PRC and requires external funding in its business operations. In addition to bank loans, the Group has obtained other financing with repurchase obligation from lenders which are generally trust companies or other financial institutions in the PRC. Such other financing with repurchase obligation is an alternative source of funds for property developers in the PRC and are available to borrowers in various forms, including equity transfers, capital injections, equity acquisition, shareholder loans, or secured entrusted loans (“Financing Arrangements”).

After the completion of the VSA (the “Completion”), Hunan Fullsun Real Estate Development Co., Ltd. (“Hunan Fullsun”) became an indirect non wholly-owned subsidiary of the Company. As disclosed in the circular dated 27 October 2017, Daye Trust holds legal title to 49% equity interest in Hunan Fullsun as collateral to secure the repayment obligation for the loans owed by Hunan Fullsun to Daye Trust. Subsequently on 28 March 2018, the Group acquired in aggregate of 51% equity interest in Hunan Xing Ru Cheng Property Development Co., Ltd. (“Hunan Xingru”), Daye Trust holds the legal title of 49% equity interest in Hunan Xingru as collateral to secure the repayment obligation for the loans owed by Hunan Xingru to Daye Trust. Daye Trust is regarded as a connected person of the Company at the subsidiary level upon Completion pursuant to, and solely in relation to, the requirements under Chapter 14A of the Listing Rules. As such, any transaction entered into between the Group and Daye Trust will constitute a connected transaction for the Company after the Completion and is subject to the applicable reporting, announcement and annual review and independent shareholders’ approval (where applicable) requirements under Chapter 14A of the Listing Rules.

### 關連交易

「本年的轉變」一節所披露非常重大收購事項於二零一七年十二月一日完成，構成上市規則第14A.28條項下本公司之關連交易。非常重大收購事項之進一步詳情載於本公司日期為二零一七年十月二十七日之通函。

### 持續關連交易

根據上市規則之規定，本集團於年內進行之持續關連交易披露如下。本公司已就本集團年內訂立之持續關連交易遵守上市規則第14A章之披露規定。

#### 與大業信託有限責任公司（「大業信託」）之融資安排

本集團主要於中國從事物業發展，其業務營運需要外部資金。除銀行貸款外，本集團亦向一般為中國信託公司或其他金融機構之貸款人取得附帶購回責任之其他融資。該等附帶購回責任之其他融資為中國物業發展商之另類資金來源，可以各種形式提供予借款人，包括股權轉讓、注資、股權收購、股東貸款或有抵押委託貸款（「融資安排」）。

於非常重大收購事項完成（「完成」）後，湖南福晟房地產開發有限公司（「湖南福晟」）成為本公司之間接非全資附屬公司。誠如日期為二零一七年十月二十七日之通函所披露，大業信託持有湖南福晟49%股權之合法所有權，作為擔保湖南福晟履行結欠大業信託之貸款項下還款責任之抵押品。其後於二零一八年三月二十八日，本集團收購湖南興汝城房地產開發有限公司（「湖南興汝」）合共51%股權，大業信託持有湖南興汝49%股權之合法所有權，作為擔保湖南興汝履行結欠大業信託之貸款項下還款責任之抵押品。於完成時，大業信託根據上市規則第14A章之規定（單純與該等規定有關）被視為本公司於附屬公司層面之關連人士。因此，於完成後，本集團與大業信託進行之任何交易將構成本公司之關連交易，須遵守上市規則第14A章之申報、公告、年度審閱及獨立股東批准（倘適用）之適用規定。

During the Year, the Group had two Financing Arrangements with repurchase obligation involved transfer of equity interest and pledge of the remaining equity interest in two subsidiaries namely, Hunan Fullsun and Hunan Xingru, to Daye Trust to fund the property development projects in each of the above subsidiaries. After repayment obligations under each of the Financing Arrangement individually are settled in full, Daye Trust shall release and transfer the 49% equity interest in each of the above subsidiaries to the Group. Details of the continuing connected transactions are set out below:

年內，本集團有兩份附帶購回責任之融資安排，當中涉及向大業信託轉讓兩間附屬公司湖南福晟及湖南興汝之股權及質押其餘股權，以為上述各附屬公司之物業發展項目提供資金。於悉數償還各融資安排各自項下之還款責任後，大業信託將解除並向本集團轉讓其於上述附屬公司各自之49%股權。持續關連交易詳情載列如下：

Date of relevant agreement and maturity	Nature	Relevant period to the Group during the Year regarding as continuing connected transactions ("Relevant Period")	Securities provided to Daye Trust	Interest rate (per annum)	Maximum available financing provided by Daye Trust	Balance as at 31 March 2018	Interest accrued during the Relevant Period	
相關協議日期及到期日	性質	被視為本集團年內持續關連交易之有關期間 (「有關期間」)	提供予大業信託之擔保	年息	大業信託提供之最高備用融資	於二零一八年三月三十一日之結餘 RMB'000 人民幣千元	於有關期間之累計利息 RMB'000 人民幣千元	
1	2016 Daye Trust Financing Arrangement dated 22 December 2016 (maturity at 21 December 2018 and renewable with the consent of Daye Trust)	Financing arrangement	1 December 2017 to 31 March 2018	Pledge of 51% equity interest in Hunan Fullsun; and pledged the land use rights of four parcels of land located in Hunan Province together with the buildings and constructions erected thereon	9% for first year; and 10% for the second year	RMB 500,000,000 was provided to Hunan Fullsun	220,005	9,839
	日期為二零一六年十二月二十二日之二零一六年大業信託融資安排(於二零一八年十二月三十一日到期並在大業信託同意下可予重續)	融資安排	二零一七年十二月一日至二零一八年三月三十一日	質押湖南福晟51%股權；及質押位於湖南省四幅地塊之土地使用權連同建於地塊上之樓宇及構築物	首年9厘；次年10厘	人民幣500,000,000元乃提供予湖南福晟		
	Details of the transactions were set out in the circular of the Company dated 27 October 2017 and the announcement of the Company dated 1 December 2017. 交易詳情載於本公司日期為二零一七年十月二十七日之通函及本公司日期為二零一七年十二月一日之公佈。							
2	Financing Arrangement dated 26 November 2016 (maturity at 25 November 2018)	Financing arrangement	28 March 2018 to 31 March 2018	Pledged the land use rights of the lands of Hunan Xingru with a total area of approximately 66,000 square metres located in Hunan Province	8.5% for first year; and 10% for the second year	RMB 690,000,000 was provided to Hunan Xingru	684,313	676
	日期為二零一六年十一月二十六日之融資安排(於二零一八年十一月二十五日到期)	融資安排	二零一八年三月二十八日至二零一八年三月三十一日	質押湖南興汝位於湖南省總面積約66,000平方米之地塊之土地使用權	首年8.5厘；次年10厘	人民幣690,000,000元乃提供予湖南興汝		
	Equity pledge agreement dated 28 March 2018	Pledge of Assets	28 March 2018 to 31 March 2018	Pledge of 51% equity interest in Hunan Xingru	-	-	-	-
	日期為二零一八年三月二十八日之股權質押協議	質押資產	二零一八年三月二十八日至二零一八年三月三十一日	質押湖南興汝51%股權				
	Details of the transactions were set out in the announcements of the Company dated 12 February 2018, 14 March 2018 and 28 March 2018. 交易詳情載於本公司日期為二零一八年二月十二日、二零一八年三月十四日及二零一八年三月二十八日之公佈。							



# REPORT OF THE DIRECTORS

## 董事會報告

The Directors (including the Independent Non-Executive Directors) have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- (3) according to the agreements governing them on terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

The balance with Fujian Liujian Group Co., Ltd. as at 31 March 2018 and the guarantee as provided by Mr. Pan Weiming, Fusheng Group Co., Ltd. and Tongda as at 31 March 2018, as disclosed in notes 43(b) and 43(e) to the consolidated financial statements, constituted continuing connected transactions and are fully exempted under 14A.90 of the Listing Rules.

Save for the transactions disclosed above, all applicable percentage ratios of annual caps of the other continuing connected transactions which took place during the Year are lower than 0.1% and are therefore fully exempted from independent shareholders' approval, annual review and all disclosure requirements.

董事(包括獨立非執行董事)已審閱上述持續關連交易，並確認該等交易乃：

- (1) 於本集團一般及日常業務過往中；
- (2) 按正常商業條款；及
- (3) 根據其條款屬公平合理且符合本公司股東整體利益之協議。

本公司已委聘其核數師，遵照香港會計師公會發出的《香港審驗應聘服務準則第3000號》之「歷史財務資料審計或審閱以外之審驗應聘」，並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易之核數師函件」，就本集團持續關連交易作出匯報。核數師已根據上市規則第14A.56條出具載有本集團上述所披露持續關連交易之審驗調查及結果之無保留意見函件。本公司已將該函件副本呈交聯交所。

誠如綜合財務報表附註43(b)及43(e)所披露，於二零一八年三月三十一日與福建六建集團有限公司之結餘以及潘偉明先生、福晟集團有限公司及通達於二零一八年三月三十一日所提供擔保構成持續關連交易，根據上市規則第14A.90條獲得全面豁免。

除上文所披露交易外，年內已落實其他持續關連交易之年度上限之所有適用百分比率均低於0.1%，故此獲全面豁免遵守獨立股東批准、年度審閱及所有披露規定。

## DIRECTORS' AND CHIEF EXECUTIVES INTERESTS IN SECURITIES OF THE COMPANY

As at 31 March 2018, the following Directors or chief executives of the Company or his associates had 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 Securities and Futures Ordinance (the "SFO")), as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register to be kept under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

## 董事及主要行政人員於本公司證券之權益

於二零一八年三月三十一日，下列本公司董事或主要行政人員或彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之任何股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須登記於該條所述登記冊之權益或淡倉，或須根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉：

Name of director/ chief executive	Capacity	Nature of interests	Number of Shares held (Note 1)	Total	Approximate percentage of the Company's issued share capital (Note 4)
董事／行政人員姓名	身份	權益性質	所持股份數目 (附註1)	總計	佔本公司已 發行股本之 概約百分比 (附註4)
Mr. Pan Weiming 潘偉明先生	Beneficial Owner 實益擁有人	Personal interest 個人權益	1,080,000(L)		
	Interest of controlled corporation 於受控制法團之權益	Corporate interest 公司權益	6,415,060,000(L) (Note 2) (附註2)	6,416,140,000	61.32%
Ms. Chen Weihong 陳偉紅女士	Interest of spouse 配偶權益	Family interest 家族權益	6,416,140,000(L) (Note 3) (附註3)	6,416,140,000 (Note 3) (附註3)	61.32%

Notes:

- (L) represents long position in Shares/underlying Shares.
- 6,415,060,000 Shares are owned by Tongda Enterprises Limited ("Tongda") which is wholly owned by Mr. Pan Weiming, an executive Director of the Company. As such, Mr. Pan Weiming is deemed to be interested in the same number of Shares held by Tongda.
- Ms. Chen Weihong, an executive Director of the Company, being the spouse of Mr. Pan Weiming, is deemed to be interested in the same number of Shares held by Mr. Pan Weiming and Tongda.
- The total number of 10,464,022,525 Shares in issue as at 31 March 2018 has been used for the calculation of the approximate percentage.

附註：

- (L) 指股份／相關股份之好倉。
- 6,415,060,000 股股份由通達企業有限公司（「通達」）擁有，通達由本公司執行董事潘偉明先生全資擁有。因此，潘偉明先生被視為於通達所持相同數目之股份中擁有權益。
- 潘偉明先生之配偶陳偉紅女士（本公司執行董事）被視為於潘偉明先生及通達所持相同數目之股份中擁有權益。
- 於二零一八年三月三十一日已發行股份總數 10,464,022,525 股已用作計算概約百分比。

# REPORT OF THE DIRECTORS

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SECURITIES OF THE COMPANY

As at 31 March 2018, the following persons (other than the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange as follows:

Name	Capacity	Total	Approximate percentage of the Company's issued share capital (Note 2) 佔本公司已發行股本之概約百分比 (附註2)
名稱	身份	總計	
Tongda Enterprises Limited	Beneficial Owner	6,415,060,000(L) (Note 1)	61.31%
通達企業有限公司	實益擁有人	(附註 1)	

Notes:

- (L) represents long position in Shares/underlying Shares.
- The total number of 10,464,022,525 Shares in issue as at 31 March 2018 has been used for the calculation of the approximate percentage.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions 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 as at 31 March 2018.

### EQUITY-LINKED AGREEMENTS

#### Convertible bonds

On 1 December 2017, convertible bonds ("CB") with principal amount of HK\$200,000,000 (equivalent to RMB169,353,000) at the rate of 9% per annum were issued to the CB placees. The net proceeds from the issued CB was approximately HK\$199,000,000 (equivalent to approximately RMB168,506,000).

Details of the CB issued during the Year and its use of proceeds are set out in note 29 to the consolidated financial statements in this Annual Report and section headed "Use of Proceeds" of the "Management Discussion and Analysis" respectively.

### 主要股東及其他人士於本公司證券之權益

於二零一八年三月三十一日，下列人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露之權益或淡倉，或須列入本公司根據證券及期貨條例第336條須予存置之主要股東登記冊之權益或淡倉，或以其他方式知會本公司及聯交所之權益或淡倉如下：

Name	Capacity	Total	Approximate percentage of the Company's issued share capital (Note 2) 佔本公司已發行股本之概約百分比 (附註2)
名稱	身份	總計	
Tongda Enterprises Limited	Beneficial Owner	6,415,060,000(L) (Note 1)	61.31%
通達企業有限公司	實益擁有人	(附註 1)	

附註:

- (L) 指股份/相關股份之好倉。
- 於二零一八年三月三十一日已發行股份總數 10,464,022,525 股已用作計算概約百分比。

除上文披露者外，於二零一八年三月三十一日，本公司並不知悉於股份或本公司相關股份中，擁有記錄於根據證券及期貨條例第336條本公司須予存置之登記冊之任何其他相關權益或淡倉。

### 股票掛鈎協議

#### 可換股債券

於二零一七年十二月一日，本金額為200,000,000港元(相當於人民幣169,353,000元)且按年利率9厘計息之可換股債券(「可換股債券」)已發行予可換股債券承配人。已發行可換股債券之所得款項淨額約為199,000,000港元(相當於約人民幣168,506,000元)。

年內已發行可換股債券及其所得款項用途之詳情分別載於本年報綜合財務報表附註29及管理層討論與分析內「所得款項用途」一節。

## SHARE OPTION SCHEME

Details of the share option scheme were set out in the paragraph headed “H. Share Option Scheme” in Appendix IX Statutory and general information to the circular of the Company dated 27 October 2017 and note 40 to the consolidated financial statements in this Annual Report.

The total number of share option that could be granted was 132,168,252 shares at par value of HK\$0.01 each, representing approximately 1.18% of the total issued shares of the Company at the date of this Annual Report.

## RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Company understands the importance of maintaining a good relationship with its suppliers and customers to meet its immediate and long-term goals. The management will continue to develop efficient communication platform to enhance relationships with individual and corporate customers and suppliers.

## EMOLUMENT POLICY AND DIRECTORS' EMOLUMENTS

Employees of the Group are selected, remunerated and promoted on the basis of their merit, qualifications, competence and contribution to the Group. The Company also has adopted the Share Option Scheme as a long-term incentive scheme of the Group.

Details of the Directors' emoluments are set out in note 14 to the consolidated financial statements. The Directors' remunerations, bonuses and other compensation are determined by the Remuneration Committee with reference to the Directors' duties, responsibilities and the Group's performance and results.

## RETIREMENT BENEFIT PLANS

Details of the retirement benefit plans of the Group are set out in note 44 to the consolidated financial statements in this Annual Report.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

Full details on the Company's environmental policies and performance are set out in the “Environmental, Social and Governance Report” in this Annual Report.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

## 購股權計劃

購股權計劃詳情載於本公司日期為二零一七年十月二十七日之通函附錄九法定及一般資料「H. 購股權計劃」一段及本年報綜合財務報表附註40。

可授出之購股權總數為每股面值0.01港元之132,168,252股股份，相當於本公司於本年報日期之已發行股份總數約1.18%。

## 與供應商、客戶及其他持份者之關係

本公司深明與其供應商及客戶維持良好關係以達成即時及長遠目標之重要性。管理層將繼續發展有效溝通平台，務求提升與個人及企業客戶以及供應商之關係。

## 酬金政策及董事酬金

本集團僱員之選任、薪酬及晉升均按彼等之表現、資歷、工作能力及對本集團之貢獻而釐定。本公司亦已採納購股權計劃作為本集團長期獎勵計劃。

董事酬金詳情載於綜合財務報表附註14。董事薪酬、花紅及其他補償由薪酬委員會經參考董事職務、責任以及本集團表現及業績後釐定。

## 退休福利計劃

本集團退休福利計劃詳情載於本年報綜合財務報表附註44。

## 環境政策及績效

本公司環境政策及績效之全部詳情載於本年報「環境、社會及管治報告」。

## 遵守法律法規

年內，本公司並不知悉任何違反對本公司有重大影響之相關法律及法規之事項。

# REPORT OF THE DIRECTORS

## 董事會報告

### CORPORATE GOVERNANCE

Full details on the Company's corporate governance practices are set out in the "Corporate Governance Report" in this Annual Report.

### AUDIT COMMITTEE

The Audit Committee of the Company was established with written terms of reference which are in line with the CG Code (as defined in the Corporate Governance Report) and comprises four independent non-executive Directors as at 31 March 2018.

The Audit Committee has reviewed with the management of the company and the external auditor the Group's annual results for the Year, and was of the opinion that the preparation of such results are in compliance with the relevant accounting standards, rules and regulations and that adequate disclosures have been made.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's issued share capital were held by members of the public as at the date of this report as required under the Listing Rules.

### AUDITORS

ZHONGHUI ANDA CPA Limited ("ZHONGHUI ANDA") resigned as the auditors of the Company with effect from 5 January 2018 and Deloitte Touche Tohmatsu ("Deloitte") has been appointed as the auditors of the Company to fill the casual vacancy following the resignation of ZHONGHUI ANDA.

The consolidated financial statements of the Group for the year ended 31 March 2018 have been audited by Deloitte who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

#### PAN Weiming

*Chairman and Executive Director*

Hong Kong, 15 June 2018

### 企業管治

有關本公司企業管治常規之全面詳情載於本年報「企業管治報告」內。

### 審核委員會

本公司已成立審核委員會，並制定符合企業管治守則(定義見企業管治報告)之書面職權範圍，於二零一八年三月三十一日，成員包括四名獨立非執行董事。

審核委員會已聯同本公司管理層及外聘核數師審閱本集團本年度之全年業績，並認為該業績之編製符合相關會計準則、規則及規例，且已作出充分披露。

### 足夠公眾持股量

根據可供本公司公開查閱之資料及就董事所深知，本公司於本報告日期已按上市規則規定由公眾人士持有最少25%已發行股本。

### 核數師

中匯安達會計師事務所有限公司(「中匯安達」)自二零一八年一月五日起辭任本公司核數師，而德勤•關黃陳方會計師行(「德勤」)已獲委任為本公司核數師以填補中匯安達辭任後之臨時空缺。

本集團截至二零一八年三月三十一日止年度之綜合財務報表已由德勤審核，而德勤將於本公司應屆股東週年大會上退任，惟符合資格並願意續聘。

代表董事會

#### 主席兼執行董事

潘偉明

香港，二零一八年六月十五日

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷詳情

### CHAIRMAN



**Mr. PAN Weiming (“Mr. Pan”)**, aged 53, is the executive Director and the Chairman of the Board. Mr. Pan founded the Hunan Fullsun Group, an indirectly wholly-owned subsidiary of the Company, in 2006 and he is responsible for the overall strategic planning, corporate development, investment, overall operations and management of Hunan Fullsun Group since 2006. Mr. Pan has been a director of Vivalink Limited since 12 December 2014. Prior to

the establishment of Hunan Fullsun Group in 2006, Mr. Pan has been the executive director of Guangzhou Yunxing Real Estate Development Group Company Ltd (“Guangzhou Yunxing”), a real estate and property developer in the PRC, since March 1993, where he is responsible for overall management of Guangzhou Yunxing. He has been the president of Fujian Fusheng Real Estate Development Company Ltd (“Fujian Fusheng”), a real estate developer in the PRC, since April 2004 and he has also been the president of Fusheng Group Co., Ltd. (“Fusheng Group”), a real estate developer in the PRC, since May 2007, where he is responsible for overall management, investment and operation management of both companies.

#### He is currently:

- Honorary chairman of Fujian Institute of Branding Economic Development since 2009
- Vice chairman of Fuzhou Real Estate Association since 2010
- Standing director of China Real Estate Association since 2010
- Chairman of Guangdong Chamber of Commerce In Fujian since 2010
- Vice Chairman of Fujian Enterprises and Entrepreneurs Confederation since 2012
- Vice chairman of Fujian Real Estate Association since 2014

Mr. Pan was a Deputy to the Peoples Congress of Guangzhou City from 2012 to January 2017.

Mr. Pan obtained a diploma in auditing from Guangzhou Open University in the PRC in July 1988. Mr. Pan obtained an Intermediate Economist certificate from the Professional Title Reform Office of Zhangzhou City in December 2011. Mr. Pan is the spouse of Ms. Chen Weihong and is the father of Mr. Pan Haoran, Mr. Pan is the brother of Mr. Pan Jungang.

### 主席

潘偉明先生(「潘先生」)，53歲，執行董事兼董事會主席。於二零零六年創辦本公司間接全資附屬公司湖南福晟集團，負責整體策略制定、企業發展、投資、整體經營及管理。自二零一四年十二月十二日起擔任隆通有限公司董事。於二零零六年成立湖南福晟集團前，潘先生自一九九三年三月起擔任中國房地產發展商廣州雲星房地產開發集團有限公司(「廣州雲星」)之執行董事，負責廣州雲星之整體管理。自二零零四年四月起擔任中國房地產發展商福建福晟房地產開發有限公司(「福建福晟」)總裁。自二零零七年五月起亦擔任中國房地產發展商福晟集團有限公司(「福晟集團」)之總裁，負責該兩間公司之整體管理、投資及營運管理。

#### 現任：

- 福建省海峽品牌經濟發展研究院榮譽院長(自二零零九年起)
- 福州市房地產業協會副會長(自二零一零年起)
- 中國房地產協會常務理事(自二零一零年起)
- 福建省廣東商會會長(自二零一零年起)
- 福建省企業與企業家聯合會常務副會長(自二零一二年起)
- 福建省房地產協會副會長(自二零一四年起)

潘先生於二零一二年至二零一七年一月曾任廣州市人民代表大會代表。

於一九八八年七月，潘先生獲中國廣州市廣播電視大學授予審計文憑。於二零一一年十二月，潘先生獲漳州市職改辦授予中級經濟師證書。潘先生為陳偉紅女士之丈夫及潘浩然先生之父親。潘先生為潘俊鋼先生之胞兄。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷詳情

### EXECUTIVE DIRECTORS



**Mr. PAN Jungang (“Mr. Pan JG”)**, aged 48, is an executive Director of the Company.

Mr. Pan JG joined Hunan Weilong Real Estate Development Co., Ltd. (“Hunan Weilong”), a subsidiary of the Group in May 2009 as a general manager and was subsequently appointed as an executive director and was redesignated as a chairman of Hunan Weilong in April 2011 and

May 2011, respectively, where he was responsible for the overall management of Hunan Weilong. He has been the chairman and general manager of Hunan Fullsun since May 2011, where he is responsible for the overall management of Hunan Fullsun. He has been the executive director of Hunan Fullsun Group since October 2011, where he is mainly responsible for the overall management of Hunan Fullsun Group.

Mr. Pan JG was the deputy general manager of Guangzhou Yunxing, a real estate developer in the PRC, from March 2006 to May 2007, where he was mainly responsible for the project management and sales management. Mr. Pan JG was the vice president and chief executive officer of Fusheng Group, a real estate developer in the PRC, from May 2007 to October 2015 where he was mainly responsible for project development, design and engineering management of Fusheng Group.

#### Mr. Pan JG is currently:

- Executive President of Guangdong Chamber Of Commerce In Fujian since 2010
- Deputy to the Changsha Municipal People’s Congress since 2012
- Vice president of Hunan Industry and Commerce Confederation since 2012
- Vice president of Hunan Enterprises Confederation since 2012
- Vice president of Hunan Entrepreneurs Association since 2012
- Standing Committee member of Changsha Federation of Industry & Commerce

### 執行董事

潘俊鋼先生(「潘俊鋼先生」)，48歲，本公司執行董事。

於二零零九年五月擔任湖南瑋隆房地產開發有限公司(「湖南瑋隆」)(本集團附屬公司)之總經理，其後於二零一一年四月獲委任為執行董事，並於二零一一年五月調任為湖南瑋隆之董事長，負責湖南瑋隆之整體管理。彼自二零一一年五月起擔任湖南福晟之董事長兼總經理，負責湖南福晟之整體管理。彼自二零一一年十月起擔任湖南福晟集團之執行董事，主要負責湖南福晟集團之整體管理。

潘俊鋼先生曾於二零零六年三月至二零零七年五月擔任中國房地產發展商廣州雲星之副總經理，主要負責項目管理及銷售管理。潘俊鋼先生曾於二零零七年五月至二零一五年十月，擔任中國房地產發展商福晟集團之副總裁及首席執行官，主要負責福晟集團之項目發展、設計及工程管理。

#### 現任：

- 福建省廣東商會執行會長(自二零一零年起)
- 長沙市人民代表大會代表(自二零一二年起)
- 湖南省工業經濟聯合會副會長(自二零一二年起)
- 湖南省企業聯合會副會長(自二零一二年起)
- 湖南企業家協會副會長(自二零一二年起)
- 長沙市工商業聯合會常委

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員履歷詳情

Mr. Pan JG obtained a bachelor's degree in Vietnamese Studies from People's Liberation Army University of Foreign Languages in the PRC in July 1994. He further completed the Real Estate Executives Program from Tsinghua University School of Continuing Education in October 2010. And he was awarded the title of the senior economist by Hunan Provincial Human Resource & Social Security Department in 2016, Mr. Pan JG is the brother of Mr. Pan.



**Ms. CHEN Weihong (“Ms. Chen”)**, aged 50, is an executive Director of the Company. From July 2007 to April 2011, Ms. Chen was an executive director of Hunan Weilong and was redesignated as a director for the period between May 2011 and August 2013. She was mainly responsible for the overall management of Hunan Weilong. Ms. Chen has been the general manager of Guangzhou Yunxing,

a real estate developer in the PRC since March 1993, where she is mainly responsible for the daily operation of Guangzhou Yunxing. From April 2004 to May 2007, she was the vice president of Fujian Fusheng, a real estate developer in the PRC, where she was mainly responsible for the daily operation of Fujian Fusheng. She has also been the vice president of Fusheng Group, a real estate developer in the PRC, since May 2007, where she is mainly responsible for the operation management and commercial property management of Fusheng Group.

Ms. Chen obtained a bachelor's degree in accounting from the Open University of China in the PRC in April 2004. Ms. Chen further completed the Wharton & E-House (China) Real Estate Executive Program with the Wharton School of the University of Pennsylvania in April 2015. Ms. Chen obtained Intermediate Accountant certificate conferred by Minister of Finance of People's Republic of China in May 2000. Ms. Chen is the spouse of Mr. Pan and is the mother of Mr. Pan Haoran. Ms Chen is the sister in law of Ms. Wu Jihong.

於一九九四年七月，潘俊鋼先生取得中國人民解放軍外國語學院越南語學士學位。於二零一零年十月，彼另修畢清華大學繼續教育學院之房地產總裁高級研修班。於二零一六年，由湖南省人力資源和社會保障廳授予高級經濟師職稱。潘俊鋼先生為潘先生之胞弟。

**陳偉紅女士（「陳女士」）**，50歲，本公司執行董事。於二零零七年七月至二零一一年四月，陳女士曾任湖南瑋隆之執行董事，並於二零一一年五月至二零一三年八月期間調任為董事，主要負責湖南瑋隆之整體管理。陳女士自一九九三年三月起擔任中國房地產發展商廣州雲星之總經理，主要負責廣州雲星之日常營運。於二零零四年四月至二零零七年五月，彼曾任中國房地產發展商福建福晟之副總裁，主要負責福建福晟之日常營運。自二零零七年五月起，彼擔任中國房地產發展商福晟集團之副總裁，主要負責福晟集團之經營管理及商業物業管理。

陳女士於二零零四年四月取得中國中央廣播電視大學會計學士學位。於二零一五年四月，陳女士另修畢賓夕法尼亞大學沃頓商學院之「沃頓－易居」房地產商業精英高級研修班。於二零零零年五月，陳女士獲中華人民共和國財政部授予中級會計師證書。陳女士為潘先生之配偶及潘浩然先生之母，亦為吳繼紅女士之大姑子。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員履歷詳情



**Mr. Li Jinrong (“Mr. Li”)**, aged 43, is an executive Director of the Company. He has extensive working experience in engineering management and cost management in real estate industry. Mr. Li joined Hunan Fullsun Group since June 2008. He was the general manager of Hunan Fullsun Group up to November 2014 and has been appointed as a director of Fuzhou Fullsun Group since May 2015,

where he is mainly responsible for the cost control management of Fuzhou Fullsun Group.

Prior to joining the Group, from October 2001 to October 2004, Mr. Li worked as assistant to the general manager at Guangzhou Yunxing, a real estate developer in the PRC. After that Mr Li joined Fujian Fusheng and Fusheng Group in November 2004, and resigned as vice-president in October 2015, where he was mainly responsible for the cost control management.

Mr. Li has been the vice executive president of Guangdong Chamber of Commerce in Fujian since 2010. Mr. Li obtained a bachelor’s degree in finance and accounting from Renmin University in the PRC in June 1999. Mr. Li also finished real estate entrepreneurs MBA course in Sun Yat-sen University in May 2009 and the course for presidents of real estate development and finance from Peking University in October 2013, respectively.

利錦榮先生(「利先生」)，43歲，本公司執行董事。彼於房地產行業之工程管理及成本管理方面擁有豐富工作經驗。利先生於二零零八年六月加入湖南福晟集團。時至二零一四年十一月，利先生出任湖南福晟集團之總經理。彼亦由二零一五年五月起擔任福州福晟集團之董事，主要負責福州福晟集團之成本控制管理。

加入本集團前，利先生曾於二零零一年十月至二零零四年十月擔任中國房地產開發商廣州雲星之總經理助理。彼於二零零四年十一月加入福建福晟及福晟集團，於二零一五年十月離職時為福晟集團之副總裁，主要負責成本控制管理。

自二零一零年起，利先生一直擔任福建省廣東商會常務副會長。於一九九九年六月，利先生取得中國人民大學財務會計學士學位。利先生亦分別於二零零九年五月及二零一三年十月修畢中山大學之房地產企業家工商管理碩士課程及北京大學之房地產開發與金融總裁研修班。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員履歷詳情



**Mr. TANG Kwok Hung (“Mr. Tang”)**, aged 51, is an executive Director of the Company. Mr. Tang has over 20 years of experience in the strategic management, business development, corporate finance, and investment management in garment, retail, real estate development, hotel, high-tech business, logistics, international trade and manufacturing industries. He was also the

executive director of the Company for the period from 1 February 2010 to 18 September 2013 and the Chief Executive Officer of the Company for the period from 18 September 2014 to 1 December 2018.

Mr. Tang obtained a Master’s degree in Business Administration from the University of Manchester in the United Kingdom in June 2005 and a Bachelor’s degree in Business Administration from the Chinese University of Hong Kong in December 1989. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Management Accountants in the United States of America, a member of the Hong Kong Securities and Investment Institute, and an ordinary member of Hong Kong Institute of Real Estate Administrators.



**Ms. WU Jihong (“Ms. Wu”)**, aged 49, is an executive Director of the Company and she is also the chief financial officer of the Company.

Ms. Wu has over 20 years’ experience in the real estate, properties development and other businesses. She has been the director of Fuzhou Fullsun Group since May 2015, where she is mainly responsible for the

investment and human resource management of Fuzhou Fullsun Group. Ms. Wu was a vice president of Fusheng Group from July 2014 to October 2015, where she was mainly responsible for the internal control, human resource management, legal management and investment management.

鄧國洪先生(「鄧先生」)，51歲，本公司執行董事。鄧先生於策略管理、業務拓展、企業融資及投資管理方面擁有逾20年經驗，涉足行業包括成衣、零售、房地產發展、酒店、高科技、物流、國際貿易及製造業。彼亦曾於二零一零年二月一日至二零一三年九月十八日期間出任本公司之執行董事，及二零一四年九月十八日至二零一八年十二月一日為本公司行政總裁。

鄧先生分別於二零零五年六月及一九八九年十二月獲取英國曼徹斯特大學工商管理碩士學位及香港中文大學工商管理學士學位。彼為香港會計師公會資深會員、美國管理會計師協會會員、香港證券及投資學會會員以及香港地產行政師學會普通會員。

吳繼紅女士(「吳女士」)，49歲，本公司執行董事，彼亦為本公司之首席財務官。

吳女士擁有超過20年的實業、物業發展及其他行業經驗。吳女士自二零一五年五月起擔任福州福晟集團之董事，主要負責福州福晟集團之投資管理及人力資源管理。於二零一四年七月至二零一五年十月，彼為福晟集團之副總裁，主要負責內部控制、人力資源管理、法務管理及投資管理。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員履歷詳情

Prior to joining the Fuzhou Fullsun Group, Ms Wu held several senior positions in various renowned companies operated in PRC from 1997 onward, such as Guangdong Pearl River Investment Co., Ltd., Guangdong Pearl River Investment Holdings Group Co., Ltd. and Guangdong Pearl River Education Investment Co., Ltd..

From June 2011 to April 2014, Ms Wu was an audit committee member of Beijing Rural Commercial Bank Co., Ltd..

Ms. Wu obtained a bachelor's degree in finance from Central University of Finance and Economics (formerly known as Central School of Finance) in the PRC in June 1992. Ms. Wu obtained Accountant certificate conferred by Minister of Finance of People's Republic of China in May 1997. Ms. Wu is the sister-in-law of Ms. Chen.

於加入福州福晟集團前，自一九九七年起，吳女士曾於多家國內知名公司擔任高級職務，如廣東珠江投資股份有限公司、廣東珠江投資控股集團有限公司、廣東珠江教育投資有限公司等等。

於二零一一年六月至二零一四年四月間，吳女士曾擔任北京農村商業銀行股份有限公司之審核委員會成員。

吳女士於一九九二年六月取得中國中央財經大學（前稱中央財政金融學院）金融學士學位。吳女士於一九九七年五月獲中華人民共和國財政部授予會計師證書。吳女士為陳女士之弟媳。



**Mr. WU Yang ("Mr. Wu")**, aged 52, is an executive Director of the Company. He has over 20 years of experience in commercial property development, and has been in senior management positions for years. He was a director and president of Fusheng Group from 6 February 2017 to 14 December 2017.

吳洋先生（「吳先生」），52歲，本公司執行董事。彼於商業地產發展方面擁有超過20年經驗，並擔任高級管理層職位多年。彼曾於二零一七年二月六日至二零一七年十二月十四日任福晟集團董事及總裁。

Mr. Wu was formerly an executive director and subsequently re-designated as non-executive director of Shanghai Zendai Property Limited, a company listed on the Main Board of the Stock Exchange (stock code: 755, "Shanghai Zendai") from 21 January 2009 to 10 June 2014. He was also served as a director of each of the group companies of Shanghai Zendai.

自二零零九年一月二十一日至二零一四年六月十日，吳先生曾為上海証大房地產有限公司（一間於聯交所主板上市之公司，股份代號：755，「上海証大」）執行董事，其後獲調任為非執行董事。彼亦曾擔任上海証大集團旗下各公司之董事。

Mr. Wu was also a president of The Bund Finance Center from November 2010 to February 2016.

自二零一零年十一月至二零一六年二月，吳先生亦曾為上海外灘國際金融中心•BFC總裁。

Mr. Wu received his bachelor's degree in construction from Shenyang Open University in 1987, and his master's degree in industrial economics from Capital University of Economics and Business in 2001.

吳先生於一九八七年於瀋陽廣播電視大學取得建築學士學位，並於二零零一年取得首都經濟貿易大學產業經濟學碩士學位。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. MAK Ka Wing, Patrick (“Mr. Mak”)**, aged 53, has been appointed as an independent non-executive Director with effect from 15 January 2009. He is also the chairman of each of the Remuneration Committee and Nomination Committee, and a member of the Audit Committee. He is a registered solicitor of the High Court of Hong Kong and Managing Partner of Patrick Mak & Tse Solicitors. Mr. Mak has over 20 years’ legal experience.

Mr. Mak has been appointed as an independent non-executive director of each of Fresh Express Delivery Holdings Group Co., Ltd. (formerly known as FU JI Food and Catering Services Holdings Limited) (stock code: 1175), and Far East Holdings International Limited (stock code: 36) since 8 July 2013, and 18 July 2017 respectively.

Mr. Mak was an independent non-executive director of each of Tianli Holdings Group Limited (formerly known as EYANG Holdings (Group) Co., Limited) (stock code: 117) from 18 September 2013 to 15 July 2015, Golden Shield Holdings (Industrial) Limited (In Compulsory Liquidation in Hong Kong) (stock code: 2123) from 6 November 2014 to 11 May 2015, and Convoy Global Holdings Limited (stock code: 1019) from 9 March 2017 to 7 November 2017 respectively.

**Mr. Yuen**, aged 44, has been appointed as an independent non-executive Director with effect from 1 December 2017. Mr. Yuen obtained a Bachelor of Business Administration degree and a Master of Business Administration degree from University of Houston, United States in 1997 and 1998 respectively. Mr. Yuen is currently the financial controller of Courage Investment Group Limited (stock code: 1145), a company listed on the Main Board of the Stock Exchange and the Singapore Exchange Securities Trading Limited (the “SGX-ST”). Mr. Yuen has rich experience in finance and accounting both in Hong Kong and the United States. Mr. Yuen commenced his career in the United States and served as chief accountant and managerial position in several companies between 1998 and 2003. Mr. Yuen joined Courage Investment Group Limited in 2004 and was appointed as financial controller in May 2006. Mr. Yuen is in charge of the company’s finance and accounting control, as well as the company’s reporting, SGX-ST and the Stock Exchange compliance. Mr. Yuen is currently a member of the Hong Kong Institute of Directors and the Association of Hong Kong Accountants. Mr. Yuen is an independent non-executive director of Qianhai Health Holdings Limited (stock code: 911), a company listed on the Main Board of the Stock Exchange.

## 獨立非執行董事

**麥家榮先生(「麥先生」)**，53歲，自二零零九年一月十五日起獲委任為獨立非執行董事。彼亦為薪酬委員會及提名委員會主席，及審核委員會之成員。彼為香港高等法院註冊律師及香港麥家榮律師行之管理合夥人。麥先生擁有逾20年法律經驗。

麥先生分別自二零一三年七月八日及二零一七年七月十八日起出任鮮馳達控股集團有限公司(前稱福記食品服務控股有限公司)(股份代號：1175)及遠東控股國際有限公司(股份代號：36)之獨立非執行董事。

麥先生亦分別曾於二零一三年九月十八日至二零一五年七月十五日、二零一四年十一月六日至二零一五年五月十一日及二零一七年三月九日至二零一七年十一月七日擔任天利控股集團有限公司(前稱宇陽控股(集團)有限公司)(股份代號：117)、金盾控股(實業)有限公司(香港強制清盤中)(股份代號：2123)及康宏環球控股有限公司(股份代號：1019)之獨立非執行董事。

**源先生**，44歲，於二零一七年十二月一日獲委任為獨立非執行董事。源先生分別於一九九七年及一九九八年獲得美國休斯頓大學工商管理學士學位及碩士學位。源先生現任聯交所主板及新加坡證券交易所有限公司(「新交所」)之上市公司勇利投資集團有限公司(股份代號：1145)之財務主管。源先生於香港及美國積累豐富之財務及會計經驗。源先生於美國開始其職業生涯，於一九九八年至二零零三年期間於多間公司出任總會會計師及管理職務。源先生於二零零四年加入勇利投資集團有限公司，並於二零零六年五月委獲任為財務主管，負責該公司財務及會計控制，以及該公司申報、新交所及聯交所合規事宜。源先生現為香港董事學會及The Association of Hong Kong Accountants會員。源先生為聯交所主板上市公司前海健康控股有限公司(股份代號：911)之獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員履歷詳情

**Mr. YANG Xiaoping (“Mr. Yang”)**, aged 65, has been appointed as an independent non-executive Director with effect from 1 December 2017. Mr. Yang has extensive experience in properties and construction industry. During the period from 2007 to 2015, Mr. Yang worked as a vice president at ETON Properties Group, a property company principally engaged in development of hotels and commercial buildings in Dalian and Xiamen, the PRC, where Mr. Yang was responsible for the management of the project development, including management of engineering design, cost control and marketing. From 1994 to 2007, he has worked as senior management of Hopson Development Holdings Limited (a PRC property developer listed on the Stock Exchange with stock code: 754), Tianjin subsidiary Tianjin Hopson Zhujiang Real Estate Development Limited, and China Overseas Property Group Co., Ltd., a leading state-owned property developer in the PRC. Mr. Yang was in charge of design, project management, engineering management, cost control and marketing of property projects. From 1969 to 1994, Mr. Yang worked at the Second Construction Co., Ltd. of China Construction First Group, during the period from 1978 to 1994, he worked as the head of the production control division and was responsible for management of construction.

Mr. Yang graduated from East China University of Science and Technology (formerly known as Shanghai Institute of Chemical Engineering) in 1978 majoring in Chemical Engineering. Mr. Yang attained the qualification of senior engineer accredited by China State Construction Engineering Corporation in 1994.

楊小平先生(「楊先生」)，65歲，於二零一七年十二月一日獲委任為獨立非執行董事。楊先生於物業及建築行業具備豐富經驗。於二零零七年至二零一五年期間，楊先生擔任ETON Properties Group之副總裁，負責管理項目發展，包括管理工程設計、成本控制及營銷，該物業公司主要於中國大連及廈門從事發展酒店及商業大樓。於一九九四至二零零七年，彼擔任合生創展集團有限公司(於聯交所上市之中國物業發展商)(股份代號：754)、其天津附屬公司天津合生珠江房地產開發有限公司以及中國國有物業發展商龍頭中海地產集團有限公司之高級管理層。楊先生負責物業項目之設計、項目管理、工程管理、成本控制及營銷。於一九六九年至一九九四年，楊先生曾於中建一局集團第二建築有限公司任職。於一九七八年至一九九四年期間，彼曾任生產控制分部主管，負責管理建築工程。

楊先生於一九七八年從華東理工大學(前稱上海化工學院)畢業，主修化學工程。楊先生於一九九四年獲中國建築工程總公司頒授高級工程師資格。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員履歷詳情

**Dr. CHEUNG Wai Bun, Charles J.P. (“Dr. Cheung”)**, aged 82, has been appointed as an independent non-executive Director with effect from 14 December 2017. He has appropriate professional accounting or related financial management expertise. He is an independent non-executive director and has been the chairman of the audit committee since 2006 of Pioneer Global Group Limited (stock code: 224), an independent non-executive director and has been the chairman of the audit committee since 2007 of China Financial International Investments Limited (formerly known as Sunshine Capital Investments Group Limited) (stock code: 721), an independent non-executive director of China Taifeng Beddings Holdings Limited (stock code: 873), an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of Universal Technologies Holdings Limited (stock code: 1026), a non-executive director of Galaxy Entertainment Group Limited (Stock Code: 27), an independent non-executive director and the chairman of the remuneration committee of Jiayuan International Group Limited (Stock Code: 2768), an independent non-executive Director, the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of Modern Dental Group Limited (Stock code:3600), which are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director, the chairman of the nomination committee and a member of the audit committee of Yin He Holdings Limited (formerly known as Zebra Strategic Holdings Limited) (stock code: 8260), which is listed on the Growth Enterprise Market of Stock Exchange.

He was an executive Director and chairman of the board of directors of Roma Group Limited (Stock Code: 8072) from 2 June 2017 to 18 December 2017 and He was formerly chairman and subsequently co-chairman of the board and an independent non-executive director of Grand T G Gold Holdings Limited (stock code: 8299) from 17 July 2009 to 23 March 2016.

Dr. Cheung obtained an honorary doctorate degree in business administration from John Dewey University in the United States in 1984, a master’s degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States in 1962 and 1960 respectively.

Dr. Cheung is currently a non-executive director of the board and the vice chairman of executive committee of Metropolitan Bank (China) Ltd., and he was formerly an independent non-executive director and the director general of the audit committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is a member of the Hospital Governing Committee of Hong Kong Eye Hospital and Kowloon Hospital and a member of the Regional Advisory Committee of Kowloon of the Hospital Authority. Dr. Cheung is a council member of the Hong Kong Institute of Directors and is also the special advisor to the president of the University of Victoria in Canada.

**張惠彬博士**，*太平紳士*（「張博士」），82歲，自二零一七年十二月十四日起獲委任為獨立非執行董事。彼具備合適專業會計或相關財務管理專業知識。彼自二零零六年起為建生國際集團有限公司（股份代號：224）獨立非執行董事兼審核委員會主席，自二零零七年起為中國金融國際投資有限公司（前稱明陽資本投資集團有限公司）（股份代號：721）獨立非執行董事兼審核委員會主席，彼亦為中國泰豐床品控股有限公司（股份代號：873）獨立非執行董事，環球實業科技控股有限公司（股份代號：1026）獨立非執行董事、薪酬委員會主席兼審核委員會成員、銀河娛樂集團有限公司（股份代號：27）非執行董事、佳源國際控股有限公司（股份代號：2768）獨立非執行董事兼薪酬委員會主席、現代牙科集團有限公司（股份代號：3600）獨立非執行董事、審核委員會主席兼薪酬委員會及提名委員會成員，該等公司均於聯交所主板上市。彼亦為銀合控股有限公司（前稱為施伯樂策略控股有限公司，股份代號：8260）獨立非執行董事及提名委員會主席及審核委員會成員。該公司於聯交所創業板上市。

於二零一七年六月二日至二零一七年十二月十八日張博士曾任羅馬集團有限公司（股份代號：8072）執行董事兼董事會主席，於二零零九年七月十七日至二零一六年三月二十三日，彼曾任大唐潼金控股有限公司（股份代號：8299）董事會主席，其後為聯席主席兼獨立非執行董事。

張博士於一九八四年獲美國杜威大學(John Dewey University)工商管理榮譽博士學位，於一九六二年及一九六零年分別獲美國紐約大學工商管理碩士學位以及會計及財務理學士學位。

張博士現時為首都銀行(中國)有限公司之董事會非執行董事兼執行委員會副主席，而彼過往曾為珠海華潤銀行股份有限公司之獨立非執行董事兼審計委員會主任。張博士為香港眼科醫院與九龍醫院之醫院管治委員會委員，亦為醫院管理局九龍區域諮詢委員會委員。張博士為香港董事學會理事，亦為加拿大維多利亞大學校長特別顧問。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷詳情

### COMPANY SECRETARY

Mr. Chan Ming Kei (“Mr. Chan”), aged 35, has been appointed as the Company Secretary of the Company with effect from 15 January 2018. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has extensive experiences in accounting, audit, financial management and company secretarial works. He holds a Bachelor of Business Administration (Hons) majoring in Accounting from The Hong Kong University of Science and Technology. He is currently an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange.

From 7 June 2012 to 30 September 2015, Mr. Chan acted as company secretary and financial controller of Kuangchi Science Limited (stock code: 439). From 2 October 2015 to 30 December 2015, he acted the chief financial officer, company secretary and authorised representative of Sino Haijing Holdings Limited (stock code: 1106), both companies are listed on the Main Board. He also acted as i) a joint company secretary from 8 September 2016 to 6 November 2016; and ii) an executive director, company secretary, compliance officer and authorised representative from 7 November 2016 to 14 January 2018 of Evershine Group Holdings Limited (stock code: 8022), a company listed on the Growth Enterprise Market of the Stock Exchange.

### 公司秘書

陳銘基先生(「陳先生」)，35歲，於二零一八年一月十五日獲委任為本公司之公司秘書。陳先生為香港會計師公會會員，於會計、核數、財務管理及公司秘書工作方面具豐富經驗。彼持有香港科技大學工商管理榮譽學士學位，主修會計學。彼現為聯交所主板上市公司高雅光學國際集團有限公司(股份代號：907)之獨立非執行董事。

由二零一二年六月七日至二零一五年九月三十日，陳先生曾擔任光啟科學有限公司(股份代號：439)之公司秘書及財務總監。由二零一五年十月二日至二零一五年十二月三十日，彼曾擔任中國海景控股有限公司(股份代號：1106)之財務總監、公司秘書及授權代表，該兩間公司均為於主板上市之公司。彼亦曾於聯交所GEM上市公司永耀集團控股有限公司(股份代號：8022)擔任以下職位：(i)由二零一六年九月八日至二零一六年十一月六日擔任聯席公司秘書；及(ii)由二零一六年十一月七日至二零一八年一月十四日擔任執行董事、公司秘書、合規主任及授權代表。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Fullsun International Holdings Group Co., Limited (the “Company”) and its subsidiaries (collectively the “Group”) recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the board of directors (the “Board”) is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders’ interests.

### CORPORATE GOVERNANCE PRACTICES

The Group has complied with the code provisions set out in Appendix 14 (the “CG Code”) to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) except for the deviation from the code provision A.4.1 which is explained below.

According to the code provision A.4.1 as set out in the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Two former Independent Non-Executive Directors, namely Mr. CHAN Chi Yuen (“Mr. Chan”) and Mr. XIE Tom (“Mr. Xie”), and one existing Independent Non-Executive Director Mr. MAK Ka Wing, Patrick (“Mr. Mak”), each of them had not been appointed for a specific term under previous letter of appointment but subject to retirement by rotation and re-election at annual general meeting in accordance with the Bye-laws of the Company. In the opinion of the directors of the Company (the “Director(s)”), sufficient measures have been taken as such to ensure that the Company has good corporate governance practices. Nevertheless, following the resignation of Mr. Chan and Mr. Xie on 1 December 2017, and the renewal of letter of appointment with Mr. Mak for a term of three years commencing from 1 December 2017, the Company has complied with all code provisions as set out in the CG Code and, where appropriate, the applicable recommended best practices of the CG Code.

Save as disclosed above, in the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code throughout the year ended 31 March 2018 and, where appropriate, the applicable recommended best practices of the CG Code.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code during the year ended 31 March 2018.

福晟國際控股集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)深明達致配合其業務所需且符合其所有持份者最佳利益之最高標準企業管治之重要性，而董事會(「董事會」)一直致力進行有關工作。董事會相信，高水準企業管治能為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水準問責性及保障持份者之利益。

### 企業管治常規

本集團一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載守則條文(「企業管治守則」)，惟偏離守則條文第A.4.1條除外，理由於下文論述。

根據企業管治守則守則條文第A.4.1條，非執行董事應有特定任期，並須接受重選。兩名前獨立非執行董事陳志遠先生(「陳先生」)及謝祺祥先生(「謝先生」)以及一名現任獨立非執行董事麥家榮先生(「麥先生」)各自根據先前委任函並無獲委以特定任期，惟須根據本公司之公司細則於股東週年大會輪值退任及接受重選。因此，本公司董事(「董事」)認為已採取足夠措施以確保本公司奉行良好企業管治常規。儘管如此，隨著陳先生及謝先生於二零一七年十二月一日辭任後，以及重續麥先生之委任函，自二零一七年十二月一日起計為期三年，本公司已符合載於企業管治守則所載所有守則條文及(倘適用)企業管治守則之適用建議最佳常規。

除上述披露者外，董事認為，本公司已於截至二零一八年三月三十一日止年度內一直遵守企業管治守則所載所有守則條文及(倘適用)企業管治守則之適用建議最佳常規。

### 董事進行之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事買賣本公司證券之操守準則。本公司已作出具體查詢，而全體董事已確認，彼等於截至二零一八年三月三十一日止年度內一直遵守標準守則所載規定準則。



## BOARD OF DIRECTORS

The Board is responsible for the overall management of the Group, which includes leadership and control of the Company and oversee the Group's businesses, strategic decisions, internal control, risk management and performances. The directors take decisions objectively in the interests of the Company. Some functions including, inter alia, monitor and approval of material transactions, matters involving conflict of interest for a substantial shareholder or director(s) of the Company, the approval of the interim and annual results, other disclosures to the public or regulators and the internal control system are reserved by the Board and the decisions relating to such matters shall be subject to the decision of the Board. Matters not specifically reserved to the Board and necessary for the daily operations of the Company are delegated to the management under the supervision of the respective Directors.

As at 31 March 2018, the Board currently comprises eight Executive Directors, namely Mr. PAN Weiming (Chairman), Mr. PAN Jungang, Ms. CHEN Weihong, Mr. PAN Haoran, Mr. LI Jinrong, Mr. TANG Kwok Hung, Ms. WU Jihong and Mr. WU Yang and four Independent Non-Executive Directors, namely Mr. MAK Ka Wing, Patrick, Mr. YUEN Chee Lap, Carl, Mr. YANG Xiaoping, Dr. CHEUNG Wai Bun, Charles J.P. Subsequently on 4 June 2018, Mr. PAN Haoran resigned as executive Director of the Company.

The biographies of the Directors including their family relationship are set out in "Biographical Details of Directors and Senior Management" on pages 37 to 46 of this annual report.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Company, and to review and approve the Company's interim and annual results. All Directors are given the opportunity to put items on the agenda for regular Board meetings. All Directors have access to the company secretary of the Company (the "Company Secretary") to ensure that all Board procedures and rules and regulations are followed. Full minutes of Board meetings are kept by the Company Secretary and are available for inspection on reasonable notice. During the year, eleven Board meetings were held and the attendance of each Director at the Board meetings is set out in the section headed "Board and Committees Meetings" of this Report.

Any Director may, in furtherance of his duties, take independent professional advice where necessary at the expense of the Company. The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities, which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

## 董事會

董事會負責本集團整體管理，包括領導及監控本公司並監管本集團之業務、策略決定、內部監控、風險管理及表現。董事會作出符合本公司利益之客觀決定。董事會保留對部分職務之權利，當中包括：監察及審批重大交易、涉及本公司主要股東或董事利益衝突之事宜、批准中期及全年業績、對公眾或監管機構披露之其他資料以及內部監控制度，有關該等事宜必須由董事會決定。其他非指定保留之董事會職務以及本公司日常運作所需之事務，則在個別董事之監督下委派管理層處理。

於二零一八年三月三十一日，董事會現時由八名執行董事潘偉明先生(主席)、潘俊鋼先生、陳偉紅女士、潘浩然先生、利錦榮先生、鄧國洪先生、吳繼紅女士及吳洋先生以及四名獨立非執行董事麥家榮先生、源自立先生、楊小平先生及張惠彬博士，*太平紳士*組成。其後於二零一八年六月四日，潘浩然先生辭任本公司執行董事。

董事之履歷詳情(包括彼等之親屬關係)載於本年報第37至46頁「董事及高級管理人員履歷詳情」內。

董事會定期舉行會議，以討論整體策略以及本公司之營運及財務表現，並審閱及批准本公司中期業績及全年業績。全體董事均可建議項目加入議程提呈例行董事會會議。全體董事均可接觸本公司之公司秘書(「公司秘書」)，確保遵從所有董事會程序、規則及規例。公司秘書保存完整董事會會議記錄，並於發出合理通知後可供查閱。年內，董事會舉行十一次會議，每名董事出席董事會會議之情況，載於本報告「董事會及委員會會議」一節。

任何董事均可於必要時就履行職務獲取獨立專業意見，費用由本公司承擔。本公司已為董事可能因從事企業活動所承擔之責任作出適當之投保安排，有關安排符合企業管治守則。保險之保障範圍將每年予以檢討。

In accordance with Bye-law 83 of the Bye-laws of the Company (the “Bye-laws”), a director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Bye-law 84, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years, and shall then be eligible for re-election.

In accordance with Bye-law 83, the shareholders of the Company may by an ordinary resolution remove a director (but without prejudice to any claim for damages under any such agreement) before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

Save and except as disclosed for each of Mr. PAN Weiming and Ms. CHEN Weihong who beneficially and has the interest due to spouse respectively, owns 100% in the issued share capital of Tongda Enterprises Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance, and as disclosed in the “Profile of Directors and Senior Management”, there are family relationship among Mr. PAN Weiming, Ms. CHEN Weihong, Mr. PAN Haoran<sup>A</sup>, Mr. PAN Jungang and Ms. Wu Jihong, there is no relationship among members of the Board.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the CEO of the Group are clearly defined and segregated to ensure independence and proper checks and balances. The Chairman focuses on the business strategy and direction of the Company and has executive responsibilities, provides leadership for the Board and ensures proper and effective functioning of the Board in discharging of its responsibilities. The CEO is accountable to the Board for the overall implementation of the Company’s strategies and the co-ordination of overall business operations.

There is currently no officer carrying the title of CEO up to the date of this annual report. In the absence of the CEO, the duties of the CEO have been/will continue to be undertaken by other executive members of the Board, namely Mr. PAN Jungang, Ms. CHEN Weihong, Mr. LI Jinrong, Mr. TANG Kwok Hung, Ms. WU Jihong and Mr. WU Yang, therefore, in the opinion of the Directors, the roles of the Chairman and the CEO have been/will continue to be properly segregated in the absence of an officer carrying the title of CEO.

<sup>A</sup> resigned as executive Director on 4 June 2018

根據本公司之公司細則(「公司細則」)第83條，獲委任以填補臨時空缺或作為董事會新成員之董事僅可留任至隨後下一次本公司股東週年大會，屆時將符合資格重選連任。

根據公司細則第84條，於本公司每屆股東週年大會上，當時三分之一之董事(或如董事人數並非三之倍數時，則最接近但不少於三分之一之董事)須輪值退任，而每名董事須至少每三年輪值退任一次，屆時將符合資格重選連任。

根據公司細則第83條，本公司股東可以普通決議案罷免任期未屆滿之董事(但根據任何有關協議可提出之索賠要求不受此影響)，並可以普通決議案委任他人取代。

除已披露潘偉明先生實益擁有本公司主要股東(定義見證券及期貨條例第XV部)通達企業有限公司全部已發行股本及陳偉紅女士因配偶權益而於有關股本擁有權益外，以及除「董事及高級管理人員履歷」所披露潘偉明先生、陳偉紅女士、潘浩然先生<sup>A</sup>、潘俊鋼先生及吳繼紅女士之間有親屬關係外，董事會成員之間並無任何關係。

## 主席及行政總裁

本集團主席及行政總裁之角色已清晰界定及區分，以確保其獨立性且能互相制衡。主席負責制定本公司之業務策略及方針，並具有執行責任，領導董事會，確保董事會在履行其職責時能正確及有效地運作。行政總裁須向董事會負責，全面執行本公司策略及協調整體業務營運。

截至本年報日期止，並無任何人士出任行政總裁一職。於行政總裁一職懸空時，行政總裁之職務已／將繼續由董事會其他執行成員，即潘俊鋼先生、陳偉紅女士、利錦榮先生、鄧國洪先生、吳繼紅女士及吳洋先生分擔，因此，董事認為，於並無任何人士出任行政總裁一職時，主席及行政總裁之角色已／將繼續適當區分。

<sup>A</sup> 於二零一八年六月四日辭任執行董事

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received confirmation of independence from each of four independent non-executive Directors, namely Mr. MAK Ka Wing, Patrick, Mr. YUEN Chee Lap, Carl, Mr. YANG Xiaoping, Dr. CHEUNG Wai Bun, Charles J.P. in accordance with Rule 3.13 of the Listing Rules.

Pursuant to A.4.3 of the CG Code, serving to a company more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders.

Mr. MAK Ka Wing, Patrick ("Mr. Mak"), being an independent non-executive Director, has served the Company for more than nine years, and will voluntarily retire at the coming Annual General Meeting (the "AGM") and will not seek for re-election.

The Board has also reviewed the independence of all other independent non-executive Directors and concluded that all of them are independent within the definition of the Listing Rules. Furthermore, the Board is not aware of the occurrence of any events which would cause it to believe that the independence of any of the independent non-executive Directors has been impaired up to the date of this report.

### DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Upon appointing a new Director, each new Director receives an induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors, on an ongoing basis, will receive amendments to or updates on the relevant laws, rules and regulations. In addition, the Company encourages the Directors to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, Hong Kong Companies Ordinance and corporate governance practices so that they can continuously improve their relevant knowledge and skills at the expenses of the Company where applicable. The Company has also provided reading materials to all Directors to develop and refresh their professional knowledge.

### 獨立非執行董事之獨立性

本公司已接獲四名獨立非執行董事麥家榮先生、源自立先生、楊小平先生及張惠彬博士，*太平紳士*各自根據上市規則第3.13條就其獨立性發出之確認書。

根據企業管治守則第A.4.3條，在任九年以上可能與決定非執行董事是否為獨立人士存在相關性。若獨立非執行董事在任超過9年，其進一步委任事項須以股東批准獨立決議案方式通過。

獨立非執行董事麥家榮先生(「麥先生」)已服務本公司超過九年，並將在應屆股東週年大會(「股東週年大會」)上自願退任，且不會尋求重選連任。

董事會亦已審閱所有其他獨立非執行董事之獨立性，並認為彼等均屬上市規則所界定之獨立人士。此外，截至本報告日期，董事會並不知悉已發生任何事件，致使其相信任何一位獨立非執行董事之獨立性受損。

### 董事入職及持續專業發展

於委任新董事時，各新董事將收到入職資料，範圍涵蓋本公司之業務營運、政策及程序以及作為董事之一般、法定及監管責任，以確保其足夠瞭解其於上市規則及其他相關監管規定下之責任。

董事將持續接收有關相關法律、規則及法規之修訂或最新資料。此外，本公司鼓勵董事報讀與上市規則、香港公司條例及企業管治常規有關之不同類型專業發展課程及研討會，以便彼等可持續提升其相關知識及技能，費用由本公司承擔(倘適用)。另外，本公司已向全體董事提供閱覽材料，讓彼等得以豐富及更新彼等之專業知識。

All Directors have provided the Company their training records for the year ended 31 March 2018. During the year ended 31 March 2018, the Directors participated in the continuous professional developments in relation to regulatory update, the duties and/or responsibility of the Directors and the business of the Group, including reading relevant listing rules, the general business or responsibilities of the directors and other relevant training materials; and/or attended seminars and/or lectures.

## BOARD DIVERSITY POLICY

The Group adopted a board diversity policy (the “Board Diversity Policy”) setting out the approach to diversify members of the Board. The Company believes that a diversified perspective can be achieved through implementation of the Board Diversity Policy. The diversity of the Board members should be assessed on a diversity of perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on objective criteria, merit and contribution that the selected candidates will bring to the Board having due regard for the benefits of diversity on the Board. The nomination committee of the Company (the “Nomination Committee”) will review the Board Diversity Policy on a regular basis to ensure its continued effectiveness.

## AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises four independent non-executive Directors, namely Mr. MAK Ka Wing, Patrick, Mr. YUEN Chee Lap, Carl, Mr. YANG Xiaoping and Dr. CHEUNG Wai Bun, Charles J.P.. Mr. YUEN Chee Lap, Carl is the chairman of the Audit Committee.

The primary duties of the Audit Committee are to (i) review the Group’s financial information; (ii) oversight of the Group’s financial reporting system, internal control and risk management system; (iii) make recommendations in relation to the appointment, reappointment and removal of the external auditor; and (iv) review and monitor the external auditor’s independence and objectivity. In addition, the Audit Committee discusses matters raised by the external auditor and regulatory bodies to ensure that appropriate recommendations are implemented.

截至二零一八年三月三十一日止年度，全體董事已向本公司提供其培訓記錄。截至二零一八年三月三十一日止年度，董事參與有關監管事宜之最新消息、董事之職務及／或職責以及本集團業務之持續專業發展，包括閱讀有關上市規則、一般業務或董事職責以及其他相關培訓材料；及／或出席研討會及／或講座。

## 董事會成員多元化政策

本集團已採納董事會成員多元化政策（「董事會成員多元化政策」），制定達致董事會成員多元化而採取之方針。本公司相信可透過實施董事會成員多元化政策達致多元化範疇。董事會成員多元化須按多元化範疇評核，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。經充分顧及董事會成員多元化之裨益後，最終將按客觀條件、人選之長處及可為董事會提供之貢獻而作決定。本公司提名委員會（「提名委員會」）將定期檢討董事會成員多元化政策以確保其行之有效。

## 審核委員會

本公司審核委員會（「審核委員會」）包括四名獨立非執行董事麥家榮先生、源自立先生、楊小平先生及張惠彬博士，太平紳士。源自立先生為審核委員會主席。

審核委員會之主要職責為(i)審閱本集團財務資料；(ii)監察本集團財務申報制度、內部監控及風險管理制度；(iii)就委任、續聘及罷免外聘核數師提供推薦建議；及(iv)檢討及監察外聘核數師之獨立身分及客觀性。此外，審核委員會亦就外聘核數師與監管機構提出之事項進行討論，以確保採納適當建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year ended 31 March 2018, the Audit Committee has performed its duties, reviewed the effectiveness of the internal control system of the Company and reviewed the appointment of the external auditors. The Audit Committee has also reviewed with the management of the Company the interim results of the Group for the period ended 30 September 2017 and also with the external auditor the annual results of the Group for the year ended 31 March 2018, and was of the opinion that the preparation of such results was in compliance with the relevant accounting standards, rules and regulations and that adequate disclosures have been made.

The Audit Committee held 2 meetings during the year ended 31 March 2018. The attendance record of each member of the Audit Committee is set out in the section “Board and Committees Meetings” of this Report.

### REMUNERATION COMMITTEE

The remuneration committee of the Company (the “Remuneration Committee”) comprises four independent non-executive Directors, namely Mr. MAK Ka Wing, Patrick, Mr. YUEN Chee Lap, Carl, Mr. YANG Xiaoping and Dr. CHEUNG Wai Bun, Charles J.P.. Mr. MAK Ka Wing, Patrick is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to (i) make recommendations to the Board on the policy and structure for all directors’ and senior management remuneration and on the establishment of a formal and transparent procedure for remuneration policy; (ii) make recommendations to the Board on the remuneration package of individual executive directors, non-executive directors and senior management; and (iii) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment. The Committee is regulated by the terms of reference which follow closely the requirements of the CG Code and shall be modified and approved by the Board from time to time.

During the year ended 31 March 2018, the Remuneration Committee has discussed and reviewed the remuneration policies of the Company, reviewed and made recommendations with respect to the remuneration of Board members for approval by the Board and made recommendations with respect to the remuneration of the newly appointed Directors during the year for approval by the Board. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management.

截至二零一八年三月三十一日止年度，審核委員會已履行其職責，檢討本公司內部監控制度之成效並審閱外聘核數師之委任。審核委員會亦已聯同本公司管理層審閱本集團截至二零一七年九月三十日止期間之中期業績，以及聯同外聘核數師審閱本集團截至二零一八年三月三十一日止年度之全年業績，並認為有關業績之編製符合相關會計準則、規則及規例，且已作出充分披露。

截至二零一八年三月三十一日止年度，審核委員會已舉行2次會議。審核委員會各成員之出席記錄載於本報告之「董事會及委員會會議」一節。

### 薪酬委員會

本公司薪酬委員會（「薪酬委員會」）包括四名獨立非執行董事麥家榮先生、源自立先生、楊小平先生及張惠彬博士，太平紳士。麥家榮先生為薪酬委員會主席。

薪酬委員會之主要職責為(i)就全體董事及高級管理人員之薪酬政策及架構，及就設立正規而具透明度之程序制訂此等薪酬政策，向董事會提供推薦建議；(ii)向董事會建議個別執行董事、非執行董事及高級管理人員之薪酬待遇；及(iii)審議及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付之賠償。委員會由職權範圍規管，有關職權範圍嚴格遵守企業管治守則之規定，並經董事會不時修訂及批准。

截至二零一八年三月三十一日止年度，薪酬委員會已討論及檢討本公司之薪酬政策，檢討並就董事會成員之薪酬提出建議，以獲董事會批准，並就年內新委任董事之薪酬提出建議，以獲董事會批准。薪酬委員會已採納向董事會履行顧問職責之運作模式，董事會保留批准個別執行董事及高級管理人員之薪酬待遇之最終權力。

### Remuneration Policy for Directors and Senior Management

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence. The emoluments of the Directors are recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance, experience, responsibility, workload and time devoted to the Company and comparable market statistics, for Board approval. Each of the executive Directors is entitled to a basic salary which is reviewed annually. In addition, each of the executive Directors may receive a discretionary bonus as the Remuneration Committee may recommend. Such amount has to be approved by the Board.

Details of the amount of Directors' emoluments for the year ended 31 March 2018 are set out in note 14 to the consolidated financial statements.

### NOMINATION COMMITTEE

The Nomination Committee of the Company comprises four independent non-executive Directors, namely Mr. MAK Ka Wing, Patrick, Mr. YUEN Chee Lap, Carl, Mr. YANG Xiaoping and Dr. CHEUNG Wai Bun, Charles J.P.. Mr. MAK Ka Wing, Patrick is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to (i) review the structure, size and composition (including skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board; (ii) identify individuals suitably qualified to become Board members; (iii) assess the independence of independent non-executive Directors; and (iv) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The Committee is regulated by the terms of reference which follow closely the requirements of the CG Code and shall be modified and approved by the Board from time to time.

During the year ended 31 March 2018, the Nomination Committee have reviewed the structure, size and composition of the Board, the retirement and re-election of the Directors at the forthcoming annual general meeting and considered the appointments of new Directors. All of the newly appointed Directors were appointed by going through the selection process stated as above.

### 董事及高級管理人員之薪酬政策

本集團僱員之酬金政策乃按彼等之表現、資歷及工作能力而釐定。董事酬金乃經計及本公司營運業績、董事個別表現、經驗、職責、工作量及投入本公司之時間，以及可資比較市場統計數據後，由薪酬委員會建議並供董事會批准。各執行董事均可享有底薪，底薪會按年檢討。另外，各執行董事可按薪酬委員會之建議收取酌定花紅，有關金額須由董事會批准。

董事截至二零一八年三月三十一日止年度之酬金額詳情載於綜合財務報表附註14。

### 提名委員會

本公司提名委員會包括四名獨立非執行董事麥家榮先生、源自立先生、楊小平先生及張惠彬博士，太平紳士。麥家榮先生為提名委員會主席。

提名委員會之主要職責為(i)檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬對董事會作出之變動提供推薦建議；(ii)物色具備合適資格可擔任董事會成員之人士；(iii)評核獨立非執行董事之獨立性；及(iv)就委任或重新委任董事以及董事繼任計劃向董事會提供推薦建議。委員會由職權範圍規管，有關職權範圍嚴格遵守企業管治守則之規定，並經董事會不時修訂及批准。

截至二零一八年三月三十一日止年度，提名委員會已檢討董事會之架構、人數及組成、董事於應屆股東週年大會退任及重選事宜，並考慮委任新董事。所有新委任董事乃透過上述甄選程序獲委任。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD AND COMMITTEES MEETINGS

The individual attendance records of each Director at the various meetings of the Company during the year ended 31 March 2018 are set out below:

Name of Director	董事姓名	Annual general meeting 股東週年大會	Special general meeting 股東特別大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<i>Executive Directors</i> 執行董事							
Mr. PAN Weiming (Chairman)*	潘偉明先生(主席)*	-	-	7/7	-	-	-
Mr. PAN Jungang *	潘俊鋼先生*	-	-	7/7	-	-	-
Ms. CHEN Weihong*	陳偉紅女士*	-	-	7/7	-	-	-
Mr. LI Jinrong*	利錦榮先生*	-	-	7/7	-	-	-
Mr. TANG Kwok Hung	鄧國洪先生	0/1	0/1	11/11	-	-	-
Ms. WU Jihong #	吳繼紅女士#	-	-	6/6	-	-	-
Mr. WU Yang #	吳洋先生#	-	-	6/6	-	-	-
Mr. NG Cheuk Fan, Keith ^	吳卓凡先生^	1/1	1/1	4/4	-	-	-
Mr. PAN Haoran Δ	潘浩然先生Δ	-	-	7/7	-	-	-
<i>Independent Non-Executive Directors</i> 獨立非執行董事							
Mr. MAK Ka Wing, Patrick	麥家榮先生	1/1	0/1	9/11	2/2	1/1	1/1
Mr. YUEN Chee Lap, Carl *	源自立先生*	-	-	7/7	-	1/1	1/1
Mr. YANG Xiaoping *	楊小平先生*	-	-	6/7	-	1/1	1/1
Dr. CHEUNG Wai Bun, Charles J.P. #	張惠彬博士，太平紳士#	-	-	6/6	-	-	-
Mr. CHAN Chi Yuen ^	陳志遠先生^	1/1	0/1	4/4	2/2	-	-
Mr. XIE Tom Δ	謝祺祥先生Δ	1/1	1/1	4/4	2/2	-	-

\* appointed on 1 December 2017

# appointed on 14 December 2017

^ resigned on 1 December 2017

Δ appointed on 1 December 2017 and resigned on 4 June 2018

### 董事會及委員會會議

各董事於截至二零一八年三月三十一日止年度內出席本公司各會議之個別出席記錄載列如下：

\* 於二零一七年十二月一日獲委任

# 於二零一七年十二月十四日獲委任

^ 於二零一七年十二月一日辭任

Δ 於二零一七年十二月一日獲委任及於二零一八年六月四日辭任

### Directors' responsibility for the Financial Statements

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 31 March 2018, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

### Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards as promulgated by the Hong Kong Institute of Certified Public Accountants.

### 董事就財務報表之責任

董事知悉彼等有責任就各財政期間編製財務報表，以真實而公平地反映本公司之財務狀況。編製截至二零一八年三月三十一日止年度之財務報表時，董事已選取並貫徹應用適當之會計政策、審慎作出公平合理之判斷及估計，以及按持續經營基準編製財務報表。

### 會計記錄

董事負責確保本集團之會計紀錄能合理並準確地披露本集團之財務狀況，從而根據香港會計師公會頒佈之香港財務報告準則編製財務報表。

### Going Concern

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

### AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The statement of the external auditor of the Company regarding their reporting responsibilities on the financial statement of the Company is set out in the "Independent Auditor's Report" of this report.

### AUDITOR'S REMUNERATION

On 5 January 2018 while ZHONGHUI ANDA CPA Limited ("ZHONGHUI") resigned as the auditors of the Company and Deloitte Touche Tohmatsu ("Deloitte") were appointed as auditors of the Company following the resignation of ZHONGHUI on the same date.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor. The remuneration paid to the Company's external auditor, ZHONGHUI and Deloitte, in respect of audit services and non-audit services during their respective appointment period for the year ended 31 March 2018 is set out below:

Services rendered	所提供服務	Fee paid/ payable 已付／應付費用 RMB'000 人民幣千元
Audit services (rendered by Deloitte)	審核服務 (由德勤提供)	1,738
Interim review services (rendered by ZHONGHUI)	中期審閱服務 (由中匯提供)	101
Other non-audit services	其他非審核服務	
— rendered by Deloitte	— 由德勤提供	50
— rendered by ZHONGHUI	— 由中匯提供	488
		2,377

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges that it has overall responsibility for the establish and maintain the internal controls and risk management which covers financial reporting, operations, compliance and risk management of the Company, as well as continuous monitoring the effectiveness of such internal controls and risk management. The Board has delegated such responsibility to the management of the Company. The management, under the supervision of the Board, has established an on-going process for identifying, evaluating and managing significant risks faced by the Group.

### 持續經營基準

董事在作出適當查詢後，認為本集團有充裕資源以供在可見將來持續經營，故認為適宜採用持續經營基準編製財務報表。

### 核數師就財務報表之責任

本公司外聘核數師就其對本公司財務報表所承擔申報責任而發表之聲明，載於本年報「獨立核數師報告」。

### 核數師酬金

於二零一八年一月五日，中匯安達會計師事務所有限公司（「中匯」）辭任本公司核數師，而德勤•關黃陳方會計師行（「德勤」）於中匯辭任後於同日獲委任為本公司核數師。

董事會與審核委員會就外聘核數師甄選、委任、辭任或罷免方面並無意見分歧。截至二零一八年三月三十一日止年度各自委任期間，就審核服務及非審核服務已付本公司外聘核數師中匯及德勤之酬金載列如下：

### 內部監控及風險管理

董事會確認其對建立及維持內部監控及風險管理之全面責任，包括本公司財務申報、營運、合規及風險管理方面，並持續監察該等內部監控及風險管理之成效。董事會已向本公司管理層委派該等職責。在董事會監督下，管理層已確立既定程序，以識別、評估及管理本集團所面對之重大風險。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board and the Audit Committee review the effectiveness of internal control system and risk management that are significant to the Group annually or at any time necessary. The Board and the Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, as well as their training programmes and budgets.

### (a) the process used to identify, evaluate and manage significant risks

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

#### Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

#### Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

#### Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

#### Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

### (b) the main features of the risk management and internal control systems

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.

董事會及審核委員會每年或於有必要時審閱對本集團而言屬重大之內部監控系統及風險管理之成效。董事會及審核委員會亦考慮本集團在會計及財務匯報職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。

### (a) 用於識別、評估及管理重大風險之程序

本集團用於識別、評估及管理重大風險之程序概述如下：

#### 風險識別

- 識別可能對本集團業務及營運構成潛在影響之風險。

#### 風險評估

- 使用管理層建立之評估標準，評估已識別之風險；及
- 考慮風險對業務之影響及出現之可能性。

#### 風險應對

- 透過比較風險評估之結果，排列風險優先次序；及
- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

#### 風險監察及匯報

- 持續並定期監察有關風險，以及確保設有適當內部監控程序；
- 於出現任何重大變動時，修訂風險管理政策及內部監控程序；及
- 向管理層及董事會定期匯報風險監察的結果。

### (b) 風險管理及內部監控制度之主要特點

本集團已制定監控程序，旨在保障資產不會被未經授權挪用及處置；確保遵守有關法例、規則及規例；確保有關為業務用途或公眾使用提供可靠財務資料之會計記錄得到妥善保管；及針對重大錯誤陳述、損失或欺詐行為提供合理保證。

- (c) **an acknowledgement by the Board that it is responsible for the risk management and internal control systems and reviewing their effectiveness. It should also explain that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss**

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

- (d) **the process used to review the effectiveness of the risk management and internal control systems and to resolve material internal control defects**

The Company does not have an internal audit function and 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. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness.

The Board has engaged Deloitte Touche Tohmatsu Certified Public Accountants LLP as its risk management and internal control review adviser ("the Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 March 2018. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board/Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

- (c) **董事會承認其須對風險管理及內部監控制度負責，並有責任檢討該等制度之有效性。董事會亦應闡釋該等制度旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對之保證**

董事會負責本公司風險管理及內部監控制度，以及檢討其成效。董事會監督本集團整體風險管理，致力識別、控制已識別風險之影響，並促進施行協調緩解風險措施。本公司風險管理及內部監控制度旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對之保證。

- (d) **用以檢討風險管理及內部監控制度有效性之程序以及解決嚴重之內部監控缺失之程序**

本公司並無內部審核職能，目前認為鑒於本集團業務規模、性質及複雜程度，並無迫切需要在本集團建立內部審核職能。本公司決定直接由董事會負責本集團之內部監控並審閱其成效。

董事會已委聘德勤華永會計師事務所(特殊普通合伙)作為其風險管理及內部監控審閱顧問(「顧問」)，以就截至二零一八年三月三十一日止年度之風險管理及內部監控制度進行年度檢討。有關檢討每年進行，並輪流檢討各個週期。檢討範圍先前已獲董事會釐定及審批。顧問已向審核委員會及管理層匯報結果及有待改善之地方。董事會/審核委員會認為並無發現重大內部監控不足之處。顧問提供之所有推薦建議均獲本集團適當跟進，以確保該等推薦建議可於合理時間內執行。因此，董事會認為風險管理及內部監控制度充分有效。

### (e) the procedures and internal controls for the handling and dissemination of inside information

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channels from different operations informing any potential inside information to designated departments;
- Designated persons and departments to determine further escalation and disclosure as required; and
- Designated persons authorised to act as spokespersons and respond to external enquiries.

The Board is satisfied that the internal control system in place covering all material controls including financial, operational and compliance controls and risk management functions for the year under review and up to the date of issuance of the annual report is reasonably effective and adequate.

## COMPANY SECRETARY

Mr. CHAN Ming Kei has been appointed as the Company Secretary of the Company with effect from 15 January 2018. He is a full time employee of the Company and has adequate working knowledge on the Company to discharge his duty as the Company Secretary. Mr. Chan supported the Chairman, the Board and the Board Committees by ensuring good information flow and that Board policy and procedures were followed. The Company Secretary is also responsible for advising the Board on corporate governance matters. All Directors may call upon his for advice and assistance at any time in respect to their duties and the effective operation of the Board and the Board Committees. For the year under review, Mr. Chan has confirmed that he has taken no less than 15 hours of relevant professional training.

### (e) 處理及發佈內幕消息之程序和內部監控措施

本公司訂有信息披露政策，確保能掌握本集團潛在內幕消息並加以保密，直至按上市規則作出一致且適時之披露為止。該政策規管處理及發放內幕消息之方式，其中包括以下各項：

- 特設匯報渠道，讓不同營運單位向指定部門匯報潛在內幕消息之信息；
- 指定人士及部門按需要決定進一步行動及披露方式；及
- 指定人士獲授權出任發言人並回應外界查詢。

董事會信納，於回顧年度內及截至本年報刊發日期，現有內部監控制度涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理職能，並屬合理地有效及足夠。

## 公司秘書

陳銘基先生自二零一八年一月十五日起出任本公司之公司秘書。彼為本公司全職僱員，具有足夠工作經驗，能履行公司秘書之職責。陳先生協助主席、董事會及董事委員會確保良好資訊交流，以及董事會政策及程序得以遵守。公司秘書亦負責就企業管治事宜向董事會提供意見。全體董事均可隨時就彼等之職責以及董事會及董事委員會之有效運作要求公司秘書提供意見及協助。於回顧年度內，陳先生確認彼已接受不少於15小時之相關專業培訓。

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to convene a Special General Meeting ("SGM")

Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company shall at all times submit a signed written requisition, specifying the purpose, to the Board or the company secretary of the Company to require the convening of a special general meeting ("SGM"). If within twenty-one days of such deposit the Board fails to proceed to convene the SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, themselves may convene a SGM, but any SGM so convened shall not be held after the expiration of three months from twenty-one days of the deposit.

### Procedures for Shareholders to Put Forward Proposals at a General Meeting

Pursuant to the Bye-laws (as amended from time to time), the Shareholders who wish to move a resolution may by means of requisition convene a SGM follow the procedures as set out above.

### Shareholders' Enquires and Proposals

Enquiries of shareholders can be sent to the Company either by email at [cs@fullsun.com.hk](mailto:cs@fullsun.com.hk) or by post to the principal office of the Company at Unit 2408, 24/F., World-wide House, 19 Des Voeux Road Central, Hong Kong. Shareholders can also make enquires with the Board directly at the general meetings.

## INVESTOR RELATIONS

The Company considers effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business. The Company endeavors to maintain an on-going dialogue with shareholders and in particular, through annual general meeting and other general meetings.

The website of the Company at <http://www.fullsun.com.hk> has provided an effective communication platform to the public and the shareholders.

## 股東權利

### 股東召開股東特別大會(「股東特別大會」)的程序

於發出要求當日持有附帶權利可於本公司股東大會投票之本公司已繳足股本不少於十分之一之股東，可隨時向董事會或本公司之公司秘書提交經簽署且列明目的之書面要求，要求召開股東特別大會(「股東特別大會」)。倘董事會並無於發出要求日期起計二十一日內召開股東特別大會，則提出要求之人士或其中任何持有佔全體提出要求之人士總投票權過半數之人士可自行召開股東特別大會，惟任何就此召開之股東特別大會不可於發出要求日期第二十一日起計三個月屆滿後舉行。

### 股東於股東大會上提呈議案的程序

根據公司細則(經不時修訂)，有意動議決議案之股東可於依循上述程序後發出召開股東特別大會之要求。

### 股東查詢及建議

股東查詢可透過發送電子郵件至 [cs@fullsun.com.hk](mailto:cs@fullsun.com.hk) 或郵寄至本公司主要辦事處(地址為香港中環德輔道中19號環球大廈24樓2408室)送交本公司。股東亦可於股東大會上直接向董事會提出查詢。

## 投資者關係

本公司認為，與股東進行有效溝通有助增進投資者關係，以及投資者對本集團業務之瞭解。本公司致力與股東經常保持對話，特別是透過股東週年大會及其他股東大會與股東溝通。

本公司網站(<http://www.fullsun.com.hk>)為公眾及股東提供有效溝通平台。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CONSTITUTIONAL DOCUMENTS

Currently approved Company's bye-laws by the Shareholders is available on the website of the Company and the Stock Exchange.

The Board has proposed certain amendments to the Company's bye-laws (the "Bye-laws") for approval by the shareholders of the Company at the forthcoming AGM, in order to reflect the new English name and Chinese secondary name of the Company.

The amendments to the Bye-laws will become effective subject to the approval by the shareholders of the Company by way of special resolution at the AGM. Details of the proposed amendments to Bye-laws has contained in the circular to be dispatched together with the notice convening the AGM to the shareholders of the Company as soon as practical.

By Order of the Board

**PAN Weiming**

*Chairman*

Hong Kong, 15 June 2018

### 憲章文件

目前由股東批准之本公司公司細則可於本公司及聯交所網站查閱。

董事會已於應屆股東週年大會提呈本公司之公司細則(「公司細則」)之若干修訂以供本公司股東批准，藉以反映本公司新英文名稱及中文第二名稱。

公司細則之修訂須待本公司股東於股東週年大會透過特別決議案批准後方會生效。建議修訂公司細則之詳情已載入通函，連同召開股東週年大會之通告於切實可行情況下盡快寄交本公司股東。

承董事會命

**潘偉明**

*主席*

香港，二零一八年六月十五日

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Environmental, Social and Governance Report is prepared by Fullsun International Holdings Group Co., Limited (the “Company”, together with subsidiaries, the “Group”) in accordance with the requirements of Appendix 27 Environmental, Social and Governance Reporting Guide (hereinafter referred as the “Guidelines”) of the Rules Governing the Listing of Securities (hereinafter referred to as the “Listing rules”) of The Stock Exchange of Hong Kong Limited (“HKEx”).

According to the summary of Environmental, Social and Governance Reporting Guide published by HKEx on 21 December 2015, the issuers should disclose the general disclosures in accordance with the principle of “Comply or explain” for their financial years beginning on or after 1 January 2016. The key performance indicators in the environment category should be generally disclosed for issuers’ financial years beginning on or after 1 January 2017.

Environment, social responsibility and governance are significant to the Company’s future. The Company recognizes that the business model has far-reaching impacts on environment and society. The Company chooses the appropriate key performance indicators of the Group and compiles and discloses this report in accordance with the principle of “Comply or explain”. The Company will continue to pay close attention to the work of environment, social responsibility and governance for the purpose of integrating these work into the Company’s daily operations.

This report describes the Group’s concepts of environment, social responsibility and governance, the overall performance and work highlights of core business in the economic, environmental and social aspect as well as the short-term or long-term Company’s plans and goals.

The purpose of this report is to enable shareholders, investors (including potential investors) and the public to have a more comprehensive and in-depth understanding in the Group’s corporate governance and culture. The Company is willing to take more social responsibility, so as to maintain the balance between stockholders’ equity and social interests. The data in this report is from the Company’s official documents and statistical reports, as well as the reports that are provided by the Group’s subordinate companies.

福晟國際控股集團有限公司(「本公司」，連同其附屬公司統稱為「本集團」)參考香港聯合交易所有限公司(以下簡稱「港交所」)證券上市規則(以下簡稱「上市規則」)附錄二十七《環境、社會及管治報告指引》(簡稱「指引」)而編製《環境、社會責任及管治報告》。

依據港交所2015年12月21日發佈的《檢討環境、社會及管治報告指引》的諮詢總結，發行人應於2016年1月1日或以後日期開始的財政年度就一般披露事項按照「不遵守就解釋」原則於報告中披露，其中「環境」範疇的關鍵績效指標應於2017年1月1日或以後的日期開始的財政年度進行一般披露。

環境、社會責任及管治對公司的未來至關重要，本公司也認識到營商模式對環境和社會影響深遠。本公司選擇適應於本集團的關鍵績效指標並按照港交所將指引提高至「不遵守就解釋」的要求編製本報告並予以披露，同時公司將持續對環境、社會責任及管治工作保持高度關注，將工作融入到日常營運中。

本報告概述了本集團的環境、社會責任及管治理念，公司核心業務於經濟、環境及社會方面的整體表現及工作亮點，以及短期與長遠而言將達成的計劃及目標。

本報告旨在讓股東、投資者(包括潛在投資者)及公眾人士能更全面深入地認識本集團的企業管治及文化。本公司樂意為社會承擔更多責任，務求維持股東權益與社會利益之平衡。報告中的數據來自公司正式文件和統計報告，以及根據公司相關制度由旗下公司提供的匯總及統計數據。

### REPORT SCOPE AND KEY AREAS

The report scope involves Fullsun International Holdings Group Co., Limited and its main subsidiaries. The environmental data is mainly from Hunan Fullsun Group Co., Ltd. (hereinafter referred to as “Hunan Fullsun”), describing the environment, society and governance performance of the Group’s projects which includes 3 residential projects and 6 commercial projects in their major workplaces (Hong Kong and Mainland China).

Through analysing the relativity between the stakeholders’ core concern on environmental, social and governance issues and Company’s business, the report records Company’s related core performance indicators and other general disclosure indicators during the period from 1 April 2017 to 31 March 2018.

#### 1. Environmental

The Company is well aware of the importance of energy conservation and low carbon development so that it has implemented various measures to protect environment, like focusing on some key areas’ energy conservation, carrying out circular economy and raising employees’ awareness of emission reduction. The Group is committed to integrating the concept of low carbon development into every aspect of work for the purpose of protecting environment as well as making contributions to society. The Company has been closely following the development of international environmental laws for the purpose of ensuring the successful implementation of Company’s environmental policies under international standards as well as industrial standards.

##### Emissions

The Company places high emphasis on the management of emissions during the business operation process. As a qualified comprehensive group in real estate industry, the Group keeps controlling the production of hazardous and non-hazardous waste during the business process. The hazardous waste mainly includes cartridges used in printers and lighting bulbs while the non-hazardous waste is mainly waste paper. As for the recycling of hazardous waste, it is disposed uniformly through the property management companies to which the Company pays the management fee as the cost.

### 報告範圍及關鍵性領域

本報告內容涉及福晟國際控股集團有限公司與旗下主要子公司，環境類數據主要來源於湖南福晟集團有限公司(以下簡稱「湖南福晟」)，已覆蓋本集團的項目(包括3個住宅項目、6個商業項目)在其主要營運地點(香港及中國內地)的環境、社會及管治表現。

本報告的報告期間為2017年4月1日至2018年3月31日。本報告通過分析利益相關者關注的環境、社會及管治議題與公司業務的相關性，來完成關鍵績效指標與一般披露指標所要求的內容。

#### 1. 環境

公司深明節能減排，推進綠色低碳發展的重要性，抓好重點領域節能，開展循環經濟，提高節能減排意識。本集團致力於將低碳發展理念滲入到每一個工作運營的環節中，採取切實可行的措施保護環境及回饋社會。公司一直緊貼國際環保法例之發展，亦確保其環境政策不但在符合國際標準之情況下得以推行，同時亦確保其與全球同業步伐一致。

##### 排放物

公司重視營運過程中產生的排放物管理。本集團作為合格的以房地產開發業務為龍頭的綜合性集團，在營運過程中未產生過量的有害及無害廢棄物。涉及的有害廢棄物主要為打印機所用硒鼓及照明燈泡，無害廢棄物主要為廢紙。同時，該類廢棄物的回收均通過公司所在物業公司統一處理，公司以繳交租金／物業管理費的形式支付相關成本費用。

In order to avoid the generation of emissions, the Company has proactively implemented various measures for energy conservation and emission reduction, such as, generalizing paperless office to reduce the use of paper, recycling unspent paper or waste paper; using gas-fired air-conditioner which relies on natural gas as energy for refrigeration instead of Freon or other alternatives to achieve the lower air-pollution with high efficiency and low energy consumption advantages. The Company's control of emissions also complies with relevant national laws strictly. During the reporting period, the emission rate of the Group did not violate the requirements of the Environmental Protection Law of the People's Republic of China, Water Pollution Prevention and Control Law of the People's Republic of China, Law of the Peoples Republic of China on the Prevention and Control of Atmospheric Pollution, Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste and other related laws.

為避免排放物的產生，本公司主動推行不同的節能減排措施，例如：無紙化辦公，以減少紙張的使用，未用完或廢棄紙張循環利用等。公司使用以天然氣等清潔燃料為能源的燃氣空調，空調在使用過程中不涉及氟利昂及其替代品，不會污染大氣，具有高效、節能的特點。公司對於排放物的控制嚴格遵守國家相關法律。報告期間，本集團的排放值未違反《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》等相關法律法規的要求。

Air pollutant	空氣污染物	Unit 單位	Total 報告期間總量
SO <sub>x</sub>	硫氧化物(SO <sub>x</sub> )	kg 千克	5.229
NO <sub>x</sub>	氮氧化物(NO <sub>x</sub> )	kg 千克	0.1734
PM	懸浮微粒(PM)	kg 千克	0.385

Waste	廢棄物	Unit 單位	Total 報告期間總量
Hazardous waste	有害廢棄物	kg 千克	51
Non-hazardous waste	無害廢棄物	kg 千克	500

Greenhouse gas emissions	溫室氣體排放	Unit 單位	Total 報告期間總量
CO <sub>2</sub> by natural gas burning	天然氣燃燒	t 噸	100.34
CO <sub>2</sub> by car driving	汽車燃燒	t 噸	31.93
CO <sub>2</sub> by tree-reducing	種植樹木減除量	t 噸	1.38
Total CO <sub>2</sub> emissions	CO <sub>2</sub> 總量	t 噸	130.893



### Use of Resources

In order to make full use of resources, the Company not only needs to establish a comprehensive management system but also needs all employees' cooperation and support which the implementation of related policies relies on more. The Company strives to create a corporate culture of resource saving for the purpose of enhancing employees' awareness of environmental protection and encouraging them to actively participate in environmental protection activities like "Earth hour", afforestation, water-saving publicity, etc. The Company also puts up posters near the restrooms, lights, air conditioners and photocopiers, such as "One paper at a time, leading green new fashion", "Turn off the lights to save electricity", "Cherish the forest through using paper in double-side", etc.

### 資源使用

有效使用資源，本公司不僅需要完善的管理體系，相關政策的落實更有賴於員工的配合和支持。公司努力營造珍惜資源的企業文化，通過「地球一小時」、植樹造林和節水宣傳推廣等系列活動，提高員工的環保意識，鼓勵員工積極參與和實踐環保承諾。公司亦於洗手間、電燈、空調、影印機附近張貼有宣傳標語，諸如「一次只用一張紙，引領綠色新時尚」、「隨手關燈、節約用電」、「珍惜森林，雙面使用」等。

Resource type	資源類別	Unit 單位	Total 報告期間總量
Electricity	市電	kWh 千瓦時	20,176
Natural gas	天然氣	m <sup>3</sup> 立方米	53,400
Gasoline	汽油	t 噸	8.55
Water	水	t 噸	1,680



On the evening of 24 March 2018, the Group turned off the lights for an hour for the purpose of adhering to the sustainable lifestyle of low carbon and energy saving. To build a future with action, to live a wonderful life.

2018年3月24日晚，本集團積極踐行綠色諾言，堅持低碳、節能的可持續生活方式，熄燈一小時，讓地球母親休息一小時。以行動築未來，以美好敬生活。



"Just one act of kindness shows civilization."  
"One paper at a time, leading green new fashion."

「微不足道小動作，舉手之勞顯文明」  
「一次只用一張紙，引領綠色新時尚」



On 11 March 2018, a day before the fourth Arbor Day, the employees of Hunan Fullsun conducted an afforestation activity to practice the concept of green development.

2018年3月11日，在第4個植樹節到來之際，湖南福晟員工開展植樹造林活動，用實際行動踐行「金山銀山不如綠水青山」的綠色發展理念。

**The Environment and Natural Resources**

Although the Company's business nature has certain impacts on environment and natural resources, such as the biodiversity, the waste of Hunan Fullsun is uniformly disposed by its property management companies and the waste in project sites is disposed by project general contractors. Accordingly, the waste generated by the Company (except exhaust gas) would not have a direct impact on the environment. While the Company will continue to pay attention to the possible impacts of business operation on environment. If some issues that may affect the environment and natural resources happen, the Company will take into specific actions to reduce possible damage.

**環境及天然資源**

本公司的業務性質雖對環境及天然資源(如：生物多樣性等)產生一定的影響，但湖南福晟的廢棄物均通過公司所在地物業公司統一處理，同時，項目工地廢棄物處理由總包方負責，因此本公司產生的廢棄物(除廢氣外)不會對環境造成直接的影響。本公司依然會時刻關注營運對環境可能產生的影響，若出現可能對環境及天然資源產生影響的情形，本公司將制定針對性的措施以減輕可能帶來的危害。

**2. Employment and Labour Regulations**

The Group sets "Talent is the most powerful weapon for future success, talent reserve is even more important than land bank" as the Company tenet. Talent strategy ranks the top among all of the Company's strategies. Talents are regarded as the most valuable assets in the Group. The Company has formulated various comprehensive personnel management policies and talent incentive regulations to protect employees' basic rights for the purpose of giving employees a strong sense of the Company belonging and the Company security.

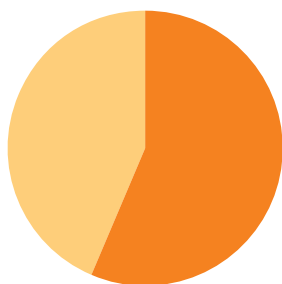
**2. 僱傭及勞工常規**

本集團以「人才是決勝未來的重要法寶，人才儲備重於土地儲備」為宗旨，將人才戰略放在企業戰略的首位，是本集團最有價值的財富。公司制定了多項人事管理政策與豐厚完善的人才激勵制度，以保障員工的基本權益，讓員工伴隨公司共同成長，讓員工作為公司的一分子具有強烈的歸屬感與安全感。

The Group also places much importance on middle or senior managers. The Company has proposed a "FU XING" plan which is aimed to cultivate high-quality talents. To better attract outstanding talents, the Group has implemented various talent strategies, such as publishing preferential policy for outstanding employees and stock allocation policy for core teams or cooperative project teams, etc.

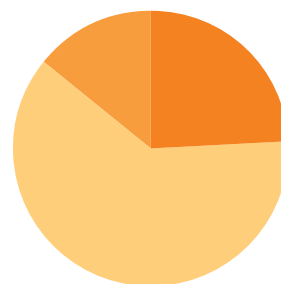
本集團將各個領域的中高層管理人員都視為本集團未來大發展、大跨域的中流砥柱。本公司並提出了屬福晟的管培生計劃——「福星計劃」，以培養福晟企業的高素質人才。與此同時，本集團通過推行優秀員工購房優惠政策、核心團隊持股、合作項目團隊持股計劃，以達到「吸引一流的人才、留住一流的人才、用好一流的人才」的目標。

**Gender**  
性別

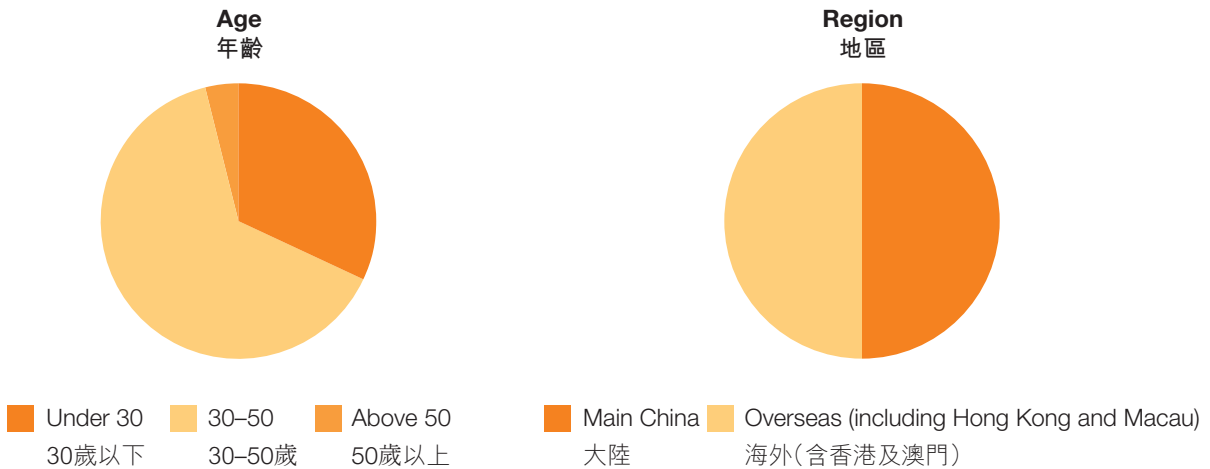


Male 男      Female 女

**Education Background**  
學歷



Below Bachelor 本科以下      Bachelor 本科      Master or above 碩士及以上



**Development and Training**

By adhering to the talent cultivation strategy, the Group carries out detailed and organized training programs based on the corporate culture of “Unity, efficiency, integrity and pragmatism” and the training principle of “Practicality, effectiveness, and pertinence”. For example, the Company provides orientation training for every new staff, mainly including the introduction of Company profile, Company culture, Company rules and regulations and real estate basic knowledge, etc. New employees or transferred employees are also required to receive new working skill training before starting the new jobs from the relevant department. Meanwhile, the Company also arranges periodical training for employees who work in different departments, including internal training and external training, to improve their business capabilities and working skills.

**發展及培訓**

本集團以人才培養為中心，以「團結、高效、廉潔、務實」的企業文化為基礎，遵循「實用性、有效性、針對性」的培訓原則，進行有計劃、有組織的培訓管理。本公司為每位新入職的員工提供入職培訓，培訓內容主要包括：公司簡介、企業文化、規章制度、房地產基礎知識等。新員工或調崗員工上崗前由用人部門組織培訓，培訓內容為新崗位專業知識。同時本公司或部門會定期針對不同業務線的員工組織專業技能培訓(包括內訓、外訓)，以提高業務水平和工作技能。



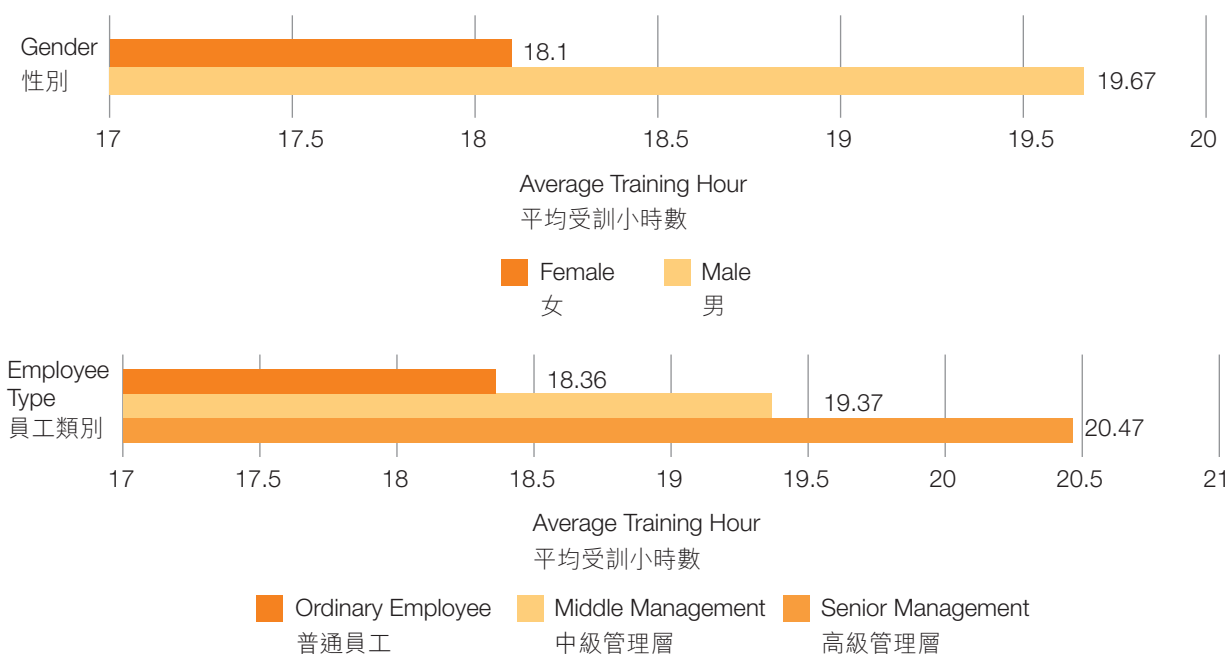
On 18 August 2017, from 10:30 to 12:00 am, the Group invited Changsha Yuanda Residential Industry Co., Ltd. to an assembly-type technique meeting for the purpose of responding to the Company’s new goal of “Professional improvement, efficient breakthrough” and discussing the new country policies and knowledge about assembly-type technique.

2017年8月18日上午10:30-12:00，為響應本公司「專業提升、高效突破」的主題，讓公司營銷、設計、工程、成本部門瞭解國家政策情況，以及湖南省裝配式政策、標準、建築施工工藝等情況，特邀長沙遠大住宅工業有限公司舉辦裝配式技術交流會，並邀請公司領導和相關部門圍繞裝配式技術主題，進行系統交流和深入探討。



In order to respond to the new global trends and the Group's developing goal of one hundred billion yuan, the Group held a training on the topic of "Real estate development trend after the Nineteenth National Congress" on 22 December. Mr. Pan Weiming, the chairman of the board of directors, and other core employees like senior managers and regional leaders all entered the training to exchange opinions on the topics of real estate development trends with each other.

為響應時代發展新趨勢，深刻貫徹本集團千億發展戰略，本集團於12月22日舉行《十九大後房地產發展趨勢》主題培訓。董事會主席潘偉明先生攜集團高管、各區域負責人等核心骨幹人員，通過現場及視頻參會的形式，一同進行深入學習與交流，探析十九大後中國房地產市場未來發展新方向。



**Health and Safety**

Human resources are one of the greatest assets of the Group. In order to provide employees with more comprehensive protective measures to avoid potential health risks or security risks, the Company has established an ideal safe working environment and continuously improved the system of occupational health and safety. During the reporting period, the Company did not violate any laws and regulations related to the safe working environment.

**健康與安全**

人力資源是本集團的寶貴資產，本公司為員工提供理想及安全的工作環境，不斷完善職業健康與安全的體系和制度，盡可能為員工提供更全面的防護措施，杜絕各類潛在的健康與安全風險。報告期內，本公司未出現違反國家與安全工作環境相關的法律法規的行為。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

To enhance employees' safety awareness, the Group regularly organises a number of safety drills, in relation to emergency treatment, fire safety, decentralization, leakage, escape from natural disasters, etc. In addition, the Company has also established appropriate accident reporting and investigation system to encourage employees to report accidents and insecurity factors. Meanwhile, to emphasize the importance of employees' physical and mental health, the Company provides them with a routine physical examination every year and organizes regular physical exercise and other recreational activities. As to the mental health care, the Group has prepared the "Fullsun Internal Communication Management Regulation" which advocates "All staff accessibility communication" in which the Company encourages employees to communicate with superiors formally or informally. All managers are required to consider the opinions and emotions of their subordinate employees to create a harmonious and unobstructed atmosphere for communication and improve employees' confidence and belongingness of the Company.

本集團定期安排急救、滅火、疏散、洩漏、逃生等演習，以提高員工安全意識。此外，本公司亦已建立合適的事故報告和調查制度，鼓勵員工報告事故和不安全因素。同時，本公司為保障員工的身心健康，每年為員工提供一次例行體檢，並組織經常性的體育鍛煉和娛樂活動。除了身體健康外，本集團還關注各級員工的心理健康與精神面貌，特制定了《福晟內部溝通管理辦法》，提倡「全員無障礙溝通」，鼓勵各級員工通過正式和非正式溝通的方式與上級領導溝通。本公司要求各級管理者關注下屬員工的意見和情緒，營造融洽、暢通的溝通氛圍，不斷提高員工的滿意度。



### Employment

The Group retains talents through providing more career opportunities, better working platforms and more attractive incentives. When vacancies occur in the Company, employees are encouraged to compete for promotion that decided by the their characters, working ability and performance.

### 僱傭

本集團把事業留人、平台留人、激勵機制留人作為集團的人才發展特色，以任人唯賢、唯能、唯績為晉升原則，本公司職位出現空缺時，鼓勵員工競爭上崗。

The Group has proposed five luck talent plans of “FU SHUAI, FU JIANG, FU XIANG, FU YING, FU XING”. This five plans are prepared by the time line of “3691” and are aimed to build a three-dimensional efficient multilevel comprehensive talent supply chain for the Company. Take the plans of “FU SHUAI” and “FU XING” as examples. As to the plan of “FU SHUAI”, the Company can build the partner system through equity incentive and authorized encouragement. Through “FU XING” plan, the Company can cultivate more excellent students and help them grow fast.

本集團傾力打造的「福帥計劃、福將計劃、福相計劃、福鷹計劃、福星計劃」五福人才體系。五者按照「3691」為時間跨度，締造了一條「立體化、高運轉、多層次、全體系」的人才供應鏈。以「福帥計劃」與「福星計劃」為例，「福帥計劃」與帥才共享碩果，通過「送股權」「高授權」形式實現目前業內「唯一的」「真正的」合夥人機制；「福星計劃」作為面向國內外一流高校精英學子開展的管理培訓生專項招聘培養計劃，強調優速成長。

Regarding the emolument policy, the Group has applied the principle of distribution according to work into emolument determinations, based on the Company’s development strategies and human resources management policies. Meanwhile, the Group has set up scientific salary guarantee regulations and salary regulations to cater to the Company’s real condition, based on fair, floating and incentive salary principle.

In addition, the Company organizes various activities to improve employees’ loyalty, such as mini-marathons, employee birthday parties, holiday blessing activities, social association parties and other activities.



薪酬制度方面，依據本集團發展戰略和企業人力資源管理的特點，本公司切實推行「按勞分配、合理取酬」的以貢獻論酬分配原則制定薪酬。同時，遵循薪酬公平、動態和激勵性原則，結合公司的實際運營情況，建立科學的工資保障制度和薪酬作業規範。

再者，本公司每年均舉辦迷你馬拉松跑步、員工生日會、節日祝福、聯誼會等健康及關懷員工等不同的活動，從而改善員工忠誠度。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



In order to improve employees' sense of the Company belonging and show Company's concern on every staff, Hunan Fullsun organized the first employee birthday party in 2017 with the theme of "Happy birthday and work hard" to enjoy fun together.

為增進員工對本公司的認同度和歸屬感，讓每位員工感受到公司大家庭的溫暖與關懷，湖南福晟以「快樂慶生，砥礪前行」為主題舉辦了2017年第一屆員工生日會，共同分享快樂時刻。



On 8 March 2018, the day of International Women's Day, the Company presented flowers which represented the best wishes to female employees. Meanwhile, the Company also organized a makeup teaching lesson for them.

在2018年3月8日，國際婦女節當天，本公司為女性員工送上鮮花表示節日的祝福。並同時舉辦了美妝教學活動，暖心人力，用心築福。為女性員工獻上最貼心的女神節體驗，溫暖同心，攜手前行。



On the morning of 24 March 2018, Hunan Fullsun organized a mini-marathon in Changsha Meixi Lake park. The FU XING of Hunan Fullsun joined in the activity together happily, which showed the great enthusiasm of the new employees of the Company.

2018年3月24日清晨，湖南福晟的福星們齊聚長沙梅溪湖公園，舉行迷你馬拉松跑步活動。展現了本公司年青一代積極向上、風雨無懼的蓬勃朝氣。



On Chinese Valentine's Day, in order to help single employees to look for love, the employees in human resources department worked as matchmakers to help others find their marriage.

在七夕情人節這天，為了讓單身的員工們告別孤單，暖心有愛的福晟人力資源團隊扮演起紅娘的角色，密切關注著員工的感情生活，助力員工愛情事業雙豐收。

### Labour Standards

According to Chinese labor law, the Company only recruits people aged over 18 who gain official resident identification cards issued by the Chinese Public Security department. Based on the fair, open and voluntary employee hiring principle, new staffs would be required to sign legal labor contracts with the Company and forced labours are prohibited strictly.

The Company has formulated some policies related to employees' marriage leave, funeral leave, maternity leave, home leave and the annual leave, which builds work-life balance for them.

During the reporting period, the Company has been in compliance with laws and regulations in relation to human resources, such as the Labour Law of the People's Republic of China, the Employment Ordinance (Chapter 57), the Special Protection Provisions for Juvenile Workers, the Prohibition of Child Labour Provisions and other laws or regulations that are related to the prevention of underage labour and forced labour.

### 3. Operation Practice

In order to control the environmental and social impacts that are resulted by the Group's business, the Group has established specific management systems and implemented management measures of suppliers and customers. Based on the Company's sound internal compliance management regulations, by implementing various measures like prohibiting corruptions, improving supply chain management, standardizing the bidding process and the division of duty or responsibility, strengthening the examination of suppliers, promoting the communication with customers to respond to their requirements and improving service quality and service effectiveness, as well as greatly promoting the sustainable development of enterprises.

### 勞工準則

本公司嚴格按照勞動法要求，招聘錄用年滿18周歲以上有公安部門簽發的有效居民身份證的人員。本公司本著公平、公開、自願的原則招聘錄用員工，並自錄用之日起簽訂合法用工勞動合同，無強制使用勞工行為。

本公司設有婚假、喪假、產假、探親假和年休假，積極幫助員工達到健康的工作與生活平衡狀態。

於報告期內，本公司未違反《中華人民共和國勞動法》、《僱傭條例》(香港法例第57章)、《未成年工特殊保護規定》、《禁止使用童工規定》等與防止童工或強制勞工相關的法律法規。

### 3. 營運慣例

針對供應商、客戶(顧客)所建立的管理體系、實行的管理措施，代表著本集團對企業運營直接相關環境及社會影響的有效管控。以完善的內部合規管理為基礎，福晟集團堅持杜絕一切形式的腐敗行為，逐步完善供應鏈管理，規範招標流程與權力職責劃分，提高供應商審核內容的全面性。同時增強與客戶的溝通，積極響應客戶要求，提高服務質量與服務成效，最大化對企業持續發展的促進作用。



### Product Responsibility

In order to strengthen the assessment of project, the Group has formulated a specific project quality management system to ensure the project quality and delivery time. The Group project quality management system covers strict contractual requirements and relevant standards and regulations, as well as the “Three-inspection” rules which employees must observe for project acceptance inspection. Meanwhile, according to the supervision contracts and the supervision outlines, the Company has set up supervision management and punishment regulations for the purpose of helping onsite supervision departments conduct control on project quality during the project construction process. In addition, lots of professional staffs, such as project directors, civil engineers, installation supervision engineers, civil construction inspectors, and document keepers, etc., are equipped into projects to ensure the project’s quality and quantity.

### Supply Chain Management

Because supply chain management has a significant impact on product’s quality and cost, it has become a focus for the Group. The Company holds a very serious attitude in the selection of suppliers as well as its evaluation and management process. When selecting and evaluating suppliers, the Company must follow the regulation of supplier management process for the purpose of making the whole process of supply chain management comply with relevant laws and regulations.

In the supplier selection process, a selection group would be established by the Company for the purpose of conducting on-site supplier inspections. It is the selection group’s work to investigate the suppliers’ production and supply capability, product quality and environmental protection controlling, management status, staff quality, after-sale service, etc., and to check the supplier information survey form. At the end of the whole selection process, the selection group also needed to draw a conclusion on inspection opinions and assessment results.

In the supplier evaluation and elimination process, the Company focuses more on the performance of suppliers. The Company would evaluate the quality, progress, and service of all admitted suppliers from different aspects, and then rank the suppliers according to their comprehensive evaluation scores. The ranking result of suppliers is divided into three types: excellent, qualified, and unqualified, and this result would be announced after the whole evaluation process. As to the unqualified suppliers, the Company would not cooperate with them.

### 產品責任

本集團為增加工程質量管理強度，特制定了工程質量管理制度，以切實保證工程質量，完成既定質量目標。其中包括對承建商嚴格遵循合約要求及相關標準規範，驗收時嚴格遵循「三檢」制度。同時在工程項目施工過程中，根據監理合同、監理大綱為確保現場監理部對施工質量進行「事前預控，事中控制」，制定監理管理及處罰制度。為項目配備總監、土建、安裝監理工程師、土建監理員、資料員等，確保工程項目保質保量的施工完成。

### 供應鏈管理

供應鏈的管理是本集團各項管理工作中的一項重點領域，因其對產品質量及成本控制均有著極為緊密的關係，因此該項工作一直受到本公司的高度重視。公司在供應商的選擇及考核監管理方面秉承著極為嚴謹的態度，在選擇、評價供應商時嚴格按《供應商管理流程》進行並及時更新，使之符合國家相關法規。

在供應商準入環節，由本公司組織相關業務部門人員組成考察小組，對供應商進行現場考察。調查供應商的生產及供貨能力、產品質量及環保、管理狀況、人員素質、售後服務等情況，審核《供應商信息調查登記表》的有關資料，填寫相關考察意見及認證結果。

在供應商評價與淘汰環節，本公司著重供應商的履約表現，從不同業務口徑對合作供應商資源庫中供應商的質量、進度、服務等方面進行評估，最後根據評估的綜合評分對供應商進行等級評定，分為優秀、合格、不合格三種，審核後公佈。本公司將不再與不合格供應商展開合作項目。

**Anti-corruption**

The Group has implemented relevant internal policies based on the tenet of openness, responsibility and honesty. All employees are required to strictly comply with the personal and professional ethics. Apart from the anti-bribery and anti-corruption policies in the Company's employee code, the Company has also established relevant external reporting procedures. In order to strengthen the supervision of the management, the Company has set up suggestion box, report telephone and report email. Meanwhile, the concept of anti-corruption is also advocated by the Company for the purpose of building an honest working atmosphere. As for the purchasing business, the procurement staffs must sign the integrity contract. With all of these measures, corruptions involving the Company or employees never happened during the reporting period. The Company and all employees strictly complied with the country's legal provisions on anti-bribery, extortion, fraud, and money laundering. In the future, Fullsun Group will further improve the Company's supervision system to promote the Company's sustainable development.

**反貪污**

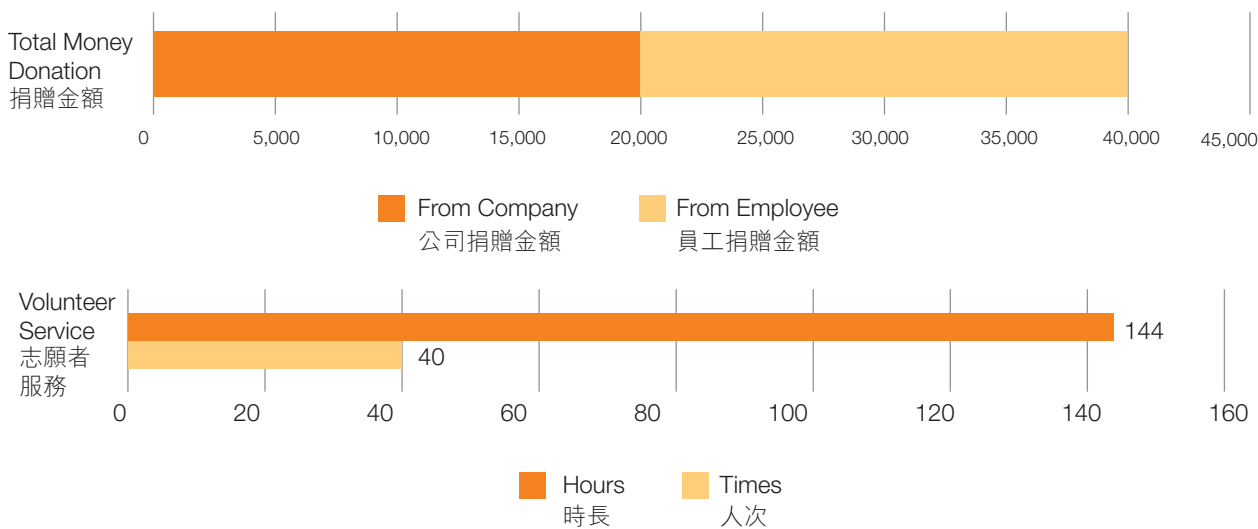
本集團已實施相關的內部政策，基於不懈堅守開明、負責任及正直誠實的宗旨，要求所有員工均需嚴格遵守個人及專業操守。除本公司的員工守則內有關反賄賂及反貪污政策外，本公司亦已編制有關的外部舉報程序。本公司通過設置意見箱、舉報電話、舉報郵箱等措施，加強對管理層的監督力度，並在本公司內倡導反貪污的工作理念，營造廉潔的工作氛圍。採購業務方面，採購人員均需簽署廉潔公約。報告期內，未出現關於本公司或其僱員的貪污情形，亦嚴格遵守國家對於反賄賂、勒索、欺詐及洗黑錢的相關法律規定。隨著業務的發展，本公司將進一步完善監督體系，為本公司可持續發展提供有力保障。

**4. Community**

The Company actively carries out civic responsibilities and encourages employees to participate in various types of charity events, which shows the Company's society responsibility.

**4. 社區**

本公司積極履行企業公民責任，鼓勵員工投入社會公益活動，本公司一直注重企業的社會責任。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

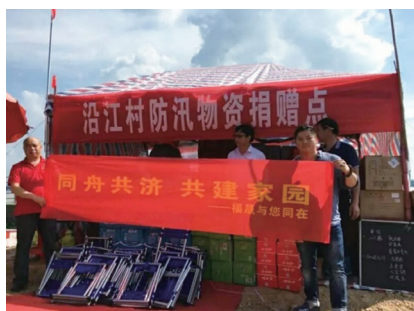
## 環境、社會及管治報告

### Community Investment

The Company has actively participated in various charitable activities, such as blood donation, snow shoveling, flood-fighting and emergency rescues, etc., to make contributions to society for years, which gains the society and the public's praise. For example, the Company was awarded the honorary title of advanced group of flood fighting and rescuing because of the excellent behaving in the activities of flood-fighting and emergency rescues.

### 社區投資

多年來，本公司積極組織並參與義務獻血、積極鏟雪、抗洪搶險等公益事務，從多個方面回饋社會。並在抗洪搶險中被授予抗洪搶險先進集體榮譽稱號。



On 8 July 2017, Hunan Fullsun and other companies were awarded with the honor of “advanced group of flood fighting and rescuing” at a flood control meeting held in Kaifu district, Changsha city. Because at the end of June, the Company actively participated in the work of flood fighting to show the Group's society responsibility.

In the morning of 31 August 2017, Hunan Fullsun worked with Jifu street community to carry out the voluntary blood donation activity with the theme of “responsibility and care”. All employees actively joined in activity, showing the Company's responsibility on society, which gained Jifu community leaders' recognition.

2017年7月8日，在長沙市開福區召開的防汛工作總結會上，湖南福晟集團等單位被授予抗洪搶險先進集體榮譽稱號。在6月底開始的湖南特大洪澇災害中，我公司積極衝鋒在前，深入抗洪搶險一線，充分踐行了一家社會責任感強的企業應有的使命。

2017年8月31日上午，湖南福晟聯合吉福街社區開展了「踐行責任，傳遞溫暖」義務獻血活動，本公司全體上下積極參與，展現了樂於承擔社會責任的良好形象，得到社區領導肯定。

## 5. Corporate Social Responsibility Performance Overview

## A. Environment

## 5. 企業社會責任表現概述

## A. 環境

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>A1 Emissions</b> 排放物	Policies 政策	In the Group, part of the waste is disposed by its property management company, and it does not involve specific waste gas, waste water, hazardous waste. The specific waste gas is the greenhouse gas produced by natural gas or car fuel burning. The Company's specific policies on energy conservation can be referred to A2.1. 基於管理模式，本集團的部分廢棄物由物業統一管理，且並不涉及重大廢氣、廢水、有害廢棄物排放，其重大氣體排放為營運過程中使用由天然氣或汽車燃料造成的溫室氣體排放；本公司對於節能的具體政策可參考A2.1。
	Information on compliance with relevant laws and regulations that have a significant impact on the issuer. 遵守對發行人有重大影響的相關法律及規例的資料。	During the reporting period, the Group did not violate the laws and regulations related to the emissions. 報告期內，本集團未出現違反國家與排放物相關的法律法規的行為。
<b>A1.1</b>	Types of emissions and respective emissions data 排放物種類及數據	NOx: $70,000 \times 0.0747 \times 0.001 = 5.229$ kg; (The Company has a total mileage of 70,000 kilometers. The coefficient of NOx is 0.0747 g/k.) SOx: $8,550 \times 0.0147 \times 0.001 / 0.725 = 0.1734$ kg; (Fuel consumption by car driving is 8,550 kg; The coefficient of SOx is 0.0147 g/l. The weight of a liter of 93- gasoline is about 0.725 kilogram.) PM: $70,000 \times 0.0055 \times 0.001 = 0.385$ kg; (The Company has a total mileage of 70,000 kilometers. The coefficient of NOx is 0.0055 g/km.) NOx: $70,000 \times 0.0747 \times 0.001 = 5.229$ 千克；(公司汽車行駛公里數70,000公里；私家車排放係數0.0747克／公里)； SOx: $8,550 \times 0.0147 \times 0.001 / 0.725 = 0.1734$ 千克；(汽車消耗燃料單位8,550千克；汽油排放係數0.0147克／公升；一升93號汽油約0.725千克)； 顆粒物: $70,000 \times 0.0055 \times 0.001 = 0.385$ 千克；(公司汽車行駛公里數70,000公里；私家車排放係數0.0055克／公里)。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
A1.2	Total greenhouse gas emissions 溫室氣體排放總量	<p>CO<sub>2</sub> by natural gas burning. (Subject to 2017 statistical data).  <math>E = A * EF = 100.34 \text{ t}</math> (E represents emissions.; A represents fuel consumption which is 53,400 cubic metres; EF represents emission coefficient which is 1.8790 kg/m<sup>3</sup>.)                      CO<sub>2</sub> by driving: <math>E = A * EF / 0.725 = 27.83 \text{ t}</math> (E represents emissions.; A represents fuel consumption which is 8,550 kg; EF represents emission coefficient which is 2.36kg/l; The weight of a liter of 93- gasoline is about 0.725 kilogram.)                      The emission of CH<sub>4</sub> by car driving:  <math>E = A * EF * GWP / 0.725 = 63 \text{ kg}</math> (E represents emissions; A represents fuel consumption which is 8,550 kg; EF represents emission coefficient which is 0.000253 kg/l; GWP represents global warming figure which is 21.)                      The emission of N<sub>2</sub>O by car driving:  <math>E = A * EF * GWP / 0.725 = 4.04 \text{ t}</math> (E represents emissions; A represents fuel consumption which is 8,550 kg; EF represents emission coefficient which is 0.001105 kg/l; GWP represents global warming figure which is 310.)                      CO<sub>2</sub> by tree reducing: <math>R = T * RF = 1.38 \text{ t}</math> (R is the amount of CO<sub>2</sub> reduction, T is the number of trees planted, and the RF is the reduction coefficient which is 23 kg per tree.)                      Total CO<sub>2</sub> emission: <math>100.34 + 27.83 + 0.063 + 4.04 - 1.38 = 130.893 \text{ t}</math>.</p> <p>天然氣燃燒產生CO<sub>2</sub>(需以2017年統計數據為準):  <math>E = A * EF = 100.34</math>噸(其中E為排放量; A為燃料消耗量, 53,400立方米; EF為排放係數, 1.8790 千克/立方米);                      汽車燃燒產生CO<sub>2</sub>: <math>E = A * EF / 0.725 = 27.83</math>噸(其中E為排放量; A為燃料消耗量, 8,550 千克; EF為排放係數, 2.36 千克/公升; 一升93號汽油約0.725 千克);                      汽車燃燒產生CH<sub>4</sub>排放量: <math>E = A * EF * GWP / 0.725 = 63</math> 千克(其中E為排放量; A為燃料消耗量, 8,550 千克; EF為排放係數, 0.000253 千克/公升; GWP為全球全暖值, 21);                      汽車燃燒產生N<sub>2</sub>O排放量: <math>E = A * EF * GWP / 0.725 = 4.04</math>噸(其中E為排放量; A為燃料消耗量, 8,550 千克; EF為排放係數, 0.001105 千克/公升; GWP為全球全暖值, 310);                      CO<sub>2</sub>減除量(種植樹木): <math>R = T * RF = 1.38</math>噸(其中R為CO<sub>2</sub>減除量, T為種植樹木棵數, RF為減除係數, 23 千克/棵);                      CO<sub>2</sub>排放總量: <math>100.34 + 27.83 + 0.063 + 4.04 - 1.38 = 130.893</math>噸。</p>
A1.3	Total hazardous waste 有害廢棄物總量	0.051 t (Toner and bulb) 0.051 噸(硒鼓、燈泡)

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
A1.4	Total non-hazardous waste 無害廢棄物總量	0.5 t (Waste paper) 0.5噸(廢紙)
A1.5	Description of measures to mitigate emissions and results achieved 減低排放量的措施及成果	The Company's specific policies on emission reduction energy conservation can be referred to A2.3. 公司對於減排的政策可參考A2.3。
A1.6	Description of how hazardous and nonhazardous waste are handled and results achieved 處理有害及無害廢棄物的方法及成效	The waste of Hunan Fullsun is disposed by its property management companies. 湖南福晟的廢棄物均由營運所在物業(大廈／園區)統一處理。
A2 Use of Resources 資源使用	Policies 政策	The Company puts up posters near the restrooms, lights, air conditioners and photocopiers, such as "One paper at a time, leading green new fashion", "Turn off the lights to save electricity", "Cherish the forest through using paper in double-side", etc. 本集團於洗手間、電燈、空調、影印機附近張貼有宣傳標語，諸如「一次只用一張紙，引領綠色新時尚」、「隨手關燈、節約用電」、「節能減排，人人有責」、「珍惜森林，雙面使用」等。
A2.1	Total energy consumption 能源總耗量	26,301 kWh 26,301 千瓦時
A2.2	Total water consumption 總耗水量	1,680,000 m <sup>3</sup> 1,680,000 立方米
A2.3	Plans of energy using and results achieved 能源使用計劃及成果	The Group uses gas-fired air-conditioner which relies on natural gas as energy for refrigeration but not Freon or other alternatives for the purpose of making good use of its lower air-pollution, high efficiency and low energy consumption advantages. Meanwhile, the Company generalizes paperless office to reduce the use of paper and recycles unspent paper or waste paper; 本集團使用燃氣空調，以天然氣為能源的綠色製冷空調系統，符合環保要求。不用氟利昂或其他替代品，不會污染大氣，有利城市的生態環境的改善。具有高效、節能的特點。同時推廣無紙化辦公，以減少紙張的使用；未用完或廢棄紙張循環利用。
A2.4	Plans of water using and results achieved 用水效益計劃及成果	The Company regularly advocates water-saving principle among employees to improve their awareness of water. 本公司向員工開展節水宣傳教育，提高全員節水意識。
A2.5	Total packaging material consumption for manufactured products 製成品所用包裝材料的總量	The main business of the Group does not involve the business of packaging of manufactured products. 本集團及其旗下公司所涉及業務並未進行製成品包裝工作，無需使用包裝材料。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>A3 The Environment and Natural Resources</b> 環境及天然資源	Policies 政策	The Company business has no impacts on environment and natural resources such as the biodiversity. If some issues that may affect the environment and natural resources happen, the Company will take into specific actions to reduce possible damage. 本公司的業務性質對環境及天然資源(如：生物多樣性等)並沒有重大的影響。但公司將會時刻關注營運對環境可能產生的影響，若出現可能對環境及天然資源產生影響的事項，將制定針對性的措施以減輕可能帶來的危害。
<b>A3.1</b>	Description of the actions taken to manage the environment and natural resources 就管理環境及天然資源已採取的措施	The Company business has no impacts on environment and natural resources such as the biodiversity. If some issues that may affect the environment and natural resources happen, the Company will take into specific actions to reduce possible damage. 本公司的業務性質對環境及天然資源(如：生物多樣性等)並沒有重大的影響。但公司將會時刻關注營運對環境可能產生的影響，若出現可能對環境及天然資源產生影響的事項，將制定針對性的措施以減輕可能帶來的危害。

## B. Social: Employment and Labour Practices

## B. 社會 — 僱傭及勞工常規

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
B1 Employment 僱傭	Policies 政策	<p>The Group retains talents through providing more career opportunities, better working platforms and more attractive incentives. When vacancies occur in the Company, employees are encouraged to compete and the promotion chances are decided by the employees' character, work ability and work performance.</p> <p>Regarding the emolument policy, Fullsun Group has applied the principle of distribution according to work into emolument determinations, based on the Company's development strategies and human resources management policies. Meanwhile, Fullsun Group has set up scientific salary guarantee regulations and salary regulations to cater to Company's real condition, based on fair, floating and incentive salary principle.</p> <p>本集團把事業留人、平台留人、激勵機制留人作為集團的人才發展特色，以公平公正的原則進行新員工招聘。以任人唯賢、唯能、唯績為晉升原則，公司職位出現空缺時，鼓勵員工競爭上崗。</p> <p>薪酬制度方面，依據福晟集團發展戰略和企業人力資源管理的特點，公司切實推行「按勞分配、合理取酬」的以貢獻論酬分配原則制定薪酬。同時，遵循薪酬公平、動態和激勵性原則，結合公司的實際運營情況，建立科學工資保障制度和薪酬作業規範。</p>
	Information on compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料	<p>The Group complied with the laws and regulations related to labor and personnel strictly. During the reporting period, the Company did not violate the relevant laws and regulations of the country.</p> <p>本集團嚴格執行國家和地方有關勞動人事的法律法規；報告期內，本公司未出現違反國家相關法律及規例的行為。</p>



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>B1.1</b>	Total number of employees 僱員總數	92 92人
	Male 男	55 55人
	Female 女	37 37人
	Age: 29 and below 歲數：29歲及以下	26 26人
	Age: 30-50 歲數：30-50歲	57 57人
	Age: 50 and above 歲數：50歲及以上	9 9人
	Geographical Region: 地理位置： Mainland China 大陸	77
	Geographical Region: 地理位置： Hong Kong 香港	15
	Education: 教育： Bachelor degree and below 本科及以下	75
	Master degree and above 碩士及以上	17
<b>B1.2</b>	Employee turnover rate 僱員流失比率	15.38%
<b>B2 Health and Safety</b> 健康與安全	Policies 政策	<p>To enhance employees' safety awareness, the Group regularly organises a number of safety drills, in relation to emergency treatment, fire safety, decentralization, leakage, escape from natural disasters, etc. The Company also prepared the "Employee handbook" to provide all employees with relevant reference for occupational safety policies and procedures. In addition, the Company has also established appropriate accident reporting and investigation system to encourage employees to report accidents and insecurity factors.</p> <p>本集團定期安排急救、滅火、疏散、洩漏、逃生等演習，以提高員工安全意識。本公司建立了《員工手冊》，對職業安全政策及程序供所有人員參考。此外，本公司亦已建立合適的事故報告和調查制度，鼓勵員工報告事故和不安全因素。</p>
	Information on compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料	<p>The Company did not violate the laws and regulations related to safe working environment.</p> <p>報告期內，本公司未出現違反與安全工作環境相關的法律法規的行為。</p>

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
B2.1	Number and rate of work-related fatalities 工傷死亡人數及比率	0
B2.2	Lost days due to work injury 工傷損失工作日數	0
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 職業健康與安全措施及監督方法	The Company has gained the certification of occupational health and safety management. Every year the Company would conduct health checkup for every employees. 本公司已通過了職業健康安全管理體系認證，並每年為員工安排了職業健康安全檢查。
B3 Development and Training 發展及培訓	Policies 政策	By adhering to the talent cultivation strategy, the Group carries out detailed and organized training programs based on the corporate culture of “Unity, efficiency, integrity and pragmatism” and the training principle of “Practicality, effectiveness, and pertinence”. For example, the Company provides orientation training for every new staff, mainly including the introductions of Company profile, Company culture, Company rules and regulations and real estate basic knowledge teaching, etc. New employees or transferred employees are also required to receive new working skill training before starting the new jobs from human resources department. Meanwhile, the Company also arranges periodical training for employees who work in different departments, including internal training and external training, to improve their business capabilities and working skills. 本集團以人才培養為中心，以「團結、高效、廉潔、務實」的企業文化為基礎，遵循「實用性、有效性、針對性」的培訓原則，進行有計劃、有組織的培訓管理。公司為每位新入職的員工提供有入職培訓，培訓內容主要包括：公司簡介、企業文化、規章制度、房地產基礎知識等；新員工或調崗員工上崗前由用人部門組織培訓，內容為新崗位專業知識；同時公司或部門會定期針對不同業務線的員工組織培訓(包括內訓、外訓)，以提高業務水平和工作技能。
B3.1	The percentage of employees trained 僱員受訓百分比	100%
B3.2	The average training hours 僱員受訓平均時數	19 hours 19小時

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>B4 Labour Standards</b> 勞工準則	Policies 政策	According to Chinese labor law, the Company only recruits people aged over 18 who gain official resident identification cards issued by the Chinese Public Security department. Based on the fair, open and voluntary employee hiring principle, new staffs would be required to sign legal labor contracts with the Company. In Fullsun Group, forced labours are prohibited strictly. The Company has formulated some policies related to employees' marriage leave, funeral leave, maternity leave, home leave and the annual leave, which builds a balance bridge between work and life for them. 本公司嚴格按照勞動法要求，招聘錄用年滿18周歲以上有公安部門簽發的有效居民身份證的人員。本公司本著公平、公開、自願的原則招聘錄用員工，並自錄用之日起簽訂合法用工勞動合同，無強制使用勞工行為。 本公司設有婚假、喪假、產假、探親假和年休假等假期，為員工平衡工作與生活提供方便。
	Information on compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料	The Company strictly complies with laws and regulations All employees in the Company must reach the minimum age standard of 18. During the reporting period, the Company did not violate the relevant laws and regulations. 本公司嚴格遵守國家法律法規，目前公司所有僱員的入職年齡均需達到18歲年齡階段的最低標準。報告期內，本公司未收到任何呈報個案。
<b>B4.1</b>	Description of measures to review employment practices to avoid child and forced labour 檢討僱傭常規措施以避免童工及強制勞工	All employees hired by the Company must be over 18 years old. Meanwhile, the Company stipulates the number of employee hours of work in the human resources management system. 本公司僱傭員工均需在18歲以上；且制定有人力資源管理制度，對於工作時數做出了規定。
<b>B4.2</b>	Punishment process 違規處理流程	The mailbox for employee feedback is located in the employee's rest area, and the employee's opinion will be directly delivered to general manager. General manager will arrange a team to investigate the irregularities and decide publishments. Till now, the Company has not yet violated relevant regulations. 員工休息區設有意見箱，供員工反饋意見，意見將直接反饋至總經理，總經理將針對違規事項派專人調查核實，對於違規現象予以處罰。本公司暫未發生過違規事項。

## B. Social: Operating Practices

## B. 社會 — 營運慣例

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>B5 Supply Chain Management</b> 供應鏈管理	Policies 政策	<p>The Company treats suppliers' selection, assessment and management with a rigorous attitude. When selecting and evaluating suppliers, they strictly follow the supplier management process and timely update the supplier management process in accordance with relevant national laws and regulations. A selection group would be established by the Company for the purpose of conducting on-site supplier inspections. It is the selection group's work to investigate the suppliers' production and supply capability, product quality and environmental protection controlling, management status, staff quality, after-sale service, etc., and to check the supplier information survey form. At the end of the whole selection process, the selection group also needed to reach the conclusions about inspection opinions and assessment results.</p> <p>Meanwhile, the Company focuses on the performance of suppliers. The Company would evaluate the quality, progress, and service of all admitted suppliers from different aspects, and then rank the suppliers according to their comprehensive evaluation scores. The ranking result of suppliers is divided into three types: excellent, qualified, and unqualified, and this result would be announced after the whole evaluation process. As to the unqualified suppliers, the Company would not cooperate with them.</p> <p>本公司在供應商的選擇及考核監管理方面都有著極為嚴謹的態度，在選擇、評價供應商時嚴格按《供應商管理流程》進行並及時更新，使之符合國家相關法規。實施時由本公司組織相關業務部門組成考察小組，對供應商進行現場考察。調查供應商的生產及供貨能力、產品質量及環保、管理狀況、人員素質、售後服務等情況，審核《供應商信息調查登記表》的有關資料，填寫相關考察意見及認證結果。</p> <p>同時，重點關注合作供應商的履約表現，從不同業務口徑對合作資源商供應庫中供應商的質量、進度、服務等方面進行評估，最後根據評估的綜合評分對供應商進行等級評定，分為優秀、合格、不合格三種，審核後公佈。不合格供應商將不再與其展開合作項目。</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>B5.1</b>	<i>Number of suppliers by geographical region.</i> 按地區劃分的供應商數目	
	Total number of suppliers 供應商總數	211
	Hunan province 湖南省	178
	Fujian province 福建省	5
	Guangdong province 廣東省	22
	Hubei province 湖北省	1
	Jiangsu province 江蘇省	2
	Shanghai 上海	2
	Zhejiang province 浙江省	1
<b>B6 Product Responsibility</b> 產品責任	Policies 政策	<p>In order to improve the quality of the project, the Group has formulated a specific project quality management system to ensure the project quality and delivery time. The Fullsun Group project quality management system covers strict contractual requirements and relevant standards and regulations, as well as the “Three-inspection” rules which employees must observe for project acceptance inspection. Meanwhile, according to the supervision contracts and the supervision outlines, the Company has set up supervision management and punishment regulations for the purpose of helping onsite supervision departments conduct control on project quality during the project construction process. In addition, lots of professional staffs, such as project directors, civil engineers, installation supervision engineers, civil construction inspectors, and document keepers, etc., are equipped into projects to ensure the project’s quality and quantity.</p> <p>本集團為增加工程質量管理強度，特制定了工程質量管理制度，以切實保證工程質量，完成既定質量目標。其中包括對承建商嚴格遵循合約要求及相關標準規範，驗收時嚴格遵循「三檢」制度。同時在工程項目施工過程中，根據監理合同、監理大綱為確保現場監理部對施工質量進行「事前預控，事中控制」，制定監理管理及處罰制度。為項目配備總監、土建、安裝監理工程師、土建監理員、資料員等，確保工程項目保質保量的施工完成。</p>
	Information on compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料	<p>During the reporting period, the Company did not violate the state’s laws and regulations regarding the health and safety of products and services.</p> <p>報告期內，本公司未有出現違反國家對於產品、服務健康、安全等相關的法律法規的行為。</p>

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>B6.1</b>	Total recalled products 召回產品數	0
<b>B7 Anti-corruption</b> 反貪污	Policies 政策	The Group has implemented relevant internal policies based on the tenet of openness, responsibility and honesty. All employees are required to strictly comply with the personal and professional ethics. Apart from the anti-bribery and anti-corruption policies in the Company's employee code, the Company has also established relevant external reporting procedures. In order to strengthen the supervision of the management, the Company has set up suggestion box, report telephone and report email. Meanwhile, the concept of anti-corruption is also advocated by the Company for the purpose of building an honest working atmosphere. 本集團已實施相關的內部政策，一直努力不懈堅守開明、負責任及正直誠實的宗旨，及所有員工均需嚴格遵守個人及專業操守。除本公司的員工守則內有關反賄賂及反貪污政策外，本公司亦已編制有關的外部舉報程序及定期檢討集團內部管理系統的成效在日常的工作中，本公司通過設置意見箱、舉報電話、舉報郵箱，加強對管理層的監督力度，並在本公司內倡導反貪污的工作理念，營造廉潔的工作氛圍。
	Information on compliance with relevant laws and regulations that have a significant impact on the issuer 遵守對發行人有重大影響的相關法律及規例的資料	During the reporting period, corruptions involving the Company or employees never happened during the reporting period. The Company and all employees strictly complied with the country's legal provisions on anti-bribery, extortion, fraud, and money laundering. 報告期內，本公司未有出現關於本公司或其僱員的貪污個案，亦嚴格遵守國家對於反賄賂、勒索、欺詐及洗黑錢的相關法律規定。
<b>B7.1</b>	Total corruption cases and the outcomes 貪污案件數及結果	0
<b>B7.2</b>	Description of anti-corruption measures 反貪污措施	In order to strengthen the supervision of the management, the Company has set up suggestion box, report telephone and report email. Meanwhile, the concept of anti-corruption is also advocated by the Company for the purpose of building an honest working atmosphere. 在日常的工作中，本公司通過設置意見箱、舉報電話、舉報郵箱，加強對管理層的監督力度，並在本公司內倡導反貪污的工作理念，營造廉潔的工作氛圍。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B. Community

### B. 社會 — 社區

Aspects 層面	Description 政策／指標名稱	Remarks 指標數值／不遵守就解釋
<b>B8 Community Investment</b> 社區投資	Policies 政策	The Company actively carries out civic responsibilities and encourages employees to participate in various types of charity events, which shows the Company's society responsibility. 本公司積極履行企業公民責任，鼓勵員工投入社會公益活動。
<b>B8.1</b>	Focus areas of contribution 專注貢獻範疇	The Company has actively participated in various charitable activities, such as blood donation, snow shoveling, flood-fighting and emergency rescues, etc., to make contributions to society for years, which gains the society and the public's praise. For example, the Company was awarded the honorary title of advanced group of flood fighting and rescuing because of the excellent behaving in the activities of flood-fighting and emergency rescues. 多年來，本公司積極參與義務獻血、積極鏟雪、抗洪搶險等公益事務，從多個範疇回饋社會。並在抗洪搶險中被授予抗洪搶險先進集體榮譽稱號。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

# Deloitte.

# 德勤

To the Members of Fullsun International Holdings Group Co., Limited

致福晟國際控股集團有限公司列位股東

(Formerly known as U-Right International Holdings Limited)

(前稱佑威國際控股有限公司)

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

## OPINION

We have audited the consolidated financial statements of Fullsun International Holdings Group Co., Limited (formerly known as U-RIGHT International Holdings Limited) (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 95 to 210, 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 (“HKSA”) 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

吾等已審核刊於第95至210頁之福晟國際控股集團有限公司(前稱佑威國際控股有限公司)(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，該等報表包括於二零一八年三月三十一日之綜合財務狀況表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及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。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實公平地反映貴集團於二零一八年三月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

## 意見基礎

吾等根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。在該等準則下，吾等之責任在吾等之報告內「核數師就審核綜合財務報表須承擔之責任」一節進一步闡述。根據香港會計師公會之「職業會計師道德守則」(「守則」)，吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲審核憑證能充足及適當為吾等之審核意見提供基礎。

## 關鍵審計事項

根據吾等之專業判斷，關鍵審計事項為吾等審核於本期間之綜合財務報表中最重要之事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Key audit matter

##### 關鍵審計事項

#### Revenue recognised from sales properties

##### 確認銷售物業之收入

We identified revenue recognised from sales of properties as a key audit matter as it is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income.

由於確認銷售物業之收入對綜合損益及其他全面收益表而言屬數額巨大，吾等將其釐定為關鍵審計事項。

The Group's revenue from sales of properties for the year ended 31 March 2018 amounted to approximately RMB553.3 million, which is disclosed in note 6 to the consolidated financial statements, representing 99.9% of the Group's total revenue. As disclosed in note 4 to the consolidated financial statements, revenue from sales of properties is recognised when the development of the relevant properties has been completed and the properties have been delivered to the purchasers pursuant to the sale and purchase agreements.

貴集團於截至二零一八年三月三十一日止年度來自銷售物業之收入約為人民幣553.3百萬元，佔 貴集團總收入99.9%，已於綜合財務報表附註6披露。誠如綜合財務報表附註4所披露，當相關物業發展完成而等該物業已根據買賣協議交付予買方，則會確認銷售物業之收入。

### 關鍵審計事項(續)

#### How our audit addressed the key audit matter

##### 吾等於審計時如何處理關鍵審計事項

Our procedures in relation to revenue recognised from sales of properties included:

吾等就有關確認銷售物業之收入採取之程序包括：

- Obtaining an understanding of and assessing the effectiveness of the Group's internal control over the process of delivering the properties to the purchasers and determining the point of time at which revenue from sales of properties is recognised;
- 了解並評估 貴集團向買方交付物業過程之內部監控之成效以及釐定確認銷售物業之收入之時點；
- Inspecting, on a sample basis, the terms set out in the sale and purchase agreements to understand the criteria under which the significant risks and rewards of the properties have been passed to the purchasers; and
- 按抽樣基準檢查買賣協議所載條款以了解標準，據此，物業之重大風險及回報已轉移至買方；及
- Evaluating whether the criteria for the delivery of properties have been fulfilled by checking, on a sample basis, to the terms of the sale and purchase agreements, the relevant completion certificate for construction work, the delivery notice sent to the purchasers and the settlement status of the consideration.
- 按抽樣基準評估交付物業之標準是否已根據買賣協議之條款、建造工程相關完工證書、寄發予買方之交付通知及代價之結算情況達成。

## KEY AUDIT MATTERS (Continued)

## 關鍵審計事項(續)

### Key audit matter

#### 關鍵審計事項

### How our audit addressed the key audit matter

#### 吾等於審計時如何處理關鍵審計事項

#### Valuation of inventory of properties

##### 物業存貨之估值

We identified the valuation of inventory of properties, which includes properties under development for sale (the "PUD") and completed properties held for sale (the "PFS") (collectively referred to as the "Properties") as a key audit matter as it is quantitatively significant to the consolidated financial statements as a whole, combined with significant estimates are involved in the determination of the net realisable value (the "NRV") of the Properties.

由於物業存貨(包括待售發展中物業(「發展中物業」)及持作銷售已竣工物業(「持作銷售物業」)(統稱為「該等物業」)之估值對綜合財務報表整體而言屬數額巨大,加上釐定該等物業之可變現淨值(「可變現淨值」)時涉及重大估計,吾等將其釐定為關鍵審計事項。

The Group's PUD of approximately RMB3,506.8 million and PFS of approximately RMB251.1 million are situated in the People's Republic of China (the "PRC") as at 31 March 2018 as disclosed in note 22 to the consolidated financial statements which in aggregate represent 64.1% of the Group's total assets. As set out in note 5 to the consolidated financial statements, the management of the Group determined the NRV of the PUD with reference to the current market price of properties of a comparable standard and location and construction costs to be incurred to complete the development based on existing asset structure and construction material price lists. The management determined the NRV of the PFS with reference to the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

於二零一八年三月三十一日,貴集團位於中華人民共和國(「中國」)之發展中物業約為人民幣3,506.8百萬元及持作銷售物業約為人民幣251.1百萬元(誠如綜合財務報表附註22所披露),合共佔貴集團總資產64.1%。誠如綜合財務報表附註5所載,貴集團管理層釐定發展中物業之可變現淨值時參考可資比較標準及地點之物業之現行市價以及基於現有資產結構及建材價格清單就完成發展所產生建築成本。管理層釐定持作銷售物業之可變現淨值時參考於日常業務過程中之估計售價減就可供銷售所需必要估計成本。

Our procedures in relation to valuation of inventory of properties included:

吾等就物業存貨估值之程序包括:

- Obtaining an understanding on the management's process of estimating the construction costs to be incurred to complete the development of the PUD and estimating the NRV of the Properties;
- 了解管理層評估完成開發發展中物業所產生建築成本以及評估該等物業之可變現淨值之程序;
- Evaluating the reasonableness of the estimated cost to completion of the PUD, on a sample basis, by comparing the budgeted construction costs, to the signed contracts with subcontractors, and actual development cost of similar completed properties of the Group and comparing the adjustments made by the management, on a sample basis, to current market data; and
- 按抽樣基準,通過比較建築成本預算、與分包商簽訂之合同以及貴集團就類似已竣工物業之實際開發成本,並通過比較管理層就現有市場數據作出之調整,評估完成發展中物業之估計成本之合理性;及
- Assessing the appropriateness of estimated selling price of the Properties, on a sample basis, by comparing it to the recent market prices achieved in the same project or comparable properties, based on our knowledge of the Group's business and the PRC real estate industry.
- 按抽樣基準,通過比較該等物業估計售價與相同項目或可比較物業比較近期市場價格,根據吾等對貴集團業務及中國房地產行業之了解,評估該等物業估計售價之合適性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### 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 as it is quantitatively significant to the consolidated financial statements as a whole, combined with the significant estimates associated with determining the fair value. As disclosed in note 18 to the consolidated financial statements, the investment properties of the Group mainly represent commercial properties located in the PRC and, office units, car parking spaces and signboards areas located in the Hong Kong and are carried at RMB990.0 million as at 31 March 2018, which represents 16.9% of the Group's total assets.

由於投資物業估值對綜合財務報表整體而言屬數額巨大，加上釐定公平值時涉及重大估計，吾等將投資物業估值釐定為關鍵審計事項。誠如綜合財務報表附註18所披露，貴集團投資物業主要指位於中國之商業物業及位於香港之辦公室單位、停車位及廣告招牌，於二零一八年三月三十一日之賬面值為人民幣990.0百萬元，佔貴集團總資產16.9%。

All of the Group's investment properties are stated at fair value based on valuations performed by independent qualified professional valuers (the "Valuers"). The valuation of investment properties were determined based on the investment approach by considering the capitalised rental incomes derived from the existing tenancies with due provision for any reversionary income potential of the property interests. The key inputs in valuating the investment properties are term yield, reversionary yield and market rent of comparable properties. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 18 to the consolidated financial statements.

貴集團所有投資物業均以一家獨立合資格專業估值師（「估值師」）所進行之估值為基礎以公平值列賬。投資物業之估值乃基於考慮將現有租約所得租金收入資本化之投資方法（對物業權益之撥回潛在收入作適當撥備）而釐定。投資物業估值之主要輸入數據為年期收益率、復歸收益率及可資比較物業之市場租金。綜合財務報表附註18已披露估值技術和估值所用主要輸入數據之詳細資料。

### 關鍵審計事項(續)

#### How our audit addressed the key audit matter

##### 吾等於審計時如何處理關鍵審計事項

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

吾等有關投資物業估值之程序包括：

- Evaluating the competence, capabilities, and objectivity of the Valuers and obtaining an understanding of the Valuers' scope of work;
- 評估估值師之專長、能力及客觀性，並了解估值師之工作範圍；
- Evaluating the appropriateness of the Valuers' valuation approach to assess if they are consistent with the requirements of HKFRSs and industry norms; and
- 評估估值師估值方法之適當性，以評估其是否符合香港財務報告準則及行業規範；及
- Obtaining the detailed work of the Valuers, particularly the key input to the valuation on investment properties, in particular the term yield, reversionary yield and market rent of comparable properties, and evaluating the accuracy and relevance of key data inputs underpinning the valuation and challenging the reasonableness of the key inputs applied based on available market data and our knowledge of the property industry in Hong Kong and the PRC.
- 獲取估值師對投資物業之估值工作詳情，尤其對投資物業估值之主要輸入數據（特別是年期收益率、復歸收益率及可資比較物業之市場租金），及評估支持估值之主要輸入數據之準確性及相關性，以及根據現有市場數據及吾等對香港及中國房地產行業所知查閱所應用主要輸入數據之合理性。

**KEY AUDIT MATTERS** (Continued)**關鍵審計事項** (續)**Key audit matter****關鍵審計事項****How our audit addressed the key audit matter****吾等於審計時如何處理關鍵審計事項****Valuation of derivative components of convertible bonds****可換股債券衍生部分之估值**

We identified the valuation of derivative components of convertible bonds at initial recognition and at the end of reporting period as a key audit matter as the valuation of the derivative components of the convertible bonds involved a significant degree of management estimate.

由於可換股債券衍生部分於初步確認時及於報告期末之估值涉及管理層重大估計，故吾等將可換股債券衍生部分之估值釐定為關鍵審計事項。

As at initial recognition on 1 December 2017 and 31 March 2018, the fair value of the derivative components of convertible bonds were RMB812.0 million and RMB944.3 million, respectively. Change in fair value of derivative components of convertible bonds of RMB182.8 million was recognised in the consolidated statement of profit or loss and other comprehensive income for the year.

於二零一七年十二月一日初步確認時及於二零一八年三月三十一日，可換股債券衍生部分之公平值分別為人民幣812.0百萬元及人民幣944.3百萬元。可換股債券衍生部分之公平值變動人民幣182.8百萬元於本年度之綜合損益及其他全面收益表內確認。

As disclosed in note 29 to the consolidated financial statements, the derivative components of the convertible bonds on initial recognition and at the end of the reporting period are stated at fair value, which is determined by the directors with reference to the valuation carried out by independent qualified professional valuer (the "Valuer") using Binomial Option Pricing model. The key inputs used in the Binomial Option Pricing model include stock price, conversion price, expected volatility, dividend yield, life to maturity and risk-free rate and the valuation is sensitive to the expected volatility which requires significant management estimate.

誠如綜合財務報表附註29所披露，於初步確認時及於報告期末，可換股債券之衍生部分由董事經參考獨立合資格專業估值師（「估值師」）使用二項式期權定價模式進行之估值按公平值列賬。二項式期權定價模式採用之主要輸入數據包括股價、換股價、預期波幅、股息率、年期及無風險率，而估值對預期波幅敏感，需要管理層重大估計。

Our procedures in relation to valuation of derivative components of convertible bonds included:

吾等就可換股債券衍生部分估值之程序包括：

- Inspecting the agreement related to the issuance of the convertible bonds, and identifying the key terms which may affect the valuation of convertible bonds;
- 檢查有關發行可換股債券之協議，並識別可能影響可換股債券估值之主要條款；
- Assessing the professional competence, capabilities and objectivity of the Valuer;
- 評估估值師之專業資歷、能力及客觀性；
- Obtaining the valuation report and detailed work from the Valuer about the valuation methodology used, assumptions and key data adopted;
- 獲取估值師就所採用估值方法、所採納假設及關鍵數據之估值報告及工作詳情；
- Involving our internal valuation expert to evaluate the appropriateness of the valuation methodology;
- 由內部估值專家評估估值方法之適當性；
- Involving our internal valuation expert to assess the reasonableness of major input which involved a significant degree of management judgment i.e. expected volatility used by the Valuer by comparing to the historical volatility of comparable listed companies and by comparing the other inputs to entity-specific information and market data; and
- 透過將輸入數據與可資比較上市公司之歷史波幅比較，以及將其他輸入數據與實體特定之資料及市場數據進行比較，由內部估值專家評估主要輸入數據之合理性，當中涉及管理層重大判斷（即估值師所用預期波幅）；及
- Evaluating the reasonableness of the fair value change of derivative components of convertible bonds with reference to the share price movement of the Company during the period.
- 經參考 貴公司期內股價變動，評估可換股債券衍生部分公平值變動之合理性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER MATTER

The consolidated financial statements for the year ended 31 March 2017 have not been audited.

### 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.

### 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.

### 其他事項

截至二零一七年三月三十一日止年度之綜合財務報表未經審核。

### 其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，但不包括綜合財務報表及相關核數師報告。

吾等對綜合財務報表之意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式之鑒證結論。

當審核綜合財務報表時，吾等之責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所了解情況有重大抵觸，或者似乎有重大錯誤陳述。基於吾等已執行之工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等並無任何報告。

### 董事及治理層就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定擬備真實而中肯之綜合財務報表，並為其認為必須為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需內部監控負責。

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

治理層須負責監督 貴集團財務報告過程。

## 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審核綜合財務報表須承擔之責任

吾等之目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並根據百慕達公司法第90條僅向閣下(作為整體)出具包括吾等意見之核數師報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。合理保證屬高水平之保證，但不能保證按照香港審計準則進行之審計，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綜合財務報表作出之經濟決定，則有關錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 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之風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部監控，以設計適當審計程序，但目的並非對貴集團內部監控之成效發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計及相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團之持續經營能力產生重大疑慮。如果吾等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之相關披露。假若有關披露不足，則吾等應當修訂吾等之意見。吾等之結論是基於核數師報告日止所取得審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Lam Chi Hong.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
15 June 2018

### 核數師就審核綜合財務報表須承擔之責任(續)

- 評價綜合財務報表之整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內各實體或業務活動之財務資料獲取充足適當之審計憑證，以就綜合財務報表發表意見。吾等負責 貴集團審計之方向、監督及執行，吾等為審計意見承擔全部責任。

除其他事項外，吾等與治理層溝通計劃之審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別出內部監控制之任何重大缺陷。

吾等亦向治理層提交聲明，說明吾等已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性之所有關係及其他事項，以及在適用情況下，相關之防範措施。

從與治理層溝通之事項中，吾等確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見情況下，如果合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人為藍志康。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
二零一八年六月十五日

# 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 截至二零一八年三月三十一日止年度

		NOTES 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	6	553,549	602,607
Cost of sales	銷售成本		(331,246)	(428,593)
Gross profit	毛利		222,303	174,014
Other income and gains	其他收入及收益	8	22,833	4,641
Selling and distribution expenses	銷售及分銷費用		(20,854)	(15,258)
Administrative expenses	行政開支		(28,281)	(23,378)
Change in fair value of derivative components of convertible bonds	可換股債券衍生部分之公平值變動	29	(182,812)	–
Impairment loss on goodwill	商譽之減值虧損	33	(4,543,433)	–
Other expenses	其他費用	9	(9,485)	(15,586)
Share of loss of an associate	應佔一間聯營公司之虧損	19	(250)	–
Finance costs	融資成本	10	(6,925)	(12,296)
(Loss) profit before taxation	除稅前(虧損)溢利		(4,546,904)	112,137
Income tax expense	所得稅開支	11	(79,024)	(58,024)
(Loss) profit for the year from continuing operations	持續經營業務之本年度(虧損)溢利	13	(4,625,928)	54,113
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Loss for the year from discontinued operation	已終止經營業務之本年度虧損	12	(426)	–
<b>(Loss) profit and total comprehensive (expense) income for the year</b>	<b>本年度(虧損)溢利及全面(開支)收益總額</b>		<b>(4,626,354)</b>	<b>54,113</b>
(Loss) profit and total comprehensive (expense) income for the year attributable to owners of the Company	本公司擁有人應佔本年度(虧損)溢利及全面(開支)收益總額			
— from continuing operations	— 來自持續經營業務		(4,625,928)	54,113
— from discontinued operation	— 來自已終止經營業務		(426)	–
(Loss) profit and total comprehensive (expense) income for the year attributable to owners of the Company	本公司擁有人應佔本年度(虧損)溢利及全面(開支)收益總額		(4,626,354)	54,113



# 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 截至二零一八年三月三十一日止年度

		NOTE 附註	2018 二零一八年	2017 二零一七年 (unaudited) (未經審核) (restated) (經重列)
<b>(Loss) earnings per share</b>	<b>每股(虧損)盈利</b>			
From continuing and discontinued operations	來自持續經營及已終止經營業務			
— Basic (RMB cents)	— 基本(人民幣分)	16	<b>(59.64)</b>	0.84
— Diluted (RMB cents)	— 攤薄(人民幣分)	16	<b>(59.64)</b>	0.84
From continuing operations	來自持續經營業務			
— Basic (RMB cents)	— 基本(人民幣分)	16	<b>(59.63)</b>	0.84
— Diluted (RMB cents)	— 攤薄(人民幣分)	16	<b>(59.63)</b>	0.84

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 March 2018 於二零一八年三月三十一日

		At 31 March 於三月三十一日		At 1 April 2016 於二零一六年 四月一日
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)	2016 二零一六年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
	NOTES 附註			
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	104,074	5,350
Investment properties	投資物業	18	989,957	—
Interest in an associate	於一間聯營公司之權益	19	119,750	—
Available-for-sale investment	可供出售投資	20	500	—
Deferred tax assets	遞延稅項資產	31	7,055	1,305
Deposit paid for acquisition of subsidiaries	收購附屬公司已付按金	21	73,555	—
Long-term guarantee deposit	長期保證金	23	—	5,000
			<b>1,294,891</b>	6,655
<b>Current Assets</b>	<b>流動資產</b>			
Inventory of properties	物業存貨	22	3,757,914	2,411,856
Trade and other receivables and prepayments	應收賬款及其他應收款項以及預付款項	23	176,325	23,890
Amount due from an associate	應收一間聯營公司款項	25	30,000	—
Prepaid income tax	預付所得稅		41,327	29,119
Restricted bank deposits	受限制銀行存款	24	77,175	31,706
Bank balances and cash	銀行結餘及現金	24	483,328	240,337
			<b>4,566,069</b>	2,736,908
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables and accruals	應付賬款及其他應付款項以及應計費用	26	490,879	101,812
Deposits received for sale of properties	銷售物業之已收按金		1,496,763	151,349
Amount due to a related company	應付一間關連公司款項	43	5,766	17,134
Amount due to immediate holding company	應付直接控股公司款項	27	—	310,953
Income tax payable	應付所得稅		235,322	176,811
Borrowings — due within one year	借貸 — 於一年內到期	28	1,657,667	1,559,454
			<b>3,886,397</b>	2,317,513
<b>Net Current Assets</b>	<b>流動資產淨值</b>		<b>679,672</b>	419,395
<b>Total Assets Less Current Liabilities</b>	<b>資產總值減流動負債</b>		<b>1,974,563</b>	426,050

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 March 2018 於二零一八年三月三十一日

		At 31 March 於三月三十一日		At 1 April 2016 於二零一六年 四月一日
		2018	2017	
		二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)	RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
	NOTES 附註			
<b>Capital And Reserves</b>	<b>資本及儲備</b>			
Share capital	30	88,605	305	305
Reserves		199,960	327,402	273,289
<b>Total Equity</b>	<b>權益總額</b>	<b>288,565</b>	327,707	273,594
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Borrowings	28	568,659	1,256,286	140,000
— due after one year	29	153,478	—	—
Convertible bonds	29	944,258	—	—
Derivative components of convertible bonds	31	19,603	15,220	12,456
Deferred tax liabilities		1,685,998	1,271,506	152,456
		1,974,563	1,599,213	426,050

The consolidated financial statements on pages 95 to 210 were approved and authorised for issue by the directors of the Company on 15 June 2018 and are signed on its behalf by:

第95頁至第210頁之綜合財務報表由本公司董事於二零一八年六月十五日通過及授權發出，並由以下董事代表簽署：

**Mr. Pan Weiming**  
潘偉明先生  
DIRECTOR  
董事

**Ms. Wu Jihong**  
吳繼紅女士  
DIRECTOR  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Retained profits/ accumulated losses)	Total
		Share capital	Share premium	Capital reserve	Other reserve	Shareholder's contribution	Statutory reserve	(accumulated losses)	Total
		股本	股份溢價	資本儲備	其他儲備	股東注資	法定儲備	保留溢利/ (累計虧損)	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元 (note i) (附註i)	人民幣千元 (Note ii) (附註ii)	人民幣千元	人民幣千元 (Note iii) (附註iii)	人民幣千元	人民幣千元
At 1 April 2016 (unaudited) (restated)	於二零一六年四月一日 (未經審核)(經重列)	305	-	-	61,295	-	32,917	179,077	273,594
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	-	54,113	54,113
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	-	-	9,293	(9,293)	-
At 31 March 2017 (unaudited) (restated)	於二零一七年三月三十一日 (未經審核)(經重列)	305	-	-	61,295	-	42,210	223,897	327,707
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	-	-	-	(4,626,354)	(4,626,354)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	-	-	10,757	(10,757)	-
Recognition of share capital and share premium of the Company immediately before the Acquisition (note 30)	確認緊接收購事項前 本公司之股本及股份 溢價(附註30)	34,285	484,980	(519,265)	-	-	-	-	-
Elimination of share capital of Vivalink Limited	對銷隆通有限公司之股本	(305)	-	305	-	-	-	-	-
Deemed contribution from the Ultimate Controlling Shareholder (note 33)	視作最終控股股東注資 (附註33)	-	-	-	-	335,821	-	-	335,821
Deemed consideration for the Acquisition (note 33)	視作收購事項之代價 (附註33)	54,320	4,197,071	-	-	-	-	-	4,251,391
At 31 March 2018	於二零一八年三月三十一日	88,605	4,682,051	(518,960)	61,295	335,821	52,967	(4,413,214)	288,565

### Notes:

- Capital reserve represents the difference between the issued share capital and share premium of the Company and the share capital of the Vivalink Limited (the accounting acquirer) immediately before the Acquisition (as defined in note 2).
- Other reserve represents the difference between the consideration paid by Vivalink Limited, a wholly-owned subsidiary of the Company, and the carrying amount of registered capital of certain subsidiaries of Vivalink Limited, in respect of the transfer of equity interests of those subsidiaries to Vivalink Limited from the companies controlled by Mr. Pan Weiming (the "Ultimate Controlling Shareholder").
- In accordance with the Articles of Association of all subsidiaries established in the People's Republic of China ("PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operation or convert into additional capital of the subsidiaries.

### 附註：

- 資本儲備指緊接收購事項前(定義見附註2)本公司已發行股本及股份溢價與隆通有限公司(會計收購方)之股本之間之差額。
- 其他儲備指本公司全資附屬公司隆通有限公司已付代價與隆通有限公司若干附屬公司註冊資本賬面值間之差額，當中涉及潘偉明先生(「最終控股股東」)控制之公司將該等附屬公司之股權轉讓予隆通有限公司。
- 根據於中華人民共和國(「中國」)成立之所有附屬公司之組織章程細則，該等附屬公司須將除稅後溢利之10%轉撥至法定儲備，直至該儲備達到註冊資本之50%為止。轉撥至該儲備須於向權益持有人分派股息之前作出。法定儲備可用以彌補過往年度之虧損、擴充現有經營業務或轉換為該等附屬公司之額外資本。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
(Loss) profit for the year	年內(虧損)溢利	<b>(4,626,354)</b>	54,113
Adjustments for:	就下列各項之調整：		
Income tax expense	所得稅開支	<b>79,024</b>	58,024
Depreciation	折舊	<b>1,323</b>	1,673
Finance costs	融資成本	<b>6,925</b>	12,296
Interest income	利息收入	<b>(1,252)</b>	(753)
Exchange gain	匯兌收益	<b>(20,148)</b>	-
Share of loss of an associate	應佔一間聯營公司之虧損	<b>250</b>	-
Change in fair value of derivative components of convertible bonds	可換股債券衍生部分之公平值變動	<b>182,812</b>	-
Impairment loss on goodwill	商譽之減值虧損	<b>4,543,433</b>	-
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	<b>166,013</b>	125,353
(Increase) decrease in inventory of properties	物業存貨(增加)減少	<b>(372,936)</b>	208,583
Decrease in trade and other receivables, and prepayments	應收賬款及其他應收款項以及預付款項減少	<b>20,377</b>	6,243
Increase in trade and other payables and accruals	應付賬款及其他應付款項以及應計費用增加	<b>152,576</b>	30,712
Increase in deposits received for sale of properties	就銷售物業收取之按金增加	<b>1,213,308</b>	132,106
Decrease in amount due to a related company	應付一間關連公司款項減少	<b>(7,105)</b>	(4,263)
Cash generated from operations	營運所得現金	<b>1,172,233</b>	498,734
Income tax paid	已支付所得稅	<b>(46,826)</b>	(42,632)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>	<b>1,125,407</b>	456,102

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(669)	(779)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	914	37
Net cash inflow arising from the Acquisition	收購事項所產生現金流入淨額	606,710	-
Net cash outflow on acquisition of subsidiaries	收購附屬公司之現金流出淨額	(1,095,240)	-
Acquisition of an associate	收購一家聯營公司	(120,000)	-
Deposits paid for acquisition of subsidiaries	收購附屬公司之已付按金	(73,555)	-
Settlement of consideration receivable from disposal of subsidiaries	結付出售附屬公司之應收代價	17,635	-
Addition of available-for-sale investment	增添可供出售投資	(500)	-
Loan advanced to a third party	墊付予第三方之貸款	(94,977)	-
Advances to an associate	向一間聯營公司墊款	(30,000)	-
Additions of restricted bank deposits	增添受限制銀行存款	(104,964)	(68,573)
Withdrawal of restricted bank deposit	提取受限制銀行存款	70,083	57,985
Payment of guarantee deposit	支付保證金	-	(5,000)
Interest received	已收利息	1,252	753
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(823,311)</b>	<b>(15,577)</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Additions of borrowings	增添借貸	675,727	1,808,000
Repayment of borrowings	償還借貸	(670,000)	(1,971,168)
Advances from immediate holding company	直接控股公司墊款	7,563	17,305
Interest paid	已付利息	(139,732)	(188,019)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用現金淨額</b>	<b>(126,442)</b>	<b>(333,882)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加淨額</b>	<b>175,654</b>	<b>106,643</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>於年初之現金及現金等值項目</b>	<b>346,980</b>	<b>240,337</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣匯率變動之影響</b>	<b>(39,306)</b>	<b>–</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, representing bank balances and cash</b>	<b>於年末之現金及現金等值項目，指銀行結餘及現金</b>	<b>483,328</b>	<b>346,980</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 1. GENERAL

Fullsun International Holdings Group Co., Limited (formerly known as U-RIGHT International Holdings Limited) (the “Company”, together with its subsidiaries, collectively referred to as the “Group”) is incorporated in Bermuda as a limited liability company and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business is Unit 2408, 24/F., World-wide House, 19 Des Voeux Road Central, Hong Kong. The principal activity of the Company is investment holding and the principal activities of its subsidiaries and an associate are principally engaged in property development and property investment business.

The immediate and ultimate holding company of the Company is Tongda Enterprises Limited (“Tongda”), a company established in the British Virgin Islands (the “BVI”) with limited liability and 100% owned by Mr. Pan Weiming.

Subsequent to a special resolution passed on 20 November 2017 and completion of the Acquisition (as defined in note 2), the Registrar of Companies in Bermuda has approved the registration of the new name of the Company on 1 December 2017 and issued the Certificate of Incorporation on Change of Name on 19 December 2017. Hence, the English name of the Company has been changed from “U-RIGHT International Holdings Limited” to “Fullsun International Holdings Group Co., Limited” and “福晟國際控股集團有限公司” be adopted as the secondary name of the Company with effect from 1 December 2017. The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 4 January 2018, confirming the registration of the new English and Chinese name of the Company in Hong Kong with effect from 4 January 2018.

Upon the completion of the Acquisition (as defined in note 2) on 1 December 2017, the Company changed its functional currency and the Group changed the presentation currency of its consolidated financial statements from Hong Kong Dollar (“HK\$”) to Renminbi (“RMB”) because, in the opinion of the directors of the Company (the “Directors”), this could better reflect the Group’s business (majority of which is located in the PRC) since then and could provide users with more comparable financial information with the peers in similar industry. Comparative figures of the financial statements of the Company have been represented in RMB.

### 1. 一般資料

福晟國際控股集團有限公司(前稱佑威國際控股有限公司)(「本公司」,連同其附屬公司統稱「本集團」)於百慕達註冊成立為有限公司,其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。主要營業地點為香港中環德輔道中19號環球大廈24樓2408室。本公司之主要業務為投資控股,而其附屬公司及一間聯營公司主要從事物業發展及物業投資業務。

本公司之直接及最終控股公司為通達企業有限公司(「通達」),該公司為於英屬維爾京群島(「英屬維爾京群島」)成立之有限公司,由潘偉明先生全資擁有。

繼一項特別決議案於二零一七年十一月二十日通過及收購事項(定義見附註2)完成後,百慕達公司註冊處處長已於二零一七年十二月一日批准本公司的新名稱註冊及已於二零一七年十二月十九日發出更改名稱註冊證書。因此,本公司的英文名稱已由「U-RIGHT International Holdings Limited」更改為「Fullsun International Holdings Group Co., Limited」,並採納「福晟國際控股集團有限公司」作為其第二名稱,自二零一七年十二月一日起生效。香港公司註冊處處長已於二零一八年一月四日發出註冊非香港公司變更名稱註冊證明書,確認本公司登記新英文及中文名稱,自二零一八年一月四日起生效。

收購事項(定義見附註2)於二零一七年十二月一日完成後,本公司更改其功能貨幣而本集團將其綜合財務報表之呈列貨幣由港元(「港元」)更改為人民幣(「人民幣」),乃由於本公司董事(「董事」)認為此舉將更佳反映自該日期起之本集團業務(大部分位於中國),並可為使用者提供更多與類似行業其他公司比較之財務資料。本公司財務報表之比較數字以人民幣呈列。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

On 1 December 2017, a very substantial acquisition and reverse takeover of the Company involving a new listing application was completed. The Company acquired the entire issued share capital of Vivalink Limited, a company incorporated in the BVI with limited liability, from Tongda (the "Vendor") and assumed the outstanding balance of RMB335,821,000 owed by Vivalink Limited to the Vendor in consideration of the issue of 6,415,060,000 ordinary shares of the Company at the issue price of HK\$0.22 per share (the "Consideration Shares") to the Vendor and the remaining amount of HK\$100,000,000 settled by cash (the "Acquisition"). Vivalink Limited is an investment holding company which was 100% owned by the Vendor immediately before the completion of the Acquisition. Vivalink Limited and its subsidiaries are principally engaged in the property development in the PRC. The details of the Acquisition were set out in the Company's circular dated 27 October 2017.

Prior to the completion of the Acquisition, the Company engaged in the i) retail of fashion garments and wholesale trading of raw materials and textile products in the PRC through a wholly-owned subsidiary, UR Group Limited, a limited company incorporated in the BVI, ii) design, distribution and sale of fashion apparels in the PRC through a wholly-owned subsidiary, Alfreda Limited, a limited company incorporated in the BVI, iii) construction materials trading business in the PRC and iv) property investment in the PRC. Immediately upon the completion of the Acquisition, UR Group Limited and Alfreda Limited were disposed to independent third parties at a cash consideration of HK\$56.6 million and HK\$22.4 million, respectively. The considerations have been substantially settled and the outstanding consideration receivable of RMB4,723,000 at 31 March 2018 was included in other receivable.

Prior to the Acquisition, Mr. Pan Weiming owned 1,080,000 shares of the Company, representing 0.08% of the issued share capital of the Company. Upon completion of the Acquisition, the Company allotted and issued the Consideration Shares to the Vendor, which, together with Mr. Pan Weiming, owned 6,416,140,000 share of the Company, representing 61.32% of the issued share capital of the Company and becomes the ultimate controlling shareholder of the Company subsequent to the Acquisition. The Vendor, in substance, acquired the construction materials trading business and property investment business of the Company through the Acquisition, which constitute businesses under Hong Kong Financial Reporting Standard 3 "Business Combination".

### 2. 綜合財務報表之編製基準

於二零一七年十二月一日，本公司完成一項非常重大收購事項及涉及新上市申請之反收購。本公司向通達（「賣方」）收購隆通有限公司（於英屬維爾京群島註冊成立之有限公司）全部已發行股本，並承擔隆通有限公司結欠賣方之未償還結餘人民幣335,821,000元，代價為按發行價每股0.22港元向賣方發行6,415,060,000股本公司普通股（「代價股份」），餘款100,000,000港元以現金償付（「收購事項」）。隆通有限公司為投資控股公司，於緊接收購事項完成前由賣方全資擁有。隆通有限公司及其附屬公司主要於中國從物業發展。收購事項詳情載於本公司日期為二零一七年十月二十七日之通函。

於收購事項完成前，本公司i)透過全資附屬公司UR Group Limited（於英屬維爾京群島註冊成立之有限公司）於中國從事時裝零售以及原材料及紡織產品批發貿易；ii)透過全資附屬公司Alfreda Limited（於英屬維爾京群島註冊成立之有限公司）於中國從事時裝設計、分銷及銷售；iii)於中國從事建材貿易業務及iv)於中國從物業投資。緊隨收購事項完成後，UR Group Limited及Alfreda Limited出售予獨立第三方，現金代價分別為56,600,000港元及22,400,000港元。代價當中大部分已結付，而於二零一八年三月三十一日之未償付應收代價人民幣4,723,000元已計入其他應收款項。

於收購事項前，潘偉明先生擁有1,080,000股本公司股份，相當於本公司已發行股本之0.08%。於收購事項完成後，本公司向賣方配發及發行代價股份，賣方連同潘偉明先生擁有6,416,140,000股本公司股份，相當於本公司已發行股本之61.32%，故此賣方於收購事項後成為本公司之最終控股股東。賣方實質上透過收購事項收購本公司建材貿易業務及物業投資業務，構成香港財務報告準則第3號「業務合併」項下業務。

## 2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For accounting purpose, the Company is deemed to have been acquired by Vivalink Limited which is considered as the accounting acquirer. These consolidated financial statements have been prepared as a continuation of the consolidated financial statements of the Vivalink Limited and its subsidiaries (the “Vivalink Group”) and accordingly:

- (i) The assets and liabilities of the Vivalink Group are recognised and measured at their carrying amounts;
- (ii) The identified assets and liabilities of the Company and its original subsidiaries are recognised at fair value at the date of completion of the Acquisition and the Consideration Shares allotted and issued to effect the Acquisition are measured at the fair value of the equity consideration deemed to be issued to the former shareholders of the Company (the “Deemed Consideration”). Since the shareholders of Vivalink Limited deemed to have issued shares with a fair value in excess of the net assets acquired or liabilities assumed by the Company, the difference is recognised as goodwill and subject to impairment assessment; and
- (iii) The comparative information presented in these consolidated financial statements is restated to be that of the Vivalink Group.

In preparing these consolidated financial statements, the Group has applied the reverse acquisition accounting under Hong Kong Financial Reporting Standard 3 to account for the Acquisition. The results of the Company and its original subsidiaries have been consolidated to the Vivalink Group’s consolidated financial statements since the completion date of the Acquisition and further details of the Acquisition and the goodwill arising on the Acquisition are set out in note 33.

## 2. 綜合財務報表之編製基準(續)

就會計目的而言，本公司視作已被隆通有限公司收購，而隆通有限公司被視為會計收購方。該等綜合財務報表已編製為隆通有限公司及其附屬公司(「隆通集團」)之綜合財務報表之延續，因此：

- (i) 隆通集團之資產及負債按其賬面值確認及計量；
- (ii) 本公司及其原有附屬公司之已識別資產及負債於收購事項完成日期按公平值確認，而就落實收購事項所配發及發行之代價股份按視為發行予本公司前股東之股權代價(「推定代價」)之公平值計量。由於隆通有限公司之股東被視為已發行公平值超出本公司所收購資產淨值或所承擔負債之股份，有關差額確認為商譽並須接受減值評估；及
- (iii) 該等綜合財務報表呈列之比較資料已按隆通集團所載者重列。

於編製該等綜合財務報表時，本集團應用香港財務報告準則第3號項下反收購會計法以就收購事項入賬。自收購事項完成日期以來，本公司及其原有附屬公司之業績已於隆通集團之綜合財務報表合併入賬，而收購事項進一步詳情及收購事項所產生商譽載於附註33。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 3. 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 performance and financial positions for the current and prior years and/or the disclosures set out in these consolidated financial statements.

#### 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 business; (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 32. 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 32, the application of these amendments has had no impact on the Group’s consolidated financial statements.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

#### 於本年度強制生效之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	披露計劃
（修訂本）	
香港會計準則第12號	確認未變現虧損之遞延
（修訂本）	稅項資產
香港財務報告準則	作為香港財務報告準則
第12號（修訂本）	二零一四年至
	二零一六年週期之
	年度改進一部分

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之表現及財務狀況及／或綜合財務報表所載披露並無重大影響。

#### 香港會計準則第7號（修訂本）「披露計劃」

本集團已於本年度首次應用該等修訂本。該等修訂本規定實體提供披露事項以使財務報表使用者可評估因融資活動而產生之負債變動，包括現金及非現金變動。此外，倘來自該等金融資產之現金流量或未來現金流量已計入或將計入融資活動之現金流量，則該等修訂本亦要求披露金融資產之變動。

具體而言，該等修訂本規定披露下列各項：(i) 融資現金流量產生之變動；(ii) 取得或失去附屬公司或其他業務控制權產生之變動；(iii) 外幣匯率變動之影響；(iv) 公平值變動；及(v) 其他變動。

該等項目之期初及期末結餘之對賬已載於附註32。為與修訂本之過渡性條款貫徹一致，本集團並無披露去年之比較資料。除載列於附註32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。

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

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.  
<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.  
<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.  
<sup>4</sup> Effective for annual periods beginning on or after 1 January 2021.

Except as described below, the Directors anticipate that the application of other new and amendments to HKFRSs and interpretations, will have no material impact on the consolidated financial statements of the Group in the foreseeable future.

**3. 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 <sup>1</sup>
香港財務報告準則第15號	來自客戶合約之收入及相關修訂本 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第17號	保險合約 <sup>4</sup>
香港(國際財務報告詮釋委員會)-詮釋第22號	外幣交易及墊付代價 <sup>1</sup>
香港(國際財務報告詮釋委員會)-詮釋第23號	所得稅處理方法之不確定性 <sup>2</sup>
香港財務報告準則第2號(修訂本)	以股份為基礎付款交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號(修訂本)	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約 <sup>1</sup>
香港財務報告準則第9號(修訂本)	具有負補償之提前還款選擇權 <sup>2</sup>
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間資產出售或投入 <sup>3</sup>
香港會計準則第19號(修訂本)	計劃修訂、縮減或清償 <sup>2</sup>
香港會計準則第28號(修訂本)	聯營公司及合營企業之長期權益 <sup>2</sup>
香港會計準則第28號(修訂本)	香港財務報告準則二零一四年至二零一六年週期之年度改進一部分 <sup>1</sup>
香港會計準則第40號(修訂本)	轉讓投資物業 <sup>1</sup>
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年週期之年度改進 <sup>2</sup>

<sup>1</sup> 於二零一八年一月一日或其後開始之年度期間生效  
<sup>2</sup> 於二零一九年一月一日或其後開始之年度期間生效  
<sup>3</sup> 於待定日期或之後之年度期間生效  
<sup>4</sup> 於二零二一年一月一日或其後開始之年度期間生效

除下文所述者外，董事預期應用其他新訂香港財務報告準則及修訂本以及詮釋將不會對本集團於可見將來之綜合財務報表造成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

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

#### 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 financial assets are measured at their fair value at 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;
- with regard to the measurement of financial liabilities designated as fair value through profits or loss (“FVTPL”), HKFRS 9 requires that the amount of change in fair value of the financial liability that is attributable to changes in credit risk of that liability is presented in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Under HKAS 39 “Financial Instruments: Recognition and Measurement”, the entire amount of the change in the fair value of the financial liability designated as FVTPL is presented in profit or loss; and

### 3. 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」

香港財務報告準則第9號引入對金融資產及金融負債之分類及計量、一般對沖會計及金融資產之減值規定之新要求。

與本集團有關之香港財務報告準則第9號之主要要求如下：

- 於香港財務報告準則第9號範圍內所有已確認金融資產其後須按攤銷成本或公平值計量。具體而言，按其目的為收取合約現金流之業務模式所持有之債務投資及合約現金流僅為支付本金及未償還本金之利息款項之債務投資，一般於其後會計期間結算日按攤銷成本計量。按其目的為同時收取合約現金流及出售金融資產之業務模式所持有之債務工具及合約條款訂明現金流僅為於特定日期支付本金及未償還本金之利息款項之債務工具，一般按公平值計入其他全面收益（「按公平值計入其他全面收益」）之方式計量。所有其他金融資產按於其後會計期間之公平值計量。此外，根據香港財務報告準則第9號，實體可不可撤回地選擇於其他全面收益呈報股本投資（並非持作買賣者）公平值之其後變動，僅股息收入全面於損益確認；
- 就計量指定按公平值計入損益（「按公平值計入損益」）之金融負債而言，香港財務報告準則第9號規定，金融負債因負債信貸風險變動而引致之公平值變動金額於其他全面收益中呈列，將會產生或擴大損益中之會計錯配。因金融負債信貸風險而引致之公平值變動隨後不會重新分類至損益。根據香港會計準則第39號「金融工具：確認及計量」，指定按公平值計入損益之金融負債之公平值變動金額全部於損益中呈列；及

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

#### HKFRS 9 “Financial Instruments” (Continued)

- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39 “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.

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

#### Classification and measurement

- Equity securities classified as available-for-sale investment carried at fair value as disclosed in note 20: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the fair value gains or loss accumulated in the investments revaluation reserve will no longer be subsequently reclassified to profit or loss under HKFRS 9, which is different from the current treatment. This will affect the Group’s profit or loss and other comprehensive income but will not affect total comprehensive income. There is no fair value gains or losses accumulated in the investments revaluation reserve of the Group at 1 April 2018;
- The derivative component of the convertible bonds issued by the Group carried as at FVTPL as disclosed in note 30: these financial liabilities qualified for designation as measured at FVTPL under HKFRS 9, however, the amount of change in the fair value of these financial liabilities that is attributable to changes in the credit risk of those liabilities will be recognised in other comprehensive income with the remaining fair value change recognised in profit or loss. This is different from the current accounting treatment under which the entire change in fair value of the financial liabilities is recognised in profit or loss; and
- Except for financial assets that are subject to expected credit losses measurement, all other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

### 3. 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）

- 關於金融資產之減值，香港財務報告準則第9號要求按預期信貸虧損模式，與香港會計準則第39號「金融工具：確認及計量」按已產生信貸虧損模式相反。預期信貸虧損模式要求實體於初步確認後之每個報告日，將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

根據本集團於二零一八年三月三十一日之金融工具及風險管理政策，董事預期初始應用香港財務報告準則第9號會產生以下潛在影響：

#### 分類及計量

- 附註20所披露分類為按公平值列賬之可供出售投資之股本證券：根據香港財務報告準則第9號，該等證券合資格指定按公平值計入其他全面收益計量。然而，根據香港財務報告準則第9號，於投資重估儲備累計之公平值損益將不會於其後重新分類至損益，與現有處理方式不同。此舉會影響本集團之損益及其他全面收益，但並不會影響全面收益總額。於二零一八年四月一日，本集團投資重估儲備並無累計公平值損益；
- 附註30所披露本集團發行之按公平值計入損益之可換股債券之衍生部分：根據香港財務報告準則第9號，該等金融負債合資格指定按公平值計入損益計量。然而，金融負債信貸風險變動導致之該等負債公平值變動金額將於其他全面收益確認，而其餘公平值變動將於損益確認。其不同於將金融負債之公平值全部變動於損益確認之現有會計處理方法；及
- 除須受預期信貸虧損計量規限之金融資產外，所有其他金融資產及金融負債將根據香港會計準則第39號，繼續按現時相同基準計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

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

#### HKFRS 9 “Financial Instruments” (Continued)

##### Impairment

- In general, the Directors 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 and other items that are subject to the impairment provision upon application of HKFRS 9 by the Group.
- Based on the assessment by the Directors, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by the Group as at 1 April 2018 would be slightly increased as compared to the accumulated amount recognised under HKAS 39 mainly attributable to expected credit losses provision on trade and other receivables and amount due from an associate. Such further impairment recognised under expected credit loss model would increase the opening accumulated losses and increased the deferred tax assets at 1 April 2018.

#### 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 goods and services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with 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

### 3. 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）

##### 減值

- 一般而言，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提早就與本集團按攤銷成本計量之金融資產及其他於本集團應用香港財務報告準則第9號時須計提減值撥備之項目相關之尚未產生信貸虧損計提撥備。
- 根據董事所進行評估，倘本集團應用預期信貸虧損模式，則本集團將確認於二零一八年四月一日之累計減值虧損金額將較根據香港會計準則第39號確認之累計金額輕微增加，主要由於就應收賬款及其他應收款項以及應收一家聯營公司款項計提預期信貸虧損撥備。根據預期信貸虧損模式確認之有關進一步減值將令年初累計虧損有所增加及令於二零一八年四月一日之遞延稅項資產有所增加。

#### 香港財務報告準則第15號「來自客戶合約之收入」

香港財務報告準則第15號頒佈其制定單一全面模式供實體用作就客戶合約產生之收入入賬。香港財務報告準則第15號將於生效後取代現行之收入確認指引，包括香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號之核心原則為實體確認收入以顯示向客戶轉讓所承諾貨品或服務款額反映實體預期就交換貨品及服務有權獲得之代價。具體而言，該準則引入確認收入之五個步驟：

- 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：合約按履約責任分配交易價
- 第五步：於實體完成履約責任時（或就此）確認收入

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

#### HKFRS 15 “Revenue from Contracts with Customers” (Continued)

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

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 have assessed the impact on application of HKFRS 15 and anticipate an impact on revenue from the sale of properties and the following areas:

The Group has considered all the relevant facts and circumstances in assessing whether the property sales contracts contain significant financing component, including the difference between the amount of promised consideration and the cash selling price of the property; and the combined effect of the expected length of time between the Group transferring the property to the customer and the customer paying for the property and the prevailing interest rates in the relevant market. The Group has applied the practical expedient in HKFRS 15 and has not considered the financing component of contracts which are expected to be completed within one year from the date of payment made by customers. The Directors estimated the amount of interest expense only to the extent that a contract liability (deposits received for sale of properties) is recognised in accounting for the contract with the customers and by using a discount rate that would be reflected in a separate financing transaction between the Group and the customer reflecting the credit characteristics of the Group as well as any collateral or security provided. The Directors expect an adjustment to increase the opening accumulated losses and inventory of properties and corresponding increase in deposits received for sale of properties as at 1 April 2018.

Currently, the Group expensed off the costs associated with obtaining the property sales contracts with customers. Under the requirement of HKFRS 15, incremental costs of obtaining a contract is eligible for capitalisation as deferred contract costs if they meet certain criteria. Based on the assessment of the Directors, the amount of deferred contract costs at 1 April 2018 was insignificant to the Group.

### 3. 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」（續）

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收入，即於涉及特定履約責任之貨品或服務之「控制權」轉移予客戶時確認收入。香港財務報告準則第15號已就處理特定情況加入更明確指引。此外，香港財務報告準則第15號要求作出更詳盡披露。

於二零一六年，香港會計師公會頒佈香港財務報告準則第15號之澄清，當中涉及識別履約責任、委託人與代理人考量及許可申請指引。

董事已評估應用香港財務報告準則第15號之影響，且預期對物業銷售之收入及以下範疇構成影響：

於評估物業銷售合約是否包含重大融資部分時，本集團已考慮所有相關事實及情況，包括承諾代價金額及與物業現金售價之差異、本集團將物業轉讓予客戶及客戶就物業付款之預計時間差異之綜合影響以及有關市場之現行利率。本集團已應用香港財務報告準則第15號之權宜方法，且並未考慮預計將於客戶付款日期起一年內完成之合約之融資部分。董事僅於就入賬處理與客戶之合約而確認合約負債（銷售物業之已收訂金）時估計利息開支金額，估計時採用可於反映本集團信貸特點之本集團與客戶間之獨立融資交易中反映之貼現率及所提供任何抵押品或擔保。董事預期年初累計虧損及物業存貨增幅以及於二零一八年四月一日之銷售物業已收訂金之相應增幅將有所調整。

目前，本集團將取得與客戶所訂物業銷售合約涉及之成本列作支銷。根據香港財務報告準則第15號之規定，取得合約之遞增成本倘符合若干準則可資本化為遞延合約成本。基於董事評估，於二零一八年四月一日之遞延合約成本金額對本集團並不重大。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

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

#### HKFRS 15 “Revenue from Contracts with Customers” (Continued)

In addition, the application of HKFRS 15 in future may result in more disclosures in the consolidated financial statements.

The Directors intend to apply the limited retrospective method with cumulative effect of initial application recognised in opening balance of equity at 1 April 2018.

#### 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 lessee, 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, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and interest portion which will be both 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 as an operating lease or a finance lease.

### 3. 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」（續）

此外，日後應用香港財務報告準則第15號可能導致綜合財務報表作出更多披露。

董事有意應用有限追溯法，首次應用所產生累積影響於二零一八年四月一日之權益期初結餘中確認。

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別租賃安排以及出租人及承租人之會計處理方法引入綜合模式。香港財務報告準則第16號將於生效時取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所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，經營租賃與融資租賃之差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。

使用權資產初步按成本計量，其後按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就重新計量租賃負債而作出調整。租賃負債初步按並非於該日支付之租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及（其中包括）租賃修訂之影響而作出調整。就現金流量分類而言，本集團現時將有關自用租賃土地及該等分類為投資物業之租賃土地之前期預付租賃付款呈列為投資現金流量，而其他經營租賃付款則呈列為營運現金流量。應用香港財務報告準則第16號後，本集團將有關租賃負債之租賃付款分配為本金及利息部分，並按融資現金流量呈列。

與承租人會計處理相反，香港財務報告準則第16號大致保留香港會計準則第17號之出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

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

#### HKFRS 16 “Leases” (Continued)

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2018, the Group has non-cancellable operating lease commitments of RMB12,041,000 as disclosed in note 38. 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.

In addition, the Group currently considers refundable rental deposits paid of RMB494,000 and refundable deposits received of RMB4,173,000 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 amount 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.

The application of new requirements may result in changes in measurement, presentation and disclosures as indicated above and the Directors anticipate that the application of the other new and amendments to HKFRSs will have no material impact on the consolidated financial statements.

### 3. 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，香港財務報告準則第16號要求更詳盡披露。

於二零一八年三月三十一日，本集團有不可撤銷經營租賃承擔人民幣12,041,000元（如附註38所披露）。初步評估顯示該等安排將符合租賃之定義。於應用香港財務報告準則第16號後，本集團將會就所有該等租賃確認使用權資產及相應負債。

此外，本集團目前將已付可退回租賃按金人民幣494,000元及已收可退回按金人民幣4,173,000元視為香港會計準則第17號適用之租賃項下權利及義務。根據香港財務報告準則第16號項下租賃付款之定義，有關按金並非與使用相關資產之權利有關之付款，因此，相關按金之賬面值或將被調整為攤銷成本，而相關調整被視為額外租賃付款。對已付可退回按金之調整將計入使用權資產之賬面值內。對已收可退回按金之調整將被視為預付租賃付款。

應用新規定可能導致上文所述之計量、呈列及披露有所變動，而董事預計應用其他新訂香港財務報告準則及其修訂本將不會對綜合財務報表構成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

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 (the “Listing Rules”) 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 each 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 “Leases”, 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”.

### 4. 主要會計政策

綜合財務報表乃根據香港會計師公會所頒佈香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露資料。

#### 編製基準

綜合財務報表乃根據歷史成本法而編製，惟於各報告期末按公平值計量之投資物業及若干金融工具除外，詳情見下文會計政策。

歷史成本一般按為換取貨品及服務而付出代價之公平值計算。

公平值為市場參與者於計量日期進行有序交易出售資產將收取或轉讓負債將支付之價格，不論該價格是否直接觀察所得或採用另一估值技術估計。估計資產或負債之公平值時，本集團考慮市場參與者於計量日期為該資產或負債定價時將會考慮之資產或負債特徵。在該等綜合財務報表中計量及／或披露之公平值均按此基準釐定，惟香港財務報告準則第2號「以股份為基礎付款」範圍內之以股份為基礎付款交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公平值類似但並非公平值之計量（例如香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」中之使用價值）除外。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Basis of preparation** *(Continued)*

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

For investment properties which are transferred 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.

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

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

The principal accounting policies are set out below.

**4. 主要會計政策 (續)****編製基準 (續)**

非金融資產之公平值計量考慮市場參與者通過以最佳及最有效方式使用該資產或將該資產出售予另一將會以最佳及最有效方式使用該資產之市場參與者而產生之經濟利益之能力。

就按公平值轉讓之投資物業以及於其後期間計量公平值時使用不可觀察輸入數據之估值方法而言，估值方法會予以調整以使估值方法結果與交易價相等。

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分為第一級、第二級或第三級，載述如下：

- 第一級輸入數據為實體可於計量日期得出相同資產或負債之活躍市場報價（未經調整）；
- 第二級輸入數據為第一級所包括之報價以外之直接或間接資產或負債可觀察輸入數據；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載於下文。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation

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

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

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

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

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

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

### 4. 主要會計政策(續)

#### 綜合基準

綜合財務報表包括本公司與本公司所控制實體及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權享有可變回報；及
- 有能力藉行使其權力影響該等回報。

倘有事實及情況顯示上述三項控制權元素中有一項或以上出現變動，本集團會重新評估其是否控制投資對象。

於本公司取得附屬公司之控制權起開始將有關附屬公司綜合入賬，並於本公司失去有關附屬公司之控制權時取消綜合入賬。具體而言，年內所收購或出售附屬公司之收入及開支乃自本公司取得控制權當日起計入綜合損益及其他全面收益表，直至本公司不再控制有關附屬公司當日為止。

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

有關本集團成員之間交易之所有集團內公司間之資產及負債、權益、收入、開支及現金流量於綜合賬目時悉數對銷。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***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 “Share-based Payment” at the acquisition date; 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.

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 of the acquisition-date amount of the identifiable assets acquired and the liabilities assumed. If, after reassessment, 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.

**4. 主要會計政策(續)****業務合併**

收購業務時採用收購法入賬。業務合併轉讓之代價乃按公平值計量，而計算方法為本集團轉讓之資產、本集團對收購對象之前擁有人產生之負債及本集團就交換收購對象之控制權而發行之股權於收購日期之公平值總和。與收購有關之成本通常於產生時在損益中確認。

於收購日期，所收購可識別資產及所承擔負債按彼等之公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 收購對象以股份支付安排或為取代收購對象以股份支付安排而訂立之本集團以股份支付安排有關之負債或股本工具根據香港財務報告準則第2號「以股份支付」於收購日期計量；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」劃分為持作出售之資產(或出售組別)乃根據該準則計量。

商譽按轉讓之代價、於收購對象之任何非控股權益金額及收購方之前持有收購對象之股權(如有)公平值之總和高於所收購可識別資產及所承擔負債於收購日期之淨額之差額計量。倘重估後，所收購可識別資產及所承擔負債之淨額高於所轉讓代價、於收購對象之任何非控股權益金額及收購方之前持有收購對象之權益(如有)公平值之總和，則多出之金額即時於損益內確認為議價購買收益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Acquisition of a subsidiary 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/financial liabilities at the respective fair value, 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.

#### Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal (or any of the cash-generating units within group of cash-generating units in which the Group monitors goodwill).

The Group's policy for the goodwill arising on the acquisition of an associate is described below.

### 4. 主要會計政策(續)

#### 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時，本集團按相關公平值將購買價先分配至金融資產／金融負債，以釐定及確認所收購個別可識別資產及所承擔負債，購買價之結餘其後按購買當日之相對公平值分配至其他個別可識別資產及負債。有關交易並不產生商譽或議價購買收益。

#### 商譽

收購業務產生之商譽乃按於收購業務日期(見上文會計政策)所確定之成本減累計減值虧損(如有)列賬。

為進行減值測試，將商譽分配至預期會從合併之協同效應中受益之本集團各現金產生單位(或現金產生單位組別)，即就內部管理而言監察商譽之最低層面及不大於經營分部。

獲分配商譽之現金產生單位(或現金產生單位組別)會每年進行減值測試，或當有跡象顯示單位可能出現減值時更頻繁地進行測試。就於某一報告期間內因收購所產生之商譽而言，獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期間末前進行減值測試。倘現金產生單位(或現金產生單位組別)之可收回金額少於其賬面值，則減值虧損會先用作減低任何分配至該單位之商譽之賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。

於出售相關現金產生單位時，會於釐定出售之損益金額時計入商譽之應佔金額(或本集團監控商譽之現金產生單位組別內之任何現金產生單位)。

本集團有關收購聯營公司所產生商譽之政策載列如下。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Investments in associates**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

**4. 主要會計政策(續)****於聯營公司之投資**

聯營公司為一間本集團擁有重大影響力之實體。重大影響力乃有權參與投資對象之財務及經營政策決定而非控制或共同控制該等政策。

聯營公司之業績及資產與負債以權益會計法綜合計入綜合財務報表。對於本集團該等類似交易及相似環境中發生之事項，聯營公司用於權益會計之財務報表以一致會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收益而作出調整。聯營公司淨資產之變動不會入賬，除非該等變動導致本集團持有之所有權權益出現變動。當本集團應佔聯營公司之虧損超出本集團於該聯營公司之權益(包括實質上成為本集團於該聯營公司投資淨額一部分之任何長期權益)時，本集團終止確認其所佔進一步虧損。僅於本集團已產生法律或推定責任，或已代表該聯營公司支付款項之情況下，方會進一步確認虧損。

於投資對象成為一間聯營公司當日，對聯營公司之投資採用權益法入賬。於收購一間聯營公司之投資時，投資成本超過本集團分佔該投資對象可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值。倘本集團所佔可識別資產及負債於重新評估後之公平淨值高於投資成本，則會於收購投資之期間即時在損益確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investments in associates (Continued)

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

When the Group ceases to have significant influence over an associate, it is accounted for as disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest in a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal or partial disposal of the relevant associate.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

### 4. 主要會計政策(續)

#### 於聯營公司之投資(續)

香港會計準則第39號獲應用以釐定是否需要確認有關本集團投資於聯營公司之任何減值虧損。於有需要時，投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為比較其可收回金額(使用價值及公平值減出售成本之較高者)與其賬面值。所確認之任何減值虧損均形成投資賬面值一部分。該減值虧損之任何撥回根據香港會計準則第36號確認，惟以其後增加之可收回投資金額為限。

倘本集團不再對聯營公司有重大影響，則按出售於投資對象之全部權益入賬，而所得收益或虧損則於損益中確認。倘本集團保留於原聯營公司之權益且該保留權益為香港會計準則第39號範疇內之金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為於初步確認時之公平值。聯營公司之賬面值與任何保留權益及出售聯營公司有關權益之任何所得款項公平值間之差額，會於釐定出售該聯營公司之收益或虧損時計入。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損，會於出售相關資產或負債時重新分類至損益。本集團會於出售或部分出售相關聯營公司時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

當於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團將繼續使用權益法。於此類所有權益變動發生時，公平值不會重新計量。

倘本集團削減其於聯營公司之所有權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前已於其他全面收益確認與削減所有權益有關之收益或虧損部分重新分類至損益。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Investments in associates** *(Continued)*

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

**Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates, other similar allowances and sale-related tax in the PRC.

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.

**Sales of properties**

Revenue from the sales of properties is recognised when the properties are delivered and titles have passed, at which time all the following conditions are satisfied.

- the significant risks and rewards of ownership of the properties are transferred to buyers;
- neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the properties are retained;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from sale of properties is recognised when the development of the relevant properties has been completed and the properties have been delivered to the purchasers pursuant to the sale and purchase agreements. Deposits received from sale of properties prior to meeting the criteria for revenue recognition are recorded as "deposits received for sale of properties" under current liabilities.

**4. 主要會計政策(續)****於聯營公司之投資(續)**

當集團實體與聯營公司進行交易時，則與聯營公司交易所產生溢利及虧損僅於聯營公司之權益與本集團無關時，方於綜合財務報表確認。

**收益確認**

收益乃按已收或應收代價之公平值計算。收益因估計客戶退貨、折扣及其他類似撥備以及中國銷售相關稅項而加以削減。

當收益金額能可靠計量時；可能有未來經濟利益流向本集團時及本集團各項活動符合特定標準時(如下文所述)，方確認收益。

**銷售物業**

銷售物業之收益於物業交付且所有權已轉移，即以下全部條件獲達成時確認。

- 將物業擁有權之重大風險及回報轉讓予買家；
- 概無保留一般與擁有權有關之持續管理參與或該等物業之實際控制權；
- 能可靠計量收益金額；
- 與交易有關之經濟利益將可能流入本集團；及
- 能可靠計量交易已經或將予產生之成本。

物業銷售收益於相關物業竣工及根據買賣協議將物業交付予買家時確認。於符合收益確認標準前，已收取之銷售物業按金會於流動負債中列作「銷售物業之已收按金」。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Revenue recognition (Continued)

##### Property rentals

Rental income under operating leases is recognised in the consolidated statement of profit or loss on a straight-line basis over the term of the relevant lease.

##### Sales of construction materials

Revenue from sales of construction materials is recognised when the goods are delivered and titles have passed.

##### Interest income

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 revenue can be measured reliably. Interest income from a financial asset is accrued on a time apportionment 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.

##### 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 in profit or loss 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. Other than investment properties measured under fair value model, such costs are recognised as an expenses 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.

### 4. 主要會計政策(續)

#### 收益確認(續)

##### 物業租金

經營租賃之租金收入會按相關租期以直線法於綜合損益表內確認。

##### 銷售建材

銷售建材之收益會於貨品交付且所有權已轉移時確認。

##### 利息收入

金融資產之利息收入於經濟利益將可能流入本集團且收入金額能可靠計量時予以確認。金融資產之利息收入經參考未提取本金及適用實際利率，按時間分配基準累計，實際利率乃將金融資產預期年期估計未來現金收入確切貼現至該資產初步確認時賬面淨值之利率。

##### 租賃

當租賃條款已將所有權絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。其他所有租賃分類為經營租賃。

##### 本集團作為出租人

經營租賃之租金收入於相關租約租期內以直線法於損益中確認。磋商及安排經營租賃所產生初始直接成本計入租賃資產之賬面值。除按公平值模式計量之投資物業外，該等成本於租期內以直線法確認為開支。

##### 本集團作為承租人

經營租賃付款於租期內以直線法確認為開支。

倘訂立經營租賃時收取租賃優惠，則有關優惠會確認為負債。優惠利益總額以直線法確認為租金開支扣減。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Leasing** *(Continued)***Leasehold land and building**

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

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

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of the entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of 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 are denominated in foreign currencies are retranslated at the rates prevailing at 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.

**4. 主要會計政策 (續)****租賃 (續)****租賃土地及樓宇**

當本集團就物業權益(當中租賃包括租賃土地及樓宇部分)付款時，本集團根據評估各部分所有權附帶之絕大部分風險及回報是否轉移至本集團，而將各部分獨立劃分為融資租賃或經營租賃，除非肯定兩個部分均屬經營租賃，在該情況下，則整項租賃入賬為經營租賃。具體而言，整體代價(包括任何一筆過預付款項)按租賃土地及樓宇部分之租賃權益相對公平值比例於初步確認時於租賃土地及樓宇部分間分配。

在相關租金能可靠分配之情況下，入賬為經營租賃之租賃土地權益於綜合財務狀況表中呈列為「預付租賃款項」，並於租期內以直線法攤銷，惟按照公平值模式分類及入賬為投資物業之權益除外。當租金不能在租賃土地及樓宇部分間可靠分配時，則整項物業一般分類為有融資租賃之租賃土地。

**外幣**

編製各個別集團實體財務報表時，以實體功能貨幣以外之貨幣(即外幣)進行之交易按交易當日之現行匯率確認。於報告期末，以外幣列值之貨幣項目按該日之現行匯率重新換算。按公平值以外幣列值之非貨幣項目按於釐定公平值當日之現行匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items are recognised in profit or loss in the period in which they arise. For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group i.e. Renminbi, using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation 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.

#### Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Short-term and other long-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, annual leave and sick leave) after deducting any amount already paid.

### 4. 主要會計政策(續)

#### 外幣(續)

於結算貨幣項目時產生之匯兌差額乃於其產生期間在損益內確認。就呈列綜合財務報表而言，本集團業務之資產及負債按各報告期末之現行匯率換算為本集團之呈列貨幣(即人民幣)。收支項目按該期間平均匯率換算。所產生匯兌差額(如有)於其他全面收益確認並於權益中以換算儲備累計。

#### 借貸成本

收購、建造或生產合資格資產(即需要頗長時間方能準備就緒可作擬定用途或銷售之資產)直接應佔之借貸成本計入該等資產之成本，直至大部分資產可作擬定用途或銷售時為止。

尚未撥支合資格資產之特定借貸因暫時投資而賺取之投資收入，在符合資格作資本化之借貸成本中扣除。

所有其他借貸成本於產生期間在損益內確認。

#### 退休福利成本

強制性公積金計劃及國家管理退休福利計劃款項於僱員提供服務而有權獲得有關供款時確認為開支。

#### 短期及其他長期僱員福利

短期僱員福利按預期於僱員提供服務時支付之未貼現福利金額確認。所有短期僱員福利確認為開支，惟另一項香港財務報告準則規定或允許有關福利納入資產成本，則作別論。

在扣除已經支付之任何金額後，對僱員應得福利(例如工資及薪金、年假及病假)確認負債。

**4. 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 “(loss) profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for 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 deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

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

**4. 主要會計政策(續)****稅項**

所得稅開支指即期應付稅項與遞延稅項之總額。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表內呈列之「除稅前(虧損)溢利」不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或開支項目，並且不包括永不課稅或扣稅之項目。本集團即期稅項負債以報告期末前已頒佈或實質已頒佈之稅率計算。

遞延稅項以資產及負債於綜合財務報表之賬面值與計算應課稅溢利所依據相應稅基間之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產一般於應課稅溢利有可能用作抵銷該等可扣稅暫時差額之情況下確認。若於一項既不影響應課稅溢利亦不影響會計溢利之交易中，因業務合併以外原因初步確認資產及負債而產生暫時差額，則不會確認該等遞延稅項資產及負債。此外，倘暫時差額乃由初步確認商譽產生，則遞延稅項負債不予確認。

遞延稅項負債就與於附屬公司及一間聯營公司之投資相關之應課稅暫時差額予以確認，惟本集團可控制暫時差額之撥回及暫時差額可能於可見將來不會撥回除外。與該等投資及權益相關之可扣稅暫時差額所產生遞延稅項資產，僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可以撥回時方予確認。

遞延稅項資產之賬面值於各報告期末檢討，並於不可能會有足夠應課稅溢利收回全部或部分資產時作調減。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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

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

For the purposes of measuring deferred tax 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. Where current tax 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 held for use in the production or supply of goods or services, or for administration purposes, are stated at cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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.

### 4. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產及負債乃按預期於負債清償或資產變現期間適用之稅率計算。有關稅率(及稅法)為於報告期末前已頒佈或實質已頒佈之稅率(及稅法)。

遞延稅項負債及資產之計量，反映本集團於報告期末以預期收回或清償其資產及負債賬面值之方式所產生之稅務結果。

就計量使用公平值模式計量之投資物業之遞延稅項而言，除非該假設被駁回，否則有關物業之賬面值乃假定為透過銷售全部收回。於投資物業為可折舊及按目標為隨時間耗用投資物業內含之絕大部分經濟利益之商業模式持有，而非透過銷售持有之情況下，則有關假設被駁回。

即期及遞延稅項於損益內確認，惟倘其與於其他全面收益或直接於權益確認之項目有關，在該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘因對業務合併進行初始會計處理而產生即期稅項或遞延稅項，則稅務影響計入業務合併之會計處理內。

#### 物業、廠房及設備

持作生產或供應貨品或服務或行政用途之物業、廠房及設備按成本減任何其後累計折舊及其後累計減值虧損(如有)列賬。

折舊乃於估計可使用年內撇銷資產成本減剩餘價值以直線法確認。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，而任何估計變動之影響按預先計提基準列賬。

物業、廠房及設備項目於出售或預期持續使用資產不會帶來未來經濟利益時終止確認。出售或棄用物業、廠房及設備項目產生之任何收益或虧損乃按出售所得款項與資產賬面值間之差額計算，並於損益內確認。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Investment properties**

Investment properties are property held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the 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.

**Inventory of properties**

Properties under development for sale and completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised, less anticipated selling expenses and costs to completion, if applicable.

The cost of properties under development for sale comprises land costs, construction costs, borrowing costs capitalised according to the Group's accounting policy and directly attributable expenses incurred during the development period. On completion, the properties are transferred to completed properties held for sale.

**Impairment of tangible assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives 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 individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

**4. 主要會計政策(續)****投資物業**

投資物業指為賺取租金及／或資本增值而持有之物業。

投資物業初步按其成本(包括應佔任何直接成本)計量。於初步確認後，投資物業乃使用公平值模式按公平值計量。投資物業公平值變動而產生之盈虧於產生期間在損益內確認。

投資物業於出售時或當投資物業永久地不再使用及當出售該資產預期不會產生任何未來經濟利益時終止確認。終止確認物業所產生之任何收益或虧損(按該資產之出售所得款項淨額及賬面值之差額計算)於終止確認該物業之期間計入損益。

**物業存貨**

待售發展中物業及待售已竣工物業乃按成本值與可變現淨值兩者中之較低者入賬。可變現淨值計及預期最終將變現之價格，並扣減預計之銷售開支及完工預計所需成本(如適用)。

待售發展中物業成本包括土地成本、建築成本、按本集團會計政策將借貸成本資本化，以及於發展期間產生之直接應佔開支。竣工時，物業將轉撥至待售已竣工物業。

**有形資產之減值虧損**

於各報告期末，本集團審閱其具有限可使用年期之有形資產之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象，則會估計有關資產之可收回金額以釐定減值虧損(如有)之程度。倘不大可能估計個別資產之可收回金額，本集團會估計有關資產所屬現金產生單位之可收回金額。倘可確定合理及一致之分配基準，公司資產亦可分配至個別現金產生單位，否則公司資產將分配至能確定合理及一致之分配基準之最小組別現金產生單位。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Impairment of tangible assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (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. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

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

### 4. 主要會計政策(續)

#### 有形資產之減值虧損(續)

可收回金額為公平值減出售成本及使用價值兩者之較高者。於評估使用價值時，估計未來現金流量會採用稅前貼現率貼現至其現值，該貼現率能反映當前市場所評估之貨幣時間價值及資產(或現金產生單位)特定風險(未來現金流量估計未就此作出調整)。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則會將資產(或現金產生單位)之賬面值減至其可收回金額。於分配減值虧損時，減值虧損首先分配至削減任何商譽(倘適用)之賬面值，然後根據該單位內各資產之賬面值按比例削減該單位內其他資產之賬面值。經削減資產賬面值不低於下列最高者：其公平值減去處置費用(如可計量)、其使用價值(如可釐定)及零。而本應分配至該資產之減值虧損金額會按比例分配至該單位的其他資產。減值虧損即時於損益中確認。

倘其後撥回減值虧損，則資產(或現金產生單位)之賬面值將增至重新估計之可收回數額，惟增加後之賬面值不得超過假設並無於過往年度就資產(或現金產生單位)確認減值虧損而釐定之賬面值。減值虧損之撥回即時於損益確認。

**4. 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 liabilities at FVTPL) 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 liabilities at FVTPL are recognised immediately in profit or loss.

**Financial assets**

The Group's financial assets are classified as available-for-sale financial assets ("AFS") 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. 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 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 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.

**4. 主要會計政策(續)****金融工具**

當集團實體成為工具合約條文之訂約方，則會確認金融資產及金融負債。

金融資產及金融負債初步均按照公平值計量。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負債除外)直接應佔之交易成本，於初步確認時加入金融資產或金融負債(如適用)之公平值或從該等公平值中扣除。收購按公平值計入損益之金融負債直接應佔之交易成本乃即時於損益內確認。

**金融資產**

本集團之金融資產分類為可供出售(「可供出售」)金融資產以及貸款及應收款項。分類視乎該等金融資產之性質及目的，並於初步確認時釐定。所有常規買賣指須根據市場規則或慣例制定之時間內交付資產之金融資產買賣。

*實際利率法*

實際利率法乃計算債務工具之攤銷成本及於有關期間分配利息收入之方法。實際利率乃按債務工具之預期年期或(如適用)較短期間，將估計未來現金付款(包括構成實際利率一部分之一切已付或已收費用及點子、交易成本及其他溢價或折讓)準確貼現至初步確認時賬面淨值之利率。

債務工具之利息收入按實際利率基準確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

**Financial instruments** (Continued)

**Financial assets** (Continued)

*AFS financial assets*

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

Equity securities held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period. Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments 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. Subsequent to initial recognition, loans and receivables (including deposit paid for acquisition of subsidiaries, long-term guarantee deposit, trade and other receivables, amount due from an associate, restricted bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

*Impairment of financial assets*

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

For AFS 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.

### 4. 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**

可供出售金融資產乃指定為可供出售或並非分類為(a)貸款及應收款項；或(b)持有至到期投資；或(c)按公平值計入損益之金融資產之非衍生工具。

本集團所持分類為可供出售金融資產之股本證券按於各報告期末之公平值計量。可供出售權益工具之股息於本集團收取有關股息之權利確立時於損益確認。可供出售金融資產賬面值之其他變動於其他全面收益確認，並累計至投資重估儲備項下。當有關投資被出售或釐定為已減值時，先前於投資重估儲備中累計之累計收益或虧損重新分類至損益。

**貸款及應收款項**

貸款及應收款項為具備固定或可釐定付款且並無在活躍市場報價之非衍生金融資產。於初步確認後，貸款及應收款項(包括收購附屬公司已付按金、長期保證金、應收賬款及其他應收款項、應收一間聯營公司款項、受限制銀行存款以及銀行結餘及現金)採用實際利率法按攤銷成本減任何減值虧損計量。

利息收入採用實際利率確認，惟確認利息不重大之短期應收款項除外。

**金融資產減值**

於各報告期末會評估金融資產有否出現減值跡象。當有客觀證據顯示因於初步確認金融資產後發生之一項或多項事件而引致金融資產之估計未來現金流量受到影響時，則金融資產被視為出現減值。

對於可供出售股本投資，證券公平值大幅或長時間低於其成本被視為減值之客觀證據。

**4. 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 and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, 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 a trade 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 the AFS 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.

**4. 主要會計政策 (續)****金融工具 (續)****金融資產 (續)****金融資產減值 (續)**

對於所有其他金融資產，減值之客觀證據可包括：

- 發行人或交易對手出現嚴重財政困難；或
- 違約，如逾期支付或拖欠利息及本金；或
- 借款人有可能破產或進行財務重組。

就若干類別金融資產(如應收賬款)而言，經評估並無個別減值之資產其後將整體作減值評估。應收款項組合出現減值之客觀證據可包括本集團過往之收款經驗、組合內超逾平均信貸期之延期付款數目增加以及與應收款項違約有關聯之國家或地方經濟狀況出現明顯變動。

就按已攤銷成本值列賬之金融資產而言，已確認減值虧損之金額為資產之賬面值與估計未來現金流量按金融資產之初始實際利率貼現之現值之間之差額。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟應收賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動乃於損益確認。當應收賬款被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷之賬款如其後收回，將計入損益內。

當可供出售金融資產被視為減值時，先前於其他綜合收益確認之累計收益或虧損於期內獲重新分類至損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

##### Impairment of financial assets *(Continued)*

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

In respect of AFS equity investments, impairment losses 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 under the heading of investments revaluation reserve.

##### Financial liabilities and equity instruments

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

##### Equity Instrument

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

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

就按已攤銷成本計量之金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

就可供出售股本投資而言，先前於損益確認之減值虧損不會透過損益撥回。公平值於減值虧損後之任何增加均會於其他全面收益中確認，並累計至投資重估儲備項下。

##### 金融負債及權益工具

集團實體發行之金融負債及權益工具乃根據所訂立合約安排之內容及金融負債與權益工具之定義分類為金融負債或權益。

##### 權益工具

權益工具為證明本集團經扣除其所有負債後之資產中所剩餘權益之任何合約。集團實體發行之權益工具按收取之所得款項扣除直接發行成本確認。

**4. SIGNIFICANT ACCOUNTING POLICIES***(Continued)***Financial instruments** *(Continued)***Financial liabilities and equity instruments** *(Continued)**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.

*Financial liabilities measured at amortised cost*

Financial liabilities including trade and other payables, amounts due to immediate holding company and a related company and borrowings are subsequently measured at amortised cost, using the effective interest method.

*Convertible bonds contain debt and derivative components*

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.

**4. 主要會計政策 (續)****金融工具 (續)****金融負債及權益工具 (續)***實際利率法*

實際利率法乃計算金融負債之攤銷成本及於有關期間分配利息開支之方法。實際利率乃確切貼現金金融負債之預期年期或(如適用)較短期間估計未來現金付款(包括構成實際利率一部分之一切已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值之利率。

利息開支按實際利率基準確認。

*按攤銷成本計量之金融負債*

金融負債(包括應付賬款及其他應付款項、應付直接控股公司及關聯公司款項以及借貸)乃其後採用實際利率法按攤銷成本計量。

*含有負債及衍生部分之可換股債券*

以固定金額現金或其他金融資產換取固定數目之本公司股本工具以外之方式結付之換股權被視為換股權衍生工具。

於發行日期，負債部分及衍生部分均按公平值確認。於往後期間，可換股債券之負債部分使用實際利率法按攤銷成本列賬。衍生部分乃按公平值計量，公平值變動於損益中確認。

與發行可換股債券有關之交易成本乃以該等債券之相關公平值按比例分配至負債及衍生部分。與衍生部分有關之交易成本直接於損益扣除。與負債部分有關之交易成本計入負債部分之賬面值，並於可換股債券期限內按實際利率法攤銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

###### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair value and, if not designated at fair value through profit or loss, are subsequently measured at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

###### 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, 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.

Financial liabilities are derecognised 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.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及權益工具(續)

###### 財務擔保合約

財務擔保合約為規定發出人支付指定金額，以補償持有人由於指定債務人未能根據債務工具原定或經修訂條款於到期時付款而蒙受之損失。

由本集團發出之財務擔保合約初步按公平值計量，而倘並非指定為按公平值計入損益，則按以下各項之最高者計量：(i) 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之合約責任金額；及(ii) 初步確認金額減(如適用)於擔保期間確認之累計攤銷。

###### 終止確認

本集團僅在收取資產現金流量之已訂約權利屆滿，或將金融資產及該資產所有權之絕大部分風險及回報轉讓予另一實體之情況下方始終止確認一項金融資產。

於終止確認一項金融資產時，資產賬面值與已收及應收代價以及已於其他全面收益確認並於權益累計之總和間之差額會於損益內確認。

本集團僅在其責任解除、註銷或屆滿時方始終止確認金融負債。金融負債之賬面值與已付及應付代價間之差額於損益內確認。

## 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, 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.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Development costs directly attributable to property development activities

The Group allocates portions of land and development costs to properties held and under development for sale. As certain of the Group's property development projects are developed and completed by phases, the budgeted development costs of the whole project are dependent on the estimate on the outcome of total development. Based on the experience and the nature of the development undertaken, the management makes estimates and assumptions, concerning the future events that are believed to be reasonable under the circumstances. Given the uncertainties involved in the property development activities, the related actual results may be higher or lower than the amount estimated at the end of the reporting period. Any change in estimates and assumptions would affect the Group's operating performance in future years.

## 5. 不確定估計之主要來源

應用附註4所述本集團會計政策時，董事須對未能從其他來源輕易獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設以過往經驗及被視為有關之其他因素為依據。實際結果可能與該等估計有所不同。

估計及相關假設會持續審閱。倘會計估計之修訂僅影響修訂期間，則其修訂在該期間確認；倘影響當期期間及未來期間，則同時在修訂及未來期間確認。

以下為有關未來之主要假設及於各報告期末之其他不確定估計主要來源，而該等假設及不確定估計存在導致下一個財政年度內之資產及負債賬面值須作出重大調整之重大風險。

### 物業發展活動直接應佔之發展成本

本集團將部分土地及發展成本分配至持作待售發展中物業。由於本集團若干物業發展項目分期發展及竣工，整個項目之預算發展成本取決於總發展之估計成果。根據經驗及所承接發展項目性質，管理層就未來事項作出多項在當時情況下屬合理之估計及假設。鑑於物業發展活動所涉及不確定因素，相關實際結果可能會高於或低於報告期末之估計金額。估計及假設出現之任何變動將對本集團未來年度之經營表現造成影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Determination of net realisable value of inventory of properties

The assessment of the net realisable value of the properties under development for sale involves, inter-alia, considerable analysis of current market price of properties of a comparable standard and location and construction costs to be incurred to complete the development based on existing asset structure and construction material price lists. If the actual net realisable value of the underlying properties under development for sale are more or less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, reversal of or provision for impairment losses may result. The carrying amount of properties under development for sale at 31 March 2018 is RMB3,506,781,000 (2017: RMB1,902,278,000).

In addition, management estimates the allowance for inventory of completed properties held for sale with reference to the existing market environment, the sales performance in previous years and estimated net realisable value of the properties, i.e. the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. A specific allowance for completed properties held for sale is made if the estimated net realisable value of the properties is lower than its carrying amount. If the actual net realisable value of the completed properties held for sale are less than expected as a result of change in market condition, provision for impairment losses may result. The carrying amount of the completed properties held for sale at 31 March 2018 is RMB251,133,000 (2017: RMB483,773,000).

#### Estimation of fair value of investment properties

The Group's investment properties are measured at fair value for financial reporting purposes. The Directors assigned the Group financial controller to determine the appropriate valuation techniques and key inputs for fair value measurements.

In estimating the fair value of investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified external valuers to perform the valuation. The Group financial controller works closely with the independent qualified external valuers to establish the appropriate valuation techniques and key inputs to the model. The Group financial controller reports the findings to the Directors to explain the cause of fluctuations in the fair value of investment properties.

### 5. 不確定估計之主要來源(續)

#### 釐定物業存貨之可變現淨值

評估待售發展中物業之可變現淨值涉及(其中包括)對具備可資比較標準及位置相若物業之當前市價所作大量分析以及根據現有資產結構及建材價單估計完成發展將須產生之建築成本。倘相關待售發展中物業之實際可變現淨值因市況變動及/或預算發展成本出現重大變動而高於或低於預期,則可能導致減值虧損撥回或就減值虧損計提撥備。於二零一八年三月三十一日,待售發展中物業之賬面值為人民幣3,506,781,000元(二零一七年:人民幣1,902,278,000元)。

此外,管理層估計持作出售已竣工物業存貨撥備時,參考當前市場環境、過往年度銷售表現及物業之估計可變現淨值,即於日常業務過程中之估計售價減就可供銷售所需必要估計成本。倘物業之估計可變現淨值低於其賬面值,則就持作出售已竣工物業計提特定撥備。倘持作出售已竣工物業之實際可變現淨值因市況變動而低於預期,則可能導致就減值虧損計提撥備。於二零一八年三月三十一日,持作出售已竣工物業之賬面值為人民幣251,133,000元(二零一七年:人民幣483,773,000元)。

#### 估計投資物業之公平值

就財務報告而言,本集團投資物業按公平值計量。董事授權本集團財務主管就公平值計量釐定適當估值技術及主要輸入數據。

估計投資物業之公平值時,本集團使用可獲得之市場可觀察數據。倘無法獲得第一級輸入數據,本集團會委聘獨立合資格外聘估值師進行估值。本集團財務主管與獨立合資格外聘估值師緊密合作,以建立適當估值技術及模式之主要輸入數據。本集團財務主管向董事報告有關結果,以解釋投資物業公平值之波動原因。

## 5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### Estimation of fair value of investment properties (Continued)

The Group uses valuation techniques that include key inputs that are not based on observable market data to estimate the fair value. Further details about the valuation techniques, key inputs and key assumptions used in the determination of the fair value are set out in note 18.

Investment properties of RMB989,957,000 is stated at fair value based on the valuation performed by independent qualified external valuers. In determining the fair value, the independent qualified external valuers have based on valuation methods which involve certain estimates of market conditions. In relying on the valuation report, the Directors have exercised their judgments and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair value of the Group's investment properties and the corresponding adjustments to the amount of gain or loss would be recognised in profit or loss.

### Estimation of fair value of derivative components of convertible bonds

Convertible bonds issued by the Company are not traded in an active market and the respective fair value is determined by valuation techniques to estimate the fair value. The use of methodologies, models and assumptions in pricing and valuing convertible bonds i.e. expected volatility requires varying degrees of judgement by management, which may result in different fair values and results. The changes of the key inputs to the Binomial Option Pricing model for the estimation of the fair value of derivative components of convertible bonds detailed in note 29 might cause a material adjustment to their carrying amounts within the next twelve months.

### Land appreciation tax ("LAT")

The Group is subject to LAT in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations and payments with the local tax authorities in the PRC. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the LAT based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

## 5. 不確定估計之主要來源(續)

### 估計投資物業之公平值(續)

本集團估計公平值時使用包括並非以可觀察市場數據為基礎之主要輸入數據之估值技術。有關釐定公平值所使用估值技術、主要輸入數據及主要假設之進一步詳情載於附註18。

人民幣989,957,000元投資物業按以獨立合資格外聘估值師所進行估值為基準之公平值列賬。獨立合資格外聘估值師基於涉及對市況作出若干估計之估值方法釐定公平值。根據估值報告，董事已作出判斷，並信納估值所用假設反映當前市況。該等假設之任何變動均會導致本集團投資物業之公平值變動，而對損益金額所作相應調整將於損益內確認。

### 估計可換股債券衍生部分之公平值

本公司所發行可換股債券並無在活躍市場買賣，而相關公平值乃以估計公平值之估值技術釐定。為可換股債券定價及估值而使用方法、模式及假設(即預期波幅)時，管理層須作出不同程度之判斷，此舉或會導致出現不同公平值及結果。附註29所詳述估計可換股債券衍生部分之公平值所用二項式期權定價模式之主要輸入數據變動可能會導致於未來十二個月內大幅調整其賬面值。

### 土地增值稅(「土地增值稅」)

本集團須繳納中國土地增值稅。然而，中國各城市不同稅務司法管轄權區之稅項徵收及結算方式均有所不同，而本集團尚未就若干項目與中國地方稅務機關商討落實其土地增值稅之計算及繳付方式。因此，釐定土地增值金額及其相關所得稅撥備時須作出重大估計。本集團基於管理層之最佳估計確認土地增值稅。最終稅項結果或會有別於初步列賬之金額，而該等差額將影響與地方稅務機關確定該等稅項期間內之所得稅開支及相關所得稅撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Deferred taxation

Deferred tax assets are recognised for all unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary differences can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. As at 31 March 2018, deferred tax assets of approximately RMB7,055,000 (2017: RMB1,615,000) have been recognised in the Group's consolidated statement of financial position. In case where the actual future profits generated are less than expected, reversal of deferred tax assets may arise, which would be recognised in the profit or loss.

### 6. REVENUE

The Group's revenue from continuing operations is analysed as follows:

### 5. 不確定估計之主要來源(續)

#### 遞延稅項

倘應課稅溢利可供扣減虧損及可扣稅暫時差額，則會就所有未動用稅項虧損及可扣稅暫時差額確認遞延稅項資產。釐定可確認遞延稅項資產金額時，管理層須根據可能出現未來應課稅溢利之時間及數額連同未來稅務計劃策略作出重大估計。於二零一八年三月三十一日，本集團於綜合財務狀況表內確認遞延稅項資產約人民幣7,055,000元(二零一七年：人民幣1,615,000元)。倘實際產生之未來溢利低於預期，則遞延稅項資產可能出現撥回並於損益中確認。

### 6. 收入

本集團來自持續經營業務之收入分析如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (restated) (經重列) (unaudited) (未經審核)
Sales of properties 銷售物業	553,257	602,607
Rental income from investment properties 投資物業所得租金收入	292	-
	553,549	602,607

Note: The related outgoings for generating rental income of investment properties are insignificant to the Group.

附註：產生投資物業租金收入所涉及及相關支出對本集團而言微不足道。

## 7. SEGMENT INFORMATION

Prior to completion of the Acquisition, for the purpose of resources allocation and segment performance assessment, the chief operating decision maker (“CODM”) (i.e. the board of directors of the Vivalink Group) reviewed the overall results and financial position of the Vivalink Group as a whole prepared based on same accounting policies set out in note 4. The property development projects which are mainly located in Hunan province, the PRC, and their revenue is primarily derived from the sales of properties, and subject to common risk and returns. The directors of Vivalink Limited considered all the Vivalink Group’s property development projects have similar characteristics in terms of construction process, class of customers and distribution method and are under similar economic conditions and subject to similar regulatory policies. Therefore, the management considered that the Vivalink Group only had one reportable segment.

Subsequent to completion of the Acquisition on 1 December 2017, other than property projects located in Hunan province, the Group also owns certain commercial properties in Fujian province and acquired investment properties in Hong Kong. Information reported to the CODM (i.e. the executive directors of the Company), for the purpose of resources allocation and performance assessment, is based on the location of the property projects. Specifically, the Group’s reportable segments under HKFRS 8 are Hunan province, Fujian province and Hong Kong. Each reportable segment includes a number of companies engaging in property development and investment, each of which is considered as a separate operating segment by CODM. For segment reporting, these individual operating segments within the same province or region have been aggregated into a single reportable segment as the Directors considered the property companies located in the same province or region are subject to common risks and returns.

The segment information does not include any amounts for the discontinued operation, which are described in details in note 12. Comparative figures are restated to conform with current year’s segment presentation.

## 7. 分類資料

完成收購事項前，主要經營決策者（「主要經營決策者」，即隆通集團之董事會）為分配資源及評估分類表現審閱隆通集團整體基於附註4所載相同會計政策而編製之整體業績及財務狀況。物業發展項目主要位於中國湖南省，其收入主要源自銷售物業，須受相同風險及回報規限。隆通有限公司董事認為隆通集團所有物業發展項目在建築流程、客戶類別及分銷方法方面之特點相似，且處於類似經濟狀況，須受類似監管政策規限。因此，管理層認為，隆通集團僅有單一須報告分類。

於二零一七年十二月一日完成收購事項後，除位於湖南省之物業項目外，本集團亦於福建省擁有若干商業物業，並於香港收購投資物業。就分配資源及評估表現向主要經營決策者（即本公司執行董事）彙報之資料以物業項目所在位置為基準。具體而言，本集團於香港財務報告準則第8號項下之須報告分類為湖南省、福建省及香港。各須報告分類涵蓋多家從事物業發展及投資之公司，而主要經營決策者視各家公司為一個獨立經營分類。就分類報告而言，該等位於同一省份或地區之個別經營分類被分拆為單一須報告分類，原因是董事認為位於同一省份或地區之物業公司須受相同風險及回報規限。

分類資料並不包括附註12所詳述已終止經營業務之任何款項。比較數字已經重列以符合本年度分類之呈列方式。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segments.

For the year ended 31 March 2018  
Continuing operations

### 7. 分類資料(續)

#### 分類收入及業績

以下為按須報告分類劃分本集團來自持續經營業務之收入及業績分析。

截至二零一八年三月三十一日止年度  
持續經營業務

		Hunan Province 湖南省 RMB'000 人民幣千元	Fujian Province 福建省 RMB'000 人民幣千元	Hong Kong 香港 RMB'000 人民幣千元	Segment total 分類總計 RMB'000 人民幣千元	Elimination 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (external)	分類收入(外界)	553,257	76	216	553,549	-	553,549
Segment profit	分類溢利	182,199	6	216	182,421	-	182,421
Impairment loss on goodwill	商譽減值虧損						(4,543,433)
Change in fair value of derivative component of convertible bonds	可換股債券衍生部分之公平值變動						(182,812)
Professional fee in relation to the Acquisition	收購事項相關專業費用						(9,349)
Share of loss of an associate	應佔一家聯營公司虧損						(250)
Finance costs	融資成本						(6,925)
Bank interest income	銀行利息收入						1,252
Exchange gain	匯兌收益						20,148
Unallocated expenses	未分配開支						(7,956)
Loss before taxation (continuing operations)	除稅前虧損(持續經營業務)						(4,546,904)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 7. SEGMENT INFORMATION (Continued) Segment revenue and results (Continued) For the year ended 31 March 2017(unaudited)(restated)

### Continuing operations

		Hunan Province 湖南省 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (external)	分類收入(外界)	602,607	602,607
Segment profit	分類溢利	141,729	141,729
Professional fee in relation to the Acquisition	收購事項相關專業費用		(13,645)
Finance costs	融資成本		(12,296)
Bank interest income	銀行利息收入		753
Unallocated expenses	未分配開支		(4,404)
Profit before taxation (continuing operations)	除稅前溢利(持續經營業務)		112,137

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit earned incurred by each segment without allocation of central administration costs, directors' emoluments, impairment loss on goodwill, change in fair value of derivative component of convertible bonds, professional fee in relation to the Acquisition, share of loss of an associate, bank interest income, exchange gain and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分類之會計政策與附註4所述本集團會計政策相同。分類溢利指未分配中央行政成本、董事酬金、商譽減值虧損、可換股債券衍生部分之公平值變動、收購事項相關專業費用、應佔一家聯營公司虧損、銀行利息收入、匯兌收益及融資成本前各分類所賺取溢利。此乃就分配資源及評估表現向主要經營決策者彙報之計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

#### Segment assets

At 31 March 2018

		Hunan Province 湖南省 RMB'000 人民幣千元	Fujian Province 福建省 RMB'000 人民幣千元	Hong Kong 香港 RMB'000 人民幣千元	Segment total 分類總計 RMB'000 人民幣千元	Elimination 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分類資產	3,836,832	8,366	1,081,407	4,926,605	-	4,926,605
Assets related to discontinued operation	已終止經營業務相關資產						301
Unallocated	未分配						934,054
Consolidated total assets	綜合資產總值						5,860,960

At 31 March 2017 (unaudited) (restated)

於二零一七年三月三十一日(未經審核)(經重列)

		Hunan Province 湖南省 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分類資產	2,406,980	2,406,980
Unallocated	未分配		426,940
Consolidated total assets	綜合資產總值		2,833,920

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 7. SEGMENT INFORMATION (Continued)

### Segment liabilities

At 31 March 2018

## 7. 分類資料(續)

### 分類負債

於二零一八年三月三十一日

		Hunan Province 湖南省 RMB'000 人民幣千元	Fujian Province 福建省 RMB'000 人民幣千元	Hong Kong 香港 RMB'000 人民幣千元	Segment total 分類總計 RMB'000 人民幣千元	Elimination 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment liabilities	分類負債	1,861,682	63	121,524	1,983,269	-	1,983,269
Liabilities related to discontinued operations	已終止經營業務相關負債						825
Unallocated	未分配						3,588,301
Consolidated total liabilities	綜合負債總額						5,572,395

At 31 March 2017 (unaudited) (restated)

於二零一七年三月三十一日(未經審核)(經重列)

		Hunan Province 湖南省 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment liabilities	分類負債	421,975	421,975
Unallocated	未分配		2,084,238
Consolidated total liabilities	綜合負債總額		2,506,213

For the purposes of monitoring segment performance and allocating resources between segments:

就監察分類表現及於分類間分配資源而言：

- all assets are allocated to operating segments other than interest in an associate, available-for-sale investment, deposit paid for acquisition of subsidiaries, bank balances and cash, deferred tax assets, amount due from an associate, long-term guarantee deposit, restricted bank deposits and prepaid income tax and unallocated corporate assets of headquarter.
- all liabilities are allocated to operating segments other than amounts due to a related company and immediate holding company, income tax payable, borrowings, convertible bonds including debt and derivative components, deferred tax liabilities and unallocated corporate liabilities of headquarter.
- 所有資產分配至經營分類，惟不包括於一家聯營公司之權益、可供出售投資、收購附屬公司之已付訂金、銀行結餘及現金、遞延稅項資產、應收一家聯營公司款項、長期保證金、受限制銀行存款及預付所得稅以及未分配總部公司資產。
- 所有負債分配至經營分類，惟不包括應收一家關連公司及直接控股公司款項、應付所得稅、借貸、可換股債券(包括債務及衍生部分)、遞延稅項負債以及未分配總部公司負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Other segment information

For the year ended 31 March 2018

Continuing operations

At 31 March 2018

### 7. 分類資料(續)

#### 其他分類資料

截至二零一八年三月三十一日止年度

持續經營業務

於二零一八年三月三十一日

	Hunan Province 湖南省 RMB'000 人民幣千元	Fujian Province 福建省 RMB'000 人民幣千元	Hong Kong 香港 RMB'000 人民幣千元	Segment total 分類總計 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss or segment assets: 計入分類溢利或虧損或分類資產計量之款項：						
Additions to non-current assets (note) 非流動資產增加(附註)	4,278	8,736	1,078,835	1,091,849	120,000	1,211,849
Depreciation 折舊	1,109	32	-	1,141	182	1,323

At 31 March 2017 (unaudited) (restated)

於二零一七年三月三十一日(未經審核)(經重列)

	Hunan Province 湖南省 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss or segment assets: 計入分類溢利或虧損或分類資產計量之款項：			
Additions to non-current assets (note) 非流動資產增加(附註)	732	47	779
Depreciation 折舊	1,492	181	1,673

Note: Non-current assets excluded those relating to discontinued operation and excluded financial instruments and deferred tax assets.

附註：非流動資產不包括該等與已終止經營業務有關者，亦不包括金融工具及遞延稅項資產。

The analysis of the Group's revenue by different types is set out in note 6. The analysis of the Group's revenue from discontinued operation is set out in note 12.

本集團按不同類別劃分之收入分析載於附註6。本集團來自已終止經營業務之收入分析載於附註12。

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

**7. SEGMENT INFORMATION** (Continued)**Geographical information**

The Group's operations are located in the mainland China and Hong Kong. Information about the Group's revenue from continuing operations from external customers is presented based on location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

**7. 分類資料** (續)**地區資料**

本集團業務位於中國內地及香港。有關本集團持續經營業務來自外界客戶之收入資料按業務所在位置呈列。有關本集團非流動資產之資料按資產所在地理位置呈列。

		Revenue from external customers for the year ended 31 March 截至三月三十一日止年度 來自外界客戶之收入		Non-current assets as at 31 March 於三月三十一日之 非流動資產	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Mainland China	中國內地	553,333	602,607	13,931	4,419
Hong Kong	香港	216	-	1,078,835	-
		553,549	602,607	1,092,766	4,419

Non-current assets excluded those relating to discontinued operation and excluded financial instruments, available-for-sale investment, interest in an associate, deferred tax assets, deposit paid for acquisition of subsidiaries, long-term guarantee deposit and restricted bank deposits.

During the year ended 31 March 2018, the sales of properties to a PRC entity independent of the Group was RMB199,120,000, which was more than 10% of the revenue of the Group. Except for this, there was no customer who accounted for over 10% of the total revenue of the Group for the current and prior year.

非流動資產不包括該等與已終止經營業務有關者，亦不包括金融工具、可供出售投資、於一家聯營公司之權益、遞延稅項資產、收購附屬公司之已付訂金、長期保證金及受限制銀行存款。

截至二零一八年三月三十一日止年度，向一家獨立於本集團之中國實體銷售物業之銷售額為人民幣199,120,000元，佔本集團收入逾10%。除此之外，本年度及去年概無客戶佔本集團總收入逾10%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 8. OTHER INCOME AND GAINS

### 8. 其他收入及收益

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Rental income from temporary lease of completed properties held for sales	短暫租賃持作出售已竣工物業所得租金收入	1,233	2,990
Interest income on bank deposits	銀行存款利息收入	1,252	753
Exchange gain, net	匯兌收益，淨額	20,148	-
Others	其他	200	898
		<b>22,833</b>	<b>4,641</b>

### 9. OTHER EXPENSES

### 9. 其他費用

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Surcharge for late payment of taxes	逾期繳稅附加費	126	1,921
Professional fee in relation to the Acquisition	收購事項相關專業費用	9,349	13,645
Other	其他	10	20
		<b>9,485</b>	<b>15,586</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 10. FINANCE COSTS

## 10. 融資成本

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Interests on	以下各項之利息		
– bank borrowings	– 銀行借貸	1,042	59,122
– other loans	– 其他貸款	137,983	135,952
– convertible bonds	– 可換股債券	5,883	–
		<b>144,908</b>	195,074
Less: amount capitalised in properties under development for sale	減：於待售發展中物業撥充資本之款項	<b>(137,983)</b>	(182,778)
		<b>6,925</b>	12,296

## 11. INCOME TAX EXPENSE

## 11. 所得稅開支

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Current tax:	即期稅項：		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	36,050	36,931
LAT	土地增值稅	41,917	23,547
		<b>77,967</b>	60,478
Deferred tax (note 31)	遞延稅項(附註31)	<b>1,057</b>	(2,454)
		<b>79,024</b>	58,024

For the year ended 31 March 2018, no provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Hong Kong subsidiaries incurred tax losses during the year.

截至二零一八年三月三十一日止年度，由於年內香港附屬公司產生稅項虧損，故並無於綜合財務報表計提香港利得稅撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 11. INCOME TAX EXPENSE (Continued)

For the year ended 31 March 2017, no provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the income of the Group neither arises in nor is derived from Hong Kong.

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 PRC subsidiaries is 25%.

The provision of LAT is estimated according to the requirement set forth in the relevant PRC tax law and regulations. LAT has been provided at ranges of progressive rate of the appreciation value, with certain allowable exemptions and deductions.

The income tax expense for both years can be reconciled to the (loss) profit before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

### 11. 所得稅開支(續)

截至二零一七年三月三十一日止年度，由於本集團之收入並非於香港產生亦非源自香港，故並無於綜合財務報表計提香港利得稅撥備。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率為25%。

土地增值稅撥備按有關中國稅務法律及法規所載規定估計。土地增值稅已就增值額按累進稅率範圍計提撥備，附帶若干可准許豁免及減免。

該兩個年度之所得稅開支可與綜合損益及其他全面收益表所示除稅前(虧損)溢利對賬如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(4,546,904)</b>	112,137
Tax at PRC EIT rate of 25% (note)	按中國企業所得稅率25%計算之稅項(附註)	<b>(1,136,726)</b>	28,034
LAT	土地增值稅	<b>41,917</b>	23,547
Tax effect on LAT	對土地增值稅之稅務影響	<b>(10,479)</b>	(5,887)
Tax effect of share of result of an associate	應佔一家聯營公司業績之稅務影響	<b>63</b>	-
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	<b>1,180,195</b>	7,747
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>1,029</b>	781
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	<b>1,089</b>	2,129
Withholding tax on undistributed profits of the PRC subsidiaries	中國附屬公司未分派溢利之預扣稅	<b>1,936</b>	1,673
Income tax expenses for the year	本年度所得稅開支	<b>79,024</b>	58,024

Note: The PRC statutory tax rate is used as PRC is the jurisdiction where the operation of the Group is substantially based.

附註：採用中國法定稅率是由於本集團大部分業務所處司法管轄權區為中國。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 12. DISCONTINUED OPERATION

Subsequent to completion of the Acquisition on 1 December 2017, the Directors decided to focus on the property development and investment business, which is considered as the core business of the Group and the construction materials trading operation has been ceased since 31 January 2018.

The results of the construction material trading operation for the current period from 1 December 2017 to 31 March 2018, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

## 12. 已終止經營業務

於二零一七年十二月一日完成收購事項後，董事決定專注於物業發展及投資業務，該業務被視為本集團之核心業務，而建材貿易業務已自二零一八年一月三十一日起終止營運。

二零一七年十二月一日至二零一八年三月三十一日止本期間之建材貿易業務業績已計入綜合損益及其他全面收益表，並呈列如下：

		From 1 December 2017 to 31 March 2018 二零一七年 十二月一日至 二零一八年 三月三十一日 RMB'000 人民幣千元
Revenue	收入	30,159
Cost of sales	銷售成本	(29,680)
Gross profit	毛利	479
Other income and gains	其他收入及收益	51
Selling and distribution expenses	銷售及分銷費用	(535)
Administrative expenses	行政開支	(421)
Loss for the period	本期間虧損	(426)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 12. DISCONTINUED OPERATION (Continued)

Loss for the period from discontinued operations includes the following:

### 12. 已終止經營業務(續)

已終止經營業務之本期間虧損包括下列各項：

		From 1 December 2017 to 31 March 2018 二零一七年 十二月一日至 二零一八年 三月三十一日 RMB'000 人民幣千元
Staff costs	員工成本	
Staff salaries excluding retirement benefit contributions	員工薪金(不包括退休福利供款)	328
Retirement benefit contributions	退休福利供款	8
		336

The construction materials trading operation contributes insignificant operating, investing and financing cash flows to the Group during the period from 1 December 2017 to 31 March 2018.

於二零一七年十二月一日至二零一八年三月三十一日期間，建材貿易業務佔本集團經營、投資及融資現金流量甚微。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 13. (LOSS) PROFIT FOR THE YEAR

## 13. 本年度(虧損)溢利

		<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
(Loss) profit for the year has been arrived at after charging (crediting):	本年度(虧損)溢利乃經扣除(計入)下列各項後達致:		
Auditors' remuneration	核數師酬金	<b>1,738</b>	-
Cost of properties for sale included in cost of sales	計入銷售成本之待售物業成本	<b>327,356</b>	414,929
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>1,323</b>	1,673
Minimum lease payments under operating leases	經營租賃項下最低租賃付款	<b>1,610</b>	1,384
Staff costs	員工成本		
Staff salaries and allowances	員工薪金及津貼	<b>14,459</b>	13,302
Retirement benefit contributions	退休福利供款	<b>704</b>	663
Total staff costs, excluding directors' remuneration	員工成本總額(不包括董事酬金)	<b>15,163</b>	13,965
Less: amount capitalised to properties under development for sale	減: 於待售發展中物業撥充資本之款項	<b>(4,277)</b>	(4,607)
		<b>10,886</b>	9,358



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 14. DIRECTORS', EMPLOYEES' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

For the year end 31 March 2018

### 14. 董事、僱員及主要行政人員之薪酬

根據適用上市規則及公司條例披露之本年度董事及主要行政人員之薪酬如下：

截至二零一八年三月三十一日止年度

		Notes 附註	Directors' fees 董事袍金 RMB'000 人民幣千元	Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Performance related bonus 與表現掛鈎 之花紅 RMB'000 人民幣千元	Retirement scheme contributions 退休計劃 供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Pan Weiming	潘偉明先生	1	-	119	-	-	119
Mr. Pan Jungang	潘俊鋼先生	1	-	691	95	21	807
Ms. Chen Weihong	陳偉紅女士	1	-	119	-	-	119
Mr. Pan Haoran	潘浩然先生	5	-	70	-	-	70
Mr. Li Jinrong	利錦榮先生	1	-	119	-	-	119
Ms. Wu Jihong	吳繼紅女士	2	-	685	39	17	741
Mr. Wu Yang	吳洋先生	2	-	107	-	-	107
Mr. Tang Kwok Hung	鄧國洪先生	3	-	120	-	5	125
Mr. Ng Cheuk Fan, Keith	吳卓凡先生	4	-	-	-	-	-
Sub-total	小計		-	2,030	134	43	2,207
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Mak Ka Wing, Patrick	麥家榮先生		33	-	-	-	33
Mr. Yuan Chee Lap, Carl	源自立先生	1	33	-	-	-	33
Mr. Yang Xiaoping	楊小平先生	1	33	-	-	-	33
Dr. Cheung Wai Bun, Charles J.P.	張惠彬博士	2	29	-	-	-	29
Mr. Xie Tom	謝祺祥先生	4	-	-	-	-	-
Mr. Chan Chi Yuen	陳志遠先生	4	-	-	-	-	-
Sub-total	小計		128	-	-	-	128
			128	2,030	134	43	2,335

Notes:

- The directors were appointed on 1 December 2017.
- The directors were appointed on 14 December 2017.
- The director resigned as Chief Executive Officer on 1 December 2017.
- The directors resigned on 1 December 2017.
- The director was appointed on 1 December 2017 and resigned on 4 June 2018.

Mr. Pan Weiming's 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.

附註：

- 董事於二零一七年十二月一日獲委任。
- 董事於二零一七年十二月十四日獲委任。
- 董事於二零一七年十二月一日辭任行政總裁職務。
- 董事於二零一七年十二月一日辭任。
- 董事於二零一七年十二月一日獲委任，後於二零一八年六月四日辭任。

上文所披露潘偉明先生之薪酬包括彼以主要行政人員身份提供服務所涉及之薪酬。

上述執行董事之薪酬主要涉及彼等就管理本公司及本集團事務提供之服務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 14. DIRECTORS', EMPLOYEES' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

The emoluments paid or payable to the directors of the Company prior to the completion of the Acquisition are not included in the consolidated statement of profit or loss and comprehensive income. The performance related bonus is based on the individual performance of the directors.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

Details of the five highest paid individuals of the Group who are not the directors of the Company during both years are as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Salaries and allowances	薪金及津貼	1,569	1,798
Performance related bonus	與表現掛鈎之花紅	266	339
Retirement scheme contributions	退休計劃供款	39	72
		<b>1,874</b>	<b>2,209</b>

The remunerations of each of the five highest paid individuals during the years ended 31 March 2018 and 2017 are within HK\$1,000,000.

During the years ended 31 March 2018 and 2017, no emolument was paid by the Group to any of the directors of the Company, five highest paid individual of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

## 15. DIVIDENDS

No dividend was paid to or proposed for shareholders of the Company during the years ended 31 March 2018 and 2017, nor has any dividend been proposed since the end of the reporting period.

## 14. 董事、僱員及主要行政人員之薪酬(續)

上述獨立非執行董事之薪酬主要涉及彼等以本公司董事身份提供之服務。

於收購事項完成前已付或應付本公司董事之薪酬並無計入綜合損益及其他全面收益表。與表現掛鈎之花紅乃基於董事之個人表現釐定。

於本年度內，概無有關董事或主要行政人員豁免或同意豁免任何薪酬之安排。

於兩個年度內，本集團五名並非本公司董事之最高薪人士詳情如下：

截至二零一八年及二零一七年三月三十一日止年度，五名最高薪人士各自之薪酬均於1,000,000港元以內。

截至二零一八年及二零一七年三月三十一日止年度，本集團並無向本公司任何董事、本集團五名最高薪人士支付任何薪酬，作為彼等加入本集團或於加入本集團時之獎金或作為離職補償。

## 15. 股息

截至二零一八年及二零一七年三月三十一日止年度，概無向本公司股東支付或建議任何股息，自報告期末以來亦無建議任何股息。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 16. (LOSS) EARNINGS PER SHARE

#### For continuing operations

The calculation of the basic and diluted (loss) earnings per share attributable to owners of the Company is based on the following data:

(Loss) earnings figures are calculated as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
(Loss) profit for the year attributable to owners of the Company	本公司擁有人應佔本年度(虧損)溢利	(4,626,354)	54,113
Less: Loss for the year from discontinued operation	減：已終止經營業務之本年度虧損	(426)	-
(Loss) earnings for purpose of basic and diluted (loss) earnings per share from continuing operations	就持續經營業務每股基本及攤薄(虧損)盈利而言之(虧損)盈利	(4,625,928)	54,113

### 16. 每股(虧損)盈利

#### 持續經營業務

計算本公司擁有人應佔每股基本及攤薄(虧損)盈利乃以下列數據為基準：

(虧損)盈利數字計算如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
(Loss) profit for the year attributable to owners of the Company	本公司擁有人應佔本年度(虧損)溢利	(4,626,354)	54,113
Less: Loss for the year from discontinued operation	減：已終止經營業務之本年度虧損	(426)	-
(Loss) earnings for purpose of basic and diluted (loss) earnings per share from continuing operations	就持續經營業務每股基本及攤薄(虧損)盈利而言之(虧損)盈利	(4,625,928)	54,113

### Number of shares

### 股份數目

		2018 二零一八年	2017 二零一七年 (unaudited) (未經審核) (restated) (經重列)
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	就每股基本及攤薄盈利而言之普通股加權平均數	7,757,318,810	6,415,060,000

The weighted average number of shares used for the purpose of calculating basic loss per share for the year ended 31 March 2018 is determined by reference to the number of ordinary shares issued for the Acquisition and the number of ordinary shares outstanding after completion of the Acquisition.

計算截至二零一八年三月三十一日止年度每股基本虧損所用股份加權平均數乃參考就收購事項發行之普通股數目及於收購事項完成後發行在外之普通股數目釐定。

The weighted average number of shares used for the purpose of calculating basic earnings per share for the year ended 31 March 2017 is determined by reference to the number of ordinary shares issued for the Acquisition.

計算截至二零一七年三月三十一日止年度每股基本盈利所用股份加權平均數乃參考就收購事項發行之普通股數目釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 16. (LOSS) EARNINGS PER SHARE (Continued) For continuing operations and discontinued operations

The calculation of the basic and diluted (loss) earnings per share from continuing and discontinued operations attributable to owners of the Company is based on the following data:

	<b>2018</b> <b>二零一八年</b> <b>RMB'000</b> <b>人民幣千元</b>	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
(Loss) earnings for the purpose of basic and diluted (loss) earnings per share	<b>(4,626,354)</b>	54,113

The denominators used are the same as those detailed above for both basic and diluted (loss) earnings per share.

### For discontinued operation

During the year ended 31 March 2018, the basic and diluted loss per share for the discontinued operation is RMB(0.005) cents per share, based on the loss for the year from for the discontinued operation of RMB426,000 and the denominators detailed above for both basic and diluted (loss) earnings per share.

The computation of diluted loss per share for the year ended 31 March 2018 does not assume the conversion of the Company's outstanding convertible bonds since their assumed exercise would result in decrease in loss per share from continuing operations.

## 16. 每股(虧損)盈利(續) 持續經營業務及已終止經營業務

計算本公司擁有人應佔持續經營業務及已終止經營業務每股基本及攤薄(虧損)盈利乃以下列數據為基準：

	<b>2018</b> <b>二零一八年</b> <b>RMB'000</b> <b>人民幣千元</b>	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
(Loss) earnings for the purpose of basic and diluted (loss) earnings per share	<b>(4,626,354)</b>	54,113

所用分母與上文所詳述計算每股基本及攤薄(虧損)盈利採用者相同。

### 已終止經營業務

截至二零一八年三月三十一日止年度，已終止經營業務每股基本及攤薄虧損為每股人民幣(0.005)分，此乃以已終止經營業務之本年度虧損人民幣426,000元及上文所詳述計算每股基本及攤薄(虧損)盈利所用分母為基準。

計算截至二零一八年三月三十一日止年度每股攤薄虧損並無假設轉換本公司之尚未行使可換股債券，原因是假設行使會導致持續經營業務每股虧損減少。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Buildings	Leasehold improvement	Motor vehicles	Furniture, fixture and equipment	Total
		樓宇	租賃裝修	汽車	傢俬、裝置及設備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>COST</b>	<b>成本</b>					
At 1 April 2016	於二零一六年四月一日					
(unaudited) (restated)	(未經審核)(經重列)	1,343	3,090	3,568	4,488	12,489
Additions	添置	-	-	-	779	779
Disposals	出售	-	-	(747)	-	(747)
At 31 March 2017	於二零一七年三月三十一日					
(unaudited) (restated)	(未經審核)(經重列)	1,343	3,090	2,821	5,267	12,521
Additions	添置	-	265	80	324	669
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	95,738	-	3,575	34	99,347
Acquisition of the Company (note 33)	收購本公司(附註33)	1,460	282	-	134	1,876
Disposals	出售	-	(869)	-	(1,013)	(1,882)
At 31 March 2018	於二零一八年三月三十一日	98,541	2,768	6,476	4,746	112,531
<b>ACCUMULATED DEPRECIATION</b>	<b>累計折舊</b>					
At 1 April 2016	於二零一六年四月一日					
(unaudited) (restated)	(未經審核)(經重列)	181	2,180	2,797	1,981	7,139
Charge for the year	本年度支出	62	710	249	652	1,673
Elimination on disposals	出售時對銷	-	-	(710)	-	(710)
At 31 March 2017	於二零一七年三月三十一日					
(unaudited) (restated)	(未經審核)(經重列)	243	2,890	2,336	2,633	8,102
Charge for the year	本年度支出	64	424	256	579	1,323
Elimination on disposals	出售時對銷	-	(823)	-	(145)	(968)
At 31 March 2018	於二零一八年三月三十一日	307	2,491	2,592	3,067	8,457
<b>CARRYING VALUE</b>	<b>賬面值</b>					
At 31 March 2018	於二零一八年三月三十一日	98,234	277	3,884	1,679	104,074
At 31 March 2017	於二零一七年三月三十一日					
(unaudited) (restated)	(未經審核)(經重列)	1,100	200	485	2,634	4,419

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 17. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

Buildings	3%–5%
Leasehold improvement	Over the shorter of the term of lease, or 3 years
Motor vehicles	20%–25%
Furniture, fixture and equipment	10%–50%

The Group has pledged the buildings with carrying value of approximately RMB95,738,000 (2017: nil) to secure banking facilities granted to the Group.

## 17. 物業、廠房及設備(續)

上述物業、廠房及設備項目經計及其估計剩餘價值後以直線法按以下年率計算折舊：

樓宇	3%–5%
租賃裝修	租賃年期或三年 (以較短者為準)
汽車	20%–25%
傢俬、裝置及設備	10%–50%

本集團已質押賬面值約為人民幣95,738,000元(二零一七年：無)之樓宇，作為本集團獲授銀行融資之抵押。

## 18. INVESTMENT PROPERTIES

## 18. 投資物業

**Completed investment properties**  
已竣工投資物業  
RMB'000  
人民幣千元

Completed properties, at fair value	已竣工物業，按公平值列賬	
At 1 April 2017 (unaudited)	於二零一七年四月一日(未經審核)	–
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	983,097
Acquisition of the Company (note 33)	收購本公司(附註33)	6,860
		<hr/>
At 31 March 2018	於二零一八年三月三十一日	989,957
		<hr/>
Unrealised gains on investment properties included in consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面收益表之投資物業未變現收益	–

All of the Group's property interests held under operating leases to earn rentals or intended to earn rentals in future or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

本集團所有根據經營租賃持有以賺取租金或計劃於日後賺取租金或作資本增值用途之物業權益採用公平值模式計量，並分類及入賬列為投資物業。

The investment properties are situated in the PRC and Hong Kong.

投資物業位於中國及香港。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 18. INVESTMENT PROPERTIES (Continued)

As at 31 March 2018, the fair value of the Group's completed investment properties of RMB989,957,000 was arrived at on the basis of a valuation carried out by independent qualified professional valuers not connected with the Group, which have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The fair value was grouped under level 3 and was determined based on the investment approach, by considering the capitalised rental income derived from the existing tenancies with due provision for any reversionary income potential of the property interests. For the properties which are currently not rented out, the valuation was based on capitalisation of the hypothetical and reasonable market rents with a typical lease term. The key inputs in valuing the investment properties are the term yield, reversionary yield and market rent of comparable properties. The term yield and reversion yield are determined by reference to the yields derived from analysing the sales transactions of similar properties in Fujian Province, the PRC and Hong Kong and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

As at 31 March 2018, the Group's investment properties with carrying amount of RMB983,097,000 were pledged to banks to secure the banking facilities granted to the Group.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

### 18. 投資物業(續)

於二零一八年三月三十一日，本集團已竣工投資物業之公平值為人民幣989,957,000元，此乃基於與本集團並無關連且具備合適資格及為有關地點之同類物業進行估值之近期經驗之獨立合資格專業估值師所進行估值釐定。

該公平值列入第三級，乃經考慮備有就物業權益任何潛在復歸收入計提撥備之現有租約所得已撥充資本之租金收入後採用投資法釐定。就目前並無出租之物業而言，估值基準為將附設典型租賃條款之假定及合理市值租金撥充資本。投資物業估值所用主要輸入數據為可資比較物業之年期收益率、復歸收益率及市值租金。年期收益率及復歸收益率乃經參考中國福建省及香港同類物業銷售交易分析所得收益率釐定，並經計及物業投資者之市場期望後作出調整，以反映本集團投資物業之特定因素。

估計物業公平值時，物業之最高及最佳用途乃其目前用途。

於二零一八年三月三十一日，本集團賬面值為人民幣983,097,000元之投資物業已質押予銀行，作為本集團獲授銀行融資之抵押。

下表載列有關如何釐定該等投資物業之公平值(尤其是所用估值技術及輸入數據)及根據公平值計量所用輸入數據之可觀察程度將公平值計量分類至所屬公平值層級之資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 18. INVESTMENT PROPERTIES (Continued)

### 18. 投資物業(續)

Investment properties held by the Group	Fair value as at 31 March 2018	Fair value Hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團所持投資物業	於二零一八年三月三十一日之公平值	公平值層級	估值技術及主要輸入數據	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值間之關係
	RMB'000					
	人民幣千元					
Office units, car parking spaces and signboards areas in Hong Kong 位於香港之辦公室單位、停車位及廣告牌	983,097	Level 3 第三級	- Investment approach - key inputs are term yield, reversionary yield and market rent of comparable properties. - 投資法 - 主要輸入數據為可資比較物業之年期收益率、復歸收益率及市值租金。	1. Term yield 1. 年期收益率  2. Reversionary yield 2. 復歸收益率	2.25% – 4.50%	A slight increase in term yield would not result in significant decrease in fair value, and vice versa. 年期收益率輕微上升不會導致公平值大幅下跌，反之亦然。
				3. Market rent (RMB/sqm/month) 3. 市值租金(人民幣/平方米/月)	352 – 3,284	A significant increase/decrease in market rent would result in significant increase/decrease in fair value. 市值租金大幅上升/下跌會導致公平值大幅上升/下跌。
Commercial properties in Fujian Province, the PRC 位於中國福建省之商業物業	6,860	Level 3 第三級	- Investment approach - key inputs are term yield, reversionary yield and market rent of comparable properties. - 投資法 - 主要輸入數據為可資比較物業之年期收益率、復歸收益率及市值租金。	1. Term yield 1. 年期收益率  2. Reversionary yield 2. 復歸收益率	4.00%	A slight increase in term yield would not result in significant decrease in fair value, and vice versa. 年期收益率輕微上升不會導致公平值大幅下跌，反之亦然。
				3. Market rent (RMB/sqm/month) 3. 市值租金(人民幣/平方米/月)	183	A significant increase/decrease in market rent would result in significant increase/decrease in fair value. 市值租金大幅上升/下跌會導致公平值大幅上升/下跌。

989,957

There were no transfer into or out of level 3 during the year.

於本年度內，概無轉入或轉出第三級。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 19. INTEREST IN AN ASSOCIATE

### 19. 於一家聯營公司之權益

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Cost of investment, unlisted	投資成本，非上市	120,000	-
Share of post-acquisition result	應佔收購後業績	(250)	-
		<b>119,750</b>	-

Details of the Group's associate at the end of the reporting period are as follow:

本集團聯營公司於報告期末之詳情如下：

Name of entity 實體名稱	Place of establishment 成立地點	Place of operation 經營地點	Equity interest attributable to the Group 本集團應佔股權		Proportion of voting power in the board held by the Group 本集團所持董事會表決權比例		Principal activities 主要業務
			2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
			湖南正昊置業發展有限公司 ("Hunan Zhenghao")	PRC	PRC	40%	
湖南正昊置業發展有限公司 ("湖南正昊")	中國	中國	40%	不適用	33%	不適用	於中國之物業發展

In February 2018, the Group paid cash consideration of RMB120,000,000 to acquire 40% equity interest in Hunan Zhenghao from an independent third party. The Group has 40% voting power in the shareholder's meeting of Hunan Zhenghao. The Group has 1 board seat out of 3, which can exercise significant influence on the operating and financing policies of Hunan Zhenghao.

於二零一八年二月，本集團向一名獨立第三方支付現金代價人民幣120,000,000元，以收購湖南正昊之40%股權。本集團持有湖南正昊股東大會40%表決權。本集團於董事會佔三分之一席位，可對湖南正昊之經營及融資政策行使重大影響力。

Summarised financial information in respect of the associate are set out below. The summarised financial information below represented amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

有關該聯營公司之財務資料概要載於下文。下文所概述財務資料指該聯營公司根據香港財務報告準則編製之財務報表所示金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 19. INTEREST IN AN ASSOCIATE (Continued)

The associate is accounted for using equity method in these consolidated financial statements.

### Hunan Zhenghao

		2018 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	1,136,459
Non-current assets	非流動資產	2,212
Current liabilities	流動負債	139,297
Non-current liabilities	非流動負債	700,000
Loss and other comprehensive expense for the year 本年度虧損及其他全面開支		(626)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Hunan Zhenghao recognised in the consolidated financial statements:

上述財務資料概要與綜合財務報表所確認湖南正昊權益之賬面值對賬：

		2018 二零一八年 RMB'000 人民幣千元
Net assets of Hunan Zhenghao	湖南正昊之資產淨值	299,374
Proportion of the Group's ownership interest in Hunan Zhenghao	本集團佔湖南正昊擁有權權益比例	40%
Carrying amount of the Group's interest in Hunan Zhenghao	本集團於湖南正昊權益之賬面值	119,750

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 20. AVAILABLE-FOR-SALE INVESTMENT

Available-for-sale investment comprises:

### 20. 可供出售投資

可供出售投資包括：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Unlisted investment in the PRC: — equity securities	於中國之非上市投資： — 股本證券	500	—

The carrying amount of the above unlisted equity investment represents 5% shareholding in each of 福州福利華投資有限公司 and 福州康安利信投資有限公司, being private entities established in the PRC. The Group does not have any board seat in the interest. It is measured at fair value at the end of the reporting period. The investment was acquired by the Group during the year at an aggregate cash consideration of RMB500,000. In the opinions of the Directors, the fair value of the investment at 31 March 2018 approximated to the cash consideration paid by the Group.

上述非上市股本投資之賬面值相當於福州福利華投資有限公司及福州康安利信投資有限公司(均為在中國成立之私人實體)各自之5%股權。本集團所佔權益並不具備任何董事會席位。有關投資於報告期末按公平值計量。有關投資由本集團於年內以現金代價合共人民幣500,000元購入。董事認為，有關投資於二零一八年三月三十一日之公平值與本集團所支付現金代價相若。

## 21. DEPOSITS PAID FOR ACQUISITION OF SUBSIDIARIES

On 16 March 2018, Giant Astute Limited, a wholly-owned subsidiary of the Company, entered into sale and purchase agreement with Delano Hills Limited and, Ms. Park Gi Youn (collectively known as the “Sellers”) and Easyknit International Holdings Limited, the Sellers’ guarantor pursuant to which Giant Astute Limited agreed to acquire the 100% equity interest in Gold Asset Investment Limited (“Gold Asset”), a limited company incorporated in Hong Kong held by Delano Hills Limited and 100% equity interest in Wise Think Global Limited (“Wise Think”), a limited company incorporated in BVI held by Ms. Park Gi Youn at a total cash consideration of HK\$920 million (equivalent to RMB736 million). A residential property project located in Ho Man Tin, Kowloon, Hong Kong is held by Gold Asset and Wise Think as to 75% and 25% respectively. The residential property project will be developed into 17-storey residential block over one basement floor and is currently under development and the construction work has been substantially completed in March 2018. The acquisition is not completed at 31 March 2018 and the completion is conditional upon and subject to certain conditions set out in the announcement of the Company dated 16 March 2018. Deposit of HK\$92,000,000 (equivalent to RMB73,555,000) has been paid to the Sellers at 31 March 2018. Further deposit of HK\$138,000,000 (equivalent to RMB110,330,000) has been paid by the Group to the Sellers in May 2018. Pursuant to the sale and purchase agreements, in case the aforesaid acquisition is not completed, the deposits would be fully refundable to the Group by the Sellers.

## 21. 收購附屬公司之已付訂金

於二零一八年三月十六日，本公司全資附屬公司 Giant Astute Limited、Delano Hills Limited 與 Park Gi Youn 女士（統稱「該等賣方」）及永義國際集團有限公司（該等賣方擔保人）訂立買賣協議，據此 Giant Astute Limited 同意收購 Gold Asset Investment Limited（「Gold Asset」），由 Delano Hills Limited 持有於香港註冊成立之有限公司全部股權以及 Wise Think Global Limited（「Wise Think」），由 Park Gi Youn 女士持有於英屬維爾京群島註冊成立之有限公司全部股權，總現金代價為 920,000,000 港元（相當於人民幣 736,000,000 元）。一項位於香港九龍何文田之住宅物業項目分別由 Gold Asset 及 Wise Think 持有 75% 及 25% 權益。該住宅物業項目將發展為一幢設有一層地庫之 17 層高住宅樓宇，現正發展中，建築工程已大致於二零一八年三月完成。收購於二零一八年三月三十一日尚未完成，而完成須待若干條件（載於本公司日期為二零一八年三月十六日之公佈）達成後方告作實。按金 92,000,000 港元（相當於人民幣 73,555,000 元）已於二零一八年三月三十一日支付予該等賣方。進一步按金 138,000,000 港元（相當於人民幣 110,333,000 元）已由本集團於二零一八年五月支付予該等賣方。根據買賣協議，倘上述收購並無完成，按金將由賣方全數退還予本集團。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 22. INVENTORY OF PROPERTIES

### 22. 物業存貨

		<b>2018</b> 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Completed properties held for sale	持作出售已竣工物業	<b>251,133</b>	483,773
Properties under development for sale	待售發展中物業	<b>3,506,781</b>	1,902,278
		<b>3,757,914</b>	2,386,051

The inventory of properties are located in the PRC. Included in the amount are properties under development for sale of RMB2,683,051,000 (2017: RMB1,737,197,000) which are expected to be completed and realised more than twelve months from the end of the reporting period.

物業存貨位於中國。該金額包括待售發展中物業人民幣2,683,051,000元(二零一七年：人民幣1,737,197,000元)，預期將於報告期末起計逾十二個月竣工及變現。

### 23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

Trade receivables mainly arise from sales of properties in the PRC. Consideration in respect of properties sold is paid in accordance with the terms of the related sales and purchase agreements, normally within 90 days from the date of agreement. Certain property buyers used their housing fund contributions to pay for the consideration through the application to the Housing Provident Fund Bureau and certain portion of consideration (3% to 5%) will be settled by the Housing Provident Fund Bureau upon the release of building ownership certificate to the property buyers.

### 23. 應收賬款及其他應收款項以及預付款項

應收賬款主要源自於中國銷售物業。已售物業之代價乃根據相關買賣協議之條款一般於協議日期起計90日內支付。若干物業買家透過向住房公積金管理局申請動用其住房公積金供款支付代價，當中若干部分(3%至5%)代價將於物業買家獲發房屋所有權證時由住房公積金管理局結付。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

## 23. 應收賬款及其他應收款項以及預付款項(續)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Trade receivables	應收賬款	1,690	2,801
Other receivables	其他應收款項	24,848	6,544
Receivable from a former shareholder of a subsidiary	來自一家附屬公司一名前股東之應收款項	8,745	-
Consideration receivable from disposal of original subsidiaries of the Company (note 2)	來自出售本公司原有附屬公司之應收代價(附註2)	4,723	-
Loan advanced to a third party (note a)	向一名第三方墊付貸款(附註a)	94,977	-
Deposits paid	已付訂金	9,158	5,236
Guarantee deposit (note b)	保證金(附註b)	9,905	5,000
Prepayments to suppliers	向供應商之預付款項	967	621
Prepaid other taxes	預繳其他稅項	21,312	2,445
		<b>176,325</b>	22,647
Less: amounts shown under non-current assets	減：非流動資產項下所示金額	-	(5,000)
Amount shown under current assets	流動資產項下所示金額	<b>176,325</b>	17,647

Notes:

- a. In December 2017, the Group advanced RMB94,977,000 for the provision of short-term financing to a third party which owns a piece of land for property development in Hunan, the PRC. The amount is interest-free and the maturity date of the loan is on 30 September 2018.
- b. The amount represents the guarantee deposit paid to 大業信託有限公司 ("Daye Trust"), a trust company, as the security for two trust loans provided to the Group and will be released upon the settlement of the trust loans in December 2018 and January 2019.

附註：

- a. 於二零一七年十二月，本集團就向第三方提供短期融資墊付人民幣94,977,000元，有關第三方擁有中國湖南一幅物業發展用途之地塊。有關金額為免息，而貸款到期日為二零一八年九月三十日。
- b. 有關金額指支付予信託公司大業信託有限公司(「大業信託」)之保證金，作為本集團獲提供兩筆信託貸款之抵押，並將於二零一八年十二月及二零一九年一月結付該等信託貸款時解除。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The following is an aged analysis of trade receivables based on the date of delivery of the properties to the customers at the end of each reporting period.

### 23. 應收賬款及其他應收款項以及預付款項(續)

以下為於各報告期末按向客戶交付物業之日期呈列之應收賬款賬齡分析。

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
0 to 30 days	0至30日	-	-
31 to 90 days	31至90日	235	-
91 to 180 days	91至180日	-	-
181 to 365 days	181至365日	67	437
Over 1 year	超過一年	1,388	2,364
		<b>1,690</b>	2,801

The trade receivables at the end of each reporting period mainly related to those buyers who applied for the Housing Provident Fund contributions to pay for the consideration and the final portion will be settled upon the release of building ownership certificate to the buyers. The trade receivable balances at the end of each reporting period are considered not yet past due. No allowance for doubtful debts on trade receivables was provided during the years ended 31 March 2018 and 2017, taking into account the past low default rate and the concentration risk is limited because the customer base is large and unrelated.

於各報告期末之應收賬款主要與該等申請以住房公積金供款支付代價之買家有關，而代價最終部分將於買家獲發房屋所有權證時結付。於各報告期末之應收賬款結餘被視為尚未逾期。經考慮過去較少拖欠還款記錄及集中風險有限，原因為客戶基礎龐大及彼此間並無關係，故截至二零一八年及二零一七年三月三十一日止年度概無就應收賬款計提任何呆賬撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 24. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

## 24. 受限制銀行存款／銀行結餘及現金

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
In relation to:	涉及：		
Mortgage loans applied by customers (note a)	客戶所申請按揭貸款(附註a)	51,810	23,822
Security deposit for workers of property projects (note b)	就物業項目職工之保證金(附註b)	25,365	18,472
		<b>77,175</b>	<b>42,294</b>

Notes:

- The restricted bank deposits are secured for the mortgage loans applied by the customers and will be released upon the banks obtained the building ownership certificate from the customers as a pledge for the mortgage loans.
- The property development project companies are required by the relevant PRC regulations to place certain bank deposits in restricted bank accounts and they will be utilised to compensate for the construction workers in case the contractors of the project companies failed to pay for the salaries of those workers. They will be released upon the completion of the property projects.

The Group's restricted deposits carry interest at prevailing market rates which range from 0.35% to 0.385% (2017: 0.35% to 0.385%) per annum.

### Bank balances and cash

Bank balances carried interest at market rates which range from 0.01% to 1.85% (2017: 0.01% to 0.385%) per annum.

## 25. AMOUNT DUE FROM AN ASSOCIATE

The amount due from an associate is of non-trade in nature, unsecured, interest-free and repayable on demand. The directors expect the amount will be fully recovered within one year from the end of the reporting period.

附註：

- 受限制銀行存款乃作為客戶所申請按揭貸款之擔保，並將於銀行自客戶取得房屋所有權證作為按揭貸款之抵押時解除。
- 物業發展項目公司須按相關中國規例規定，於受限制銀行賬戶存放若干銀行存款，有關存款將在項目公司之承建商無法支付建築職工薪金之情況下用作賠償該等職工，並將於物業項目完成時解除。

本集團受限制存款按當前市場利率介乎每年0.35%至0.385%（二零一七年：0.35%至0.385%）計息。

### 銀行結餘及現金

銀行結餘按市場利率介乎每年0.01%至1.85%（二零一七年：0.01%至0.385%）計息。

## 25. 應收一家聯營公司款項

應收一家聯營公司款項屬非交易性質，為無抵押、免息及須按要求償還。董事預期有關款項將於報告期末起計一年內悉數收回。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 26. TRADE AND OTHER PAYABLES AND ACCRUALS

### 26. 應付賬款及其他應付款項以及應計費用

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Trade payables	應付賬款	21,070	28,404
Retention payables	應付保留金	1,272	1,077
Interest payable	應付利息	19,386	20,093
Other payables	其他應付款項	8,731	3,145
Other tax payables	其他應付稅項	4,758	8,875
Consideration payable for acquisition of subsidiaries (note 34)	收購附屬公司之應付代價 (附註34)	117,497	-
Deposit received	已收訂金	8,623	4,260
Accrued construction costs	應計建築成本	304,978	72,090
Other accruals	其他應計費用	4,564	1,635
		<b>490,879</b>	139,579

Trade payables mainly represent the payables to suppliers for construction work. The credit period for trade payables ranged from 0 to 30 days.

應付賬款主要指就建築工程應付供應商之款項。應付賬款之信貸期介乎0至30日。

The following is an aged analysis of the Group's trade payables presented based on invoice date at the end of reporting period.

以下為於報告期末按發票日期呈列之本集團應付賬款賬齡分析。

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
0 to 60 days	0至60日	1,809	5,753
61 to 180 days	61至180日	2,630	5,403
181 to 365 days	181至365日	1,364	4,398
Over 1 year	超過一年	15,267	12,850
		<b>21,070</b>	28,404

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 27. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding company at 31 March 2017 was non-trade in nature, unsecured, interest-free and repayable on demand. Upon completion of the Acquisition on 1 December 2017, the advance from the immediate holding company of RMB335,821,000 was assumed by the Company through the issue of Consideration Shares to the Vendor. The amount was accounted for as the deemed contribution by the Ultimate Controlling Shareholder.

## 27. 應付直接控股公司款項

於二零一七年三月三十一日之應付直接控股公司款項屬非交易性質，為無抵押、免息及須按要求償還。收購事項於二零一七年十二月一日完成後，來自直接控股公司之墊款人民幣335,821,000元由本公司透過向賣方發行代價股份承擔。有關款項入賬列為視作最終控股股東注資。

## 28. BORROWINGS

## 28. 借貸

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Bank loan (note a)	銀行貸款(附註a)	263,808	-
Loans from third parties (note b)	來自第三方之貸款(附註b)	1,962,518	1,536,286
		<b>2,226,326</b>	1,536,286

Notes:

- a. The bank loan was borrowed by the Group in March 2018 and the maturity date is in March 2021. The Group is required to make instalment settlement according to the loan repayment schedule. The bank loan is interest bearing at Hong Kong Interbank Offered Rates ("HIBOR") plus 1.80% per annum and secured by investment properties of the Group and guaranteed by Mr. Pan Weiming.
- b. The loans from third parties include the borrowings under trust and other arrangements which are secured by certain property development projects undertaken by the relevant subsidiaries or/and the ownership of the property project companies legally transferred to the lenders as collateral for borrowings and the Group has repurchase obligations at the maturity date of the loans and the repurchased amount is pre-determined in the financing agreements. The carrying amounts and details of the loans from third parties are set out below.

附註：

- a. 銀行貸款由本集團於二零一八年三月借取，到期日為二零二一年三月。本集團須按照貸款償還時間表分期付款。銀行貸款按香港銀行同業拆息利率（「香港銀行同業拆息利率」）另加年利率1.80%計息，並以本集團投資物業作抵押及由潘偉明先生擔保。
- b. 來自第三方之貸款包括信託及其他安排項下借貸，該等借貸以有關附屬公司所承接若干物業發展項目或／及合法轉讓予貸款人作為借貸抵押品之物業項目公司擁有權作抵押，且本集團於貸款到期日有購回責任，而融資協議預定購回金額。來自第三方之貸款之賬面值及詳情載於下文。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 28. BORROWINGS (Continued)

Notes: (Continued)

b. (Continued)

Name of subsidiaries	Loan financing arrangement	Notes	Equity interest of property companies transferred to the lenders 轉讓予貸款人之物業公司股權	The Group has repurchase obligations 本集團有購回責任	Maturity date	2018	2017
附屬公司名稱	貸款融資安排	附註	<Yes/No> <是/否>	<Yes/No> <是/否>	到期日	二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
湖南福晟房地產開發有限公司 ("Hunan Fullsun")	2016 Daye Trust Financing Arrangement	(i)	Yes	Yes	December 2018	220,005	496,286
湖南福晟房地產開發有限公司 ("湖南福晟")	二零一六年大業信託融資安排		是	是	二零一八年十二月		
福州福晟集團有限公司 ("Fuzhou Fullsun Group")	N/A	(ii)	No	No	July 2018	650,000	1,000,000
福州福晟集團有限公司 ("福州福晟集團")	不適用		否	否	二零一八年七月		
福州福晟集團有限公司	N/A	(iii)	No	No	December 2018	94,000	40,000
福州福晟集團有限公司	不適用		否	否	二零一八年十二月		
湖南興汝城房地產開發有限公司 ("Hunan Xingru")	Daye Trust Financing Arrangement	(iv)	Yes	Yes	January 2019	684,313	-
湖南興汝城房地產開發有限公司 ("湖南興汝")	大業信託融資安排		是	是	二零一九年一月		
Vivalink Limited	N/A	(v)	No	No	March 2020	314,200	-
隆通有限公司	不適用		否	否	二零二零年三月		
						1,962,518	1,536,286

(i) 2016 Daye Trust Financing Arrangement

On 21 December 2016, the shareholders of Hunan Fullsun and Daye Trust entered into a loan financing arrangement pursuant to which the third parties provided loan financing to Hunan Fullsun to finance its property project (the "2016 Daye Trust Financing Arrangement"). Under the 2016 Daye Trust Financing Arrangement, 49% equity interests in Hunan Fullsun held by 湖南福晟集團有限公司 ("Hunan Fullsun Group") was transferred to Daye Trust to secure the borrowing. Hunan Fullsun Group will repurchase the 49% equity interest in Hunan Fullsun at a pre-determined amount after 2 years from the date Hunan Fullsun obtained the loan financing. Hunan Fullsun Group maintained the control over Hunan Fullsun and it is considered as a wholly-owned subsidiary of Hunan Fullsun Group during the years end 31 March 2018 and 2017. Upon the maturity of the 2016 Daye Trust Financing Arrangement, the 49% equity interest in Hunan Fullsun will be transferred directly to Hunan Fullsun Group after Hunan Fullsun settle the repayment obligation under the 2016 Daye Trust Financing Arrangement.

(i) 二零一六年大業信託融資安排

於二零一六年十二月二十一日，湖南福晟之股東與大業信託訂立貸款融資安排，據此，第三方向湖南福晟提供貸款融資以撥付其物業項目所需（「二零一六年大業信託融資安排」）。根據二零一六年大業信託融資安排，湖南福晟集團有限公司（「湖南福晟集團」）所持湖南福晟之49%股權轉讓予大業信託，作為借貸之抵押。湖南福晟集團將於湖南福晟取得貸款融資日期起計兩年後按預先釐定金額購回湖南福晟49%股權。截至二零一八年及二零一七年三月三十一日止年度，湖南福晟集團維持對湖南福晟之控制權，而湖南福晟被視為湖南福晟集團之全資附屬公司。二零一六年大業信託融資安排到期時，在湖南福晟結清於二零一六年大業信託融資安排項下還款責任後，湖南福晟之49%股權將直接轉讓予湖南福晟集團。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 28. BORROWINGS (Continued)

Notes: (Continued)

b. (Continued)

- (ii) The loan is provided by 蕪湖滙德叁號投資中心(有限合夥), an independent third party, and drawn down by the Group from April to July 2016, which is interest bearing at a fixed rate of 8% in the first year and 11% in the second year and secured by properties under development for sale and equity interest in 湖南隆祥房地產開發有限公司. The effective interest rate of the loan is 9.5% per annum.
- (iii) The loan is provided by 福州俊豐金屬製品有限公司, an independent third party, in July 2016, which is unsecured and interest bearing at a fixed rate of 8% per annum.
- (iv) Daye Trust Financing Arrangement

On 26 November 2016, a financing arrangement was entered into between Daye Trust and Hunan Xingru, pursuant to which a maximum amount of available financing of approximately RMB690,000,000 (the "Daye Trust Financing Arrangement") was provided by Daye Trust to Hunan Xingru to finance the development of the property project of Hunan Xingru. The term of the loan is two years and renewable with the consent of Daye Trust. As part of the securities for the repayment obligations of Hunan Xingru under the financing arrangement, 長沙千泰房地產開發有限公司("Changsha Qiantai"), the shareholder of Hunan Xingru had transferred 49% equity interest in Hunan Xingru to Daye Trust.

On 14 March 2018, Hunan Fullsun Group entered into sale and purchase agreements with Changsha Qiantai, for the acquisition of 51% equity interest in Hunan Xingru at a total cash consideration of RMB150,000,000.

On 14 March 2018, Changsha Qiantai, Hunan Fullsun Group, Daye Trust and Hunan Xingru entered into an agreement, pursuant to which, the parties agree that after all repayment obligations of Hunan Xingru under the financing arrangement are settled in full, Daye Trust shall release and transfer the 49% equity interest in Hunan Xingru to Hunan Fullsun Group or a third party as designated by Hunan Fullsun Group. Hence, Hunan Fullsun Group maintained the control over Hunan Xingru and it is considered as a wholly-owned subsidiary of Hunan Fullsun Group from the date of acquisition of Hunan Xingru.

- (v) The loan is provided by Harbor Sure (HK) Investments Limited, an independent third party, in March 2018, which is secured by investment properties and properties, plants and equipments of the Group, and guaranteed by Mr. Pan Weiming, 福晟集團有限公司("Fusheng Group") and the immediate holding company of the Company. The principal amount of the loan is HK\$400,000,000 (equivalent to RMB314,200,000). The loan is interest bearing at a variable rate, which depends on higher of (i) HIBOR plus 8% per annum; and (ii) 9.0% per annum.

### 28. 借貸(續)

附註:(續)

b. (續)

- (ii) 有關貸款由獨立第三方蕪湖滙德叁號投資中心(有限合夥)提供,並由本集團於二零一六年四月至七月提取,於首年按固定利率8%計息及於第二年按固定利率11%計息,以待售發展中物業及湖南隆祥房地產開發有限公司之股權作抵押。有關貸款之實際年利率為9.5%。
- (iii) 有關貸款由獨立第三方福州俊豐金屬製品有限公司於二零一六年七月提供,為無抵押及按固定年利率8%計息。
- (iv) 大業信託融資安排

於二零一六年十一月二十六日,大業信託與湖南興汝訂立融資安排,據此,大業信託向湖南興汝提供可動用融資款項最多約人民幣690,000,000元,以撥付湖南興汝之物業項目發展所需(「大業信託融資安排」)。有關貸款為期兩年,可在大業信託同意下重續。作為融資安排項下湖南興汝還款責任抵押之一部分,湖南興汝之股東長沙千泰房地產開發有限公司(「長沙千泰」)向大業信託轉讓湖南興汝之49%股權。

於二零一八年三月十四日,湖南福晟集團與長沙千泰訂立買賣協議,以按總現金代價人民幣150,000,000元收購湖南興汝之51%股權。

於二零一八年三月十四日,長沙千泰、湖南福晟集團、大業信託及湖南興汝訂立協議,據此,訂約方同意於融資安排項下湖南興汝所有還款責任結清後,大業信託將向湖南福晟集團或湖南福晟集團指定之第三方釋放及轉讓湖南興汝之49%股權。因此,自收購湖南興汝當日起,湖南福晟集團維持對湖南興汝之控制權,而湖南興汝被視為湖南福晟集團之全資附屬公司。

- (v) 有關貸款由獨立第三方Harbor Sure (HK) Investments Limited於二零一八年三月提供,以本集團之投資物業以及物業、廠房及設備作抵押,並由潘偉明先生、福晟集團有限公司(「福晟集團公司」)及本公司直接控股公司擔保。有關貸款之本金額為400,000,000港元(相等於人民幣314,200,000元)。有關貸款按浮動利率計息,而浮動利率視乎下列各項之較高者而定:(i)香港銀行同業拆息利率另加年利率8%;及(ii)年利率9.0%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 28. BORROWINGS (Continued)

### 28. 借貸(續)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
The borrowings are repayable:	借貸須於下列期間償還：		
Within one year	一年內	1,657,667	280,000
More than one year, but not exceeding two years	多於一年，但不超過兩年	323,476	1,256,286
More than two years, but not exceeding five years	多於兩年，但不超過五年	245,183	-
		<b>2,226,326</b>	1,536,286
Less: Amounts due within one year shown under current liabilities	減：流動負債項下所示於一年內到期款項	<b>(1,657,667)</b>	(280,000)
Amounts due after one year	於一年後到期款項	<b>568,659</b>	1,256,286
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Secured borrowings	有抵押借貸	2,132,326	1,496,286
Unsecured borrowings	無抵押借貸	94,000	40,000
		<b>2,226,326</b>	1,536,286

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 28. BORROWINGS (Continued)

## 28. 借貸(續)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Variable rate borrowings	浮息借貸	578,008	—
Fixed rate borrowings	定息借貸	1,648,318	1,536,286
		<b>2,226,326</b>	1,536,286

The range of effective interest rates of borrowings at the end of each reporting period were as follows:

於各報告期末借貸之實際利率範圍如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Effective interest rate (per annum):	實際利率(每年)：		
Variable-rate borrowings	浮息借貸	2.9%–9.1%	N/A 不適用
Fixed-rate borrowings	定息借貸	8.0%–11.0%	8.0%–10.1%

The Group's borrowings are denominated in the currency which is the same as the functional currency of the respective entity.

本集團借貸以與相關實體功能貨幣相同之貨幣計值。

Details of Group's pledge of the assets and the guarantee provided by the related parties are set out in notes 37 and 43, respectively.

有關本集團質押資產及關聯方所提供擔保之詳情分別載於附註37及43。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 29. CONVERTIBLE BONDS

Pursuant to a placing agreement entered into by the Company with the placing agent (the “Placing Agent”), the Company issued convertible bonds (“Convertible Bonds”) with principal amount of HK\$200,000,000 (equivalent to RMB169,353,000) to the placees on 1 December 2017. The Convertible Bonds bear interest at the rate of 9% per annum, payable semi-annually in arrears and the maturity date is 3 years from issue date. The Convertible Bonds entitled the placees to convert them into ordinary shares of the Company (the “Conversion Shares”) at a conversion price of HK\$0.22 per share. The conversion period is from the date of issue until the third business day prior to maturity (the “Conversion Period”). The issue price of the Convertible Bonds was at 100% of the principal amount of the Convertible Bonds and the net proceeds from the issue of the Convertible Bonds, after deducting commission, was HK\$199,000,000 (equivalent to RMB168,506,000).

Below are the principal terms of the Convertible Bonds:

#### Conversion rights and restrictions

Each placee shall have the right to convert the Convertible Bonds at any time during the Conversion Period, in whole or in part, into Conversion Shares provided that they may not exercise the conversion rights as to such number of Convertible Bonds the conversion of which would trigger a mandatory offer obligation or cause the Company to be unable to meet the minimum public float requirement under relevant Listing Rules.

#### Adjustment events

The conversion price shall from time to time be subject to adjustment upon occurrence of certain events including any consolidation or sub-division of the shares of the Company, issue of any shares credited as fully paid by way of capitalisation of profit or reserves, making any capital distribution to the shareholders or granting the shareholders rights to acquire for cash assets of the Company or its subsidiaries, offer of new shares to shareholders for conversion by way of rights, or grant to shareholders any options or warrants to subscribe for new shares, at a price which is less than 90% of the market price at the date of the announcement of such offer or grant, issue of any securities wholly for cash which by their terms are convertible into or exchangeable for or carry rights of conversion for new shares; or issue of any shares wholly for cash at price per share which is less than 90% of the market price at the date of the announcement of the terms of such issue.

### 29. 可換股債券

根據本公司與配售代理（「配售代理」）訂立之配售協議，本公司於二零一七年十二月一日向承配人發行本金額200,000,000港元（相當於人民幣169,353,000元）之可換股債券（「可換股債券」）。可換股債券按年利率9厘計息，每半年支付一次，到期日為發行日期起計3年。可換股債券賦予承配人權利按轉換價每股0.22港元將可換股債券轉換成本公司普通股（「轉換股份」）。轉換期自發行日期起直至到期前三個營業日止（「轉換期」）。可換股債券發行價為可換股債券本金額的100%，而發行可換股債券所得款項淨額（扣除佣金後）為199,000,000港元（相當於人民幣168,506,000元）。

以下為可換股債券之主要條款：

#### 轉換權及限制

承配人各自有權於轉換期內任何時間將全部或部分可換股債券轉換成轉換股份，惟可換股債券的轉換數目觸發強制收購建議責任或導致本公司未能遵守相關上市規則項下股份最低公眾持股量規定，彼等可能無法行使轉換權。

#### 調整事件

轉換價將於發生若干事件不時作出調整，有關事件包括本公司股份進行任何合併或分拆；透過將溢利或儲備撥充資本之方式發行任何列作繳足股份；向股東作出任何資本分派或授予股東收購本公司或其附屬公司現金資產之權利；按低於公佈有關要約或授出日期之市價90%之價格，以供股方式向股東提呈供轉換新股份或授予股東認購新股份之任何購股權或認股權證；發行根據其中條款可轉換或交換或附權利可兌換新股份之任何證券以換取全數現金；或按低於公佈有關發行條款日期的每股市價90%之價格發行任何股份以換取全數現金。

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

**29. CONVERTIBLE BONDS (Continued)****Redemption**

The Company may, at any time during the period commencing from the first anniversary of the issue date up to the fifth business day prior to maturity, having given not less than 30 days' notice to the holders of the Convertible Bonds, redeem in whole or in part of the Convertible Bonds then outstanding unless previously redeemed, converted and cancelled, each Convertible Bond will be redeemed upon its maturity at 100% of the principal amount outstanding together with the accrued and unpaid interest at maturity. The holders of the Convertible Bonds do not have the right to demand early redemption before maturity.

The movement of the debt component and the derivative components (including conversion option derivative and the Company's early redemption option derivative) of the Convertible Bonds for the year ended 31 March 2018 are set out below.

**29. 可換股債券(續)****贖回**

自發行日期一週年起，至屆滿日期前第五個營業日止期間，本集司可隨時向可換股債券持有人發出不少於30日之通知，贖回當時未贖回之全部或部分可換股債券(先前已贖回、轉換或註銷則除外)，各可換股債券將於到期時按未償還本金額100%連同累計至到期時之未付利息贖回。可換股債券持有人無權要求於到期前提早贖回。

截至二零一八年三月三十一日止年度，可換股債券之債務部分及衍生部分(包括轉換權衍生工具及本公司之提早贖回權衍生工具)之變動如下。

		<b>Debt component</b>	<b>Derivative components</b>	<b>Total</b>
		債務部分	衍生部分	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 April 2017	於二零一七年四月一日	-	-	-
Issue on 1 December 2017 (note 33)	於二零一七年十二月一日發行 (附註33)	156,496	811,999	968,495
Effective interest recognised	已確認實際利息	5,883	-	5,883
Change in fair value	公平值變動	-	182,812	182,812
Exchange gain	匯兌收益	(8,901)	(50,553)	(59,454)
At 31 March 2018	於二零一八年三月三十一日	153,478	944,258	1,097,736

The fair value of debt component was calculated based on the present value of the contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to the credit rating of the issuer of the convertible bonds upon completion of the Acquisition and remaining time to maturity.

債務部分之公平值乃基於按所規定收益率貼現之合約釐定未來現金流量現值計算，所規定收益率乃參照收購事項完成時可換股債券發行人之信貸評級及直至到期為止之剩餘時間釐定。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 29. CONVERTIBLE BONDS (Continued)

#### Redemption (Continued)

In the opinion of the Directors, the fair value of the Company's early redemption option derivative at 1 December 2017 and 31 March 2018 were insignificant.

The fair value of each of the debt and derivative components of the convertible bonds on initial recognition and the fair value of the derivative components at the end of the reporting period are determined by the Directors with reference to the valuation performed by Cushman & Wakefield Limited, an independent professional valuer. Binomial Option Pricing model is used for valuation of the derivative components. The key inputs used in the model are disclosed in below.

#### At 1 December 2017

	Fair value At 1 December 2017 於二零一七年 十二月一日 之公平值 RMB'000 人民幣千元	Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據
<b>Financial liabilities</b>	811,999	Level 3 第三級		
Convertible bonds			Binomial option pricing model	Expected volatility of 40.91% taking into account the historical volatility of the comparable listed companies (note)
— derivative components			Stock price: HK\$1.24	預期波幅 40.91%，已考慮可資比較公司過往波幅(附註)
<b>金融工具</b>			Exercise price: HK\$0.22	
可換股債券			Life to maturity: 3 years	
— 衍生部分			Expected volatility: 40.91%	
			Risk-free rate: 1.40%	Risk-free rate was based on Hong Kong sovereign yield.
			Dividend yield: nil	無風險利率以香港政府債券收益為基準。
			二項式期權定價模式	
			股價：1.24港元	
			行使價：0.22港元	
			直至到期年期：3年	
			預期波幅：40.91%	Dividend yield taking into account the historical dividend payment of the Company.
			無風險利率：1.40%	股息收益考慮本公司過往派息情況。
			股息收益：無	

### 29. 可換股債券(續)

#### 贖回(續)

董事認為，本公司之提早贖回權衍生工具於二零一七年十二月一日及二零一八年三月三十一日之公平值並不重大。

初步確認時可換股債券債務部分及衍生部分各自之公平值及報告期末衍生部分之公平值乃由董事參考獨立專業估值師戴德梁行有限公司所進行估值釐定。衍生部分之估值採用二項式期權定價模式。該模式所用主要輸入數據披露如下。

#### 於二零一七年十二月一日

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 29. CONVERTIBLE BONDS (Continued) At 31 March 2018

### 29. 可換股債券(續) 於二零一八年三月三十一日

	Fair value At 31 March 2018 於二零一八年 三月三十一日 RMB'000 人民幣千元	Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值技術及 主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據
<b>Financial liabilities</b>	944,258	Level 3		
Convertible bonds		第三級		
— derivative components			Binomial option pricing model	Expected volatility of 42.12% taking into account the historical volatility of the comparable listed companies (note)
<b>金融工具</b>			Stock price: HK\$1.49	預期波幅 42.12%，已考慮可資比較公司過往波幅(附註)
可換股債券			Exercise price: HK\$0.22	
— 衍生部分			Life to maturity: 2.67 years	
			Expected volatility: 42.12%	
			Risk-free rate: 1.52%	
			Dividend yield: nil	
			二項式期權定價模式	
			股價：1.49 港元	Risk-free rate was based on Hong Kong sovereign yield.
			行使價：0.22 港元	無風險利率以香港政府債券收益為基準。
			直至到期年期：2.67 年	
			預期波幅：42.12%	
			無風險利率：1.52%	
			股息收益：無	Dividend yield taking into account the historical dividend payment of the Company.
				股息收益考慮本公司過往派息情況。

Note: A slight increase in the expected volatility used in isolation would result in a significant increase in the fair value measurement of the derivative components of convertible bonds, and vice versa.

附註：獨立使用之預期波幅微增可能導致可換股債券衍生部分之公平值計量大幅增加，反之亦然。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 30. SHARE CAPITAL

#### Share capital of Vivalink Limited

The share capital at 1 April 2016 and 31 March 2017 represents the share capital of Vivalink Limited. Vivalink Limited was incorporated as an exempted company with limited liability in the BVI on 29 October 2014 with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1 each. The number of issued and fully paid ordinary shares of Vivalink Limited was 50,000, amounting to US\$50,000 (equivalent to RMB305,000) as at 1 April 2016 and 31 March 2017. Since then, Vivalink Limited did not have any change in its share capital.

#### Share capital of the Company

### 30. 股本

#### 隆通有限公司之股本

二零一六年四月一日及二零一七年三月三十一日之股本指隆通有限公司之股本。隆通有限公司為於二零一四年十月二十九日在英屬維爾京群島註冊成立之獲豁免有限公司，法定股本為50,000美元(分為50,000股每股面值1美元之股份)。於二零一六年四月一日及二零一七年三月三十一日，隆通有限公司已發行繳足普通股之數目為50,000股，合共50,000美元(相當於人民幣305,000元)。此後，隆通有限公司之股本並無任何變動。

#### 本公司股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Equivalent to 等值金額 RMB'000 人民幣千元
Ordinary shares of HK\$0.01 each	每股面值0.01 港元之普通股			
Authorised:	法定：			
At 1 April 2016, 31 March 2017 and 31 March 2018	於二零一六年四月一日、 二零一七年三月三十一日 及二零一八年三月三十一日	50,000,000,000	500,000	423,381
Issued and fully paid:	已發行及繳足：			
At 1 April 2016 and 31 March 2017	於二零一六年四月一日及 二零一七年三月三十一日	1,321,682,525	13,217	11,192
Placement of new shares (note a)	配售新股份(附註a)	2,727,280,000	27,273	23,093
Share allotment for acquisition of Vivalink Limited (note b)	就收購隆通有限公司配發股份 (附註b)	6,415,060,000	64,150	54,320
At 31 March 2018	於二零一八年三月三十一日	10,464,022,525	104,640	88,605

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 30. SHARE CAPITAL (Continued) Share capital of the Company (Continued)

Notes:

- a. On 20 October 2017, the Company entered into share placing agreements with certain independent private investors for the placement of the new shares of the Company. Upon completion of the Acquisition on 1 December 2017, 2,727,280,000 shares of the Company ("Placing Shares") were issued to the independent private investors at HK\$0.22 per share. The net proceeds received by the Group was RMB502,939,000 after netting of the issue expenses of RMB5,120,000. Upon completion of the share placing and the Acquisition, the independent investors have 26.06% shareholding in the Company. The placing price represented a discount of approximately 82.11% to the closing price of HK\$1.23 per share as quoted on the Stock Exchange on 20 October 2017, being the date of placing agreements. The shares rank pari passu with other shares in issue in all respects.
- b. On 1 December 2017, the Company allotted and issued 6,415,060,000 Consideration Shares to the Vendor for acquiring the entire equity interest of Vivalink Limited in accordance with the terms of the Acquisition Agreement (as detailed in the Company's circular dated 27 October 2017).

### 30. 股本 本公司股本(續)

附註：

- a. 於二零一七年十月二十日，本公司就配售本公司新股份與若干獨立私人投資者訂立股份配售協議。於二零一七年十二月一日完成收購事項後，2,727,280,000股本公司股份（「配售股份」）按每股0.22港元發行予獨立私人投資者。對銷發行開支人民幣5,120,000元後，本集團已收所得款項淨額為人民幣502,939,000元。完成股份配售及收購事項後，獨立投資者擁有本公司26.06%股權。配售價較股份於二零一七年十月二十日（即配售協議日期）在聯交所報收市價每股1.23港元折讓約82.11%。股份與其他已發行股份在所有方面享有同等地位。
- b. 於二零一七年十二月一日，本公司根據收購協議條款（詳情載於本公司日期為二零一七年十月二十七日之通函）就收購隆通有限公司全部股權向賣方配發及發行6,415,060,000股代價股份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 31. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognised and movements during both years:

### 31. 遞延稅項

以下為於兩個年度內已確認之重大遞延稅項資產(負債)及變動:

		Tax losses	Temporary differences on LAT provision	Withholding tax of PRC subsidiaries	Total
		稅項虧損	土地增值稅撥備之暫時差額	中國附屬公司之預扣稅	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 April 2016 (unaudited) (restated)	於二零一六年四月一日 (未經審核)(經重列)				
Charge to profit or loss	自損益扣除	1,305	(6,387)	(6,069)	(11,151)
		(447)	(334)	(1,673)	(2,454)
At 31 March 2017 (unaudited) (restated)	於二零一七年三月三十一日 (未經審核)(經重列)	858	(6,721)	(7,742)	(13,605)
Credit (charge) to profit or loss	計入(扣除)損益	1,034	1,959	(1,936)	1,057
At 31 March 2018	於二零一八年三月三十一日	<b>1,892</b>	<b>(4,762)</b>	<b>(9,678)</b>	<b>(12,548)</b>

For the purpose of presentation in the consolidated statement of financial position, certain deferred taxation assets and liabilities have been offset. The following is the analysis of the deferred taxation balances for financial reporting purposes:

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已對銷。以下為就財務申報目的作出之遞延稅項結餘分析：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Deferred tax assets	遞延稅項資產	<b>7,055</b>	1,615
Deferred tax liabilities	遞延稅項負債	<b>(19,603)</b>	(15,220)
		<b>(12,548)</b>	(13,605)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 31. DEFERRED TAXATION (Continued)

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries amounting to approximately RMB406,371,000 (2017: RMB307,398,000), as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

As at 31 March 2018, the Group had unused tax losses arising in Hong Kong of approximately RMB13,992,000 (2017: nil) available indefinitely for offsetting against future profits of the companies in which the losses arose. As at 31 March 2018, the Group also had unused tax losses arising in the PRC of RMB32,354,000 (2017: RMB30,934,000) and such tax losses can be carried forward for a period of five years which are available for offsetting future profits. A deferred tax asset has been recognised in respect of such tax losses of approximately RMB7,568,000 (2017: RMB3,432,000). No deferred tax asset has been recognised in respect of tax losses of RMB13,992,000 (2017: nil) arising in Hong Kong and remaining tax losses of RMB24,786,000 (2017: RMB27,502,000) arising in the PRC due to the unpredictability of future profit streams of the related companies.

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses at the end of each reporting period will expire in the following years:

### 31. 遞延稅項(續)

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取利潤宣派之股息須繳付預扣稅。由於本集團可控制撥回暫時差額之時間且暫時差額於可見將來不大可能撥回，故並未於綜合財務報表就中國附屬公司所賺取利潤約人民幣406,371,000元(二零一七年：人民幣307,398,000元)相關之暫時差額計提遞延稅項。

於二零一八年三月三十一日，本集團有於香港產生之未動用稅項虧損約人民幣13,992,000元(二零一七年：無)可供無限期用作抵銷產生虧損公司之未來溢利。於二零一八年三月三十一日，本集團亦有於中國產生之未動用稅項虧損人民幣32,354,000元(二零一七年：人民幣30,934,000元)，有關稅項虧損可就可供用作抵銷未來溢利之五年期間結轉。已就有關稅項虧損約人民幣7,568,000元(二零一七年：人民幣3,432,000元)確認遞延稅項資產。由於無法預測相關公司之未來溢利來源，故並無就於香港產生之稅項虧損人民幣13,992,000元(二零一七年：無)及其餘於中國產生之稅項虧損人民幣24,786,000元(二零一七年：人民幣27,502,000元)確認遞延稅項資產。

根據中國相關法例及規例，各報告期末之未確認稅項虧損將於以下年度屆滿：

		<b>2018</b> <b>二零一八年</b> <b>RMB'000</b> <b>人民幣千元</b>	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
2018	二零一八年	-	6,832
2019	二零一九年	<b>11,165</b>	11,165
2020	二零二零年	<b>4,949</b>	4,949
2021	二零二一年	<b>1,432</b>	1,432
2022	二零二二年	<b>3,124</b>	3,124
2023	二零二三年	<b>4,116</b>	-
		<b>24,786</b>	27,502

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 31. DEFERRED TAXATION (Continued)

At 31 March 2018, the Group had unrecognised deductible temporary differences on LAT provision amounting to RMB54,886,000 (2017: RMB50,530,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

### 32. 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 the future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

### 31. 遞延稅項(續)

於二零一八年三月三十一日，本集團就土地增值稅撥備之未確認可扣減暫時差額為人民幣54,886,000元(二零一七年：人民幣50,530,000元)。由於不大可能有可動用可扣減暫時差額抵銷之應課稅溢利，故並無就有關可扣減暫時差額扣除任何遞延稅項資產。

### 32. 融資活動所產生負債之對賬

下表載列本集團融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生負債乃於本集團綜合現金流量表分類為融資活動所得現金流量或將分類為融資活動所得未來現金流量之負債。

		1 April 2017 二零一七年 四月一日	Financing cash flows during the year 本年度 融資現金流量	Finance cost incurred during the year 本年度所產生 融資成本	Change in fair value during the year 本年度 公平值變動	Acquisition of the Company 收購 本公司	Acquisition of the subsidiaries 收購 附屬公司	Exchange difference 匯兌 差異	31 March 2018 二零一八年 三月三十一日
		RMB'000 人民幣千元 (unaudited) (未經審核)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (note 33) (附註33)	RMB'000 人民幣千元 (note 34) (附註34)	RMB'000 人民幣千元	RMB'000 人民幣千元
Interest payable	應付利息	20,093	(139,732)	139,025	-	-	-	-	19,386
Borrowings	借貸	1,536,286	5,727	-	-	-	684,313	-	2,226,326
Amount due to immediate holding company	應付直接控股公司款項	328,258	7,563	-	-	(335,821)	-	-	-
Convertible bonds	可換股債券	-	-	5,883	-	156,496	-	(8,901)	153,478
Derivative components of convertible bonds	可換股債券衍生部分	-	-	-	182,812	811,999	-	(50,553)	944,258
		1,884,637	(126,442)	144,908	182,812	632,674	684,313	(59,454)	3,343,448

The cash flows from borrowings, interest payable and amount due to immediate holding company make up the net amount of additions and repayment of borrowings, interest paid and advances from immediate holding company in the consolidated statement of cash flows.

借貸所得現金流量、應付利息及應付直接控股公司款項構成綜合現金流量表內之添置淨額及借貸之還款、已付利息以及來自直接控股公司之墊款。

### 33. ACQUISITION OF THE COMPANY

As disclosed in note 2, the Company allotted and issued 6,415,060,000 Consideration Shares and paid cash of HK\$100,000,000 (equivalent to RMB84,676,000) to the Vendor for acquiring the entire equity interest of Vivalink Limited on 1 December 2017 and assumed the outstanding balance of RMB335,821,000 owed by Vivalink Limited to the Vendor, which is accounted for as deemed contribution from the shareholder in the consolidated statement of change in equity. On 1 December 2017, the Company issued 2,727,280,000 Placing Shares and Convertible Bonds with principal amount of HK\$200,000,000 to certain independent private investors. Immediately after the completion of the Acquisition, the Vendor obtained 61.32% controlling stake in the Company. The substance of the Acquisition was a reverse business acquisition of a listed company and as a result, the Acquisition is accounted for under HKFRS 3 and the Consideration Shares allotted and issued to effect the Acquisition are measured at the fair value of the Deemed Consideration.

The fair value of the Deemed Consideration was determined based on the number of the Company's shares outstanding immediately prior to the Acquisition of 4,048,962,525 shares and the share price of HK\$1.24 per share, which is determined by reference to the closing share price of the Company at the date of completion of the Acquisition. Accordingly, the Deemed Consideration for the Acquisition is approximately HK\$5,020,714,000 (equivalent to RMB4,251,391,000). The fair value hierarchy of the input (i.e. share price of the Company) to determine fair value of the Deemed Consideration is categorised under Level 1 by reference to the quoted bid price of the Company in an active market.

### 33. 收購本公司

誠如附註2所披露，於二零一七年十二月一日，本公司就收購隆通有限公司全部股權向賣方配發及發行6,415,060,000股代價股份及支付現金100,000,000港元（相當於人民幣84,676,000元），並承擔隆通有限公司結欠賣方之未償還結餘人民幣335,821,000元，有關款項於綜合權益變動表內入賬列為視作股東注資。於二零一七年十二月一日，本公司向若干獨立私人投資者發行2,727,280,000股配售股份及本金額為200,000,000港元之可換股債券。緊隨收購事項完成後，賣方取得本公司61.32%之控股權。收購事項本質為上市公司之反向業務收購，因此，收購事項根據香港財務報告準則第3號入賬，為落實收購事項而配發及發行之代價股份按推定代價之公平值計量。

推定代價之公平值按緊接收購事項前發行在外之本公司股份數目4,048,962,525股及股價每股1.24港元（參照收購事項完成日期之本公司股份收市價釐定）釐定。因此，收購事項之推定代價約為5,020,714,000港元（相當於人民幣4,251,391,000元）。釐定推定代價公平值之輸入數據（即本公司股價）之公平值層級已參照本公司於活躍市場之買入報價分類為第一級。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 33. ACQUISITION OF THE COMPANY (Continued)

The carrying amount of the identifiable assets and liabilities of the Company and its original subsidiaries acquired or assumed upon the Acquisition in exchange for all the issued share capital of Vivalink Limited and the cash received from the placement of new shares and issue of convertible bonds and goodwill arising from the Acquisition are set out as follows:

### 33. 收購本公司(續)

於進行收購事項時就交換隆通有限公司全部已發行股本所收購或承擔之本公司及其原有附屬公司可識別資產及負債之賬面值、配售新股份及發行可換股債券之已收現金及收購事項所產生商譽載列如下：

		RMB'000 人民幣千元
Net assets acquired	所收購資產淨額	
Property, plant and equipment	物業、廠房及設備	1,876
Investment properties	投資物業	6,860
Trade and other receivables	應收賬款及其他應收款項	74,901
Bank balances and cash	銀行結餘及現金	19,941
Trade and other payables and accruals	應付賬款及其他應付款項以及應計費用	(13,784)
Income tax payable	應付所得稅	(110)
		89,684
		RMB'000 人民幣千元
Deemed Consideration effectively transferred	實際轉讓之推定代價	4,251,391
Fair value of identifiable net assets of the Company and its original subsidiaries	本公司及其原有附屬公司可識別資產淨額之公平值	89,684
Add: Net cash received from the placement of new shares (note 30)	加：配售新股份之已收現金淨額(附註30)	502,939
Add: Net cash received from the issue of convertible bonds (note 29)	加：發行可換股債券之已收現金淨額(附註29)	168,506
Less: Convertible bonds-debt components (note 29)	減：可換股債券－負債部分(附註29)	(156,496)
Less: Convertible bonds-derivative components (note 29)	減：可換股債券－衍生部分(附註29)	(811,999)
Less: Cash consideration paid by the Company to Vendor	減：本公司向賣方支付之現金代價	(84,676)
		(292,042)
Goodwill arising on the Acquisition	收購事項所產生商譽	4,543,433
Bank balances and cash of the Company and its original subsidiaries acquired	所收購本公司及其原有附屬公司銀行結餘及現金	19,941
Net cash received from the placement of new shares	配售新股份之已收現金淨額	502,939
Net cash received from the issue of convertible bonds	發行可換股債券之已收現金淨額	168,506
Cash consideration paid by the Company to Vendor	本公司向賣方支付之現金代價	(84,676)
<b>Net cash inflow on acquisition of the Company</b>	<b>本公司有關收購事項之現金流入淨額</b>	<b>606,710</b>

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

**33. ACQUISITION OF THE COMPANY** (Continued)

The fair value of the trade and other receivables at the date of acquisition approximated to the gross contractual amounts of those trade and other receivables amounting to RMB74,901,000. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill arose in the acquisition of the Company and its original subsidiaries because the cost of the combination included a control premium of the listed company. As the construction materials trading business of the Company and its original subsidiaries has been ceased shortly after the Acquisition, the consideration paid for the Acquisition did not generate any benefit of expected synergies, revenue growth, future market development and the assembled workforce and the goodwill arising from the Acquisition amounting to RMB4,543,433,000 is considered to be fully impaired and recognised to profit or loss during the year ended 31 March 2018.

None of the goodwill arising on the Acquisition is expected to be deductible for tax purposes.

The construction materials trading business and the investment properties of the Company and its original subsidiaries acquired at the date of Acquisition had insignificant contribution to the loss for the year. Revenue generated from the construction materials trading business and investment properties during the year ended 31 March 2018 was RMB30,159,000 and RMB75,000, respectively.

**33. 收購本公司** (續)

應收賬款及其他應收款項於收購日期之公平值與該等應收賬款及其他應收款項之合約總金額相若，為人民幣74,901,000元。預期無法收回之合約現金流於收購日期之最佳估計為零。

收購本公司及其原有附屬公司時產生商譽之原因為合併成本包括上市公司之控制權溢價。由於本公司及其原有附屬公司之建材貿易業務於收購事項後不久已終止經營，就收購事項所支付代價並無產生預期協同效應、收益增長、未來市場發展及集合員工帶來之好處，而收購事項產生之商譽人民幣4,543,433,000元被視為已全面減值並於截至二零一八年三月三十一日止年度之損益中確認。

預期概無收購事項產生之商譽可作扣稅用途。

於收購日期收購本公司及其原有附屬公司之建材貿易業務及投資物業對本年度虧損之貢獻屬微不足道。截至二零一八年三月三十一日止年度，建材貿易業務及投資物業所產生收益分別為人民幣30,159,000元及人民幣75,000元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 34. ACQUISITION OF SUBSIDIARIES

#### Acquisition of assets and liabilities through acquisition of subsidiaries

For the year ended 31 March 2018

- (i) During the year ended 31 March 2018, Hunan Fullsun Group entered into sale and purchase agreements with Changsha Qiantai, an independent third party, for the acquisition of 100% equity interest in Hunan Xingru at a total cash consideration of RMB150,000,000. The 49% registered capital of Hunan Xingru is held by Daye Trust. The acquisition was completed in March 2018. Hunan Xingru is engaged in the development and sale of residential and commercial properties in Changsha, the PRC. On 26 November 2016, a financing arrangement was entered into between Daye Trust and Hunan Xingru pursuant to which RMB690,000,000 was provided by Daye Trust to Hunan Xingru. The term of the financing arrangement is 2 years and Changsha Qiantai had transferred 49% interest in registered capital of Hunan Xingru to Daye Trust as collateral to secure the repayment obligations of Hunan Xingru. On 14 March 2018, the Group, Changsha Qiantai, Daye Trust and Hunan Xingru entered into an agreement, pursuant to which, all the parties agree that after repayment obligations of Hunan Xingru under the financing arrangement are settled in full, Daye Trust shall release and transfer the 49% interest in registered capital of Hunan Xingru to Hunan Fullsun Group. Hunan Fullsun Group can obtain control over Hunan Xingru from the date of the acquisition and it is considered as the wholly-owned subsidiary of Hunan Fullsun Group. The principal asset of Hunan Xingru is a piece of land in Changsha and the transaction is accounted for as acquisition of assets.

### 34. 收購附屬公司

#### 透過收購附屬公司收購資產及負債

截至二零一八年三月三十一日止年度

- (i) 截至二零一八年三月三十一日止年度，湖南福晟集團與獨立第三方長沙千泰訂立買賣協議，以按現金總代價人民幣150,000,000元收購湖南興汝之100%股權。湖南興汝之49%註冊資本由大業信託持有。收購事項於二零一八年三月完成。湖南興汝從事發展及銷售中國長沙之住宅及商用物業。於二零一六年十一月二十六日，大業信託及湖南興汝訂立融資安排，據此，大業信託向湖南興汝提供人民幣690,000,000元。融資安排之年期為兩年，而長沙千泰已向大業信託轉讓湖南興汝註冊資本中之49%權益作為擔保湖南興汝履行還款責任之抵押品。於二零一八年三月十四日，本集團、長沙千泰、大業信託及湖南興汝訂立協議，據此，所有訂約方同意，湖南興汝於融資安排項下之還款責任全數清償後，大業信託將向湖南福晟集團釋放及轉讓湖南興汝註冊資本中之49%權益。湖南福晟集團可自收購日期起取得湖南興汝之控制權，而湖南興汝被視為湖南福晟集團之全資附屬公司。湖南興汝之主要資產乃一幅位於長沙之土地，有關交易以收購資產形式入賬。

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 34. ACQUISITION OF SUBSIDIARIES (Continued)

#### Acquisition of assets and liabilities through acquisition of subsidiaries (Continued)

For the year ended 31 March 2018 (Continued)

- (ii) On 25 March 2018, Splendor Keen Limited (“Splendor Keen”), a wholly-owned subsidiary of the Company, Exquisite Ardent Limited (“Exquisite Ardent”), Best Catch Ventures Limited (“Best Catch”), Mark Well Investment Limited (“Mark Well”) and Wisdom King Investments Limited (“Wisdom King”), the independent third parties, entered into deed of novation, pursuant to which Exquisite Ardent agreed to novate and Splendor Keen agreed to assume Exquisite Ardent’s all the rights and obligations under the sale and purchase agreement in relation to the acquisition by Exquisite Ardent of the entire issued capital of Stardust King Group Limited, Gleaming Sun Investments Limited, Charming Way Ventures Limited, Auspicious Time Global Limited, Pleasant View Group Limited and Obvious Bliss Investments Limited which were incorporated in the BVI with limited liabilities (collectively the “Target Companies”) held by Best Catch. Mark Well and Wisdom King are the guarantors of Best Catch. The consideration for such acquisition including acquisition related costs is HK\$1,343,260,000 (equivalent to RMB1,073,604,000). The properties consist of 41st, 42nd, 43rd, 45th and 46th floors, 16 car parking spaces and certain retained portions representing 3 external signage areas of Enterprise Square Three, No. 39 Wang Chiu Road, Kowloon, Hong Kong and were held by the subsidiaries of the Target Companies. Certain units of the properties will be used by the Group for office use and the remaining units are used for rental and capital appreciation purpose and the transaction is accounted for as acquisition of assets.

### 34. 收購附屬公司(續)

#### 透過收購附屬公司收購資產及負債(續)

截至二零一八年三月三十一日止年度(續)

- (ii) 於二零一八年三月二十五日，本公司全資附屬公司 Splendor Keen Limited (「Splendor Keen」) 與獨立第三方 Exquisite Ardent Limited (「Exquisite Ardent」)、Best Catch Ventures Limited (「Best Catch」)、Mark Well Investment Limited (「Mark Well」) 及 Wisdom King Investments Limited (「Wisdom King」) 訂立約務更替契約。據此，Exquisite Ardent 同意更替而 Splendor Keen 同意承擔 Exquisite Ardent 於買賣協議(有關 Exquisite Ardent 收購 Best Catch 所持之 Stardust King Group Limited、Gleaming Sun Investments Limited、Charming Way Ventures Limited、Auspicious Time Global Limited、Pleasant View Group Limited 及 Obvious Bliss Investments Limited (統稱「目標公司」，均為於英屬維爾京群島註冊成立之有限公司)之全部已發行股本)項下之全部權利及責任。Mark Well 及 Wisdom King 為 Best Catch 之擔保人。有關收購之代價(包括收購相關成本)為 1,343,260,000 港元(相當於人民幣 1,073,604,000 元)。有關物業包括香港九龍宏照道 39 號企業廣場三期 41、42、43、45 及 46 樓、16 個停車位及若干剩餘部分(即三個外牆廣告位)，乃由目標公司之附屬公司持有。有關物業之若干單位將由本集團用作辦公室用途，其餘單位將用作出租及資本增值用途，而有關交易以收購資產形式入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 34. ACQUISITION OF SUBSIDIARIES (Continued)

Details of the net assets acquired in respect of the above transactions are summarised below:

### 34. 收購附屬公司(續)

上述交易所涉及已收購資產淨值詳情概述如下：

		<b>Hunan Xingru</b> 湖南興汝 RMB'000 人民幣千元	<b>Target companies</b> 目標公司 RMB'000 人民幣千元	<b>Total</b> 總計 RMB'000 人民幣千元
Net assets acquired	已收購資產淨值			
Investment properties	投資物業	–	983,097	983,097
Property, plant and equipment	物業、廠房及設備	3,609	95,738	99,347
Inventory of properties	物業存貨	860,944	–	860,944
Trade and other receivables and prepayment	應收賬款及其他應收款項 以及預付款項	19,454	2,358	21,812
Bank balance and cash	銀行結餘及現金	10,867	–	10,867
Trade and other payables and accruals	應付賬款及其他應付款項 以及應計費用	(60,561)	(7,589)	(68,150)
Borrowings	借貸	(684,313)	–	(684,313)
		150,000	1,073,604	1,223,604
Total consideration satisfied by:	以下列方式償付之代價總額：			
Cash	現金	150,000	956,107	1,106,107
Consideration payables including in trade and other payables and accruals	計入應付賬款及其他應付款項 以及應計費用之應付代價	–	117,497	117,497
		150,000	1,073,604	1,223,604
Net cash outflow arising on acquisitions:	收購事項所產生現金 流出淨額：			
Cash consideration paid	已付現金代價	150,000	956,107	1,106,107
Bank balances and cash acquired	已收購銀行結餘及現金	(10,867)	–	(10,867)
		139,133	956,107	1,095,240

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 35. 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 maximizing the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes amount due to immediate holding company, borrowings and convertible bonds, as disclosed in notes 27, 28, and 29, respectively and equity attributable to owners of the Company, comprising capital and reserves.

The management of the Group reviews the capital structure periodically. As a part of this review, the management reviews the planned construction projects proposed by engineering department and prepares the annual budget taking into account of the provision of funding. The management of the Group then assess the annual budget and consider the cost of capital and the risks associated with each class of capital. The management of the Company also balance its overall capital structure through issue of new debt or the redemption of existing debt.

## 36. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

## 35. 資本風險管理

本集團管理資金以確保集團旗下實體可持續營運，同時透過優化債務及權益結餘令股東取得最大回報。

本集團之資本結構由債務(包括附註27、28及29分別披露之應付直接控股公司款項、借貸及可換股債券)及本公司擁有人應佔權益(包括股本及儲備)組成。

本集團管理層定期檢討資本結構。作為是項檢討其中一部分，管理層審閱工程中心呈交之計劃建築項目，並計及資金撥備情況後編製年度預算案。管理層其後將評估年度預算案，並考慮資本成本及各資本類別所附帶之風險。本公司管理層亦將透過發行新債務或贖回現有債務之方式平衡其整體資本結構。

## 36. 金融工具

### (a) 金融工具類別

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>The Group</b>	<b>本集團</b>		
<b>Financial assets</b>	<b>金融資產</b>		
Available-for-sale investment	可供出售投資	500	-
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	714,549	408,855
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	2,553,526	1,930,134
Derivative financial instrument	衍生金融工具	944,258	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 36. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies

The Group's and the Company's major financial instruments include deposit paid for acquisition of subsidiaries, long-term guarantee deposit, trade and other receivables, amount due from an associate, restricted bank deposits, bank balances and cash, trade and other payables, amounts due to a related company and immediate holding company, convertible bonds and borrowings. Details of these financial instruments are disclosed in respective notes.

The management monitors and manages the financial risks relating to the operations of the Group through internal risk assessment which analyses exposures by degree and magnitude of risks. The risks included market risk (including interest rate and foreign currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk management

The Group's activities expose primarily to the market risks of changes in interest rates and foreign exchange rate. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risks.

#### Interest rate risk management

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances, restricted bank deposits, variable rate borrowings which carry at interest rates quoted by the People's Bank of China or HIBOR.

The Group is also exposed to fair value interest rate risk relates primarily to the fixed-rate borrowings and convertible bonds. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

### 36. 金融工具(續)

#### (b) 財務風險管理目標及政策

本集團及本公司之主要金融工具包括就收購附屬公司之已付訂金、長期擔保按金、應收賬款及其他應收款項、應收一間聯營公司款項、受限制銀行存款、銀行結餘及現金、應付賬款及其他應付款項、應付一間關聯公司及直接控股公司款項、可換股債券及借貸。該等金融工具之詳情於相關附註中披露。

管理層透過內部風險評估(當中分析所承受風險之程度及等級)監察及管理有關本集團營運之財務風險。該等風險包括市場風險(包括利率風險及外幣風險)、信貸風險及流動資金風險。有關如何減低該等風險之政策載於下文。管理層管理和監察此等風險，以確保以適時及有效方式執行合適措施。

#### 市場風險管理

本集團業務主要承受利率變動之市場風險。本集團承受之市場風險或管理及計量風險之方式概無重大變動。

#### 利率風險管理

由於銀行結餘、受限制銀行存款及浮息借貸(按中國人民銀行所報利率計息)之現行市場利率出現波動，故本集團須承受現金流量利率風險。

本集團亦承受公平值利率風險，該項風險主要與定息借貸及可換股債券有關。本集團目前並無使用任何衍生合約對沖其承受之利率風險。然而，管理層將於有需要時考慮對沖重大利率風險。

**36. FINANCIAL INSTRUMENTS (Continued)****(b) Financial risk management objectives and policies (Continued)****Market risk management (Continued)***Interest rate risk management (Continued)***Interest rate sensitivity**

Sensitivity analysis on bank balances and pledged/restricted bank deposits is not presented as the management of the Group considers that the exposure to interest rate fluctuation is insignificant.

The sensitivity analysis below has been determined based on the exposure to interest rates for the above-mentioned variable-rate borrowings at the end of each reporting period which was assumed to be outstanding for the whole year and the stipulated change taking place at the beginning of the financial year and held constant throughout the year in the case of instruments that have floating rates. A 50 basis point 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 increased/decreased by 50 basis points and all other variables were held constant, the Group's post-tax loss for the year, after taking into account the capitalisation of the finance costs in properties under development, would have increased/decreased by RMB2,672,000 (2017: nil).

*Foreign currency risk management*

The Group's sales of properties, rental income and the sales of construction materials are denominated in the group entity's respective functional currency. However, certain bank balances and the convertible bonds denominated in HK\$ were held by the entities with the functional currency of RMB, which expose the Group to the foreign currency risk.

During the year ended 31 March 2017, the Group's transactions were mainly conducted in RMB, and the monetary assets and liabilities of the Group which are denominated in currency other than the functional currency of the respective entities are insignificant.

**36. 金融工具 (續)****(b) 財務風險管理目標及政策 (續)****市場風險管理 (續)***利率風險管理 (續)***利率敏感度**

由於本集團管理層認為所承受之利率波動並不重大，故並無呈列有關銀行結餘及已抵押／受限制銀行存款之敏感度分析。

下文之敏感度分析乃根據上述各報告期末之浮息借貸之利率風險，並假設有關係於整個年度均未償還及於財政年度開始時已規定之變動落實以及（倘為以浮動利率計息之工具）於整個年度內之利率維持不變而釐定。50個基點之增減乃內部用作向主要管理人員匯報利率風險，即管理層就利率可能合理變動所作評估。

倘利率上升／下降50個基點，而所有其他變數維持不變，經計及發展中物業融資成本撥充資本，本集團本年度除稅後虧損將增加／減少人民幣2,672,000元（二零一七年：零）。

*外幣風險管理*

本集團之物業銷售、租金收入及建材銷售以集團旗下實體各自之功能貨幣計值。然而，若干以港元計值之銀行結餘及可換股債券由以人民幣作為功能貨幣之實體持有，令本集團承擔外匯風險。

截至二零一七年三月三十一日止年度，本集團主要以人民幣進行交易，而本集團以各個實體功能貨幣以外貨幣計值之貨幣資產及負債並不重大。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 36. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Market risk management (Continued)

##### Foreign currency risk management (Continued)

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the respective reporting periods are as follow:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
<b>Assets</b>	<b>資產</b>		
HK\$	港元	837,724	-
<b>Liabilities</b>	<b>負債</b>		
HK\$	港元	(467,678)	-

The Group currently does not enter into any derivative contracts to minimise the currency risk exposure. However, the management will consider hedging significant currency risk should the need arise.

##### Sensitivity analysis

The Group mainly exposes to the effects of fluctuation in HK\$ against RMB.

The following table details the Group's sensitivity to a 10% increase and decrease in the RMB against HK\$. 10% is the sensitivity rate used in the current year when reporting foreign currency risk internally to management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10% change in foreign currency rates. The sensitivity analysis includes bank balances, amounts due from subsidiaries, borrowings and convertible bonds. A negative number indicates an increase in loss for the year where the RMB strengthens 10% against HK\$. For a 10% weakening of the RMB against HK\$, there would be an equal and opposite impact on the profit or loss, and the balances below would be positive.

### 36. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 市場風險管理(續)

##### 外幣風險管理(續)

本集團以外幣計值之貨幣資產及負債於各報告期間之賬面值如下：

本集團目前並無訂立任何衍生合約以盡量減低貨幣風險。

##### 敏感度分析

本集團主要承受港元兌人民幣波動之影響。

下表詳述本集團對人民幣兌港元升值及貶值10%之敏感度。10%乃本年度內部呈報外幣風險供管理層評估外幣匯率合理可能變動所用敏感度比率。敏感度分析包括未償還以外幣計值之貨幣項目，並於年末就外幣匯率之10%變動調整換算。敏感度分析包括銀行結餘、應收附屬公司款項、借貸及可換股債券。負數表示當人民幣兌港元升值10%時，本年度虧損將會增加。就人民幣兌港元貶值10%而言，將會對溢利或虧損構成等值及相反影響，而下文所述結餘將為正數。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 36. FINANCIAL INSTRUMENTS (Continued)

### (b) Financial risk management objectives and policies (Continued)

Market risk management (Continued)

Foreign currency risk management (Continued)

Sensitivity analysis (Continued)

## 36. 金融工具 (續)

### (b) 財務風險管理目標及政策 (續)

市場風險管理 (續)

外幣風險管理 (續)

敏感度分析 (續)

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
HK\$		
Increase in loss for the year	(37,005)	-

### Credit risk management

As at 31 March 2018, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of contingent liabilities in relation to financial guarantees provided by the Group in disclosed in note 41.

In order to minimise the credit risk, the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk on trade receivables, with exposure spread over a number of purchasers and the trade debts will be recovered from the Housing Provident Fund Bureau.

The Group's credit risk on amount due from an associate is limited because the associate is engaging in a property development project in the PRC with reasonable profit margin according to the latest budget and has strong net assets position at the end of the reporting period.

The Group's credit risk on liquid funds is limited because the counterparties are banks with high credit ratings and good reputation established in the PRC.

### 信貸風險管理

於二零一八年三月三十一日，除該等賬面值最能代表所面對最大信貸風險之金融資產外，本集團所面對最大信貸風險將令本集團因附註41所披露本集團所提供財務擔保相關或然負債金額而產生財務虧損。

為盡量減少信貸風險，本集團設有監察程序，確保採取跟進行動收回逾期債項。此外，本集團於各報告期末審閱各個別應收債項之可收回金額，以確保就不可收回金額計提足夠減值虧損撥備。就此而言，董事認為本集團信貸風險已大幅減少。

本集團應收賬款並無重大集中信貸風險，風險分散至多名買家，而應收債項將自住房公積金管理局收回。

本集團應收一家聯營公司款項之信貸風險有限，原因是該聯營公司正於中國參與物業發展項目，根據最近期預算，其錄得合理利潤率，並於報告期末具備強大淨資產狀況。

本集團流動資金之信貸風險有限，原因是交易對手為具備高信用評級及於中國建立良好聲譽之銀行。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 36. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk management (Continued)

For properties that are still under construction, the Group typically provides guarantees to banks in connection with the purchasers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 60% to 70% of the total purchase price of the property. If a purchaser defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk of other receivables is managed through an internal process. The credit quality of each counterparty is investigated before an advance is made. The Group also actively monitors the outstanding amounts owed by each debtor and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. The Group reviews the recoverable amount of these receivables at the end of each reporting period to ensure adequate impairment losses are made for unrecoverable amounts.

##### Liquidity risk management

In the management of the liquidity risk, the Group monitors its cash position resulting from its operations and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The Group relies on borrowings, amount due to immediate holding company and convertible bonds as significant sources of liquidity.

The following table details the Group's 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.

### 36. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 信貸風險管理(續)

就仍然在建之物業而言，本集團一般就買家為撥付彼等以最高為物業總購買價60%至70%之金額購買物業所需資金而借取按揭貸款向銀行提供擔保。倘買家未能於擔保期內支付其按揭款項，則持有按揭之銀行可要求本集團償還貸款之未償還金額連同其任何應計利息。在此情況下，本集團可保留客戶之銷售訂金並出售物業，以收回本集團已付銀行之任何款項。就此而言，董事認為本集團之信貸風險已大幅減少。

其他應收款項之信貸風險乃透過內部程序管理。作出墊款前會調查各交易對手之信貸質素。本集團亦積極監察各債務人所結欠未償還款項，並及時辨識任何信貸風險，藉以減少信貸相關虧損之風險。本集團於各報告期末審閱該等應收款項之可收回金額，以確保就不可收回金額計提足夠減值虧損撥備。

##### 流動資金風險管理

管理流動資金風險時，本集團監察其營運所致現金狀況，並維持管理層視為足夠之現金及現金等值項目水平，以撥付本集團營運所需及減低現金流量波動之影響。管理層監察借貸之動用情況及確保遵守貸款契諾。

本集團依賴借貸、應付直接控股公司款項及可換股債券作為主要流動資金來源。

下表詳列本集團就其金融負債之合約到期情況。該表乃根據以本集團可被要求付款之最早日期為基準之金融負債未貼現現金流量編製。該表載列利息及本金現金流量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 36. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Liquidity risk management (Continued)

##### Liquidity table

### 36. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 流動資金風險管理(續)

##### 流動資金表

		Weighted average effective interest rate	On demand or within 60 days	61-180 days	181-365 days	1-2 years	2-5 years	Total undiscounted cash flow	Carrying amount
		加權平均實際利率	按要求或於60日內	61至180日	181至365日	1至2年	2至5年	現金流量總額	賬面值
		%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		%	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>								
Trade and other payables	應付賬款及其他應付款項		117,569	50,387	-	-	-	167,956	167,956
Amount due to a related company	應付一家關連公司款項		5,766	-	-	-	-	5,766	5,766
Borrowings	借貸								
- fixed rate	- 定息	8.0 - 11.0	572,678	133,647	1,019,211	-	-	1,725,536	1,648,318
- variable rate	- 浮息	2.9 - 9.1	-	23,896	23,587	367,079	253,367	667,929	578,008
Convertible bonds-debt component	可換股債券 - 債務部分		-	7,176	7,215	14,391	174,334	203,116	153,478
Financial guarantees	財務擔保		927,471	-	-	-	-	927,471	-
			1,623,484	215,106	1,050,013	381,470	427,701	3,697,774	2,553,526
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>								
(unaudited) (restated)	(未經審核)(經重列)								
Trade and other payables	應付賬款及其他應付款項		36,903	15,816	-	-	-	52,719	52,719
Amount due to a related company	應付一家關連公司款項		12,871	-	-	-	-	12,871	12,871
Amount due to immediate holding company	應付直接控股公司款項		328,258	-	-	-	-	328,258	328,258
Borrowings	借貸								
- fixed rate	- 定息	8.0 - 10.1	22,202	44,404	346,606	1,302,165	-	1,715,377	1,536,286
Financial guarantees	財務擔保		365,231	-	-	-	-	365,231	-
			765,465	60,220	346,606	1,302,165	-	2,474,456	1,930,134

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of each reporting period.

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of each reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

倘浮動利率變動有別於對各報告期末所釐定利率之估計，則計入上述非衍生金融負債之浮動利率工具數額可予變動。

計入上述財務擔保合約之金額為本集團於擔保交易對手申索金額時可能須根據全面擔保金額安排結償之最高金額。根據於各報告期末之預測，本集團認為很可能毋須根據安排支付任何金額。然而，此項估計可予變動，視乎交易對手根據擔保提出申索之可能性而定，而此可能性則視乎由交易對手持有之獲擔保財務應收款項會否蒙受信貸虧損而定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 36. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value measurements of financial instruments

Fair values of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The following table gives information about how the fair values are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 36. 金融工具(續)

#### (c) 金融工具之公平值計量

本集團按經常性基準以公平值計量之金融資產及金融負債之公平值

下表載列有關如何釐定公平值(尤其是所用估值技術及輸入數據)及根據公平值計量所用輸入數據之可觀察程度將公平值計量分類至所屬公平值層級(第一至三級)之資料。

- 第一級公平值計量乃自相同資產或負債於活躍市場之報價(未經調整)得出。
- 第二級公平值計量乃自第一級所包括報價以外之直接(即價格)或間接(即源自價格)可觀察資產或負債輸入數據得出。
- 第三級公平值計量乃自包括並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術得出。

		Fair value at 31 March 2018 於二零一八年 三月三十一日 之公平值 RMB'000 人民幣千元	Fair value hierarchy 公平值層級
Available-for-sale investment	可供出售投資	500	Level 3 第三級
Convertible bonds – derivative components	可換股債券 – 衍生部分	944,258	Level 3 第三級

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 36. FINANCIAL INSTRUMENTS (Continued)

### (c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's other financial assets and financial liabilities that are not measured at fair value on a recurring basis

Except as disclosed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

		Carrying amount at 31 March 2018 於二零一八年三月三十一日之賬面值 RMB'000 人民幣千元	Fair value at 31 March 2018 於二零一八年三月三十一日之公平值 RMB'000 人民幣千元	Fair value hierarchy 公平值層級
Convertible bonds – debt component	可換股債券 – 債務部分	153,478	152,406	Level 3 第三級

The management of the Group estimates the fair value of other financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

## 36. 金融工具 (續)

### (c) 金融工具之公平值計量 (續)

本集團並非按經常性基準以公平值計量之其他金融資產及金融負債之公平值

除下表披露者外，董事認為於綜合財務報表確認之金融資產及金融負債賬面值與其公平值相若。

		Carrying amount at 31 March 2018 於二零一八年三月三十一日之賬面值 RMB'000 人民幣千元	Fair value at 31 March 2018 於二零一八年三月三十一日之公平值 RMB'000 人民幣千元	Fair value hierarchy 公平值層級
Convertible bonds – debt component	可換股債券 – 債務部分	153,478	152,406	Level 3 第三級

本集團管理層採用貼現現金流量分析估計按攤銷成本計量之其他金融資產及金融負債之公平值。

## 37. PLEDGE OF ASSETS

The following assets were pledged to secure certain banking and other facilities granted to the Group and the mortgage loans granted to the customers of the Group at the end of each reporting period.

## 37. 資產抵押

下列資產於各報告期末抵押作為本集團獲授若干銀行及其他融資以及本集團客戶獲授按揭貸款之擔保。

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Properties under development for sale	待售發展中物業	761,069	1,065,202
Completed properties held for sale	持作出售已竣工物業	33,916	68,940
Property, plant and equipment	物業、廠房及設備	95,738	–
Investment properties	投資物業	983,097	–
		1,873,820	1,134,142
Net assets of certain subsidiaries	若干附屬公司之資產淨值	345,258	316,745

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 38. OPERATING LEASE COMMITMENTS

#### The Group as lessee

The Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Within one year	一年內	3,140	2,021
In the second to the fifth year inclusive	第二至第五年(包括首尾兩年)	7,942	7,104
More than five years	五年以上	959	3,356
		<b>12,041</b>	12,481

Operating lease payments represent rentals payable by the Group for certain offices premises. Leases are negotiated for terms ranged from 2 years to 6 years with fixed rentals.

### 38. 經營租賃承擔

#### 本集團作為承租人

本集團根據不可撤銷經營租賃於到期時應付之未來最低租賃付款承擔如下：

經營租賃付款指本集團就若干辦公室物業應付之租金。租賃之議定期期介乎兩年至六年，租期內租金固定。

#### The Group as lessor

At the end of respective reporting periods, the Group had contracted with tenants of its properties for the following future minimum lease payments:

#### 本集團作為出租人

於相關報告期末，本集團與其物業租戶就下列未來最低租賃付款訂約：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Within one year	一年內	10,475	3,320
In the second to the fifth year inclusive	第二至第五年(包括首尾兩年)	6,758	8,898
Over five years	五年以上	4,330	3,777
		<b>21,563</b>	15,995

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 39. OTHER COMMITMENTS

## 39. 其他承擔

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Commitments for property development contracted for but not provided in the consolidated financial statements	於綜合財務報表已訂約但未撥備之物業發展承擔	398,346	578,324
Commitment for acquisition of subsidiaries contracted for but not provided in the consolidated financial statements	於綜合財務報表已訂約但未撥備之收購附屬公司之承擔	661,995	-
		<b>1,060,341</b>	578,324

## 40. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 1 December 2017 pursuant to a special resolution approved by the shareholders of the Company on 20 November 2017. The purpose of the Scheme is to reward participants who have contributed to the Group and to encourage 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 participants of the Scheme include executive directors, non-executive directors and independent non-executive directors and employees of the Group and any advisers, consultants, distributors, contractors, suppliers, agents, customers, partners, joint venture business partners, promoters or service providers of any member of the Group who the board of directors considers, in its sole discretion, have contributed or will contribute to the Group.

The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company and/or any subsidiary shall not in aggregate exceed 10% (the "10% Limit") in nominal amount of the aggregate of the shares in issue on the adoption date. Options lapsed or cancelled in accordance with the terms of the Scheme and such other share option schemes of the Company and/or any subsidiary shall not be counted for the purpose of calculating the 10% Limit. The 10% Limit may be refreshed with the approval of the shareholders of the Company. The limit on the total number of the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme, together with all outstanding options granted and yet to be exercised under any other share option schemes of the Company and/or any subsidiary, must not exceed 30% of the number of issued shares from time to time.

## 40. 購股權計劃

本公司於二零一七年十二月一日根據本公司股東於二零一七年十一月二十日批准之特別決議案採納購股權計劃(「計劃」)。計劃旨在獎勵曾為本集團作出貢獻之參與者，並鼓勵參與者為本公司及其股東整體利益，努力提升本公司及其股份價值。

計劃參與者包括本集團執行董事、非執行董事、獨立非執行董事及僱員以及董事會全權酌情認為曾為或將為本集團作出貢獻之任何顧問、專家顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴、合營企業業務合夥人、發起人或本集團任何成員公司之服務供應商。

計劃及本公司及／或任何附屬公司之任何其他購股權計劃項下將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過採納日期已發行股份面值總額之10% (「10%限額」)。計算10%限額時，並不計及根據計劃及本公司及／或任何附屬公司之其他購股權計劃之條款已告失效或註銷之購股權。10%限額可在本公司股東批准後更新。計劃項下所有已授出但尚未行使之未行使購股權連同本公司及／或任何附屬公司之任何其他購股權計劃項下所有已授出但尚未行使之未行使購股權獲行使時可予發行之股份總數上限，不得超過不時已發行股份數目之30%。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 40. SHARE OPTION SCHEME (Continued)

The total number of shares issued and to be issued upon exercise of all options granted and to be granted to each participant under the Scheme and any other share option schemes of the Company and/or any subsidiary (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the number of shares in issue as at the proposed grant date unless the same is approved by the shareholders.

In respect of any particular option, the period to be determined and notified by the board to the grantee at the time of making an offer shall not expire later than 10 years from the date of grant. Each participant must pay HK\$1 as consideration for the grant of options not later than 28 days after the grant date.

The exercise price shall be determined by the board of directors, being not less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the grant date; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the grant date; and (c) the nominal value of the shares.

The Scheme shall be valid and effective for a period of 10 years commencing on the adoption date, i.e. 1 December 2017.

No share options have been granted by the Company since the adoption of the Scheme.

### 40. 購股權計劃(續)

除非經股東批准，否則於任何十二個月期間，計劃及本公司及／或任何附屬公司之任何其他購股權計劃項下各參與者已獲授及將獲授之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時已發行及將發行之股份總數，不得超過建議授出日期已發行股份數目之1%。

就任何特定購股權而言，董事會於提出要約時將釐定及通知承授人之期間不得於授出日期起計十年後屆滿。各參與者必須不遲於授出日期後28日就獲授購股權支付代價1港元。

行使價將由董事會釐定，且將不少於下列各項之最高者：(a) 股份於授出日期在聯交所每日報價表所示收市價；(b) 股份於緊接授出日期前五個營業日在聯交所每日報價表所示平均收市價；及(c) 股份面值。

計劃將於授出日期(即二零一七年十二月一日)開始十年期間有效及生效。

自採納計劃以來，本公司並無授出任何購股權。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 41. CONTINGENT LIABILITIES

## 41. 或然負債

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Guarantees given in favour of banks for: Mortgage facilities granted to purchasers of the Group's properties (note)	就以下各項向銀行作出之擔保： 授予本集團物業買家之 按揭融資(附註)	<b>927,471</b>	365,231

Note: The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible for the repayment of the outstanding mortgage loans together with accrued interests thereon and any penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal title of the related properties. The guarantee period commences from the dates of grant of the relevant mortgage loans and released upon the banks obtained the building ownership certificate from the customers as a pledge for the mortgage loans. In the opinion of the Directors, no provision for the guarantee contracts is made as the default risk is low and the fair value of the financial guarantee contracts is insignificant.

附註：本集團就若干銀行授出之按揭融資提供擔保，該等按揭融資涉及由本集團物業買家所訂立之按揭貸款。根據擔保條款，倘該等買家拖欠按揭付款，本集團須負責向銀行償還欠款買家結欠之未償還按揭貸款連同其應計利息及任何罰款。屆時，本集團有權接管有關物業之法定所有權。擔保期限自相關按揭貸款授出日期起計，並於銀行自客戶取得房屋所有權證作為按揭貸款之抵押後解除。董事認為，由於違約風險偏低及財務擔保合約之公平價值屬微不足道，概無就擔保合約作出撥備。

## 42. MAJOR NON-CASH TRANSACTION

On 1 December 2017, the Company allotted and issued 6,415,060,000 Consideration Shares to the Vendor as part of the consideration for acquiring the entire equity interest of Vivalink Limited and assumed the shareholder's loan owed by Vivalink Limited to the Vendor in relation to the Acquisition as detailed in notes 2 and 33.

## 42. 主要非現金交易

於二零一七年十二月一日，本公司向賣方配發及發行6,415,060,000股代價股份作為收購隆通有限公司全部股權之部分代價以及附註2及33所詳述就收購事項承擔隆通有限公司結欠賣方之股東貸款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 43. RELATED PARTY BALANCES AND TRANSACTIONS

- (a) During the years ended 31 March 2018 and 2017, the following parties are identified as related parties to the Group and the respective relationships are set out below:

**Name of related party**  
關聯方姓名／名稱

**Relationship**  
關係

Mr. Pan Weiming  
潘偉明先生

Ultimate Controlling Shareholder  
最終控股股東

福建六建集團有限公司  
福建六建集團有限公司

Mr. Pan Weiming is the beneficial owner  
潘偉明先生為實益擁有人

Fusheng Group  
福晟集團公司

Mr. Pan Weiming is the beneficial owner  
潘偉明先生為實益擁有人

- (b) The Group had the following balance with related party at the end of each reporting period:

### 43. 關聯方結餘及交易

- (a) 截至二零一八年及二零一七年三月三十一日止年度，下列各方被識別為本集團之關聯方，彼等各自之關係載列如下：

- (b) 於各報告期末，本集團與關聯方有以下結餘：

		<b>2018</b> 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Amount due to a related company:	應付一間關聯公司款項：		
Trade nature (note)	交易性質(附註)		
福建六建集團有限公司	福建六建集團有限公司	<b>5,766</b>	12,871

Note: Balance represents payable for construction works and the aging of the trade payable was over 90 days at 31 March 2018 and 2017, respectively.

附註：結餘指建築工程之應付款項，應付賬款分別於二零一八年及二零一七年三月三十一日之賬齡超過90日。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 43. RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (c) The Group entered into the following transaction with its related company during the years ended 31 March 2018 and 2017:

Name of related party 關聯方名稱	Nature of transaction 交易性質	2018	2017
		二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
福建六建集團有限公司 福建六建集團有限公司	Construction service 建築服務	-	16,817

- (d) Remuneration of key management personnel, who are the top five highest paid employees of the Group, is as follows:

		2018	2017
		二零一八年 RMB'000 人民幣千元	二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Salaries and allowances	薪金及津貼	2,719	1,798
Performance related bonus	與表現掛鉤之花紅	399	339
Retirement benefit contributions	退休福利供款	77	72
		<b>3,195</b>	2,209

## 43. 關聯方結餘及交易 (續)

- (c) 截至二零一八年及二零一七年三月三十一日止年度，本集團與其關聯公司進行以下交易：

- (d) 身為本集團五名最高薪僱員之主要管理層人員之酬金如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 43. RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (e) The related parties provided guarantee to the Group in favour of the lenders in respect of the loan facilities granted to the Group and the amount of loan facilities utilised by the Group at the end of each reporting period is as follows:

### 43. 關聯方結餘及交易 (續)

- (e) 關聯方就授予本集團之貸款融資向本集團提供以貸款人為受益人之擔保，於各報告期末本集團所動用貸款融資之金額如下：

Name of related party 關聯方姓名／名稱	Nature 性質	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Mr. Pan Weiming, Fusheng Group & immediate holding Company of the Company 潘偉明先生、福晟集團公司及本公司之直接控股公司	Joint guarantee on borrowings 借貸聯合擔保	314,200	—
Mr. Pan Weiming 潘偉明先生	Guarantee on borrowings 借貸擔保	263,808	—
		<b>578,008</b>	—

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

**44. RETIREMENT BENEFITS PLANS**

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Company contributes 5% of relevant payroll costs to the Scheme with a cap of HK\$1,500 per employee per month, which contribution is matched by employees.

In addition, the employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute range from 2% to 15% of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total expense recognised in profit or loss of RMB730,000 (2017: RMB663,000 (unaudited)) represents the contributions payable to these plans by the Group at rates specified in the rules of the plans by the Group for the year ended 31 March 2018.

**45. INTERESTS IN SUBSIDIARIES**

Particulars of principal subsidiaries indirectly held, unless otherwise stated, by the Company as at 31 March 2018 and 2017 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation establishment 註冊成立/ 成立地點	Paid-up capital 實繳資本	Effective equity interest attributable to the Group at 本集團於以下日期 應佔實際股權		Principal activities 主要活動
			2018 二零一八年 %	2017 二零一七年 %	
Fuzhou Fullsun Group 福州福晟集團	PRC 中國	US\$50,000,000 50,000,000美元	100	100	Investment holding 投資控股
Hunan Fullsun Group 湖南福晟集團	PRC 中國	RMB445,000,000 人民幣445,000,000元	100	100	Investment holding 投資控股
湖南璋隆房地產開發有限公司	PRC 中國	RMB400,000,000 人民幣400,000,000元	100	100	Property development 物業發展
湖南中旅房地產發展有限公司	PRC 中國	RMB158,820,000 人民幣158,820,000元	100	100	Property development 物業發展
Hunan Fullsun 湖南福晟	PRC 中國	RMB400,806,500 人民幣400,806,500元	100	100	Property development 物業發展

**44. 退休福利計劃**

本集團為其所有香港合資格僱員設立強制性公積金計劃。該等計劃之資產與本集團之資產分開持有，由受保人管理之信託基金所監管。本公司按相關薪金成本之5%向該計劃供款，每名僱員每月上限為1,500港元，供款與僱員一致。

此外，本集團中國附屬公司之僱員均參與中國政府營辦之國家管理退休福利計劃。該等附屬公司須按薪金成本介乎2%至15%向退休福利計劃供款，作為福利之用。本集團對退休福利計劃之唯一責任為作出指定供款。

截至二零一八年三月三十一日止年度，於損益確認之總開支人民幣730,000元(二零一七年：人民幣663,000元(未經審核))指本集團按計劃規則所規定比率向該等計劃應繳供款。

**45. 於附屬公司之權益**

除另有說明外，本公司於二零一八年及二零一七年三月三十一日間接持有之主要附屬公司詳情如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 45. INTERESTS IN SUBSIDIARIES (Continued)

### 45. 於附屬公司之權益(續)

Name of subsidiary 附屬公司名稱	Place of incorporation establishment 註冊成立/ 成立地點	Paid-up capital 實繳資本	Effective equity interest attributable to the Group at 本集團於以下日期 應佔實際股權		Principal activities 主要活動
			2018 二零一八年 %	2017 二零一七年 %	
湖南隆祥房地產開發有限公司	PRC 中國	RMB59,000,000 人民幣59,000,000元	100	100	Property development 物業發展
湖南晟冉房地產開發有限公司	PRC 中國	RMB30,000,000 人民幣30,000,000元	100	100	Property development 物業發展
成潤(福建)商業管理有限公司	PRC 中國	RMB10,429,900 人民幣10,429,900元	100	N/A 不適用	Property investment 物業投資
All Brilliant Investments Limited 昇宇投資有限公司	Hong Kong 香港	HK\$1 1港元	100	N/A 不適用	Property investment 物業投資
Candidwell Investments Limited 光悅投資有限公司	Hong Kong 香港	HK\$1 1港元	100	N/A 不適用	Property investment 物業投資
Gainer Investments Limited 弘策投資有限公司	Hong Kong 香港	HK\$1 1港元	100	N/A 不適用	Property investment 物業投資
Leadfirst Investments Limited 聚穎投資有限公司	Hong Kong 香港	HK\$1 1港元	100	N/A 不適用	Property investment 物業投資
Enterprise Carpark Limited	Hong Kong 香港	HK\$1 1港元	100	N/A 不適用	Property investment 物業投資
Wisdom Bloom Investments Limited	Hong Kong 香港	HK\$1 1港元	100	N/A 不適用	Property investment 物業投資
Splendor Keen	BVI 英屬維爾京群島	US\$ 10,000 10,000美元	100	N/A 不適用	Property investment 物業投資

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affect the results of the year or constituted a substantial portion of the net asset of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities at the end of the year.

上表列示董事所認為主要影響本集團年度業績及構成本集團資產淨值重大部分之本公司附屬公司。董事認為詳列其他附屬公司之資料會導致篇幅過於冗長。

於年末，各附屬公司並無任何債務證券。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

## 46. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

## 46. 有關本公司財務狀況表之資料

有關報告期末本公司財務狀況表之資料包括：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	687,994	—
Amounts due from subsidiaries	應收附屬公司款項	512,490	—
		<b>1,200,484</b>	—
<b>Current assets</b>	<b>流動資產</b>		
Other receivables	其他應收款項	4,723	573
Amounts due from subsidiaries	應收附屬公司款項	121,725	78,257
Bank balances and cash	銀行結餘及現金	943	862
		<b>127,391</b>	79,692
<b>Current liability</b>	<b>流動負債</b>		
Other payables	其他應付款項	3,039	5,891
<b>Net Current Assets</b>	<b>流動資產淨值</b>	<b>124,352</b>	73,801
<b>Total Assets Less Current Liability</b>	<b>資產總值減流動負債</b>	<b>1,324,836</b>	73,801
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		
Share capital (note 30)	股本(附註30)	88,605	11,579
Reserves (note)	儲備(附註)	138,495	62,222
		<b>227,100</b>	73,801
<b>Non-current Liabilities</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券	153,478	—
Derivative components of convertible bonds	可換股債券之衍生部分	944,258	—
		<b>1,097,736</b>	—
		<b>1,324,836</b>	73,801



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 46. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

### 46. 有關本公司財務狀況表之資料 (續)

附註：

		Share premium 股份溢價 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元 (note i) (附註 i)	Other reserve 其他儲備 RMB'000 人民幣千元 (note ii) (附註 ii)	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 April 2016	於二零一六年四月一日	686,075	35,355	2,646	(658,508)	65,568
Loss for the year	本年度虧損	-	-	-	(13,617)	(13,617)
At 31 March 2017	於二零一七年三月三十一日	686,075	35,355	2,646	(672,125)	51,951
Loss for the year	本年度虧損	-	-	-	(4,595,507)	(4,595,507)
Placement of new shares (note 30)	配售新股份 (附註 30)	484,980	-	-	-	484,980
Share allotment for acquisition of the Company (note 33)	就收購本公司配發股份 (附註 33)	4,197,071	-	-	-	4,197,071
Reduction of share premium and set-off against accumulated losses (note iii)	削減股份溢價及抵銷累計虧損 (附註 iii)	(686,075)	-	-	686,075	-
At 31 March 2018	於二零一八年三月三十一日	<b>4,682,051</b>	<b>35,355</b>	<b>2,646</b>	<b>(4,581,557)</b>	<b>138,495</b>

Notes:

附註：

- (i) Contributed surplus represents the excess of the then combined net assets of the subsidiaries acquired pursuant to the group reorganisation in preparation for the listing of the Company's shares on the Stock Exchange completed on 16 October 2000 over the nominal value of the share capital of the Company issued in exchange therefor. In accordance with the Companies Act 1981 of Bermuda, the Company's contributed surplus is available for cash distribution and/or distribution in specie in certain circumstances.
- (ii) Other reserve represents the equity component of the convertible notes issued by the Company in prior years, which remained unexercised at the maturity date.
- (iii) Pursuant to a special resolution passed on 20 November 2017, the share premium of the Company amounted to RMB686,075,000 was credited to the contributed surplus account, which was used to set-off the accumulated losses of the Company.
- (i) 繳入盈餘指根據為準備本公司股份於二零零零年十月十六日完成在聯交所上市而進行之集團重組所收購附屬公司當時之合併淨資產超出本公司就此發行作為代價之股本面值之部分。根據百慕達一九八一年公司法，本公司之繳入盈餘在若干情況下可供現金分派及/或實物分派。
- (ii) 其他儲備指本公司於過往年度發行之可換股債券之權益部分，有關可換股債券於到期日仍未獲行使。
- (iii) 根據於二零一七年十一月二十日通過之一項特別決議案，本公司為數人民幣686,075,000元之股份溢價計入繳入盈餘賬，用作抵銷本公司之累計虧損。

**47. EVENTS AFTER THE END OF THE REPORTING PERIOD**

- (i) On 27 April 2018, 上海福晟置業有限公司 (“Shanghai Fusheng Property”), an indirect wholly-owned subsidiary of the Company, 上海福晟企業管理(集團)有限公司 (“Shanghai Fusheng Management”), a wholly-owned subsidiary of 福建福晟集團有限公司 (“Fujian Fusheng Group”), 福建錢隆海晟投資有限公司 (“Fujian Qianlong”), a wholly-owned subsidiary of Shanghai Fusheng Management, entered into a capital increase and subscription agreement pursuant to which Shanghai Fusheng Property shall make capital contribution of RMB2,500,000 in cash to Fujian Qianlong to increase the registered capital of Fujian Qianlong. Upon completion of the capital contribution, the registered capital of Fujian Qianlong will be RMB12,500,000 and Fujian Qianlong will be held as to 80% by Shanghai Fusheng Management and 20% by Shanghai Fusheng Property. On 27 April 2018, Shanghai Fusheng Property and Fujian Fusheng Group entered into the cooperation agreement pursuant to which the wholly-owned subsidiary of Fujian Qianlong will acquire the entire equity interest in a project company non-wholly owned by 海航投資集團股份有限公司, at a consideration of approximately RMB2,900 million. The project company owns a commercial and residential property project with land and buildings, located in Pudong, Shanghai, the PRC.

**47. 報告期末後事項**

- (i) 於二零一八年四月二十七日，上海福晟置業有限公司(「上海福晟置業」，本公司之間接全資附屬公司)、上海福晟企業管理(集團)有限公司(「上海福晟管理」，福建福晟集團有限公司(「福建福晟集團」)之全資附屬公司)及福建錢隆海晟投資有限公司(「福建錢隆」，上海福晟管理之全資附屬公司)訂立增資及認購協議，據此，上海福晟置業將以現金向福建錢隆注資人民幣2,500,000元，以增加福建錢隆之註冊資本。於注資完成後，福建錢隆之註冊資本將為人民幣12,500,000元，而福建錢隆將分別由上海福晟管理及上海福晟置業持有80%及20%權益。於二零一八年四月二十七日，上海福晟置業與福建福晟集團訂立合作協議，據此，福建錢隆之全資附屬公司將收購由海航投資集團股份有限公司非全資擁有之項目公司之全部股權，代價約為人民幣29億元。該項目公司擁有位於中國上海市浦東之商住物業項目連同土地及樓宇。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2018 截至二零一八年三月三十一日止年度

### 47. EVENTS AFTER THE END OF THE REPORTING PERIOD (Continued)

- (ii) On 22 May 2018, the Group entered into equity transfer agreement pursuant to which the Group acquired 34% equity interest in 寧德市碧晟房地產開發有限公司 (“Ningde Bisheng”) from 福州鑫德鼎祥投資有限公司 (“Fuzhou Xin De”) and the shareholder’s loan owed by Ningde Bisheng to Fuzhou Xin De, at a cash consideration of approximately RMB156,882,000. Ningde Bisheng holds a piece of land in the PRC with preliminary construction costs incurred. On the same date, the Group entered into an agreement (the “Agreement”) with two other shareholders who in total have 33% shareholding in Ningde Bisheng such that the three shareholders altogether holds 67% equity interest in Ningde Bisheng agree that should there be any differences in views on the resolutions in shareholders’ meeting and board meeting of Ningde Bisheng, the Group’s opinions shall be overriding, final and conclusive. According to the memorandum and article of association of Ningde Bisheng and the Agreement, the Group can obtain control over the relevant activities of the project company and Ningde Bisheng will be considered as non-wholly owned subsidiary of the Company. The transaction will be accounted for as acquisition of asset.
- (iii) On 4 May 2018, 7 May 2018 and 30 May 2018, certain convertible bondholders have given written notice to the Company to exercise the conversion right under the convertible bonds with an aggregated principal amount of HK\$170,000,000 (equivalent to RMB139,114,000). On 7 May 2018, 8 May 2018 and 1 June 2018, 272,727,272, 45,454,545 and 454,545,454 ordinary shares of the Company were allotted and issued to the respective convertible bondholders, respectively.

### 47. 報告期末後事項(續)

- (ii) 於二零一八年五月二十二日，本集團訂立股權轉讓協議，據此，本集團向福州鑫德鼎祥投資有限公司(「福州鑫德」)購入寧德市碧晟房地產開發有限公司(「寧德碧晟」)之34%股權及寧德碧晟結欠福州鑫德之股東貸款，現金代價約為人民幣156,882,000元。寧德碧晟持有一幅位於中國之土地，並已產生初步建築成本。同日，本集團與另外兩名於寧德碧晟合共擁有33%股權之股東訂立協議(「該協議」)，當中三名合共持有寧德碧晟67%股權之股東同意，倘就寧德碧晟股東大會及董事會會議上之決議案存在任何意見分歧，則本集團之意見為首要、最終及不可推翻意見。根據寧德碧晟之組織章程大綱及細則以及該協議，本集團可取得該項目公司相關活動之控制權，而寧德碧晟將被視為本公司之非全資附屬公司。是項交易將以收購資產形式入賬。
- (iii) 於二零一八年五月四日、二零一八年五月七日及二零一八年五月三十日，若干可換股債券持有人向本公司發出書面通知以行使本金總額170,000,000港元(相當於人民幣139,114,000元)之可換股債券項下之轉換權。於二零一八年五月七日、二零一八年五月八日及二零一八年六月一日，272,727,272股、45,454,545股及454,545,454股本公司普通股已分別配發及發行予各可換股債券持有人。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

The summary below does not form part of the audited financial statements included in this Annual Report.

下述概要並不構成本年報所載經審核財務報表之一部分。

### RESULTS

### 業績

		For the year ended 31 March		For the year ended 31 December			
		截至三月三十一日止年度	截至十二月三十一日止年度				
		2018	2017	2016	2015	2014	
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		(Note a)	(Note a)	(Note b)	(Note b)	(Note b)	
		(附註 a)	(附註 a)	(附註 b)	(附註 b)	(附註 b)	
Revenue	收入	<b>553,549</b>	602,607	768,363	942,791	1,137,733	
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(4,546,904)</b>	112,137	120,800	232,321	158,243	
Income tax expense	所得稅開支	<b>(79,024)</b>	(58,024)	(54,048)	(109,592)	(71,415)	
(Loss) profit for the year from continuing operations	本年度來自持續經營業務之(虧損)溢利	<b>(4,625,928)</b>	54,113	66,752	122,729	86,828	
Loss for the year from discontinued operation	本年度來自已終止經營業務之虧損	<b>(426)</b>	-	-	-	-	
(Loss) profit for the year	本年度(虧損)溢利	<b>(4,626,354)</b>	54,113	66,752	122,729	86,828	

Note: The above financial figures were prepared in a 12-month basis for each of the financial year.

附註：上述財務數據於各財政年度按12個月基準編製。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 March		At 31 December		
		於三月三十一日		於十二月三十一日		
		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note a)	(Note a)	(Note b)	(Note b)	(Note b)
		(附註 a)	(附註 a)	(附註 b)	(附註 b)	(附註 b)
Total assets	總資產	<b>5,860,960</b>	2,833,920	2,703,958	2,688,514	2,554,208
Total liabilities	總負債	<b>5,572,395</b>	2,506,213	2,389,263	2,440,571	2,405,904
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>288,565</b>	327,707	314,695	247,943	148,304

Notes:

- (a) The financial figures were extracted from the consolidated financial statements.
- (b) The financial figures were restated to those of the Vivalink Limited (as explained in note 2 to the consolidated financial statements) and have been extracted from the circular of the Company dated 27 October 2017 in connection with the very substantial acquisition and reverse takeover involving a new listing application.

附註：

- (a) 財務數字乃摘錄自綜合財務報表。
- (b) 財務數字乃按照隆通有限公司之財務數字重列(如綜合財務報表附註2所闡釋)及摘錄自本公司日期為二零一七年十月二十七日之通函，內容有關非常重大收購事項及涉及新上市申請之反收購。

*Build for You*  
專築為你

