



沪港联合

Hong Kong Shanghai Alliance Holdings Limited

滬港聯合控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股票代號：1001



Annual Report

2017/18

年報



## WHO WE ARE 我們是

The Group was founded in 1961 as a supplier of construction steel and materials. In the early 1990s, we expanded our presence into Mainland China. Today, the Group is a leading, regional construction materials processor and a value-add real estate investor. We are also a relevant player in bathroom and kitchen products and represent brands like TOTO Japan, KEUCO and DURBAN Germany, VALDAMA and AXA Italy as well as ASI USA. The Group has a strong presence in Hong Kong and Eastern China. We have a growing presence in Southern and Northeastern China. Our objective is to be a relevant player in the markets we choose to serve and to serve markets where our knowledge and experience will allow for profitable growth.

We provide downstream processing, inventory management, logistics and financing solutions for steel, steel recycling and engineering plastics.

We provide total solutions services including installation, inventory management, logistics, design and technical support to developers, architects and designers for our bathroom and kitchen products.

The Group owns and operates properties in Shanghai. We specialize in renovation and tenant upgrade in office buildings so as to maximize rental income and asset value.

本集團於一九六一年成立為建築鋼材及材料供應商。於九十年代初期，我們已進軍中國內地。如今，本集團為一家領先的區域性建築材料加工商，以及房地產增值投資者。我們亦參與經營衛浴及廚房產品，並代理如日本TOTO、德國KEUCO及DURBAN、意大利VALDAMA及AXA以及美國ASI等品牌產品。本集團於香港及中國華東擁有雄厚實力。我們於中國華南及東北之實力與日俱增。我們的目標為在選擇服務之市場上成為重要企業，並立足市場，發揮我們的知識及經驗，謀利益，求發展。

我們為鋼材、鋼材回收及工程塑膠提供下游加工、庫存管理、物流及融資解決方案。

我們為發展商、建築師及設計師提供衛浴及廚房產品之一站式服務，包括安裝、庫存管理、物流、設計及技術支援。

本集團於上海擁有及經營物業。我們專注於翻新辦公樓及優化租戶組合，從而以最大限度地提升租金收入及資產價值。

## WHERE WE ARE GOING

The Hong Kong construction market is expected to remain strong in the coming years. Our Construction Materials Business will continue to drive top line growth by maintaining our market share of reinforcement bar and aggressively growing our share of structural products.

Our investment in Hong Kong's first, automated rebar processing and assembly plant started operations in early 2016. Strategically located in Tsing Yi, this plant helps to address labour shortage and aging worker issues facing by Hong Kong construction industry by providing automated processing and improving supply chain efficiency. This investment makes the Hong Kong construction industry safer, more efficient and environmentally responsible. Automation helps improve safety, quality control and allows for contractors to get product that is tested and ready-to-use.

Property Investment and Project Management Business will continue to focus on identifying potential investment opportunities in Shanghai. As Shanghai moves to a service-based economy, the need for quality office space with access to metro lines and major roads will increase. We will continue to focus on renovation and tenant upgrade opportunities in office buildings in Shanghai.

Building and Design Solutions Business will continue to roll out our architectural and design centre concept to grow retail and project sales while maintaining a strong link to markets through our growing dealer partner network. China's drive for urbanization and growing middle and upper class will help us drive our top line strategy while allowing us to remain in the high-end segment of the market.

Coil Processing and Distribution together with Engineering Plastics Businesses will continue to expand geographically to serve Southern, Eastern and Northeastern China. Both Businesses have established themselves as strong local players and can use the same business model to expand throughout Mainland China.

## 我們的前景

香港的建築市場預期在未來數年仍然暢旺。我們之建築材料業務將以維持鋼筋市場佔有率及大幅增加結構性產品佔有率，作為繼續推動營業額增長之動力。

我們於二零一六年年年初開始在香港投資營運首間自動化鋼筋加工及裝配廠。廠房策略性選址於青衣，透過提供自動化加工及改善供應鏈效率，有助解決香港建築業面對的勞工短缺及勞動人口老化的問題。此項投資有助香港建築業成為更安全、更高效及更環保之負責任行業。自動化有助改善安全及質量控制，並向承包商提供已測試及可即時使用的產品。

房地產投資及項目管理業務將繼續專注於物色上海之潛在投資機會。由於上海正轉為服務型經濟，對接駁地鐵沿線及主要道路的優質辦公空間需求將會增加。我們將繼續專注在上海尋找能為辦公樓翻新及優化租戶之機遇。

建築產品及設計方案業務將繼續推廣我們構建之建築及設計中心理念，以增加零售及項目銷售，同時透過日益增長之合作經銷商網絡與市場保持密切聯繫。中國城市化趨勢及不斷增長之中上階層將有利於我們推動營業額增長策略，同時挺立於高端之市場。

卷鋼加工及分銷以及工程塑膠業務將繼續進行地區擴張，服務中國華南、華東及東北地區。該等業務已成為當地實力雄厚的營運商，並可用同一業務模式擴展至整個中國內地。

## MISSION 使命

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

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

## VISION 願景

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

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

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

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

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

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

## CORPORATE VALUES 公司價值

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

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



# CONTENTS

# 目錄

Corporate Information	4	公司資料
Highlights	6	摘要
Our Network	7	我們的營銷網絡
Five-Year Financial Summary	8	五年財務摘要
Chairman's Statement	10	主席報告書
Management Discussion and Analysis	16	管理層討論及分析
Corporate Governance Report	28	企業管治報告
Report of the Directors	43	董事會報告
Profile of Directors and Senior Management	57	董事及高級管理人員履歷
Independent Auditor's Report	61	獨立核數師報告
Consolidated Income Statement	69	綜合損益表
Consolidated Statement of Comprehensive Income	70	綜合全面損益表
Consolidated Statement of Financial Position	71	綜合財務狀況表
Consolidated Statement of Changes in Equity	73	綜合權益變動表
Consolidated Statement of Cash Flows	75	綜合現金流量表
Notes to the Consolidated Financial Statements	77	綜合財務報表附註

### BOARD OF DIRECTORS

#### Executive Directors

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

#### Independent Non-executive Directors

Mr. Tam King Ching Kenny  
Mr. Xu Lin Bao  
Mr. Tse Lung Wa Teddy  
Mr. Yeung Wing Sun Mike  
Mr. Li Yinquan (appointed on 5th July 2018)

### COMPANY SECRETARY

Ms. Lam Yee Fan, *FCIS, FCS*

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*

### PRINCIPAL BANKERS

Bangkok Bank Public Co. Ltd.  
Bank of China (Hong Kong) Limited  
Chong Hing Bank Limited  
China CITIC Bank International Limited  
CTBC Bank Co., Ltd.  
DBS Bank (Hong Kong) Limited  
Far Eastern International Bank  
Fubon Bank (Hong Kong) Limited  
Shanghai Commercial Bank Ltd.  
O-Bank Co., Ltd.  
United Overseas Bank Limited

### 董事會

#### 執行董事

姚祖輝先生  
(主席兼首席執行官)  
陸佩然女士  
劉子超先生

#### 獨立非執行董事

譚競正先生  
徐林寶先生  
謝龍華先生  
楊榮燊先生  
李引泉先生 (於二零一八年七月五日獲委任)

### 公司秘書

林伊芬女士 · *FCIS · FCS*

### 核數師

羅兵咸永道會計師事務所  
香港執業會計師

### 主要往來銀行

盤谷銀行  
中國銀行(香港)有限公司  
創興銀行有限公司  
中信銀行(國際)有限公司  
中國信託商業銀行股份有限公司  
星展銀行(香港)有限公司  
遠東國際商業銀行  
富邦銀行(香港)有限公司  
上海商業銀行有限公司  
王道商業銀行股份有限公司  
大華銀行

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## 香港主要營業地點

香港灣仔  
駱克道41號  
東城大廈  
11樓1103–05室

Website : <http://www.hkshalliance.com>  
E-mail Address : [enquiry@hkshalliance.com](mailto:enquiry@hkshalliance.com)

網址 : <http://www.hkshalliance.com>  
電子郵箱 : [enquiry@hkshalliance.com](mailto:enquiry@hkshalliance.com)

## SHARE REGISTRARS AND TRANSFER OFFICES

### Principal Registrar

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

### 股份登記過戶處

#### 主要過戶處

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

### Hong Kong Branch Registrar

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

### 香港過戶分處

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

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

Stock Code : 1001

## 於香港聯合交易所有限公司主板上市

股票代號 : 1001

# HIGHLIGHTS

## 摘要

### Financial Highlights

For the year ended 31st March

### 財務摘要

截至三月三十一日止年度

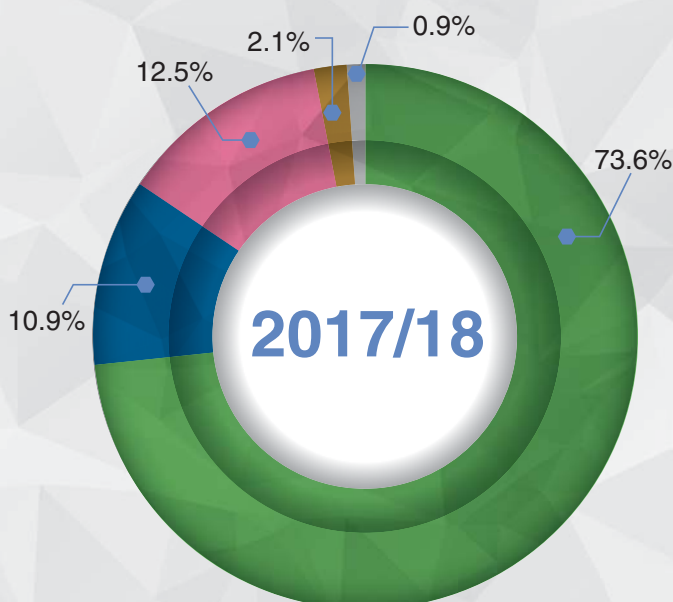
		2018 二零一八年 HK\$ million 百萬港元	2017 二零一七年 HK\$ million 百萬港元	Change 變化
Revenue	收入	3,033	3,023	0.3%
Gross profit	毛利	224	335	-33.1%
(Loss)/earnings before interests and tax ("EBIT")	除息稅前(虧損)/盈利 (「除息稅前盈利」)	(91)	401	-122.7%
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/ 溢利	(148)	102	-245.1%
Basic (loss)/earnings per ordinary share (HK cents)	每股普通股基本(虧損)/ 盈利(港仙)	(23.02)	15.86	-38.88 cents港仙
Proposed final dividend per ordinary share (HK cents)	建議每股普通股末期股息 (港仙)	1.57	2.49	-0.92 cents港仙
Gross profit margin	毛利率	7.4%	11.1%	-3.7 p.p.百分點
EBIT margin	除息稅前盈利率	-3.0%	13.3%	-16.3 p.p.百分點
Net profit margin	純利率	-4.9%	3.4%	-8.3 p.p.百分點
Return on equity	股本回報率	-14.0%	9.2%	-23.2 p.p.百分點

### Revenue by Lines of Business

- Steel Processing, Distribution and Recycling
- Building and Design Solutions
- Engineering Plastics
- Property Investment and Project Management
- Unallocated

### 各項業務之收入

- 鋼材加工、分銷及回收
- 建築產品及設計方案
- 工程塑膠
- 房地產投資及項目管理
- 未分配





# OUR NETWORK 我們的營銷網絡

China 中國

Wuhan 武漢

- Sales Office  
銷售中心

Changshu 常熟

- Coil Processing and Stamping Plant  
卷鋼加工及沖壓工廠

Shanghai 上海

- Sales and Distribution  
銷售及分銷中心
- Sales Office  
銷售中心
- Sales Office  
銷售中心
- Office Building  
辦公大廈
- Sales and Distribution  
銷售及分銷中心

Ningbo 寧波

- Sales Office  
銷售中心

Suzhou 蘇州

- Sales Office  
銷售中心

Xiamen 廈門

- Sales Office  
銷售中心

Guangzhou 廣州

- Sales Office  
銷售中心

Hong Kong 香港

- ★ Corporate Headquarter  
集團總部
- Sales and Distribution  
銷售及分銷中心
- Steel Recycling Plant  
鋼材回收廠
- Automated Rebar  
Processing and Assembly Plant  
自動化鋼筋加工及裝配廠
- Architectural and Design Centre  
建築及設計中心
- Sales Office  
銷售中心

★ Corporate Headquarter  
集團總部

● Steel Processing, Distribution and Recycling  
鋼材加工、分銷及回收

● Building and Design Solutions  
建築產品及設計方案

● Engineering Plastics  
工程塑膠

● Property Investment and Project Management  
房地產投資及項目管理

● Coil Processing and Distribution  
卷鋼加工及分銷

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

The following is a summary of these audited consolidated financial statements of Hong Kong Shanghai Alliance Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") for the respective years as hereunder stated.

以下為滬港聯合控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)於下列各年度之經審核綜合財務報表概要。

### Consolidated Income Statement

### 綜合損益表

		Year ended 31st March 2014 截至 二零一四年 三月三十一日 止年度 HK\$'000 千港元	Year ended 31st March 2015 截至 二零一五年 三月三十一日 止年度 HK\$'000 千港元	Year ended 31st March 2016 截至 二零一六年 三月三十一日 止年度 HK\$'000 千港元	Year ended 31st March 2017 截至 二零一七年 三月三十一日 止年度 HK\$'000 千港元	Year ended 31st March 2018 截至 二零一八年 三月三十一日 止年度 HK\$'000 千港元
Revenue	收入	3,849,306	3,868,393	3,380,161	3,022,923	<b>3,032,852</b>
Operating profit/(loss)	經營溢利/(虧損)	114,411	347,968	212,535	400,749	<b>(90,680)</b>
Net finance costs	淨財務費用	(34,635)	(55,267)	(63,339)	(117,121)	<b>(65,698)</b>
Profit/(loss) before income tax	除稅前溢利/(虧損)	149,356	293,575	146,269	247,117	<b>(142,012)</b>
Income tax (expense)/credit	所得稅(支出)/抵免	(44,537)	(74,309)	(75,005)	(147,981)	<b>1,772</b>
Profit/(loss) for the year	年度溢利/(虧損)	104,819	219,266	71,264	99,136	<b>(140,240)</b>
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	103,708	215,533	70,105	101,776	<b>(147,712)</b>
Non-controlling interests	非控制性權益	1,111	3,733	1,159	(2,640)	<b>7,472</b>
		104,819	219,266	71,264	99,136	<b>(140,240)</b>
Dividends	股息	31,094	46,785	17,950	30,490	<b>10,057</b>

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

### Consolidated Statement of Financial Position

### 綜合財務狀況表

		As at 31st March 2014 於二零一四年 三月三十一日 HK\$'000 千港元	As at 31st March 2015 於二零一五年 三月三十一日 HK\$'000 千港元	As at 31st March 2016 於二零一六年 三月三十一日 HK\$'000 千港元	As at 31st March 2017 於二零一七年 三月三十一日 HK\$'000 千港元	As at 31st March 2018 於二零一八年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產	1,396,632	1,549,725	2,110,217	1,581,056	<b>1,604,281</b>
Current assets	流動資產	1,256,341	1,372,081	1,421,542	1,802,843	<b>1,527,607</b>
Current liabilities	流動負債	(1,197,426)	(1,118,052)	(1,118,640)	(1,666,950)	<b>(1,350,186)</b>
Non-current liabilities	非流動負債	(673,915)	(731,653)	(1,351,616)	(586,051)	<b>(694,261)</b>
Net assets	資產淨額	781,632	1,072,101	1,061,503	1,130,898	<b>1,087,441</b>
Equity:	權益：					
Share capital	股本	41,770	63,227	64,064	64,188	<b>64,055</b>
Reserves	儲備	739,422	1,007,954	995,360	1,045,323	<b>993,648</b>
Capital and reserves attributable to owners	擁有人應佔股本及 儲備	781,192	1,071,181	1,059,424	1,109,511	<b>1,057,703</b>
Non-controlling interests	非控制性權益	440	920	2,079	21,387	<b>29,738</b>
Total equity	權益總額	781,632	1,072,101	1,061,503	1,130,898	<b>1,087,441</b>

**Favorable policies and  
government planning  
Creating more opportunities  
and higher return**

**有利政策及政府規劃  
帶來更多機遇及更高回報**



**Yao Cho Fai Andrew**  
姚祖輝

Dear Shareholders,

On behalf of the board of directors (the “Board”) of Hong Kong Shanghai Alliance Holdings Limited (“HKSHA” or the “Company”) and its subsidiaries (collectively, the “Group”), I hereby present the audited consolidated results of the Group for the year ended 31st March 2018 (the “Year”).

Last year was undoubtedly a challenging year for steel processors, where the ambiguous political environment and diverging economic development have caused excessive fluctuations in steel price. On the domestic front, the Central government has shown strong determination in implementing production capacity reduction on steel, in which, according to the guidelines of the “China Steel Industry Adjustment and Upgrading Plan (2016 – 2020)”, net crude steel production capacity will be reduced to between 100 million and 150 million tons by 2020. Significant progress has

各位股東：

本人謹代表滬港聯合控股有限公司（「滬港聯合」或「本公司」）及其附屬公司（統稱「本集團」）董事會（「董事會」）提呈本集團截至二零一八年三月三十一日止年度（「本年度」）之經審核綜合業績。

去年對鋼鐵加工企業而言無疑是具挑戰性的一年，鋼材價格由於政治環境的不明朗因素及經濟發展的分化出現了大幅波動。國內而言，中央政府在鋼鐵行業去產能方面表現出堅定的決心，按照《中國鋼鐵工業調整升級規劃（2016-2020年）》的既定指導方針，定下了在二零二零年前粗鋼淨產能減少1億至1.5億噸的目標。相關計劃得到了地方政府的大力支持，並在二零一七年取得重大進展，兩年合計成功壓減超過1億噸產

been made in 2017, with the plan receiving overwhelming support from local governments, and over 100 million tons of production capacity was being eliminated in the past two years. In addition to the aforementioned plan, the National Development and Reform Commission also announced the elimination of an additional 140 million tons of “poor quality” steel production capacity. As a result of the merged two key supply-side reform strategies during the Year, it has led to a significant decrease in steel supply, resulting in a sharp increase in steel price. At the same time, the uncertainties arose from the international political environment had also caused material impact on the commodities market, leading to a further increase in steel price. As the Group generally requires a project pricing of as long as one year, the sharp increase in steel price has led to deteriorating margins on the Group's pre-signed contracts, thus causing a negative impact on the Group's financial performance.

Despite all the negativities in the steel market, the Group remains optimistic in the long-term development of the construction industry in Hong Kong, as favourable policies and government planning were recently announced. Furthermore, the Hong Kong government has also been proactively promoting the adoption of technologies, as well as innovative construction methods to improve productivity and cost-effectiveness. For instance, the Hong Kong government has started to support the establishment of large-scale, highly-automated steel reinforcing bar prefabrication plants for the production of prefabricated steel reinforcement components. This will create opportunities for the Group to capture, as it continued its downward migration along the value chain by providing one-stop solutions covering the processing, logistics and new product needs.

In addition to the prosperous local market, the affluent Greater Bay Area composing of namely, Hong Kong, Macau and Guangzhou, also represents another window of opportunities. In terms of economic power, the area's total gross domestic product was about RMB10.49 trillion during the year of 2017, equivalent to 14% of the national economic aggregate. On top of its flourishing economy, the population of the area summed to approximately 120 million, sharing a similar size with Mexico and Japan. In light of these two conditions, the Group is confident that there will be enormous potentials to be seized. Other than the advantageous demographics, the area also carries the aim of becoming a mega-sized economic, cultural, leisure, and talent hub, and to achieve the goal and support its exponential growth, the area will demand additional infrastructure in the medium-to-long-run, as supplement to the current Hong Kong-Zhuhai-Macao Bridge and Guangzhou-Shenzhen-Hong Kong Express Rail Link. In view of the vast demand in the near future, there will be further opportunities for the Group to provide construction materials and its tailor-made solutions to construction projects in the area.

能。除上述計劃外，國家發展和改革委員會亦宣佈額外淘汰1.4億噸的「地條鋼」產能。該兩項重大供給側改革戰略於本年度結合，導致鋼材供應大幅減少，推動鋼材價格飆升。同時，國際政治環境的不明朗因素亦對商品市場造成重大影響，繼而進一步推動鋼材價格上漲。由於本集團一般要求約一年的項目定價期，鋼材價格的急劇上漲使本集團預先簽訂的合同利潤減少，因而對本集團的財務業績帶來負面影響。

儘管鋼材市場存在種種不利因素，但考慮到近期公佈的有利政策及政府規劃，本集團對香港建築業的長期發展仍持樂觀態度。此外，香港政府亦致力推動企業採用高科技及創新的建造方法，以提高生產力及成本效益。當中，香港政府已對興建大規模及高度自動化的鋼筋預製工場表示大力支持，以生產鋼筋預製組件。在本集團繼續向產業鏈下游延伸，為客戶提供涵蓋加工、物流及新產品需求的一站式解決方案的同時，這些利好因素將為本集團帶來更多機遇。

除興旺的本土市場外，由包括香港、澳門及廣州等地所組成的大灣區，亦為我們打開了另一扇機會之窗。就經濟實力而言，於二零一七年該區的地區生產總值約為人民幣10.49萬億元，相當於全國經濟總量的14%。在經濟蓬勃發展的同時，該地區的人口亦達1.2億，與墨西哥及日本的人口規模相若。縱合以上兩種因素，本集團深信，該地區所蘊含的潛力巨大。除了配備有利的人口結構外，該地區亦致力成為龐大的經濟、文化、休閒及人才樞紐，而為實現該目標及支撐其高速增長，該地區將引伸出中長期的額外基礎設施需要，同時作為目前港珠澳大橋及廣深港高速鐵路之補充。鑒於區內的短期基建需求龐大，本集團將有更多的機會，為該地區的建設項目提供建築材料及量身定制的解決方案。

# CHAIRMAN'S STATEMENT

## 主席報告書

On the other hand, regarding the Group's Property Investment and Project Management Business, we continue to position as a value-added real estate investor and a property enhancement specialist focusing on office properties in Shanghai. As Shanghai continues its transition into a global economic hub, the Group sees an expanding mismatch between the strong demand for quality office space, and the lack of affordable Grade-A office supply in Shanghai. Through our project management arm, Hongkong and Shanghai Land Capital Ltd. ("HSL"), which has proven track record in asset revitalization and optimization including the re-positioning, re-development, re-leasing and refurbishment of commercial assets, the Group is now equipped with a strong business network with leading state-owned enterprises, local governments and property developers, capable of capturing future opportunities.

Looking forward, the Group expects the difficult steel market shall stabilize while there will still be ample opportunities to catch. From the industry perspective, fluctuations in steel price shall hover, where reduction on production capacity of steel will be maintained as environmental concerns continue to grow, and the tension within the global market shall retain and cause ambiguity. Nevertheless, with a forecasted growth rate of 6.6% of the China's economy, the Group remains confident in our Construction Materials and Property Investment and Project Management Businesses as favourable policies and promising microeconomics will prevail.

Furthermore, to realize the aforesaid potentials from the flourishing Hong Kong construction sector and the Greater Bay area, the Group has acquired the remaining stake of TVSC Construction Steel Solutions Limited ("TVSC", now known as VSC Construction Steel Solutions Limited) from NatSteel Holdings Pte. Ltd.. This will allow the Group to further integrate its process flow of combining steel trading, steel processing, and steel scrap into one, and to fully enjoy the upcoming infrastructure boom as well as the increasing emphasis of off-site, prefabricated construction materials in Hong Kong. In addition, TVSC being one of the two suppliers registered on the 'List of Approved Steel Reinforcing Bar Prefabrication Yard for Public Works', the Group will be able to further expand its clientele, by providing construction steel to the ever-growing housing market.

Regarding the Property Investment and Project Management segment, we will endure to provide one-stop solutions for revitalizing under-performing commercial buildings to valuable assets under the professional teams of HSL. In addition, leveraging our proven track record, the Group will continue to look for quality partners for setting up joint venture and/or fund partnership for business expansion. This will allow the Group to enjoy certain flexibility on capital requirements, while still be able to capture projects which have higher investment requirement and greater potential and returns.

另一方面，就本集團的房地產投資及項目管理業務而言，我們將繼續定位為專注於上海市房地產的增值投資者及物業提升專家。隨著上海繼續向全球經濟中心轉型，本集團認為，上海市內優質辦公空間的強勁需求，與可負擔甲級寫字樓的供應短缺，兩者間之差距將日益擴大。透過我們的項目管理公司滬港地產資本有限公司（「滬港地產」），其在資產重組與優化（包括商用物業的重新定位、開發、租賃及翻新）方面取得卓越往績，本集團目前已擁有覆蓋領先國有企業、地方政府及房地產開發商的強大商業網絡，將有能力把握未來機遇。

展望未來，本集團預計艱難的鋼材市場將越趨穩定，而市場上仍然是機遇處處。從行業角度看，鋼材價格的波動將持續，而隨著對環境問題的日益關注，壓減鋼材產能的勢頭將繼續維持，以至全球市場的緊張局勢及不明朗因素亦未見緩和。儘管如此，鑒於中國經濟的預測增長率為6.6%，而利好地區政策及向好的微觀經濟將逐漸主導，本集團仍對其建築材料及房地產投資及項目管理業務充滿信心。

此外，為了變現上述香港建造業及大灣區的發展潛力，本集團亦從NatSteel Holdings Pte. Ltd.購入TVSC Construction Steel Solutions Limited（「TVSC」，現稱VSC Construction Steel Solutions Limited）的餘下股權。此舉將有助本集團進一步把其鋼材貿易、鋼材加工及廢鋼回收的工序流程整合為一體，同時在香港即將到來的基建熱潮以及市場對場外預製建築材料的日益重視之際得以充分把握。此外，TVSC作為「認可公共工程鋼筋預配工場名冊」上的兩家入選供應商之一，本集團將可向持續增長的房地產市場提供建築鋼材，從而進一步擴大其客戶群。

就房地產投資及項目管理分部而言，我們將繼續透過滬港地產旗下的專業團隊向客戶提供一站式解決方案，活化表現未如理想的商業辦公樓，並轉化其成為具有價值的資產。此外，憑藉我們的良好往績，本集團將繼續尋求優質合作夥伴，並成立合資企業及／或以基金的形式合作，進一步拓展現有業務。這安排將令本集團在資本要求上享有一定的靈活性，同時仍能夠參與投資金額更高、潛力及回報更大的項目。

With all the aforementioned strategies, the Group is optimistic that a strong foundation has been laid, setting the ground for a strong rebound in the coming years.

Last but not least, I would like to take this opportunity to express gratitude to our employees and stakeholders for your dedicated effort in supporting the Group's continuous business transformation, where we shift our position from a product distributor to a solutions provider. I would also like to extend my gratitude to the relevant government entities for facilitating our business transformation, but more importantly, your unequivocal support in transforming the Hong Kong construction industry into a safer and more efficient model. Lastly, I would like to show my utmost appreciation to our shareholders, for your trust and patience under the wildly-changing market environment, and the Group will strive to deliver long-term and greater returns to shareholders.

**Yao Choi Fai Andrew**  
*Chairman*

22nd June 2018

基於上述發展策略，我們已為未來數年的業務回升奠下穩固基礎，本集團亦對未來發展保持樂觀。

最後，本人希望藉此機會向我們的員工及持份者表示深切謝意，感謝彼等在支持本集團由產品分銷商轉型至解決方案供應商的持續業務轉型中所作的努力。本人亦謹此向相關政府部門表示致謝，感謝彼等促進我們的業務轉型，特別是支持香港建造業邁向更安全、更高效的模式中所給予的鼓勵和協助。最後，本人謹此向股東們致以最誠摯的謝意，多謝彼等在不斷改變的市場環境下，仍然給予我們信任與耐心，本集團將努力為股東創造長期而豐厚的回報。

主席  
姚祖輝

二零一八年六月二十二日



Willis

明城大酒店

CHANGING ROOMS





### One-stop solutions in **asset revitalization and optimization** Building up a **strong foundation** for **greater potential**

Central Park Pudong  
中港滙浦東



### **資產重組及優化** 的一站式解決方案 奠下穩固基礎更具發展潛力

#### OVERVIEW

For the Year, the Group recorded a revenue of approximately HK\$3,032.9 million, which was comparable to the revenue of approximately HK\$3,022.9 million of last year. However, due to the continuous adverse fluctuation of steel price in the Year and the negative impact arising from the adverse market situation in global commodity market, the Group recorded a loss attributable to owners of the Company of approximately HK\$147.7 million in the Year, as compared to a profit attributable to owners of the Company of approximately HK\$101.8 million of last year.

The basic loss per ordinary share was HK23.02 cents for the Year, contrary to the basic earnings per ordinary share of HK15.86 cents last year.

The Board has recommended a final dividend of HK1.57 cents (2017: HK2.49 cents) per ordinary share for the Year.

#### 概覽

於本年度，本集團錄得收入約3,032,900,000港元，相對去年收入約為3,022,900,000港元。然而，由於鋼材價格於本年度持續的不利波動及全球商品市場出現不利市況所產生的負面影響，本集團錄得本年度本公司擁有人應佔虧損約147,700,000港元，相對去年本公司擁有人應佔溢利約為101,800,000港元。

相對去年每股普通股基本盈利15.86港仙，本年度之每股普通股基本虧損為23.02港仙。

董事會建議派付本年度每股普通股1.57港仙（二零一七年：2.49港仙）的末期股息。

### BUSINESS REVIEW

#### Property Investment and Project Management Business

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

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

Our project management arm Hongkong and Shanghai Land Capital Ltd. is a boutique property project manager, together with its affiliated companies (collectively, "HSL") have a team of industry veterans and proven track record in asset revitalization and optimization. HSL provides integrated value-add framework which involves re-positioning, re-development, re-leasing and refurbishment of commercial assets. It carries out value enhancement works on the properties and their surrounding common areas at a minimum renovation cost, while implementing

### 業務回顧

#### 房地產投資及項目管理業務

我們是房地產增值投資者和物業提升專家。我們的房地產投資及項目管理業務包括(i)直接收購物業作投資，如我們全資擁有的中港匯浦東，該物業為本集團帶來租金收入及提升公允價值；及(ii)透過合夥企業或投資基金投資物業，本集團於該等合夥企業或投資基金中持有權益及作為一般合夥人及／或投資經理人以賺取費用收入。

本集團專注於上海的辦公樓物業，上海乃中國經濟最發達的金融及經濟中心。在第三產業如金融、科技及高端商業等推動下，以及中央政府所引領之舉措如上海自由貿易區和滬港通，為上海帶來穩定增長的國內生產總值，並對高端辦公室產生可持續需求，從而推動租金水平上漲。

我們的項目管理公司滬港地產資本有限公司乃專門從事房地產的項目經理，連同其聯屬公司(統稱「滬港地產」)擁有資深的行業團隊，並在資產重組和優化方面擁有良好往績。滬港地產提供綜合增值框架，包括商業資產的重新定位、重新開發、重新租賃和翻新。以最低的翻新成本對物業及周邊公用地區進行增值工程，成功實施租賃策略以優化租戶組合以獲優質租戶及提升租金收入，最終目標是為本集團的投資帶來



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

successfully leasing strategy to remix tenants in order to secure premium tenants and drive up rental income, with the eventual target of generating significant capital gains for the Group's investments. The team's members have substantial business experience in Greater China, and HSL has built a strong business network with leading state-owned enterprises, local governments and property developers in Shanghai. Through the concerted efforts of these specialists, HSL carries out refurbishment works to improve tenancy mix and maximize occupancy rate, which involves active property management through partnership with experts for accretion of fair value of our wholly-owned investment property, as well as our non-controlling investment property via the partnership.

During the Year, our Property Investment and Project Management Business recorded a net profit of approximately HK\$38.3 million on revenue of approximately HK\$63.0 million, versus a net profit of approximately HK\$173.8 million on revenue of approximately HK\$72.9 million of last year. The decrease in net profit was mainly due to a smaller valuation gain of approximately HK\$11.1 million on our wholly-owned Central Park Pudong was recorded in the Year, versus valuation gain of approximately HK\$272.0 million recorded in last year.

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

As of 31st March 2018, Central Park Pudong's occupancy rate was approximately 76.0%, increased by 17.7% year-on-year ("YOY"). Based on a valuation report issued by an independent international property valuer, the carrying amount of this investment property is approximately HK\$1,380.6 million (equivalent to approximately RMB1,108.0 million) at end of the Year, resulted in a valuation gain of approximately HK\$11.1 million and a related deferred tax liability provision of approximately HK\$2.8 million for the Year.

可觀的資本收益。該團隊之成員在大中華區擁有豐富的業務經驗，滬港地產與上海的國有企業、地方政府和房地產開發商建立了強大的業務網絡。通過這些專家的共同努力，滬港地產開展翻新工程以優化租戶組合及最大限度地提高出租率；其中包括通過與專家合作積極提升物業管理質素，以增加我們之全資投資物業及通過合夥企業擁有之非控股投資物業的公允價值。

於本年度，我們的房地產投資及項目管理業務錄得收入約63,000,000港元，溢利淨額約38,300,000港元，而去年收入約為72,900,000港元，溢利淨額約為173,800,000港元。溢利淨額減少主要由於我們全資擁有的中港匯浦東於本年度錄得較低估值收益約11,100,000港元，而去年則錄得估值收益約272,000,000港元所致。

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

截至二零一八年三月三十一日，中港匯浦東之出租率約為76.0%，按年同比(「按年同比」)增加17.7%。根據獨立國際物業估值師出具的估值報告，於本年度末，投資物業的賬面全額約為1,380,600,000港元(相等於人民幣約1,108,000,000元)，導致本年度產生估值收益約11,100,000港元以及相關遞延稅項負債撥備約2,800,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Our 29.44% investment in Park Lane Shanghai was acquired by our first investment fund partnership HSL China Metropolitan Fund I L.P. (the “Partnership”) and managed under HSL. After HSL’s refurbishment plan, Park Lane Shanghai was repositioned as a high-end residential property, and the Partnership disposed its investment in Park Lane Shanghai to an independent third party in September 2017 at a gain. The Partnership distributed our initial capital investment of RMB106.0 million to the Group in late September 2017, and the Partnership has made a final distribution for the disposal gain (net of expenses and tax) of HK\$42.6 million to the Group in the second half of the Year. As a result of the disposal, HSL has received a disposal fee income and an upside bonus from the Partnership. During the Year, the Group shared a net profit of approximately HK\$39.4 million, versus a net loss of approximately HK\$13.8 million of last year from the investment. HSL recorded an asset management fee income and a disposal fee income totaling approximately HK\$31.2 million in the Year, up by approximately HK\$21.1 million over that of last year.

### Building and Design Solutions Business

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

The Building and Design Solutions Business recorded a net profit of approximately HK\$19.9 million on revenue of approximately HK\$330.1 million in the Year, versus a net profit of approximately HK\$23.5 million on revenue of approximately HK\$490.7 million in last year. The decrease in revenue was mainly caused by a delay in delivery of major projects and slow supplies from suppliers in the PRC.

我們擁有29.44%權益的上海尚泰里投資由我們首個成立的投資基金合夥企業HSL China Metropolitan Fund I L.P. (「合夥企業」)收購並由滬港地產管理。經滬港地產翻新完成後，上海尚泰里被重新定位為高端住宅樓宇，合夥企業並於二零一七年九月出售其於上海尚泰里的投資予一名獨立第三方並獲得收益。合夥企業於二零一七年九月底向本集團分配初始資本投資人民幣106,000,000元，合夥企業已於本年度下半年就出售收益(扣除開支及稅項)42,600,000港元向本集團作最終分配。由於該出售，滬港地產已自合夥企業收取出售費收入及獲得上行獎金。於本年度，本集團於該投資之應佔溢利淨額約為39,400,000港元，而去年之應佔虧損淨額則約為13,800,000港元。滬港地產於本年度錄得資產管理費收入及出售費收入合共約31,200,000港元，較去年增加約21,100,000港元。

### 建築產品及設計方案業務

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

於本年度，建築產品及設計方案業務帶來收入約330,100,000港元，溢利淨額約為19,900,000港元，相對去年收入約為490,700,000港元，溢利淨額約為23,500,000港元。本年度收入減少主要由於重大項目出現延遲交付以及中國供應商供應緩慢所導致。



TOTO Sanitary Wares and Kitchen Cabinets  
TOTO 衛浴潔具及廚櫃

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Construction Materials Business

Construction Materials Business comprises Hong Kong construction products processing and distribution, surface critical coil processing and distribution, steel recycling and reinforcing bar processing and assembly business.

The Construction Material Business recorded a total revenue of approximately HK\$2,231.6 million for the Year, up approximately 4.6% compared with last year, primarily due to the increase in average selling price. Our tons sold decreased by 13.6%, primarily due to infrastructure projects delay in Hong Kong, caused by the filibustering at the Legislative Council.

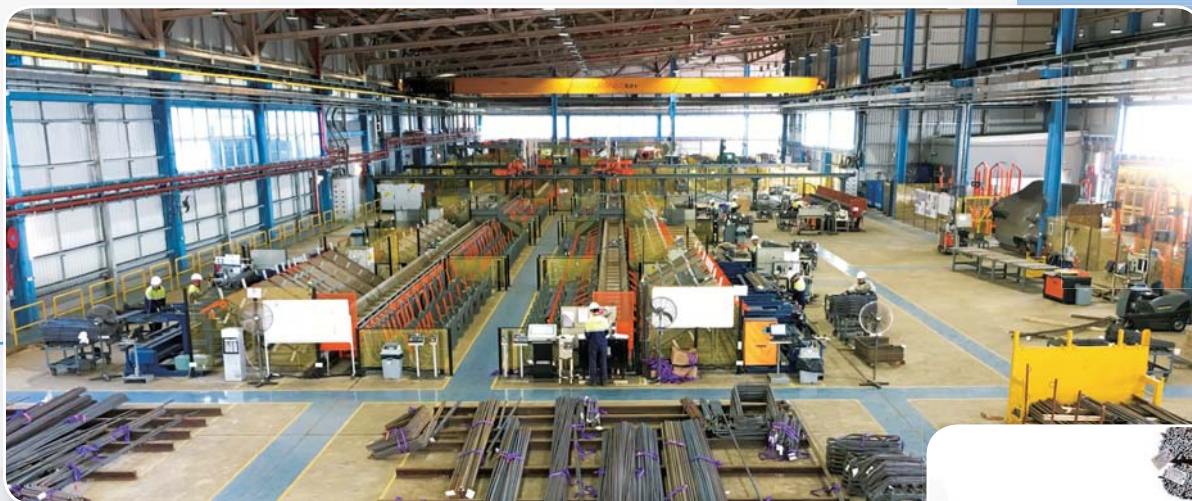
Net loss of Construction Materials Business was approximately HK\$131.2 million, versus a net loss of approximately HK\$23.3 million of last year. The increase of net loss in the Year was mainly due to (i) a net loss of HK\$25.0 million from our 50%-owned TVSC Construction Steel Solutions Limited ("TVSC", now known as VSC Construction Steel Solutions Limited); (ii) the continuous adverse fluctuation of steel price and the negative impact arising from the adverse market situation in global commodity market; and (iii) the increase of onerous contract provision by approximately HK\$24.7 million to approximately HK\$26.7 million in the Year.

### 建築材料業務

建築材料業務包括香港建築產品加工與分銷、卷鋼加工與分銷、鋼材回收及鋼筋加工及裝配業務。

建築材料業務於本年度錄得收入總額約2,231,600,000港元，較去年上升約4.6%，主因乃平均銷售價格上升所致。由於立法會的拉布行動導致香港基建項目出現延遲，我們的已售噸數減少13.6%。

建築材料業務虧損淨額約為131,200,000港元，相對去年虧損淨額約為23,300,000港元。本年度虧損淨額增加主要由於(i)我們擁有50%的TVSC Construction Steel Solutions Limited（「TVSC」，現稱 VSC Construction Steel Solutions Limited）之虧損淨額為25,000,000港元；(ii)於鋼材價格持續的不利波動及全球商品市場出現不利市況所產生的負面影響；及(iii)本年度虧損合約撥備增加約24,700,000港元至約26,700,000港元。



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



Surface Critical Coil Solutions  
卷鋼加工方案



### Engineering Plastics Business

The Engineering Plastics Business recorded a revenue of approximately HK\$378.5 million, increased by approximately 27.5% YOY, with tons sold also increased by approximately 8.3% YOY, as we moved away from customers where margins were too low or credit risk was high, and focused on high growth segments. This business recorded an audited net profit of approximately HK\$13.0 million in the Year, up approximately 331.6% YOY, driven by higher margins, lower expense, strong growth in selected segments and geographic expansion.

### 工程塑膠業務

工程塑膠業務錄得收入約378,500,000港元，按年同比增加約27.5%，而已售噸數按年同比亦增加約8.3%，此乃由於我們遠離利潤率極低或信貸風險較高之客戶並專注於高增長領域所致。該業務於本年度錄得經審核溢利淨額約13,000,000港元，按年同比上升331.6%，此乃由於毛利率提升、開支降低、部分細分市場強勁增長以及地域擴張帶動所致。



Plastics  
塑膠材料



## OUTLOOK

### Property Investment and Project Management Business

As Shanghai will be upgrading its innovative manufacturing and transforming into a global hub by 2020, it is expected that there will be a massive increase in demand for commercial buildings. Targeting to unleash such potentials, we will continue to focus on the Shanghai market for good property investment opportunities. Our wholly-owned Central Park Pudong targets to increase its occupancy rate to over 85% in the near future.

The Group will endure to provide one-stop solutions for revitalizing under-performing commercial buildings to valuable assets under the professional teams of HSL. In addition, leveraging our proven track record, the Group will continue to look for quality partners for setting up joint venture and/or fund partnership for business expansion. This will allow the Group to enjoy certain flexibility on capital requirements, while still be able to capture projects which have higher investment requirement and greater potential and returns.

### Building and Design Solutions Business

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

## 展望

### 房地產投資及項目管理業務

隨着上海主張創新製造業，並定下在二零二零年前轉型成全球樞紐的目標，我們預期商業樓宇的需求將大幅增長。為發掘市場潛力，我們將繼續專注於上海市場以尋找良好的房地產投資機會。我們全資擁有的中港匯浦東其出租率有望在不久將來提高至超逾85%。

透過滬港地產的專業團隊，本集團將繼續提供一站式解決方案，將表現欠佳的商業樓宇改造具價值的資產。此外，憑藉我們良好的往績記錄，本集團將繼續尋找優質夥伴以建立合營企業及／或合夥人從而擴張業務。此舉將使本集團資金需求更具靈活性，使得我們能夠獲得更高投資需求及更具潛力及高回報的項目。

### 建築產品及設計方案業務

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

### Construction Materials Business

We expect the difficult steel market shall stabilize while there will still be ample opportunities. From the industry perspective, fluctuations in steel price shall hover, where reduction on production capacity of steel will be maintained as environmental concerns continue to grow, and the tension within the global market shall retain. Nevertheless, with a forecasted growth rate of 6.6% of the China's economy, the Group remains confident in our Construction Materials Business as favourable policies and promising microeconomics will prevail.

Furthermore, to realize the vast potentials from the flourishing Hong Kong construction sector and the Greater Bay area, the Group has acquired the remaining 50% equity interest of TVSC from NatSteel Holdings Pte. Ltd. in May 2018. This will allow the Group to further integrate its process flow of combining steel trading, steel processing, and steel scrap into one, and to fully enjoy the upcoming infrastructure boom as well as the increasing emphasis of off-site, prefabricated construction materials in Hong Kong. In addition, TVSC being one of the two suppliers registered on the "List of Approved Steel Reinforcing Bar Prefabrication Yard for Public Works" in Hong Kong, the Group will be able to further expand its clientele, by providing construction steel to the ever-growing housing market.

According to the press release dated 29th May 2018 on the "Chief Executive Hong Kong Special Administrative Region" website, 29 government construction projects totalling HK\$68 billion had been approved by the Public Works Subcommittee of the Hong Kong Legislative Council ("Legco"), in which 10 government projects totalling HK\$37.4 billion could be kickstarted as they had also been approved by the Finance Committee of the Legco. With seven more Finance Committee meetings, seven more Public Works Subcommittee meetings, and five more Staffing Subcommittee meetings until the summer recess of the 2017/18 legislative year, the Chief Executive of Hong Kong remains optimistic towards the approval of projects, meaning there is a strong project pipeline in the future. Furthermore, the government's initiative to set up a HK\$1 billion "Construction Innovation and Technology Fund" as proposed in the 2018-19 Budget will expedite the transformation of the construction industry through innovation and technology adoption. The Budget also indicated that the government will adopt building information modelling technology in the design and construction of major government capital works projects. It will help equip the industry and encourage the use of such technology in private works projects. With the government's support in large-scale, highly-automated steel reinforcing bar prefabrication plants for production of prefabricated steel reinforcement components, it will create opportunities for the Group to capture, as it continues its downward migration along the value chain by providing one-stop solutions covering the processing, logistics and new product needs.

### 建築材料業務

我們預期鋼鐵市場的困境將保持穩定但仍很多機會。從行業角度，由於環境保護意識的不斷增強，鋼鐵產能降低，鋼鐵價格波動將繼續，全球市場局勢仍然緊張。儘管如此，中國經濟預期將按6.6%增長，由於有利政策及微觀經濟佔優勢，本集團對建築材料業務仍然有信心。

此外，為了變現蓬勃發展的香港建造業及大灣區的發展潛力，本集團已於二零一八年五月自NatSteel Holdings Pte. Ltd.收購TVSC之剩餘50%股權。此舉將使本集團能進一步整合鋼材貿易、鋼材加工及廢鋼回收的工序流程，充分受益於香港未來基礎建設及場外預製建築材料的蓬勃發展。此外，TVSC作為香港「認可公共工程鋼筋預配工場名冊」兩名註冊供應商之一，本集團可以通過為不斷增長的住宅市場提供建築鋼材從而進一步擴張其客戶。

根據「香港特別行政區行政長官」網站在二零一八年五月二十九日發表的新聞稿，合共680億港元的二十九個政府建造項目已獲香港立法會（「立法會」）工務小組委員會批准（當中十個合共374億港元的項目已獲立法會財務委員會批准並可以開始工程）。在二零一七／一八立法年度，暑假休會前，立法會將召開七次財務委員會會議、七次工務小組委員會會議及五次人事編制小組委員會會議。因此，香港行政長官仍然對項目審批持樂觀態度，意味著未來將有一個強勁的項目儲備。此外，在二零一八年至一九年年度財政預算案中提及政府將成立10億港元「建築創新及科技基金」，將透過創新科技，以加快建築業的轉型。預算案亦提及政府將在主要的政府基本工程項目的設計和建造採用建築信息模擬技術，此有助支援業界裝備，並鼓勵私人工程項目採用該等技術。鑑於政府支持大規模及高度自動化的鋼筋預製廠以生產預製鋼筋組件，本集團將繼續沿價值鏈向下延伸，通過提供涵蓋加工、物流及新產品需求的一站式解決方案，為本集團帶來更多機遇。



### Engineering Plastics Business

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

## FINANCIAL REVIEW

### Financial Positions

Compared with the financial year ended 31st March 2017, as at 31st March 2018, the Group's total assets decreased from approximately HK\$3,383.9 million to approximately HK\$3,131.9 million. The Group's inventories decreased from approximately HK\$395.6 million to approximately HK\$289.6 million. The average inventory days of supply decreased by 16 days to 38 days. The Group's trade and bill receivables increased from approximately HK\$495.0 million to approximately HK\$528.2 million. The average overall day of sales outstanding increased from 56 days to 61 days. Net assets value of the Group maintained at approximately HK\$1,130.9 million as at 31st March 2017 to approximately HK\$1,087.4 million, equivalent to HK\$1.70 per ordinary share as at 31st March 2018.

Compared with the financial position at 31st March 2017, the Group's cash and cash equivalents and pledged bank deposits, decreased by approximately HK\$326.5 million to approximately HK\$370.6 million while the Group's borrowings decreased by approximately HK\$163.5 million to approximately HK\$1,558.9 million as at 31st March 2018. Current ratio increased from 1.08 to 1.13, while gearing ratio (net debt, which is total borrowings minus pledged bank deposits and cash and cash equivalents, divided by capital and reserves attributable to owners of the Company plus net debt) increased from 48% to 53%.

### Financial Resources

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

### 工程塑膠業務

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

### 財務回顧

#### 財務狀況

與截至二零一七年三月三十一日止財政年度相比，本集團於二零一八年三月三十一日之資產總額由約3,383,900,000港元減少至約3,131,900,000港元。本集團之存貨由約395,600,000港元減少至約289,600,000港元。平均存貨週轉日數減少16日至38日。本集團之應收賬款及票據由約495,000,000港元增加至約528,200,000港元。平均應收賬款週轉日數從56日增加至61日。本集團之資產淨值自二零一七年三月三十一日維持1,130,900,000港元至二零一八年三月三十一日的約1,087,400,000港元，相當於每股普通股1.70港元。

與二零一七年三月三十一日之財務狀況比較，於二零一八年三月三十一日本集團之現金及現金等值及已抵押銀行存款，減少約326,500,000港元至約370,600,000港元，而本集團之借貸則減少約163,500,000港元至約1,558,900,000港元。流動比率則自1.08增加至1.13，其中資產負債比率（負債淨額，即借貸總額減已抵押銀行存款以及現金及現金等值，除以本公司擁有人應佔股本及儲備加負債淨額）由48%增加至53%。

#### 財務資源

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

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group's trade financing remained primarily supported by its bank trading and term loan facilities. As at 31st March 2018, about 37.8% of the Group's interest-bearing borrowings for trade financing purpose and financing of investment properties were denominated in HK dollar, about 41.3% in RMB and about 20.9% in US dollar. These facilities are either secured by the Group's inventory held under short-term trust receipts bank loan arrangement and/or pledged bank deposits and/or corporate guarantee provided by the Company. All of the above borrowings were on floating rate basis. Interest costs of import bank loans were levied on interbank offered rates plus very competitive margin. RMB loans and bill exchange facilities of the Group have been obtained from domestic and foreign banks in the amount of RMB90.4 million. Interest costs of RMB banking facilities were based on standard loan rates set by the People's Bank of China adjusted with competitive margin.

### Charges On Assets

As at 31st March 2018, the Group had certain charges on assets which included (i) bank deposits of approximately HK\$57.8 million which were pledged as collateral for the Group's bill payables; and (ii) an investment property of approximately HK\$1,380.6 million which were pledged as collaterals for certain bank borrowings of the Group.

### Exposure To Fluctuations In Exchange Rates And Related Hedges

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

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

### Contingent Liabilities

As at 31st March 2018, the Group's had no material contingent liability.

### Material Acquisitions and Disposals

Save as disclosed in Note 36 to the accompanying consolidated financial statements, the Group did not have any material acquisitions and disposals of subsidiaries and associated companies during the Year.

本集團之貿易融資主要由其銀行貿易及定期貸款融資支持。於二零一八年三月三十一日，本集團以貿易融資及投資物業融資為目的的計息借貸總額中約37.8%均以港元計值、約41.3%以人民幣計值及約20.9%以美元計值。該等信貸融資主要以通過本集團之短期信託收據銀行貸款安排下持有之本集團存貨及／或已抵押銀行存款及／或本公司提供之公司擔保作為抵押。所有以上之借貸均按浮動利率計息。進口銀行貸款之利息費用以銀行同業拆息率加非常具競爭力之息差計算。本集團已自國內及外資銀行獲得數額為人民幣90,400,000元之人民幣貸款及匯票融資。人民幣銀行融資之利息費用乃按中國人民銀行釐定之標準貸款利率以優惠息差再加以調整。

### 資產抵押

於二零一八年三月三十一日，本集團有若干資產作抵押，包括(i)約57,800,000港元之銀行存款抵押作為本集團的應付票據之抵押品，及(ii)約1,380,600,000港元之一項投資物業抵押作為本集團若干銀行借貸之抵押品。

### 匯率風險波動及相關對沖

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

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

### 或然負債

於二零一八年三月三十一日，本集團並無重大或然負債。

### 或然負債

於本年度，除隨附之綜合財務報表附註36內所披露者外，本集團並無任何重大附屬公司及聯營公司收購事項及出售事項。

### KEY RISKS AND UNCERTAINTIES

We believe the Group's financial condition, results of operations, and business prospects may be affected by certain risks and uncertainties directly or indirectly pertaining to the Group's businesses, some of which are beyond our control. The followings are the major risks and uncertainties identified by the Group. There may be other possibly risks and uncertainties which we are not aware of or which may not be material at present but may turn out to be material in the future.

#### Financial Risks

The Group's overall treasury and funding policies focus on managing financial risks including interest rate, foreign exchange and liquidity risks. The Group has always adhered to prudent financial management principles. Facing the volatility of RMB, the Group will match RMB payments with RMB receipts to minimize exchange exposure. Forward foreign exchange contracts would be entered into when suitable opportunities arise and when management of the Group considers appropriate, to hedge against major non-HK dollars currency exposures. The Group always monitors cash flows and maintains an adequate level of cash and cash equivalents to ensure the ability to finance the Group's operations and reduce the effects of fluctuation in cash flows to mitigate liquidity risk.

#### Operational Risk

The Group may face operational risk resulting from inadequate or deficiency in internal processes, people and systems or from external events. The Group has clear responsibility and accountability rests with every function at divisional and departmental levels. The Group are governed and guided by good standard operating procedures, proper authorization policies and reporting framework. Our management will identify and assess key operational exposures from time to time to adjust potential risk response.

#### Business Risk

The Group's business performance will be affected by various factors, including but not limited to economic conditions, competitive environment of steel industry, performance of property markets and regulatory changes in regions where our business carry on or investments locate, which would not be mitigated even with careful and prudent investment strategy and strict procedure.

### 主要風險及不明朗因素

我們相信，本集團之財務狀況、經營業績及業務前景可能受直接或間接與本集團業務有關之若干風險及不明朗因素（有些為我們不能控制）所影響。以下為本集團面對之主要風險及不明朗因素。本集團可能面對並不知悉或可能目前並不重大但可能於未來轉變成重大之其他可能風險及不明朗因素。

#### 財務風險

本集團整體庫務及集資政策集中於管理財務風險，包括利率、外匯及流動資金風險。本集團一直秉持審慎財務管理原則。面對人民幣波動，本集團將以人民幣收入來配對人民幣付款，從而減低兌換風險。當出現適當時機且本集團管理層認為合適之情況下，將簽訂遠期外匯合約，用以對沖非港元貨幣之主要外匯風險。本集團經常監察現金流量及維持現金及現金等值於適當水平，以確保為本集團營運提供資金之能力並減少現金流量波動效應以減低流動資金風險。

#### 營運風險

本集團可能面對來自內部流程、人員及系統或外部事件之不當或缺失而引起之營運風險。本集團設有配合各部門及部門級別之間各功能明確之責任及問責制。本集團以優良經營程序、適當授權政策及報告準則進行管理及指引。管理層將不時確定及評估主要營運風險以調整對潛在風險的對應。

#### 業務風險

本集團之業務表現將受多項因素影響，包括（但不限於）我們進行業務及投資之地點之經濟狀況、鋼材行業之競爭環境、房地產市場之表現及地區之監管變動，而此等因素甚至實行小心謹慎之投資策略及嚴格程序也不能減輕風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Human Capital and Retention Risk

The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence to meet the business objectives and strategy. We will provide attractive remuneration package to suitable candidates and personnel. Through training of existing personnel and hiring of new personnel that raise the average, we continue to create a great team capable of making sure we are one of the best long-term investments for our shareholders and a great place to work for our employees.

### HUMAN CAPITAL

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

As at 31st March 2018, the Group employed 235 staff. Total staff costs including contribution to retirement benefit schemes incurred during the Year amounted to approximately HK\$113.1 million. During the Year, no options have been offered and/or granted to directors and our employees under the share option scheme adopted on 11th August 2011.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE

#### Environmental Protection

The Group is committed to achieving environmental sustainability. Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations.

We encourage environmental protection and promote awareness towards environmental protection to the employees. The Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance.

#### Community Involvement

We care about the communities where we are active and continuously support social initiatives. The Group has sponsored and participated in a wide range of charitable activities. Our employees have also participated in various corporate social responsibility initiatives. We care about our employees. We will provide an enjoyable working environment and an integrity platform to ensure employees' well-being and safety.

### 人力資源及留聘風險

本集團可能面臨不能夠吸引及留聘擁有合適及所需技能、經驗及能力以滿足業務目標及戰略之主要人員及優秀人才之風險。我們會向合適人選及人員提供具吸引力之薪酬待遇。透過培訓現有人員及聘請勇於突破之新人員，我們繼續創建有能力確保我們成為就股東而言為最佳長期投資，及就僱員而言為良好之工作地方之優秀團隊。

### 人力資源

本集團竭力打造精英團隊，藉此推動本集團業務發展更上一層樓。我們的增長策略一直包括加強員工的責任感。我們提供優越之薪酬待遇以吸引及推動員工。我們努力為員工提供舒適安全的工作環境，並提供各種機會，讓員工不斷學習和成長。

於二零一八年三月三十一日，本集團聘用235名僱員。於本年度，總員工成本包括退休福利計劃供款約為113,100,000港元。於本年度，並無根據於二零一一年八月十一日採納之購股權計劃向董事及我們之僱員提供及／或授出任何購股權。

### 環境、社會及管治

#### 環境保護

本集團於達致環境可持續發展上不遺餘力。透過在我們之日常業務營運中努力不懈地推動環保措施及意識，以反映我們對保護環境之承諾。

我們提倡環保及向僱員宣揚環保意識。本集團堅持以回收及節約之原則，實行綠色辦公室方案，例如雙面打印及影印、設置回收箱、提倡使用再造紙及關閉閒置電燈及電器以降低能源消耗。

#### 參與社區活動

我們積極持續支持社區活動，以關心我們之社區。本集團贊助並參與多項慈善活動。我們之僱員亦參加各種企業社會責任活動。我們亦關心僱員。我們將提供愉快工作環境及良好平台，以確保員工之健康及安全。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

We were awarded as the “Caring Company” from The Hong Kong Council of Social Service since 2007, as “Heart to Heart Company” by the Hong Kong Federation of Youth Group in 2010.

### Compliance with Relevant Laws and Regulations

The Group has formulated a clear organisational structure and accountability for implementation of procedures and monitoring of risk, which help ensure adequacy and effectiveness of controls over the reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.

During the Year, as far as the Company is concerned, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

### Environmental, Social and Governance Report

In accordance with Rule 13.91 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Company will publish an Environmental, Social and Governance Report within three months after the publication of this annual report in compliance with the provisions set out in the “Environmental, Social and Governance Reporting Guide” in Appendix 27 to the Listing Rules.

### RELATIONSHIPS WITH STAKEHOLDERS

We have a deep sense of obligation to our stakeholders. We will consistently execute our strategies to provide desired returns on investment and sustainable growth to our shareholders. We recognise that employees are our valuable assets. We hire people for attitude and invest in development of our employees to create loyalty and love to the Company. We understand the importance of maintaining good relationship with our stakeholders (employees, customers, suppliers and business partners) to achieve our long-term goals. To accomplish this, we continue to get closer to our stakeholders, build lasting relationship, and keep good communication to understand their needs and share with them our business development. During the Year, there was no material and significant dispute between the Company and its stakeholders.

### APPRECIATION

We are grateful to our dedicated employees, loyal customers, suppliers, banking partners and shareholders for their constant support.

我們自二零零七年起獲得由香港社會服務聯會頒發之「商界展關懷」獎項；並於二零一零年獲得由香港青年協會頒發之「心連心公司」獎項。

### 遵守相關法律及法規

本集團已制定一套清晰組織架構及問責制度，以實程序及監察風險，並有助於確保適當及有效控制財務報告之可靠性、營運效率及效益，以及遵守適用之法律及法規。

於本年度，就本公司所關注，本集團並無重大違反或不遵守適用之法律及法規，以致對本集團之業務及營運有顯著影響。

### 環境、社會及管治報告

根據香港聯合交易所有限公司證券上市規則「(上市規則)」第13.91條，本公司將遵照上市規則附錄二十七《環境、社會及管治報告指引》所載的條文，於本年報刊發後三個月內刊發環境、社會及管治報告。

### 與持份者之關係

我們對持份者之責任重大。我們將貫徹執行我們之策略，以向股東提供可觀投資回報及可持續增長。我們意識到僱員是我們寶貴資產。我們聘請僱員著重其工作態度，並不遺餘力投資於僱員培訓方面，以加強僱員對本公司的歸屬感及熱愛。我們明白與持份者(僱員、客戶、供應商及業務夥伴)維持良好關係攸關重要，以實現我們之長期目標。為達到該目標，我們繼續更貼近我們之持份者、建立長久關係，並保持良好溝通以了解其需要及與其分享我們之業務發展。於本年度，本公司及其持份者之間概無任何重大糾紛。

### 感謝

我們向盡職僱員、忠誠客戶、供應商、銀行夥伴及股東之長期支持致以衷心謝意。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The board of directors (the “Board”) of Hong Kong Shanghai Alliance Holdings Limited (the “Company”) is committed to maintaining high standards of corporate governance. It believes that high standards of corporate governance provide a framework and solid foundation for the Company and its subsidiaries (collectively, the “Group”) to manage business risks, enhance transparency, maintain high standards of accountability and protect shareholders’ interest in general. The Company has applied the principles and complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) except for CG Code provision A.2.1 for the year ended 31st March 2018 (the “Year”).

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

### CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

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

滬港聯合控股有限公司(「本公司」)之董事會(「董事會」)致力維持高水平之企業管治。董事會相信高水平之企業管治可為本公司及其附屬公司(統稱「本集團」)建立一個框架及穩固之基礎，以管理業務風險、增加透明度、維持高水平問責制及保障股東之整體權益。於截至二零一八年三月三十一日止年度內(「本年度」)，本公司已應用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)之原則，並遵守一切適用守則條文，惟企業管治守則條文第A.2.1條除外。

董事會將不斷檢討及改善本公司之企業管治常規及準則，確保業務活動及決策過程受到適當及審慎之規管。

### 董事及相關僱員進行證券交易之守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(經不時修訂)，作為本公司董事(「董事」)進行證券交易的守則(「本公司之標準守則」)。經向全體董事作出特定查詢後，彼等均確認於本年度內已遵守本公司之標準守則所載之所需規定。本集團其他特定之相關僱員(彼等被視為可能知悉內幕消息)於買賣本公司之證券時亦須遵守本公司之標準守則。

### THE BOARD

As at the date of this report, the Board consists of three Executive Directors and four Independent Non-executive Directors. The composition of the Board during the Year and up to the date of this report is set out as follows:

#### Executive Directors:

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

#### Independent Non-executive Directors:

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

The brief biographical details of the Directors are set out in the “Profile of Directors and Senior Management” on pages 57 to 60 of this annual report.

### Board Process

Throughout the Year and up to the date of this report, the Company has four Independent Non-executive Directors exceeding one-third of the Board. One of the Independent Non-executive Directors has the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. Each of the Independent Non-executive Directors has made an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Board members have no financial, business, family or other material relevant relationships with each other.

The Executive Directors are responsible for managing the overall business. They are mainly involved in the formulation and execution of the corporate strategies. The Independent Non-executive Directors consist of eminent business executives from Hong Kong and Mainland China, who provide independent advices to the management through their wide range of skills and experiences. The Executive Directors have regular meetings with general managers of respective business units and key staff of support units to discuss major business plans and review operational and financial performance. The Independent Non-executive Directors are also invited to participate in special review meetings.

### 董事會

於本報告日期，董事會由三名執行董事及四名獨立非執行董事組成。於本年度及截至本報告日期止，董事會成員載列如下：

#### 執行董事：

姚祖輝先生(主席兼首席執行官)  
陸佩然女士  
劉子超先生

#### 獨立非執行董事：

譚競正先生  
徐林寶先生  
謝龍華先生  
楊榮燊先生

董事之履歷詳情載於本年報第57頁至第60頁之「董事及高級管理人員履歷」一節內。

### 董事會程序

於本年度及截至本報告日期止，本公司有四名獨立非執行董事，多於三分之一的董事會人數。根據上市規則第3.10條之規定，其中一名獨立非執行董事具備適當之專業資格或會計或相關財務管理專長。每位獨立非執行董事已根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條之獨立性指引，並根據該指引條款被視為獨立人士。董事會成員彼此間並無財務、業務、家族或其他重大相關關係。

執行董事負責管理整體業務。彼等主要參與制定及執行企業策略。獨立非執行董事由香港及中國內地之卓越商業行政人員所組成，透過彼等所擁有之豐富技能及經驗向管理層提供獨立建議。執行董事定期與各業務單位總經理及支援單位之重要員工舉行會議，商討主要業務計劃及檢討營運與財務表現。獨立非執行董事亦被邀請參與特別檢討會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company has established four Board Committees, namely Executive Committee, Remuneration Committee, Audit Committee and Nomination Committee, to oversee various aspects of the affairs.

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, Directors' appointment or re-appointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The daily operations of the Group's business are executed by the management of the respective business units under the instruction and supervision of the Executive Committee which has its special written terms of reference.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results and other ad hoc matters which need to be dealt with. Individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee and Nomination Committee as well as general meeting during the Year are set out below:

本公司已成立四個董事委員會，即執行委員會、薪酬委員會、審核委員會及提名委員會，以審視多方面之事務。

董事會主要負責就本集團整體策略、年度經營預算、全年及中期業績、提名委員會建議的董事任命或重新委任、重大合同及交易、企業管治以及其他重要政策和財務等事宜作決策或審議。執行委員會按其特別書面職權範圍，領導及監管各業務單位之管理層處理本集團業務之日常運作。

董事會定期召開會議以討論本集團之整體策略以及營運及財務表現，並審閱及批准本集團之全年及中期業績以及其他須處理之特別事項。於本年度，各董事於董事會、薪酬委員會、審核委員會及提名委員會會議，以及股東大會之個別出席記錄載列如下：

Name of Directors 董事姓名	Number of meetings attended/held 出席／舉行會議之次數					
	Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	General Meeting 股東大會	
<i>Executive Directors:</i> Mr. Yao Cho Fai Andrew (Chairman and Chief Executive Officer)	執行董事： 姚祖輝先生 (主席兼首席執行官)	4/4	1/1	—	1/1	1/1
Ms. Luk Pui Yin Grace	陸佩然女士	3/4	—	—	—	1/1
Mr. Lau Chi Chiu	劉子超先生	3/4	—	—	—	0/1
<i>Independent Non-executive Directors:</i> Mr. Tam King Ching Kenny	獨立非執行董事： 譚競正先生	4/4	1/1	2/2	1/1	1/1
Mr. Xu Lin Bao	徐林寶先生	3/4	1/1	2/2	1/1	1/1
Mr. Tse Lung Wa Teddy	謝龍華先生	4/4	1/1	2/2	—	1/1
Mr. Yeung Wing Sun Mike	楊榮燦先生	4/4	—	2/2	1/1	1/1
<b>Total Number of Meetings Held</b>	<b>舉行會議總數</b>	<b>4</b>	<b>1</b>	<b>2</b>	<b>1</b>	<b>1</b>



Board meetings for each year are scheduled in advance to give all Directors an opportunity to attend, and are structured to encourage open discussion. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The Company Secretary assists the Chairman of the Board in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes and resolutions of the Board are taken and kept by the Company Secretary and these minutes and resolutions, together with any supporting board papers, are open for inspection at any reasonable time on reasonable notice by any Director.

The Board members have access to appropriate business documents and information about the Group on a timely basis. The Directors are free to have access to the management for enquiries and to obtain further information when required. The Directors are encouraged to update their skills and knowledge, and familiarity with the Group through ongoing participation at Board and Board Committees meetings. All Directors also have access to external legal counsel and other professionals for independent advice at the Company's expense if they require it.

### **DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT**

On appointment to the Board, each Director receives a comprehensive induction package covering 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. All Directors shall participate in continuous professional development to develop and refresh their knowledge and skills.

The Directors are from time to time provided materials on amendments to or updates on the relevant laws, rules and regulations to ensure that their contribution to the Board remains informed and relevant. The Company has been encouraging the Directors and senior management to participate in a wide range of professional development courses and seminars relating to the Listing Rules, applicable regulatory requirements and corporate governance practices organized by professional bodies and/or independent auditors to further improve their relevant knowledge and skills.

All Directors have confirmed that they have participated in appropriate continuous professional development activities by attending seminar or conference relating to the Company's business or corporate governance and regulations or by reading materials relevant to their duties and responsibilities during the Year.

各年度董事會會議均預先安排，以讓全體董事均有機會出席，並鼓勵董事公開討論。召開董事會會議一般會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項以列入會議議程內。公司秘書協助董事會主席編製會議議程，以及確保已遵守所有適用規則及規例。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提供意見。所有董事會會議記錄及決議案均由公司秘書記錄及保存，董事會成員給予合理通知，可於任何合理時間內隨時查閱該等會議記錄及決議案以及任何董事會文件。

董事會成員可於適當時候獲取有關本集團之恰當商業文件及資料。董事有需要時可隨時向管理層查詢，以取得更多資料。董事亦被鼓勵提升其技能及知識，並透過持續參與董事會及董事委員會會議，提升對本集團之認識。有需要時所有董事亦可尋求外聘法律顧問及其他專業顧問之獨立意見，開支由本公司支付。

### **董事之持續專業發展**

獲委任加入董事會時，各董事均收到一份詳盡入職資料，涵蓋本公司政策及程序以及作為董事在一般、法定及監管規定上所須履行責任之資料，以確保其充分了解其於上市規則及其他相關監管規定下之責任。全體董事均須參與持續專業發展以發展及更新其知識及技能。

董事不時獲提供相關法律、規則及規例之修訂或最新版本之資料，以確保彼等持續對董事會作出知情及相關之貢獻。本公司一直鼓勵董事及高級管理人員參與由專業團體及／或獨立核數師舉辦之各類有關上市規則、適用監管規定及企業管治常規之專業發展課程及研討會，以進一步提升其相關知識及技能。

全體董事已確認於本年度內已透過出席有關公司業務或企業管治及規例之研討會或會議或閱覽有關其職責及責任之資料，參與適當持續專業發展活動。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Participation of Directors in continuous professional development activities for the Year is set out below:

董事於本年度參與持續專業發展之活動載列如下：

Name of Directors 董事姓名	Reading journals, updates, articles and/or relevant materials 閱讀期刊、最新資訊、文章及／或相關資料	Attending workshops, seminars, conferences and/or forums 出席工作坊、研討會、會議及／或論壇
<i>Executive Directors:</i>	<i>執行董事：</i>	
Mr. Yao Cho Fai Andrew (Chairman and Chief Executive Officer)	姚祖輝先生 (主席兼首席執行官)	✓ ✓
Ms. Luk Pui Yin Grace	陸佩然女士	✓ ✓
Mr. Lau Chi Chiu	劉子超先生	✓ ✓
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事：</i>	
Mr. Tam King Ching Kenny	譚競正先生	✓ ✓
Mr. Xu Lin Bao	徐林寶先生	✓ —
Mr. Tse Lung Wa Teddy	謝龍華先生	✓ —
Mr. Yeung Wing Sun Mike	楊榮燊先生	✓ ✓

### BOARD DIVERSITY

The Board has adopted the Board Diversity Policy in July 2013. Under the Policy, the Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. Selection of candidates will be based on a range of diversity perspectives, which would include but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

At present, more than half of the Directors on the Board are Independent Non-executive Directors. The Board composition reflects various cultural and educational backgrounds, professional development, length of service, knowledge of the Company and a broad range of individual attributes, interests and values. The Board considers the current composition has provided the Company with a good balance and diversity of skills and experience appropriate to the requirements of its business. The Board will continue to review its composition from time to time taking into consideration specific needs for the Group's business.

### 董事會成員多元化

董事會於二零一三年七月採納董事會多元化政策。根據該政策，本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。甄選人選將基於一系列多元化標準，包括但不限於性別、年齡、文化及教育背景、專業及行業經驗、技能、知識以及服務年期。最終將按人選的長處及可為董事會提供的貢獻而作決定。

現時，董事會多於半數之董事為獨立非執行董事。董事會成員組合反映不同的文化及教育背景、專業發展、服務年期、對本公司的認識，以及廣泛的個人特質、興趣和價值觀。董事會認為目前的成員組合提供了切合本公司業務所需的均衡及多元化技能和經驗。董事會會繼續按本集團的業務需要不時檢討其成員組合。

### DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance coverage in respect of legal actions against the Directors and officers within the Group.

### ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

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

### SPECIFIC TERMS OF NON-EXECUTIVE DIRECTORS

The Company's Non-executive Directors are appointed for a specific term. They (including all other Directors) are subject to retirement by rotation and re-election at the annual general meeting at least once every three years according to the Company's Bye-laws.

### BOARD COMMITTEES

The Board has established various committees, including the Executive Committee, the Remuneration Committee, the Audit Committee and the Nomination Committee, each of which has its specific written terms of reference. Minutes of all committee meetings and resolutions are taken and kept by the Company Secretary and, together with any committee papers, are available to all Board members. The committees are required to report to the Board on their decision and recommendations where appropriate.

#### Executive Committee

Executive Committee has been in place since March 2006 and now consists of all Executive Directors, being Mr. Yao Cho Fai Andrew as chairman, Ms. Luk Pui Yin Grace and Mr. Lau Chi Chiu as members.

When the Board is not in session, the Executive Committee discharges the specific power and administrative functions authorised by the Board. The Executive Committee is mainly responsible for monitoring the daily operations of the Group.

### 董事及高級人員之保險

本公司已就董事及本集團內之高級人員可能面對之法律行動而作出適當保險安排。

### 主席及行政總裁之角色

姚祖輝先生現為董事會主席及首席執行官(即行政總裁)。按企業管治守則條文A.2.1條規定,主席與行政總裁的角色應有區分,並不應由一人同時兼任。董事會相信賦予姚先生主席及首席執行官之職務會使其繼續為本集團帶來強勁之領導能力、提高資源運用效率並推展計劃、組織及實施本公司之業務策略,令本集團能夠有效地拓展其業務。於姚先生之領導及執行委員會之監督下,管理團隊會繼續負責本集團之日常管理及營運。

### 委任非執行董事之指定任期

本公司之非執行董事有指定委任任期。彼等(包括全部其他董事)需要按本公司之細則每三年於股東週年大會上至少輪值告退一次並可膺選連任。

### 董事委員會

董事會已成立多個委員會,包括執行委員會、薪酬委員會、審核委員會及提名委員會,各委員會均以書面具體列明其職權範圍。所有委員會會議記錄及決議案均由公司秘書記錄及保存,全體董事會成員可隨時查閱該等委員會會議記錄及決議案以及任何委員會文件。各委員會須向董事會匯報其決定及建議(倘適用)。

### 執行委員會

執行委員會自二零零六年三月成立,現時由所有執行董事組成,即姚祖輝先生為主席,陸佩然女士及劉子超先生為成員。

在董事會會期以外,執行委員會可執行董事會給予之特別權力及行政職能。執行委員會主要負責監督本集團之日常運作。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company adopted a new terms of reference of the Executive Committee in March 2016 in order to conform with the provisions set out in the CG Code and it is responsible for performing the corporate governance duties as follows:

- (i) implementing and compliance with the laws, regulations, Listing Rules, Bye-laws and internal regulations applicable to the Company;
  - (ii) providing a means for timely and accurate disclosure of information;
  - (iii) ensuring effective communication with the Company's shareholders;
  - (iv) developing and reviewing the Company's policies and practices on corporate governance and make recommendations to the Board;
  - (v) reviewing and monitoring the training and continuous professional development of Directors and senior management;
  - (vi) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
  - (vii) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
  - (viii) reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report.
- (i) 執行及遵守適用於本公司之法律、規則、上市規則、公司細則及內部規則；
  - (ii) 提供方法以及時和準確地披露資料；
  - (iii) 確保與本公司股東有效之溝通；
  - (iv) 制定及檢討本公司之企業管治政策及常規，並向董事會提出建議；
  - (v) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
  - (vi) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
  - (vii) 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊(如有)；及
  - (viii) 檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

During the Year, the Executive Committee has carried out the duties on the corporate governance functions of the Company in accordance with its terms of reference.

### Remuneration Committee

The Remuneration Committee has been in place since July 2005 and as at the date of this report consists of four members, including Mr. Xu Lin Bao (chairman of the Remuneration Committee), Mr. Tam King Ching Kenny and Mr. Tse Lung Wa Teddy, all being Independent Nonexecutive Directors, and Mr. Yao Cho Fai Andrew, being an Executive Director. The Remuneration Committee's role is to make recommendation to the Board on the remuneration policy and structure for Directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders.

本公司已於二零一六年三月採納了執行委員會之新職權範圍，以符合企業管治守則所載之條文。其負責履行之企業管治職能如下：

於本年度，執行委員會已根據職權範圍履行本公司企業管治職能之職責。

### 薪酬委員會

薪酬委員會自二零零五年七月成立，於本報告日期由四名成員組成，包括獨立非執行董事徐林寶先生(薪酬委員會主席)、譚競正先生及謝龍華先生以及執行董事姚祖輝先生。薪酬委員會之職責乃就董事及高級管理人員之薪酬政策及架構向董事會提供建議，確保對本集團整體表現有所貢獻之董事及高級管理人員均獲得公平回報，並考慮到股東之利益。

The Remuneration Committee has adopted the model where it has delegated responsibility to determine the remuneration packages of individual Executive Directors and senior management as well as reviewing and approving management's remuneration proposals with reference to the Board's corporate goals and objectives. The Remuneration Committee also makes recommendation to the Board on the remuneration of the Non-executive Directors. No Director or any of his/her associates may be involved in any decisions as to his/her own remuneration. The Company has adopted new terms of reference of the Remuneration Committee in March 2016 to conform with the provisions set out in the CG Code. The terms of reference of the Remuneration Committee setting out its authority, duties and responsibilities are available both on the websites of the Company and Hong Kong Exchanges and Clearing Limited (the "HKEx").

During the Year, the Remuneration Committee has reviewed and determined the remuneration packages of the Executive Directors and made recommendations to the Board as to the remuneration policy and structure for senior management of the Company.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One Remuneration Committee meeting was held during the Year and the attendance record of the Remuneration Committee meeting is stated in the table under "The Board" of this report.

### Audit Committee

The Audit Committee has been in place since December 1998 and as at the date of this report consists of four Independent Non-executive Directors, including Mr. Tam King Ching Kenny (chairman of the Audit Committee), Mr. Xu Lin Bao, Mr. Tse Lung Wa Teddy and Mr. Yeung Wing Sun Mike. Mr. Tam King Ching Kenny is an Independent Non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules.

The Audit Committee meetings are held not less than twice a year to review and discuss the various audit issues as reported by the external auditor. It also reviews the interim and annual financial statements. Additional meetings may also be held by the Audit Committee from time to time to discuss special projects or other issues, which the members consider necessary.

Scope of the work of the Audit Committee is defined and approved by the Board in relation to various internal control, risk management and audit issues with a view to further improve the Company's corporate governance. The Company has adopted new terms of reference of the Audit Committee in March 2016 to conform with the provisions set out in the CG Code. The terms of reference of the Audit Committee setting out its authority, duties and responsibilities are available both on the websites of the Company and the HKEx.

薪酬委員會已採納其獲授責任以釐定個別執行董事及高級管理人員之薪酬待遇，以及根據董事會不時議決之公司目標及宗旨檢討及批准管理層之薪酬建議。薪酬委員會亦會就非執行董事之薪酬向董事會提出建議。概無董事或其任何聯繫人士可參與有關其本身薪酬之任何決定。本公司已於二零一六年三月採納了薪酬委員會之新職權範圍，以符合企業管治守則所載之條文。薪酬委員會之職權範圍訂明其授權、職責及責任，其已登載於本公司及香港交易及結算有限公司（「港交所」）之網頁內。

於本年度，薪酬委員會已審閱及釐定執行董事之薪酬待遇，並就本公司高級管理人員的薪酬政策及架構向董事會提出建議。

根據其職權範圍，薪酬委員會每年須至少召開一次會議。於本年度已舉行一次薪酬委員會會議，而薪酬委員會會議之出席記錄已刊於本報告「董事會」一節內。

### 審核委員會

審核委員會自一九九八年十二月成立，於本報告日期由四名獨立非執行董事組成，包括譚競正先生（審核委員會主席）、徐林寶先生、謝龍華先生及楊榮樂先生。按上市規則第3.10條，譚競正先生為獨立非執行董事並具備適當之專業資格或會計或相關財務管理專長。

審核委員會每年舉行不少於兩次之會議以審閱及討論各項外聘核數師呈報之審核事項，並審閱中期及年度財務報表。委員亦可不時於認為有需要時舉行額外之審核委員會會議以討論特殊項目或其他事項。

董事會已制定及核准審核委員會之職權範圍，職權涉及若干內部監控、風險管理及審核事宜，目標為進一步改善本公司的企業管治。本公司已於二零一六年三月採納了審核委員會之新職權範圍，以符合企業管治守則所載之條文。審核委員會之職權範圍訂明其授權、職責及責任，其已登載於本公司及港交所之網頁內。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the Year, the Audit Committee reviewed the remuneration of the external auditor. There was no disagreement between the Board and the Audit Committee on the selection or appointment of the external auditor. The Audit Committee has reviewed the Company's interim and annual consolidated financial statements for the Year and was content that such statements comply with applicable accounting standards and legal requirements, and that adequate disclosures have been made.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two Audit Committee meetings were held during the Year and the attendance record of the Audit Committee meetings is stated in the table under "The Board" of this report.

### Nomination Committee

The Nomination Committee has been in place since March 2012 and as at the date of this report consists of four members, includes the Executive Director, being Mr. Yao Cho Fai Andrew (chairman of Nomination Committee) and three Independent Non-executive Directors, being Mr. Xu Lin Bao, Mr. Tam King Ching Kenny and Mr. Yeung Wing Sun Mike. The Nomination Committee is responsible for formulating policy and making recommendations to the Board on nominations, appointment or re-appointment of Directors and Board succession. The principal duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and accessing the independence of Independent Non-executive Directors. The Company has adopted new terms of reference of the Nomination Committee in March 2016 to conform with the provisions set out in the CG Code. The terms of reference of the Nomination Committee setting out its authority, duties and responsibilities are available both on the websites of the Company and the HKEx.

During the Year, the Nomination Committee has reviewed the diversity, structure, size and composition of the Board, appointment and re-appointment of Directors and made recommendations to the Board to complement the Company's corporate strategy.

The Nomination Committee shall meet at least once a year in accordance with its terms of reference. One Nomination Committee meeting was held during the Year and the attendance record of the Nomination Committee meeting is stated in the table under "The Board" of this report.

於本年度，審核委員會已審閱外聘核數師之酬金。董事會與審核委員會於外聘核數師之挑選或委任上並無任何爭議。審核委員會已審閱本公司之中期及年度綜合財務報表，認為有關報表乃符合適用之會計準則及法例規定，並作出足夠之披露。

根據其職權範圍，審核委員會每年須至少召開兩次會議。於本年度已舉行兩次審核委員會會議，而審核委員會會議之出席記錄已刊於本報告「董事會」一節內。

### 提名委員會

提名委員會已於二零一二年三月成立，於本報告日期由四名成員組成，包括執行董事姚祖輝先生(提名委員會主席)及三名獨立非執行董事徐林寶先生、譚競正先生及楊榮樂先生。提名委員會負責就董事之提名、委任或重新委任及董事會的繼任事宜制訂政策及向董事會作出建議。提名委員會之主要職責包括至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司策略而擬對董事會作出的變動提出建議及評核獨立非執行董事的獨立性。本公司已於二零一六年三月採納了提名委員會之新職權範圍，以符合企業管治守則所載之條文。提名委員會之職權範圍訂明其授權、職責及責任，其已登載於本公司及港交所之網頁內。

於本年度，提名委員會已就董事會的多元化、架構、人數及組成，以及董事之委任及重新委任的事宜作出檢討，並就此向董事會提出建議以配合本公司的企業策略。

根據其職權範圍，提名委員會每年須至少召開一次會議。於本年度已舉行一次提名委員會會議，而提名委員會會議之出席記錄已刊於本報告「董事會」一節內。

### CORPORATE GOVERNANCE FUNCTION

While the Board is and remains principally responsible for the corporate governance functions of the Company, it has delegated the relevant duties to the Executive Committee to ensure the proper performance of corporate governance functions of the Company. In this connection, the terms of reference of the Executive Committee includes various duties relating to corporate governance matters which are set out in paragraph “Executive Committee” of this report.

### INTERNAL CONTROLS AND RISK MANAGEMENT

The Board and the Audit Committee are responsible for developing and maintaining the system of internal controls of the Group to protect shareholders’ interest and to safeguard the Group’s assets by setting appropriate policies and reviewing the effectiveness of major control procedures for financial, operational, compliance and risk management areas. The Company has its internal audit function to help enhance the effectiveness of risk management, control and governance processes.

During the Year, the Company has engaged an independent professional firm to perform an internal control review of the Group. The Board and the Audit Committee have reviewed the effectiveness of the Group’s system of internal controls on all major operations, including financial, operational and compliance controls and risk management functions, and have considered the adequacy of resources, qualifications and experience of staff of the Group’s accounting and financial function, and their training programs and budget, by reviewing the internal audit reports prepared by the independent professional firm and management letters submitted by external auditor. Also, the Board and the Audit Committee met with the internal and external auditors and management to discuss findings from their works and recommendations.

The Company is aware of its continuing disclosure obligations as to inside information and has a policy with regard to the principles and procedures for handling and disseminating the Company’s inside information in compliance with the requirements under the Securities and Futures Ordinance and the Listing Rules.

The Executive Committee and the designated executives of the Company are responsible for assisting the Board in reviewing potential inside information and assessing the need for disclosure and to oversee the internal reporting system and procedures. The Company has taken reasonable precautions for preserving the confidentiality of the inside information, including inter alia:

- (i) access to inside information is restricted to specific persons on a need-to-know basis;
- (ii) enter into appropriate confidentiality agreements when negotiating on potential and significant transactions;

### 企業管治職能

本公司的企業管治職能現時主要由董事會負責，其授權相關責任予執行委員會以確保本公司之企業管治職能獲適切履行。就此，執行委員會之職權範圍包括各項與企業管治事宜有關的職責，該等職責載列於本報告「執行委員會」一節內。

### 內部監控及風險管理

董事會及審核委員會負責透過制定合適之政策及就主要監控程序，包括財務、運作和合規監控以及風險管理職能的效用作出檢討，以發展及維持本集團之內部監控系統，並保障股東之利益及本集團之資產。本公司設有內部審核功能，以助提高風險管理、監控及企業管治的有效性。

於本年度，本公司委聘的獨立專業公司為本集團提供內部審核服務。董事會及審核委員會亦已透過檢討審閱獨立專業公司準備之內部監控報告及外聘核數師所提交之審核情況說明函件，以對所有主要營運，包括財務、運作和合規監控以及風險管理職能之內部監控系統作出檢討，並已考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。此外，董事會及審核委員會已會見內部核數師及外聘核數師以及管理層以討論彼等從工作及分析所得之發現及建議。

本公司明白其應履行內幕消息的持續披露責任，並具有有關處理及發佈本公司內幕消息的原則及程序之政策，以遵守證券及期貨條例及上市規則的規定。

執行委員會及本公司之指定行政人員負責協助董事會審核潛在的內幕消息及評估公佈的需要及監察內部通報系統及程序。本公司已採取合理措施將內幕消息保密，其中包括：

- (i) 按有需要知情基準，將得知內幕消息限制於指定人士；
- (ii) 於談判潛在及重大交易前訂立適當的保密協議；

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

- (iii) codify a strict prohibition on unauthorized use or disclosure of inside information in employee handbook; and
- (iv) circulate reminder, from time to time, to the Directors and specified relevant employees of the Group who are considered to be likely in possession of inside information their duties and obligations in respect of dealings in the securities of the Company.

The Company has set up a corporate practices committee in May 2013, chaired by Mr. Tse Lung Wa Teddy. The committee is responsible for risk assessment and management in preventing or reducing operational risk that might damage the Group's value. The committee chairman periodically reviews with the Chief Financial Officer and other members of the leadership team about the procurement policy, credit policy and other policies and reports to the Board of any finding, as appropriate. The Director of Financial Planning and Risk Analysis focuses on risk identification and ensures high priority issues are aggressively tackled and cost is effectively managed, thereby minimizing risks and allowing the Group's objectives to be achieved optimally.

The Board and the Audit Committee considered that the system of internal controls and risk management was operating effectively during the Year.

### AUDITOR'S REMUNERATION

During the Year, PricewaterhouseCoopers, the external auditor of the Company, provided the following services to the Group and their respective fees charges are set out below:

Types of services	服務種類	HK\$'000 千港元
Audit fee for the Group	本集團之審核費用	2,320
Taxation services	稅務服務	120
Total	總額	2,440

- (iii) 於僱員準則手冊內訂明嚴禁未經授權使用或披露內幕消息；及
- (iv) 不時發出通告以提醒董事及本集團特定之有關僱員(彼等被視為可能知悉內幕消息)於買賣本公司之證券時應有的職責及責任。

本公司已於二零一三年五月成立企業常規委員會，其由謝龍華先生擔任主席。該委員會負責風險評估及管理，以避免或降低可能損害本集團價值之營運風險。委員會主席與集團首席財務總監及領導層團隊其他成員定期檢討有關採購政策、信貸政策及其他政策，並於有需要時向董事會報告。財務規劃及風險管理總監專注於識別風險及確保高度優先事宜獲積極處理，並以具成本效益方式管理，從而盡量降低風險，讓本集團理想地達成目標。

董事會及審核委員會認為內部監控及風險管理之系統於本年度能夠有效地運作。

### 核數師酬金

於本年度，本公司之外聘核數師羅兵咸永道會計師事務所就向本集團提供下列服務分別收取之費用為：



### RESPONSIBILITY FOR PREPARATION AND REPORTING OF ACCOUNTS

The Directors acknowledge their responsibility for preparing the accounts which were prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditor about its reporting responsibilities is set out in the independent auditor's report included in this annual report.

There are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

### INVESTOR RELATIONS AND COMMUNICATION

The Group is committed to promoting transparency and maintaining effective communication with shareholders, investors, analysts and the press. The Company has its shareholder's communication policy established to ensure effective and timely dissemination of information to shareholders and the investment community. The management from time to time meets with existing and potential investors to make corporate presentations. The Group also promotes communications with non-institutional shareholders through public announcements of key developments of the Company as prescribed under the Listing Rules, annual general meeting and other general meetings of the Company. Such general meetings are presided over and led by the Chairman, supported by other Directors. The Company's user-friendly website, <http://www.hkshalliance.com>, provides investors with the latest news, corporate profile, business information and financial information including announcements, circulars and annual and interim reports.

### COMPANY SECRETARY

The Company Secretary supports the Chairman, the Board and Board Committees by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary reports to the Board and assists the Board in functioning effectively and efficiently. The Company Secretary also advises the Board on governance matters and facilitates the induction and professional development of Directors. All Directors may call upon the Company Secretary for advice and assistance at any time in respect to their duties and the effective operation of the Board and the Board Committees.

Ms. Lam Yee Fan is the Company Secretary of the Company. She is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. Ms. Lam undertook no less than 15 hours of relevant professional training during the Year.

### 編製及呈報賬目之責任

董事明白彼等須負責根據法例規定及適用會計準則編製賬目。核數師就其呈報責任而發出之聲明載於本年報之獨立核數師報告內。

概無重大不明朗事件或情況可能會嚴重影響本公司持續經營之能力。

### 與投資者之關係與溝通

本集團致力提高透明度，並維持與股東、投資者、分析員及公眾傳媒之良好溝通。本公司已制定股東通訊政策以確保有效及適時向股東及投資人士傳達資訊。管理層不時與現有及潛在投資者作企業簡佈。本集團透過按照上市規則的規定刊發有關本公司主要發展的公告、舉行股東週年大會及其他股東大會，促進與非機構股東的溝通。該等股東大會由主席主持及帶領，並由其他董事從旁協助。本公司方便易用之網站(<http://www.hkshalliance.com>)為投資者提供最新消息、公司簡介、業務資料及財務資料包括公告、通函以及年報及中期報告。

### 公司秘書

公司秘書支援主席、董事會及董事委員會，確保董事會之間資訊流通無阻以及董事會政策及程序得以遵循。公司秘書向董事會報告，並協助董事會有效及具效率地運作。公司秘書亦就管治事宜向董事會提供意見，並協助安排董事之入職及專業發展。全體董事可隨時要求公司秘書提供有關其職責及致使董事會及董事委員會有效運作之意見及協助。

林伊芬女士為本公司之公司秘書。彼為本公司之全職僱員，對本公司事務有日常認識。林女士於本年度內接受不少於15小時之相關專業培訓。

### CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company's constitutional documents.

### SHAREHOLDERS' RIGHTS

The Board endeavours to maintain an on-going dialogue with shareholders. The Company encourages the shareholders to attend general meetings and the Chairmen of the Board and the Board Committees should attend annual general meeting (the "AGM") to answer questions.

#### (A) Convening a Special General Meeting by Shareholders

Pursuant to Bye-law 58 of the Company's Bye-laws and section 74 of the Companies Act 1981 (as amended) of Bermuda (the "Companies Act"), shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.

### 憲章文件

於本年度內，本公司之憲章文件並無變動。

### 股東權利

董事會致力持續與股東維持溝通。本公司鼓勵股東參加股東大會，而董事會及董事委員會主席應出席股東週年大會（「股東週年大會」）以解答提問。

#### (A) 股東召開股東特別大會

根據本公司細則第58條及百慕達一九八一年公司法（經修訂）（「公司法」）第74條，於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一的股東於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開本公司之股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘董事並無於遞交請求書日期起計二十一日內正式召開股東特別大會，則請求人或當中佔過半數總投票權之任何人士可自行召開股東特別大會，惟所召開之任何股東特別大會不得於遞交請求書日期起計三個月屆滿後舉行。

由遞呈要求人士所召開之大會須盡可能以董事將召開會議相同形式召開。任何因董事未有妥善召開股東特別大會而引致請求人所招致之合理費用，須由本公司償還給請求人。

### (B) Putting Forward Proposals at General Meetings

Sections 79 and 80 of the Companies Act allow certain shareholder(s) to make requisition to the Company to give notice to the shareholders in respect of any resolution which is intended to be moved at an AGM or circulate a statement in respect of any proposed resolution or business to be considered at a general meeting of the Company. Under section 79 of the Companies Act, at the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of shareholders:

- (a) to give to the shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to the shareholders entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The number of shareholders necessary to make the abovementioned requisitions to the Company shall be:

- (a) either any number of shareholders representing not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
- (b) not less than one hundred shareholders.

Notice of any such intended resolution shall be given, and any such statement shall be circulated, to shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

### (B) 於股東大會提呈建議

公司法第79及80條允許若干股東請求本公司就擬於股東週年大會上動議之任何決議案向股東發出通告或就將於本公司股東大會上考慮之任何建議決議案或事項傳閱一份陳述書。根據公司法第79條，除非本公司另行議決，於有關數目股東發出書面請求時，本公司有責任(費用概由請求人承擔)：

- (a) 向有權收取下屆股東週年大會通告之股東發出通告，以告知可能於該大會上正式動議及擬動議之任何決議案；
- (b) 向有權收取任何股東大會通告之股東傳閱一份不超過一千字之陳述書，以告知該大會之任何建議決議案所述事宜或將處理之事項。

向本公司作出以上請求所需之股東數目為：

- (a) 佔請求當日持有不少於全體股東(其賦有於請求所涉股東大會上表決之權利)總投票權二十分之一之任何數目股東；或
- (b) 不少於一百名股東。

任何該等擬定決議案之通告及任何該等陳述書，應向有權收取會議通告之股東(以任何准許送達會議通告之方式，將該決議案或陳述書之副本，送達至該等股東)發出或傳閱；至於向任何其他股東發出任何該等決議案之通告，則須以准許用於向該等股東發出本公司會議通告之方式，向其發出具該等決議案大意之通告，但該副本之送達方式或該等決議案大意通告之發出方式(視乎情況而定)，須與會議通告發出之方式相同，而送達或發出之時間，亦須在切實可行情況下與會議通告發出之時間相同，如當時不能送達或發出，則須於隨後在切實可行情況下盡快送達或發出。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give any notice of resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in the above unless:

- (a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:
  - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
  - (ii) in the case of any other requisition, not less than one week before the meeting; and
- (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in the above (i.e. the giving of notice of resolution and/or circulation of statement).

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof.

### (C) Making Enquiry

Shareholders should direct their enquiries about their shareholdings to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For other enquiries, shareholders may send written enquiries to the Company, for the attention of Company Secretary by mail to Rooms 1103-05, 11th Floor, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong.

The procedures for proposing a person for election as a Director are made available at the Company's website (<http://www.hkshalliance.com>).

On behalf of the Board  
**Yao Cho Fai Andrew**  
Chairman

Hong Kong, 22nd June 2018

公司法第80條載有在本公司有責任發出任何決議案通告或傳閱任何陳述書前必須符合之條件。根據公司法第80條，除非符合以下條件，否則本公司毋須如上文所述發出任何決議案通告或傳閱任何陳述書：

- (a) 向本公司註冊辦事處提交遞呈要求人士簽署之一份請求書副本，或載有所有遞呈要求人士簽署之兩份或以上副本：
  - (i) 對要求決議案通告之請求書而言，不少於會議前六週；及
  - (ii) 對任何其他請求書而言，不少於會議前一週；及
- (b) 已向本公司提交或提供合理足夠符合本公司履行上文所述(即發出決議案通告及/或傳閱陳述書)所需開支之款項。

惟如於要求決議案通告之請求書副本提交予本公司註冊辦事處後，已於提交副本後六週或以內期間召開股東週年大會，則即使該副本未於上述期限內提交，亦應視為已就有關目的妥為提交。

### (C) 提出查詢

股東可就其所持股權向本公司股份過戶登記處香港分處，即香港中央證券登記有限公司查詢，地址為香港灣仔皇后大道東183號合和中心17M樓。就其他查詢而言，股東可以書面形式郵寄函件致本公司之公司秘書，地址為香港灣仔駱克道41號東城大廈11樓1103-05室查詢。

提呈一名董事人選之程序刊載於本公司網站(<http://www.hkshalliance.com>)。

代表董事會  
主席  
姚祖輝

香港，二零一八年六月二十二日

The board of directors (the “Board”) of Hong Kong Shanghai Alliance Holdings Limited (the “Company”) presents their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31st March 2018 (the “Year”).

### PRINCIPAL ACTIVITIES

The Group is principally engaged in stockholding and distribution of construction materials such as steel products; trading of sanitary wares, kitchen cabinets and engineering plastics; steel recycling and property investment and project management businesses.

Details of the Group’s revenue and segment information by business segment and geographical market are set out in Note 5 to the accompanying consolidated financial statements.

### RESULTS AND APPROPRIATIONS

Details of the Group’s results for the Year are set out in the consolidated income statement on page 69 of this annual report.

The Board has recommended payment of a final dividend of HK1.57 cents per ordinary share of HK\$0.10 each in the capital of the Company (the “Share”), totally approximately HK\$10,057,000 (2017: HK\$15,983,000), for the Year. Subject to shareholder’s approval at the forthcoming annual general meeting of the Company to be held on 17th August 2018 (the “2018 AGM”), the final dividend warrants are expected to be despatched on or about Wednesday, 5th September 2018 to shareholders whose names appear on the register of members of the Company at the close of business on Monday, 27th August 2018.

During the Year, no interim dividend was declared and paid to the shareholders by the Company.

滬港聯合控股有限公司(「本公司」)之董事會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一八年三月三十一日止年度(「本年度」)之年報及經審核綜合財務報表。

### 主要業務

本集團主要從事存銷及分銷建築材料，例如鋼材產品；衛浴潔具、廚櫃及工程塑膠貿易；鋼材回收以及房地產投資及項目管理業務。

本集團按業務分部及地區市場之收入及分部資料詳載於隨附之綜合財務報表附註5。

### 業績及分派

本集團截至本年度之業績詳載於本年報第69頁之綜合損益表。

董事會建議派付本年度本公司股本中每股面值0.10港元之普通股股份(「股份」)之末期股息每股1.57港仙，合共約10,057,000港元(二零一七年：15,983,000港元)。預期有關末期股息之股息單將於二零一八年九月五日(星期三)或前後寄送予二零一八年八月二十七日(星期一)營業時間結束時名列本公司股東登記冊之股東，惟須待股東於本公司即將於二零一八年八月十七日舉行之股東週年大會(「二零一八年股東週年大會」)上批准後方告作實。

於本年度，本公司並無向股東宣派及派付中期股息。

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods and during these periods, no transfer of Shares will be registered:

- (i) For ascertaining the shareholders' entitlement to attend and vote at the 2018 AGM:

From Tuesday, 14th August 2018 to Friday, 17th August 2018, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to attend and vote at the 2018 AGM. In order to be eligible to attend and vote at the 2018 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 13th August 2018.

- (ii) For ascertaining the shareholders' entitlement to the final dividend:

From Thursday, 23rd August 2018 to Monday, 27th August 2018, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to the final dividend. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration no later than 4:30 p.m. on Wednesday, 22nd August 2018.

### BUSINESS REVIEW

Discussion and analysis of the Group's business as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) covering an analysis of the Group's performance using financial key performance indicators, the future development in the Group's business, the principal risks and uncertainties facing the Group, the Group's environmental policies and performance and its compliance with the relevant laws and regulations are provided in the "Highlights", "Chairman's Statement" and "Management Discussion and Analysis" of this annual report, which shall form an integral part of this "Report of the Directors".

### 暫停辦理股份過戶登記手續

本公司將於下列時段暫停辦理股份過戶登記手續，在此期間所有股份轉讓將不會受理：

- (i) 釐定有權出席二零一八年股東週年大會並於會上投票之股東身份：

由二零一八年八月十四日(星期二)至二零一八年八月十七日(星期五)止，首尾兩天包括在內，暫停辦理股份過戶登記手續，以釐定有權出席二零一八年股東週年大會並於會上投票之股東身份。為確保合資格出席二零一八年股東週年大會並於會上投票，所有股份過戶文件連同有關股票須於二零一八年八月十三日(星期一)下午四時三十分前送達本公司股份過戶登記處香港分處，即香港中央證券登記有限公司(「股份過戶登記處香港分處」)，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室，辦理登記手續。

- (ii) 釐定股東享有末期股息之權利：

由二零一八年八月二十三日(星期四)至二零一八年八月二十七日(星期一)止，首尾兩天包括在內，暫停辦理股份過戶登記手續，以釐定股東享有末期股息之權利。為確保享有收取末期股息之權利，所有股份過戶文件連同有關股票須於二零一八年八月二十二日(星期三)下午四時三十分前送達股份過戶登記處香港分處，辦理登記手續。

### 業務回顧

就公司條例(香港法例第622章)附表5指定，本集團就業務之討論及分析，包括本集團運用財務關鍵表現指標進行的表現分析、本集團業務之未來發展、本集團所面對之主要風險及不明朗因素、本集團之環境政策和表現以及其遵守有關法律及規例，已載於本年報「摘要」、「主席報告書」以及「管理層討論及分析」中，該等討論及分析為本董事會報告之一部分。

### SHARE CAPITAL

As at 31st March 2018, there were 641,668,674 Shares issued and fully paid. As at the date of this report, there were 640,546,674 Shares issued and fully paid.

Details of share capital and share options of the Company are respectively set out in Notes 32 and 33 to the accompanying consolidated financial statements.

### RESERVES AND RETAINED EARNINGS

Movements in reserves and retained earnings of the Group and the Company during the Year are respectively set out in Notes 34 and 40 to the accompanying consolidated financial statements.

As at 31st March 2018, approximately HK\$53,986,000 (2017: HK\$53,986,000) of the Company's reserves and approximately HK\$38,189,000 (2017: HK\$7,573,000) of the Company's retained earnings were available for distribution to its owners.

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

During the Year, pursuant to the mandate to buy-back Shares obtained from the shareholders at the annual general meeting of the Company held on 18th August 2017, the Company has bought back an aggregate of 1,336,000 Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate consideration of HK\$933,500 (before expenses) and all these Shares were subsequently cancelled by the Company before 31st March 2018.

### 股本

於二零一八年三月三十一日，本公司有641,668,674股已發行及繳足股份。於本報告日期，本公司有640,546,674股已發行及繳足股份。

有關本公司股本及購股權之詳情分別載於隨附之綜合財務報表附註32及33。

### 儲備及保留溢利

本集團及本公司於本年度之儲備及保留溢利變動情況分別載於隨附之綜合財務報表附註34及40。

於二零一八年三月三十一日，本公司可供分派予其擁有人之儲備約為53,986,000港元(二零一七年：53,986,000港元)，而保留溢利約為38,189,000港元(二零一七年：7,573,000港元)。

### 購回、出售或贖回本公司上市證券

於本年度，根據本公司於二零一七年八月十八日舉行之股東週年大會自股東取得購回本公司股份之授權，本公司於香港聯合交易所有限公司(「聯交所」)合共購回1,336,000股股份，總代價為933,500港元(扣除支出前)，隨後本公司於二零一八年三月三十一日前註銷全部該等股份。

# REPORT OF THE DIRECTORS

## 董事會報告

Particulars of the Shares buy-backs are as follows:

股份購回詳情如下：

Month/year 月份／年份	Number of Shares bought back 購回股份數目	Purchase price per Share (HK\$) 每股股份購買價(港元)		Aggregate consideration (before expenses) (HK\$) 總代價 (扣除支出前) (港元)
		Highest 最高	Lowest 最低	
November 2017 二零一七年十一月	26,000	0.79	0.77	20,320
December 2017 二零一七年十二月	188,000	0.78	0.72	138,720
February 2018 二零一八年二月	552,000	0.69	0.67	375,460
March 2018 二零一八年三月	570,000	0.70	0.70	399,000
Total 總計	1,336,000			933,500

The Shares buy-backs were made for the benefit of the Company and its shareholders as a whole with a view to enhancing the net asset value per Share and/or earning per Share.

股份購回乃為本公司及其股東整體利益而作出，旨在提高每股股份資產淨值及／或每股盈利。

Save as disclosed above, there were no other purchase, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the Year.

除上述披露者外，本公司或其任何附屬公司於本年度並無購買、出售或贖回其他本公司上市證券。

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws and the laws of Bermuda.

### 優先購買權

本公司之公司細則及百慕達法例均無任何關於優先購買權之規定。

### PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND LAND USE RIGHTS

Details of movements in property, plant and equipment, investment properties and land use rights of the Group during the Year are set out in Notes 14, 15 and 16, respectively, to the accompanying consolidated financial statements.

### 物業、廠房及設備、投資物業及土地使用權

於本年度，本集團之物業、廠房及設備、投資物業及土地使用權之變動詳情分別載於隨附之綜合財務報表附註14、15及16。



### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Particulars of the Company's subsidiaries, associates and joint ventures are set out in Notes 19, 20 and 21, respectively, to the accompanying consolidated financial statements.

### BORROWINGS

Particulars of borrowings of the Group as at 31st March 2018 are set out in Note 31 to the accompanying consolidated financial statements.

### PENSION SCHEMES

Details of the pension schemes are set out in Note 8 to the accompanying consolidated financial statements.

### CHARITABLE DONATIONS

During the Year, the Group made charitable donations of approximately HK\$11,120,000 (2017: HK\$488,000).

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the Year and up to the date of this report are as follow:

#### Executive Directors

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

#### Independent Non-executive Directors

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

In accordance with Bye-law 84(1) of the Company's Bye-laws, Ms. Luk Pui Yin Grace and Mr. Lau Chi Chiu will retire from office by rotation at the 2018 AGM and, being eligible, will offer themselves for re-election at such meeting. Mr. Tse Lung Wa Teddy has indicated that he will retire from office and will not offer himself for re-election at the 2018 AGM.

None of the Directors has a service contract with the Group which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

### 附屬公司、聯營公司及合營公司

本公司之附屬公司、聯營公司及合營公司之詳情分別載於隨附之綜合財務報表附註19、20及21。

### 借貸

於二零一八年三月三十一日本集團之借貸詳情載於隨附之綜合財務報表附註31。

### 退休金計劃

退休金計劃之詳情載於隨附之綜合財務報表附註8。

### 慈善捐款

於本年度，本集團捐出慈善捐款約11,120,000港元(二零一七年：488,000港元)。

### 董事及董事之服務合約

本公司於本年度及截至本報告日期止之董事為：

#### 執行董事

姚祖輝先生(*主席兼首席執行官*)  
陸佩然女士  
劉子超先生

#### 獨立非執行董事

譚競正先生  
徐林寶先生  
謝龍華先生  
楊榮燊先生

根據本公司之公司細則第84(1)條規定，陸佩然女士及劉子超先生將於二零一八年股東週年大會輪值告退，並符合資格及願意於該大會膺選連任。謝龍華先生表示其將會告退並不會於二零一八年股東週年大會膺選連任。

董事與本集團概無訂立任何不可由本集團於一年內終止而毋須支付補償(法定補償除外)之服務合約。

# REPORT OF THE DIRECTORS

## 董事會報告

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

As at 31st March 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or (c) were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") to be notified to the Company and the Stock Exchange, were as follows:

### 董事於股份、相關股份及債權證之權益及淡倉

於二零一八年三月三十一日，董事及本公司之高級行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有之權益及淡倉包括(a)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及聯交所(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益及淡倉)；或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內；或(c)根據聯交所證券上市規則(「上市規則」)附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)必須知會本公司及聯交所之權益及淡倉載列如下：

#### Long positions in Shares and options of the Company

#### 本公司之股份及購股權之好倉

Name of Directors	Capacity	Attributable interest to the Directors	Number of Shares	Approximate percentage	Number of share options (Note c) 購股權數目 (附註c)	Aggregate Interest
董事姓名	身份	董事應佔權益	股份數目	概約百分比		合計權益
Mr. Yao Cho Fai Andrew 姚祖輝先生	Interest of controlled corporation, Perfect Capital International Corp. (Note a)	Deemed interest (indirectly)	89,337,806	13.92%	—	89,337,806
	受控制公司Perfect Capital International Corp.之權益(附註a)	被視作擁有之權益(間接)				
	Interest of controlled corporation, Huge Top Industrial Ltd. (Note b)	Deemed interest (indirectly)	190,424,000	29.68%	—	190,424,000
	受控制公司Huge Top Industrial Ltd.之權益(附註b)	被視作擁有之權益(間接)				
	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	3,918,000	0.61%	—	3,918,000
			283,679,806	44.21%	—	283,679,806
Ms. Luk Pui Yin Grace 陸佩然女士	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	—	—	4,493,244	4,493,244
Mr. Lau Chi Chiu 劉子超先生	Beneficial owner 實益擁有人	100% (directly) 100% (直接)	—	—	2,246,622	2,246,622

# REPORT OF THE DIRECTORS

## 董事會報告

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

Notes:

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

Save as disclosed above, as at 31st March 2018, none of the Directors, chief executives of the Company and their associates had any personal, family, corporate or other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (include interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or (c) were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

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

附註：

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

除上文所披露者外，於二零一八年三月三十一日，董事、本公司之高級行政人員及彼等之聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及聯交所(包括根據證券及期貨條例之該等規定彼等被當作或視作擁有之權益及淡倉)；或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內；或(c)根據標準守則必須知會本公司及聯交所之任何個人、家族、公司或其他權益或淡倉。

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

# REPORT OF THE DIRECTORS

## 董事會報告

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

Other than interests disclosed in the section headed “Directors’ Interests and Short Positions in Shares, Underlying Shares and Debentures” above, as at 31st March 2018, according to the register of interests kept by the Company under Section 336 of the SFO, the following entities had interests or short positions in the Shares and underlying Shares which fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO:

### 根據證券及期貨條例第XV部第2及第3分部擁有須披露權益或淡倉之人士

除上文「董事於股份、相關股份及債權證之權益及淡倉」一節所披露之權益外，於二零一八年三月三十一日，按本公司根據證券及期貨條例第336條存置於登記冊之記錄，下列實體於股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：

Name 名稱／姓名	Capacity 身份	Note 附註	Number of Shares 股份數目	Approximate percentage 概約百分比
Perfect Capital	Beneficial owner 實益擁有人		89,337,806	13.92%
	Interest of controlled corporation 受控制公司之權益	a	190,424,000	29.68%
			279,761,806	43.60%
Huge Top	Beneficial owner 實益擁有人		190,424,000	29.68%
Mr. Wong Koon Chi 王冠之先生	Beneficial owner 實益擁有人		38,224,000	5.96%

Note:

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

附註：

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

Save as disclosed above, as at 31st March 2018, the Directors were not aware of any other persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外，於二零一八年三月三十一日，董事並不知悉有任何其他人士（董事或本公司高級行政人員除外）於本公司或任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉。

## SHARE OPTION SCHEME

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

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

## 購股權計劃

於二零零一年十一月十二日採納之購股權計劃「二零零一年購股權計劃」已於二零一一年八月十一日終止。二零零一年購股權計劃終止後，本公司將不會再按二零零一年購股權計劃授出購股權，惟其之所有其他條款仍然有效，而於該計劃終止前授出之購股權，將仍然有效及可按條款行使。本公司於二零一一年八月十一日採納另一項購股權計劃「二零一一年購股權計劃」。二零一一年購股權計劃之目的，旨在獎勵參與人士為本集團作出貢獻及／或使本集團得以聘任及／或留用具才幹之僱員，以及吸納可效力本集團之寶貴人力資源。二零一一年購股權計劃之有效期自採納日期（即二零一一年八月十一日）起計，為期十年，並將於二零二一年八月十日屆滿。二零一一年購股權計劃之條款詳情載於本公司日期為二零一一年七月八日之通函。

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

# REPORT OF THE DIRECTORS

## 董事會報告

### 2001 Share Option Scheme

### 二零零一年購股權計劃

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

2011 Share Option Scheme

二零一一年購股權計劃

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

# REPORT OF THE DIRECTORS

## 董事會報告

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



### Notes:

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

## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-Laws, the Directors shall be indemnified against all losses and liabilities which they may incur in connection with their duties. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its subsidiaries or its holding companies was a party or were parties and in which a Director or any entities connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

### 附註:

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

## 獲准許的彌償條文

根據本公司之公司細則，董事就履行其職務而引致任何損失或責任，均有權獲得賠償。本公司已為本集團董事及高級職員安排恰當的董事及高級職員責任保險。

## 董事於交易、安排或合約之重大權益

本公司、其附屬公司或其控股公司概無訂立任何董事或與董事有關連的實體於其中享有重大權益且與本集團業務有直接或間接關連，而且於本年度終結時或在本年度內任何時間仍然有效之重大交易、安排或合約。

# REPORT OF THE DIRECTORS

## 董事會報告

### RELATED PARTY TRANSACTIONS

Details of related party transactions for the year are set out in Note 39 to the accompanying consolidated financial statements.

### COMPETING INTERESTS

For the year ended 31st March 2018, none of the Directors or the controlling shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete directly or indirectly with the businesses of the Group or has any other conflict of interests with the Group.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March 2018, the five largest customers of the Group accounted for approximately 16% of the Group's total revenue, while the five largest suppliers of the Group accounted for approximately 45% of the Group's total purchases. In addition, the largest supplier of the Group accounted for approximately 16% of the Group's total purchases.

None of the Directors, their associates, or any shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) had a beneficial interest in the five largest suppliers of the Group.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules.

### AUDITOR

The accompanying consolidated financial statements were audited by PricewaterhouseCoopers. A resolution for their appointment as the Company's auditor for the ensuing year will be proposed at the 2018 AGM. There was no change in auditor of the Company in any of the preceding three years.

On behalf of the Board  
**Yao Cho Fai Andrew**  
Chairman

Hong Kong, 22nd June 2018

### 與關聯方之交易

本年度與關聯方之交易詳情載於隨附之綜合財務報表附註39。

### 競爭權益

截至二零一八年三月三十一日止年度，董事或本公司控股股東或其各自之聯繫人士概無於與本集團業務構成或可能構成競爭的業務中擁有權益或對本集團直接或間接構成任何其他利益衝突。

### 主要客戶及供應商

截至二零一八年三月三十一日止年度，本集團首五大客戶佔本集團總收入約16%，而本集團首五大供應商則佔本集團總採購額約45%。此外，本集團最大之供應商佔本集團總採購額約16%。

各董事、彼等之聯繫人士或任何股東（就董事所知擁有本公司股本5%以上之股東）概無擁有本集團首五大供應商之實質權益。

### 公眾持股量

於本報告日期，根據本公司所得悉及董事亦知悉之公開資料，本公司一直維持上市規則所訂明之公眾持股量。

### 核數師

隨附之綜合財務報表由羅兵咸永道會計師事務所審核。本公司將於二零一八年股東週年大會上提呈一項續聘其於來年擔任本公司核數師之決議案。本公司於過去三年間並無任何核數師變更事宜。

代表董事會  
主席  
姚祖輝

香港，二零一八年六月二十二日

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

### DIRECTORS

#### Executive Directors

##### Mr. Yao Cho Fai Andrew

aged 52, was appointed as an Executive Director of the Company in December 1994. He became the Chairman of the Board in July 1999 and served as the Chief Executive Officer of the Company from July 1999 to November 2012. Mr. Yao was re-appointed as the Chief Executive Officer of the Company in November 2015. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Yao is an independent non-executive director of Kader Holdings Company Limited which is a company listed on the main board of The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”) and Shanghai Dazhong Public Utilities (Group) Co., Ltd. which is a company listed on the Shanghai Stock Exchange and the main board of Hong Kong Stock Exchange. Mr. Yao serves as the Hong Kong Deputy to the 13th National People’s Congress of the People’s Republic of China, the hon president and founding chairman of Shanghai Hong Kong Association, the chairman of Hongkong-Shanghai Economic Development Association, the vice-chairman of Shanghai Federation of Industry & Commerce, the deputy chairman of the council of Hong Kong Baptist University and the board member of Fudan University in Shanghai. He was awarded “Young Industrialist Award of Hong Kong” by Federation of Hong Kong Industries in 2004, Justice of Peace by Hong Kong Special Administrative Region (“HKSAR”) in 2008 and “Bronze Bauhinia Star” by HKSAR in 2016. Mr. Yao graduated from the University of California, Berkeley with a bachelor’s degree in science and Harvard Graduate School of Business with a master in business administration.

### 董事

#### 執行董事

##### 姚祖輝先生

五十二歲，於一九九四年十二月獲委任為本公司執行董事。彼於一九九九年七月成為董事會主席，並於一九九九年七月至二零一二年十一月擔任本公司首席執行官。於二零一五年十一月，姚先生重獲委任為本公司首席執行官。彼亦為本公司提名委員會主席及薪酬委員會成員。姚先生為於香港聯合交易所有限公司（「香港聯交所」）主板上市之開達集團有限公司及於上海證券交易所及香港聯交所主板上市之上海大眾公用事業（集團）股份有限公司之獨立非執行董事。姚先生之公職服務包括中華人民共和國第十三屆全國人民代表大會香港代表、上海香港聯會榮譽會長兼創會主席、滬港經濟發展協會會長、上海市工商業聯合會副主席、香港浸會大學校董會副主席及上海復旦大學校董。彼於二零零四年榮獲香港工業總會頒發「香港青年工業家獎」、於二零零八年獲香港特區行政區政府（「香港特區政府」）授予太平紳士及於二零一六年榮獲香港特區政府頒發「銅紫荊星獎」。姚先生畢業於柏克萊加州大學並取得理學士學位，並於哈佛商學研究院取得工商管理碩士學位。

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

### Ms. Luk Pui Yin Grace

aged 53, was appointed as an Executive Director of the Company in November 2015. She is also the Chief Financial Officer of the Group. Prior to joining the Group in May 2013, she was the chief operating officer and chief financial officer of North Asia Strategic Holdings Limited (listed on the Growth Enterprise Market of the Hong Kong Stock Exchange). Ms. Luk has over 10 years of private equity experience and more than 25 years of financial management experience in the Greater China region. During the period from 1994 to 2001, Ms. Luk was the director and financial controller of Kleinwort Benson China Management Limited, the investment manager of the London-listed China Investment & Development Fund. She was also the vice president of Dresdner Kleinwort Capital, the private equity arm of Dresdner Bank from 2001 to 2002. Ms. Luk was the department head of the category financial management department at Colgate-Palmolive (H.K.) Limited and was an auditor at Arthur Andersen & Co in Hong Kong from 1988 to 1994. She graduated from the Chinese University of Hong Kong with a bachelor's degree in business administration. Ms. Luk is a fellow of the UK Association of Chartered Certified Accountants and an associate of both the UK Chartered Institute of Management Accountants and the Hong Kong Institute of Certified Public Accountants.

### Mr. Lau Chi Chiu

aged 51, was appointed as an Executive Director of the Company in November 2015. He is also the managing director of Hong Kong Steel and International Trading of the Group. He joined the Group in June 1991. Mr. Lau is responsible for the daily operations of the business of the Group and has held various sales and marketing and supply chain positions in the plastics and steel businesses of the Group. He was the general manager of Group's plastic business from April 2003 to November 2011 and the general manager of the Group's steel business from December 2011 to May 2013. Mr. Lau graduated from Curtin University of Technology in Australia with a bachelor's degree in commerce (marketing and management).

### 陸佩然女士

五十三歲，於二零一五年十一月獲委任為本公司執行董事。彼亦為本集團首席財務總監。於二零一三年五月加入本集團前，彼為北亞策略控股有限公司(在香港聯交所創業板上市)之營運總監兼財務總裁。陸女士於大中華地區之私募投資具有逾十年之經驗並於大中華地區之財務管理有超過二十五年之經驗。於一九九四年至二零零一年期間，陸女士為Kleinwort Benson China Management Limited之董事兼財務總監，該公司為倫敦上市基金China Investment & Development Fund之投資經理。彼由二零零一年至二零零二年在Dresdner Bank旗下之私募投資部門Dresdner Kleinwort Capital擔任副總裁。於一九八八年至一九九四年，陸女士為香港高露潔棕欖有限公司之產品財務管理部主管及香港安達信公司核數師。彼於香港中文大學畢業並取得工商管理學學士學位。陸女士為英國特許公認會計師公會資深會員以及英國特許管理會計師公會及香港會計師公會之會員。

### 劉子超先生

五十一歲，於二零一五年十一月獲委任為本公司執行董事。彼亦為本集團香港鋼材及國際貿易董事總經理。彼於一九九一年六月加入本集團。劉先生主要負責本集團業務之日常運作，並曾於本集團塑膠及鋼材業務擔任銷售及市場推廣，及供應鏈等多方面要職。彼於二零零三年四月至二零一一年十一月為本集團塑膠業務總經理及於二零一一年十二月至二零一三年五月為本集團鋼材業務總經理。劉先生於澳洲科廷大學(Curtin University of Technology)畢業並取得商學士學位(市場及管理)。

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

### Independent Non-executive Directors

#### Mr. Tam King Ching Kenny

aged 69, was appointed as an Independent Non-executive Director of the Company in September 2004. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Tam also serves as an independent non-executive director of other listed companies on the main board of the Hong Kong Stock Exchange namely, BeijingWest Industries International Limited, CCT Fortis Holdings Limited, CCT Land Holdings Limited, Kingmaker Footwear Holdings Limited, Shougang Concord Grand (Group) Limited, Starlite Holdings Limited, West China Cement Limited and Wisdom Education International Holdings Company Limited. He is a practising Certified Public Accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Ontario, Canada. Mr. Tam serves as a member of the Restructuring and Insolvency Faculty Executive Committee and the Insolvency SD Vetting Committee in the Hong Kong Institute of Certified Public Accountants. He was also a Past President of The Society of Chinese Accountants and Auditors.

#### Mr. Xu Lin Bao

aged 69, was appointed as an Independent Non-executive Director of the Company in April 2006. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Xu is currently the vice chairman of the Institute of Real Estate Shanghai Academy of Social Sciences. He served as the standing executive of China Real Estate Association (the 4th and 5th session), the chairman of operation and management professional committee of China Real Estate Association (the 4th and 5th session), the chairman of Shanghai Housing and Land Group, the vice chairman of Shanghai Real Estate Trade Association (the 5th and 6th session) and the chairman of executives of Yi-ju China Real Estate Research Center. He graduated from Fudan University, Shanghai with a degree in EMBA. Mr. Xu is a senior qualified economist.

#### Mr. Tse Lung Wa Teddy

aged 54, was appointed as an Independent Non-executive Director of the Company in August 2012. He is also the chairman of the Corporate Practice Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Tse worked for Cargill Hong Kong Limited since 1989 till March 2012 and his last position was senior vice president of Cargill Ferrous International. Mr. Tse is the vice chairman of Smart Timing Steel Limited since September 2012. He graduated from the University of Hong Kong with a bachelor's degree in art.

### 獨立非執行董事

#### 譚競正先生

六十九歲，於二零零四年九月獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席以及薪酬委員會及提名委員會成員。譚先生亦擔任其他於香港聯交所主板上市之公司（即京西重工國際有限公司、中建富通集團有限公司、中建置地集團有限公司、信星鞋業集團有限公司、首長四方（集團）有限公司、星光集團有限公司、中國西部水泥有限公司及睿見教育國際控股有限公司）之獨立非執行董事。彼為香港執業會計師、香港會計師公會之資深會員及加拿大安全略省特許專業會計師公會會員。譚先生現為香港會計師公會重整及破產管理專項學會執行委員會及破產重整專項資格核准委員會之委員。彼亦為香港華人會計師公會前任會長。

#### 徐林寶先生

六十九歲，於二零零六年四月獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員。徐先生現職上海社會科學院房地產業研究中心副理事長。彼亦曾擔任中國房地產業協會（第四屆、第五屆）常務理事、中國房地產業協會經營管理專業委員會（第四屆、第五屆）主任委員、上海房地（集團）有限公司董事長、上海市房地產行業協會（第五屆、第六屆）副會長及易居（中國）房地產研發中心理事長。彼於上海復旦大學畢業並取得高級管理人員工商管理碩士專業學位。徐先生為高級經濟師。

#### 謝龍華先生

五十四歲，於二零一二年八月獲委任為本公司獨立非執行董事。彼亦為本公司企業常規委員會主席以及審核委員會及薪酬委員會成員。謝先生於一九八九年至二零一二年三月於嘉吉香港有限公司工作，最後任職嘉吉鋼鐵及原材料國際貿易的高級副總裁。自二零一二年九月起，謝先生擔任峻時鋼鐵有限公司副主席一職。彼於香港大學畢業並取得榮譽文學士學位。

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

### Mr. Yeung Wing Sun Mike

aged 65, was appointed as an Independent Non-executive Director of the Company in March 2014. He is also a member of the Audit Committee and the Nomination Committee of the Company. Mr. Yeung is an independent non-executive director of UMP Healthcare Holdings Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited. He has over 40 years' working experience in the banking industry. Mr. Yeung began his career with the HSBC Group in 1972 and advanced himself in the organisation by taking up different positions under various business streams including personal banking, sales and marketing, branch operation and trade service. Since 2001, Mr. Yeung was relocated to Shanghai and took up the role of branch manager of HSBC Shanghai. In June 2006, he was seconded to Hang Seng Bank (China) Limited and appointed as the Head of Personal Financial Service and Wealth Management. Mr. Yeung assumed the role of Deputy Chief Executive and Head of Retail Banking and Wealth Management in May 2007. He retired from HSBC Group in January 2014. Mr. Yeung is the Honorary President of Hong Kong Chamber of Commerce in Shanghai. He was a member of Chinese People's Political Consultative Conference Committee in Shanghai. Mr. Yeung was awarded the "Magnolia Gold Award" presented by the Shanghai Municipal government. He was also awarded The Hong Kong Institute of Directors' Professional Diploma in Company Direction in April 2017.

### Mr. Li Yinquan

aged 63, was appointed as an Independent Non-executive Director of the Company in July 2018. He is also a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Li is an independent non-executive director of Universal Medical Financial & Technical Advisory Services Company Limited which is a company listed on the main board of the Hong Kong Stock Exchange. He also served as an executive director of China Merchants China Direct Investments Limited which is a company listed on the main board of the Hong Kong Stock Exchange, and as a non-executive director of China Merchants Bank Co., Ltd. which is a company listed on the main board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange. Prior to joining China Merchants Group, Mr. Li worked in Agricultural Bank of China and was the vice general manager of its Hong Kong branch. Mr. Li is a Hong Kong Deputy to the 13th National People's Congress of the People's Republic of China. He graduated from Shaanxi Institute of Finance and Economics (陝西財經學院), China with a bachelor's degree in economics. Mr. Li was also awarded a master degree in economics from the PBC School of Finance, Tsinghua University (清華大學五道口金融學院) (formerly known as Graduate School of the People's Bank of China (中國人民銀行總行金融研究所)) and a master degree in banking and finance for development from Finafrica Institute in Milan, Italy. He is a qualified senior economist in China.

## SENIOR MANAGEMENT

The abovementioned Executive Directors are members of senior management of the Group.

### 楊榮樂先生

六十五歲，於二零一四年三月獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會及提名委員會成員。楊先生為於香港聯合交易所有限公司主板上市之聯合醫務集團有限公司之獨立非執行董事。彼擁有超過四十年銀行工作經驗。楊先生於一九七二年加入滙豐集團，於該機構之不同業務領域，包括個人理財、銷售及市場、分行營運及貿易服務擔任職務，拓展個人事業。自二零零一年起，楊先生移師到上海，並擔任滙豐上海分行行長一職。彼於二零零六年六月調任到恒生銀行(中國)有限公司，獲委任為個人理財及財富管理業務主管。楊先生於二零零七年五月擔任副行政總裁及零售及財富管理業務主管。彼於二零一四年一月卸任滙豐集團。楊先生現為中國香港(地區)商會上海榮譽會長。彼亦曾為中國人民政治協商會議上海市政協委員。楊先生獲上海市政府頒授「白玉蘭榮譽獎」。彼於二零一七年四月亦獲香港董事學會頒發公司董事專業文憑。

### 李引泉先生

六十三歲，於二零一八年七月獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。李先生為於香港聯交所主板上市之環球醫療金融與技術諮詢服務有限公司之獨立非執行董事。彼亦曾擔任於香港聯交所主板上市之招商局中國基金有限公司之執行董事，以及於香港聯交所主板及上海聯交所上市之招商銀行股份有限公司之非執行董事。於加入招商局集團之前，李先生曾任職於中國農業銀行，為該銀行香港分行的副總經理。李先生為中華人民共和國第十三屆全國人民代表大會香港代表。彼畢業於中國陝西財經學院並取得經濟學士學位。李先生亦獲得清華大學五道口金融學院(前稱中國人民銀行總行金融研究所)之經濟學碩士學位及獲得意大利米蘭Finafrica學院之銀行及金融發展學碩士學位。彼為中國高級經濟師。

## 高級管理人員

上述執行董事為本集團高級管理人員的成員。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

To the Shareholders of Hong Kong Shanghai Alliance Holdings Limited  
(incorporated in Bermuda with limited liability)

### Opinion

#### What we have audited

The consolidated financial statements of Hong Kong Shanghai Alliance Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) set out on pages 69 to 184, which comprise:

- the consolidated statement of financial position as at 31st March 2018;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st March 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.

致滬港聯合控股有限公司股東  
(於百慕達註冊成立的有限公司)

### 意見

#### 我們已審計的內容

滬港聯合控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第69至184頁的綜合財務報表，包括：

- 於二零一八年三月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益表；
- 截至該日止年度的綜合全面損益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

#### 我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會(以下簡稱「香港會計師公會」)頒佈的《香港財務報告準則》(以下簡稱「香港財務報告準則」)真實而中肯地反映了貴集團於二零一八年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASAs”) 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

### 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.

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

- Valuation of investment properties
- Onerous contract provision relating to unfulfilled rebar sales contracts
- Recognition of deferred income tax assets

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(以下簡稱「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

### 關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 投資物業的估值
- 與未履行的鋼筋銷售訂單有關之有償契約撥備
- 遞延所得稅資產確認



### Key Audit Matters (Continued)

#### Key Audit Matter

##### 關鍵審計事項

#### Valuation of investment properties

##### 投資物業的估值

Refer to notes 4(a) and 15 to the consolidated financial statements

參閱綜合財務報表附註4(a)及15

As at 31st March 2018, the carrying amount of the Group's investment properties in the People's Republic of China ("PRC") was approximately HK\$1,389.4 million and a fair value gain of approximately HK\$14.8 million was recognised in the consolidated income statement during the year. The Group engaged an independent professional valuer to perform valuation on the investment properties as at 31st March 2018 based on income capitalisation approach and direct comparison approach.

於二零一八年三月三十一日，貴集團在中華人民共和國（以下簡稱「中國」）的投資物業的賬面值約為1,389.4百萬港元，而約14.8百萬港元的公允價值收益於本年度的綜合損益表中確認。貴集團聘請一名獨立專業估值師按收入資本化法及直接比較法對於二零一八年三月三十一日的投資物業進行評估。

We focus on this area because the valuation is dependent on certain key assumptions including market rent, term, reversionary yield and implied unit rates, which require significant management judgement.

我們專注於該領域，因為評估乃取決於若干關鍵假設，包括市場租金、期限、收益率及隱含單位率，這需要管理層的重大判斷。

### 關鍵審計事項（續）

#### How our audit addressed the Key Audit Matter

##### 我們的審計如何處理關鍵審計事項

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

我們就管理層對投資物業的估值評估進行的程序包括：

- Evaluating the competence, capabilities and objectivity of the independent external valuer;
- 評估獨立外部估值師的資格、能力及客觀程度；
- Assessing the methodologies used and the key assumptions with the assistance from our in-house valuation specialist; and
- 在我們內部估值專家的協助下，評估估值所使用的方法及主要假設；及
- Assessing the reasonableness of the key assumptions, including market rent, term, reversionary yield and implied unit rates, adopted by the valuer by comparing with relevant market data, comparable market transactions and industry research.
- 通過比較相關市場數據、可資比較市場交易及行業研究，評估估值師所使用的主要假設的合理性，包括市場租金、期限、收益率及隱含單位率。

We found the key assumptions were supportable by the available and comparable market evidence.

我們發現主要假設可獲得及可比較的市場證據支持。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matters (Continued)

#### Key Audit Matter (Continued)

#### 關鍵審計事項(續)

#### Onerous contract provision relating to unfulfilled rebar sales contracts

#### 與未履行的鋼筋銷售訂單有關之有償契約撥備

Refer to notes 4(b) and 30 to the consolidated financial statements

參閱綜合財務報表附註4(b)及30

As at 31st March 2018, the Group had certain unfulfilled rebar sales contracts. If these sales contracts were fulfilled by purchases at prices higher than the contracted selling prices, the Group would incur a loss. As a result, management assessed if any provision for these onerous contracts is required to be made based on the expected purchase prices of inventories and forecasted delivery schedules.

於二零一八年三月三十一日，貴集團有若干未履行的鋼筋銷售訂單。倘該等銷售訂單的購貨價格以高於訂單的銷售價格完成，貴集團將產生虧損。因此，管理層評估該等有償契約是否需要根據存貨之預期購買價及預計交付時間作出任何撥備。

Accordingly, management recognised an onerous contract provision of approximately HK\$40.7 million as at 31st March 2018.

因此，管理層於二零一八年三月三十一日確認有償契約撥備約40.7百萬港元。

The estimate of the provision requires the estimation of expected purchase prices of inventories to fulfil rebar sales contracts and the expected dates of deliveries for these sales contracts.

估計撥備需要估計達成鋼筋銷售訂單的預期購買存貨的價值及該等銷售訂單之預期交付日期。

### 關鍵審計事項(續)

#### How our audit addressed the Key Audit Matter (Continued)

#### 我們的審計如何處理關鍵審計事項(續)

Our procedures in relation to management's assessment on onerous contract provision included:

我們就管理層對有償契約撥備之評估所進行的程序包括：

- Evaluating the basis adopted by management for determining onerous contract provision relating to unfulfilled rebar sales contracts;
- 評估管理層就釐定未履行的鋼筋銷售訂單有關之有償契約撥備所採納之基準；
- Obtaining management analysis and calculation of onerous contract provision and assessing the key assumptions adopted in the analysis, including comparing the expected purchase prices of inventories with the latest unit purchase price and comparing the forecasted delivery schedules with the historical trend and recent delivery;
- 取得管理層對有償契約撥備之分析及計算，以及評估分析中所採納之主要假設，包括比較預期購買存貨的單價與最新購買單價以及比較預計交付時間與過往交付傾向及近期交付；
- Checking, on a sample basis, the accuracy of the pre-agreed contractually stated selling prices and the quantity of goods in the unfulfilled sales contracts; and
- 以抽樣方式檢查預先協定及合約中規定之售價及未履行銷售訂單中貨品數量的準確性；及
- Checking, on a sample basis, the management's computation of provision recognised for these onerous contracts.
- 以抽樣方式檢查管理層對該等有償契約所確認撥備之計算。

We obtained management's assessment of onerous contract provision and considered it to be supportable by the available evidence.

我們取得管理層對有償契約撥備之評估，且認為可獲得證據支持。

## Key Audit Matters (Continued)

### Key Audit Matter (Continued)

#### 關鍵審計事項(續)

#### Recognition of deferred income tax assets 遞延所得稅資產確認

Refer to notes 4(c) and 22 to the consolidated financial statements

參閱綜合財務報表附註4(c)及22

As at 31st March 2018, the Group has recognised deferred income tax assets of approximately HK\$33.6 million in relation to the cumulative tax losses of certain subsidiaries of the Company in different jurisdictions.

於二零一八年三月三十一日，貴集團就貴公司位於不同司法管轄區之若干附屬公司之累計稅項虧損確認遞延所得稅資產共約33.6百萬港元。

The recognition involved management's judgement on the estimation of whether there would be sufficient taxable profits in future periods to utilise the tax losses. Key assumptions adopted in management assessment included forecasted revenue growth rates and forecasted operating margins.

確認遞延所得稅資產涉及管理層就估計未來期間是否有足夠應課稅溢利以利用稅務虧損作出判斷。管理層評估所採納之主要假設包括預測收入增長率及預測經營毛利。

## 關鍵審計事項(續)

### How our audit addressed the Key Audit Matter (Continued)

#### 我們的審計如何處理關鍵審計事項(續)

Our procedures in relation to management's assessment on recognition of deferred income tax assets included: 我們就確認遞延所得稅資產之管理層評估所進行的程序包括：

- Obtaining management's profit forecast and discussing with management about the key assumptions considered in the profit forecast;
- 取得管理層之溢利預測及與管理層討論於溢利預測所考慮之主要假設；
- Assessing the reliability of management's profit forecast by comparing the actual results for the current year to prior year profit forecast; and
- 通過比較本年度實際業績對過往年度溢利預測，評估管理層對溢利預測的可靠性；及
- Assessing the key assumptions applied in the management assessment as to whether there will be sufficient taxable profits in future periods to support the recognition of deferred tax assets, including comparing the forecasted revenue growth rates and operating margins to historical and recent performance.
- 評估管理層就未來期間是否將有足夠應課稅溢利支持確認遞延所得稅資產採用的主要假設，包括將預測收入增長率及經營毛利與過往及近期業績作出比較。

We consider management's judgement in the recognition of deferred income tax assets to be supportable by the available information.

我們認為管理層就遞延所得稅資產確認之判斷獲可得資料支持。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Other Information

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Directors and Audit Committee 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督 貴集團的財務報告過程。

### 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. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda 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 scepticism 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.

### 核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Chow Shiu Hay, Antonio.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 22nd June 2018

### 核數師就審計綜合財務報表承擔的責任 (續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

出具本獨立核數師報告的審計項目合夥人為周兆熙先生。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一八年六月二十二日

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the year ended 31st 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 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	5	<b>3,032,852</b>	3,022,923
Cost of sales	銷售成本	7	<b>(2,808,579)</b>	(2,687,782)
<b>Gross profit</b>	<b>毛利</b>		<b>224,273</b>	335,141
Selling and distribution expenses	銷售及分銷支出	7	<b>(58,610)</b>	(129,277)
General and administrative expenses	一般及行政支出	7	<b>(279,270)</b>	(295,061)
Other gains — net	其他收益 — 淨額	6	<b>8,109</b>	217,961
Fair value gain on investment properties	投資物業之公允價值收益	15	<b>14,818</b>	271,985
<b>Operating (loss)/profit</b>	<b>經營(虧損)/溢利</b>		<b>(90,680)</b>	400,749
Finance income	財務收入	10	<b>5,010</b>	1,964
Finance costs	財務費用	10	<b>(70,708)</b>	(119,085)
Share of results of joint ventures — net	應佔合營公司之業績 — 淨額	21	<b>14,366</b>	(36,511)
<b>(Loss)/profit before income tax</b>	<b>除稅前(虧損)/溢利</b>		<b>(142,012)</b>	247,117
Income tax credit/(expense)	所得稅抵免/(支出)	11	<b>1,772</b>	(147,981)
(Loss)/profit for the year	年度(虧損)/溢利		<b>(140,240)</b>	99,136
(Loss)/profit attributable to:	應佔(虧損)/溢利：			
Owners of the Company	本公司擁有人		<b>(147,712)</b>	101,776
Non-controlling interests	非控制性權益		<b>7,472</b>	(2,640)
			<b>(140,240)</b>	99,136
<b>(Loss)/earnings per ordinary share attributable to owners of the Company for the year</b>	<b>本公司擁有人應佔年內每股普通股(虧損)/盈利</b>			
Basic (loss)/earnings per share	每股基本(虧損)/盈利	13	<b>HK(23.02) cents</b> 港仙	HK15.86 cents 港仙
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利	13	<b>HK(23.02) cents</b> 港仙	HK15.63 cents 港仙

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合損益表應與隨附的附註一併閱讀。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面損益表

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

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>(Loss)/profit for the year</b>	年度(虧損)/溢利	<b>(140,240)</b>	99,136
<b>Other comprehensive (loss)/income: Items that have been reclassified or may be subsequently reclassified to profit or loss:</b>	其他全面(虧損)/收入: 已重新分類或其後可重新 分類為損益之項目:		
Change in fair value of available-for-sale financial asset	可供出售之財務資產之公允價值變動	<b>(220)</b>	19
Currency translation differences	貨幣匯兌差額	<b>118,928</b>	(109,890)
Realisation of translation reserve upon disposal of subsidiaries	出售附屬公司後之匯兌儲備變現	—	87,383
<b>Other comprehensive income/(loss) for the year</b>	年度其他全面收入/(虧損)	<b>118,708</b>	(22,488)
<b>Total comprehensive (loss)/income for the year</b>	年度全面(虧損)/收入總額	<b>(21,532)</b>	76,648
<b>Total comprehensive (loss)/income attributable to:</b>	應佔全面(虧損)/收入總額:		
— Owners of the Company	— 本公司擁有人	<b>(32,114)</b>	79,310
— Non-controlling interests	— 非控制性權益	<b>10,582</b>	(2,662)
		<b>(21,532)</b>	76,648

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面損益表應與隨附的附註一併閱讀。



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31st March 2018 於二零一八年三月三十一日

			2018	2017
		Notes	二零一八年	二零一七年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	<b>131,319</b>	163,489
Investment properties	投資物業	15	<b>1,389,377</b>	1,222,682
Land use rights	土地使用權	16	<b>9,316</b>	9,518
Intangible assets	無形資產	17	<b>6,607</b>	—
Investments in joint ventures	於合營公司之投資	21	<b>19,931</b>	110,631
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	27	<b>22,628</b>	52,860
Deferred income tax assets	遞延所得稅資產	22	<b>24,817</b>	21,370
Available-for-sale financial asset	可供出售之財務資產	23	<b>286</b>	506
			<b>1,604,281</b>	1,581,056
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	27	<b>186,102</b>	165,281
Inventories	存貨	25	<b>289,566</b>	395,628
Amount due from a joint venture	應收合營公司款項	21	<b>17,593</b>	34,360
Trade and bill receivables	應收賬款及票據	26	<b>528,238</b>	495,033
Financial assets at fair value through profit or loss	按公允價值計入損益之財務資產	24	<b>135,535</b>	15,500
Pledged bank deposits	已抵押銀行存款	28	<b>57,807</b>	68,659
Cash and cash equivalents	現金及現金等值	28	<b>312,766</b>	628,382
			<b>1,527,607</b>	1,802,843
<b>Total assets</b>	<b>資產總額</b>		<b>3,131,888</b>	3,383,899

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

## 綜合財務狀況表(續)

As at 31st March 2018 於二零一八年三月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	32	<b>64,055</b>	64,188
Reserves	儲備	34	<b>993,648</b>	1,045,323
			<b>1,057,703</b>	1,109,511
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>29,738</b>	21,387
<b>Total equity</b>	<b>權益總額</b>		<b>1,087,441</b>	1,130,898
<b>Liabilities</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Accrued liabilities and other payables	應計負債及其他應付賬款	30	<b>11,813</b>	7,223
Deferred income tax liabilities	遞延所得稅負債	22	<b>71,156</b>	69,638
Borrowings	借貸	31	<b>611,292</b>	509,190
			<b>694,261</b>	586,051
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bill payables	應付賬款及票據	29	<b>284,811</b>	143,604
Receipts in advance	預收款項		<b>24,174</b>	28,696
Accrued liabilities and other payables	應計負債及其他應付賬款	30	<b>81,604</b>	163,688
Amount due to a joint venture	應付一間合營公司賬款	21	<b>—</b>	49,900
Current income tax liabilities	當期所得稅負債		<b>12,032</b>	67,916
Borrowings	借貸	31	<b>947,565</b>	1,213,146
			<b>1,350,186</b>	1,666,950
<b>Total liabilities</b>	<b>負債總額</b>		<b>2,044,447</b>	2,253,001
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>3,131,888</b>	3,383,899

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應與隨附的附註一併閱讀。

The consolidated financial statements were approved by the Board of Directors on 22nd June 2018 and were signed on its behalf.

綜合財務報表已於二零一八年六月二十二日獲董事會批准，並代表簽署。

**Yao Cho Fai Andrew**

姚祖輝  
Chairman  
主席

**Luk Pui Yin Grace**

陸佩然  
Executive Director  
執行董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31st 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					
		Share capital 股本 HK\$'000 千港元 (Note 32) (附註32)	Other reserves 其他儲備 HK\$'000 千港元 (Note 34) (附註34)	Retained earnings 保留溢利 HK\$'000 千港元 (Note 34) (附註34)	Total 總額 HK\$'000 千港元	Non-controlling interest 非控制性權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
<b>As at 1st April 2016</b>	於二零一六年四月一日	64,064	556,908	438,452	1,059,424	2,079	1,061,503
Profit/(loss) for the year	年度溢利/(虧損)	—	—	101,776	101,776	(2,640)	99,136
<b>Other comprehensive (loss)/income</b>	<b>其他全面(虧損)/收入</b>						
— Change in fair value of available-for-sale financial asset (Note 23)	— 可供出售之財務資產之公允價值變動(附註23)	—	19	—	19	—	19
— Currency translation differences	— 貨幣匯兌差額	—	(109,868)	—	(109,868)	(22)	(109,890)
— Realisation of translation reserve upon disposal of subsidiaries (Note 36)	— 出售附屬公司後之匯兌儲備變現(附註36)	—	87,383	—	87,383	—	87,383
<b>Total comprehensive (loss)/income</b>	<b>全面(虧損)/收入總額</b>	—	(22,466)	101,776	79,310	(2,662)	76,648
<b>Transactions with owners in their capacity as owners</b>	<b>擁有人以其擁有的身份進行的交易</b>						
Appropriation of statutory reserves	提撥法定儲備	—	160	(160)	—	—	—
Lapse of share options	失效之購股權	—	(345)	345	—	—	—
Share-based payment	以股份為基礎之支付	—	1,060	—	1,060	—	1,060
Exercise of share options	行使購股權	124	656	—	780	—	780
Change on ownership interest in a subsidiary without change of control (Note 37)	於一間附屬公司之擁有權權益變動而控制權不變(附註37)	—	(10,137)	—	(10,137)	21,970	11,833
Dividends paid to owners of the Company	已付本公司擁有人之股息						
— 2016 final dividend	— 二零一六年末期股息	—	—	(6,419)	(6,419)	—	(6,419)
— 2017 interim dividend	— 二零一七年中期股息	—	—	(14,507)	(14,507)	—	(14,507)
<b>Total transactions with owners in their capacity as owners</b>	<b>擁有人以其擁有的身份進行的交易總額</b>	124	(8,606)	(20,741)	(29,223)	21,970	(7,253)
<b>As at 31st March 2017</b>	於二零一七年三月三十一日	64,188	525,836	519,487	1,109,511	21,387	1,130,898

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

## 綜合權益變動表(續)

For the year ended 31st 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					Non-controlling interest	
		Share capital 股本 HK\$'000 千港元 (Note 32) (附註32)	Other reserves 其他儲備 HK\$'000 千港元 (Note 34) (附註34)	Retained earnings 保留溢利 HK\$'000 千港元 (Note 34) (附註34)	Total 總額 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元	
<b>As at 1st April 2017</b>	於二零一七年四月一日	64,188	525,836	519,487	1,109,511	21,387	1,130,898	
(Loss)/profit for the year	年度(虧損)/溢利	—	—	(147,712)	(147,712)	7,472	(140,240)	
<b>Other comprehensive (loss)/income</b>	<b>其他全面(虧損)/收入</b>							
— Change in fair value of available-for-sale financial asset (Note 23)	— 可供出售之財務資產之公允價值變動(附註23)	—	(220)	—	(220)	—	(220)	
— Currency translation differences	— 貨幣匯兌差額	—	115,818	—	115,818	3,110	118,928	
Total comprehensive income/(loss)	全面收入/(虧損)總額	—	115,598	(147,712)	(32,114)	10,582	(21,532)	
<b>Transactions with owners in their capacity as owners</b>	<b>擁有人以其擁有人身份進行的交易</b>							
Appropriation of statutory reserves	提撥法定儲備	—	3,944	(3,944)	—	—	—	
Share-based payment	以股份為基礎之支付	—	2,861	—	2,861	—	2,861	
Change on ownership interest in a subsidiary without change of control (Note 37)	於一間附屬公司之擁有權權益變動而控制權不變(附註37)	—	(5,576)	(56)	(5,632)	8,109	2,477	
Shares repurchased and cancelled	股份購回及註銷	(133)	133	(940)	(940)	—	(940)	
Dividends paid to owners of the Company	已付本公司擁有人之股息							
— 2017 final dividend	— 二零一七年末期股息	—	—	(15,983)	(15,983)	—	(15,983)	
Dividends paid to a non-controlling interest of a subsidiary	付予一間附屬公司非控股權益之股息	—	—	—	—	(10,340)	(10,340)	
Total transactions with owners in their capacity as owners	擁有人以其擁有人身份進行的交易總額	(133)	1,362	(20,923)	(19,694)	(2,231)	(21,925)	
<b>As at 31st March 2018</b>	於二零一八年三月三十一日	64,055	642,796	350,852	1,057,703	29,738	1,087,441	

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述合併權益變動表應與隨附的附註一併閱讀。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31st 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 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from operating activities</b>			
Cash generated from/(used in) operations	35 (a)	<b>19,399</b>	(254,310)
Interest received		<b>5,010</b>	1,715
Interest paid		<b>(67,254)</b>	(99,075)
Hong Kong profits tax paid		<b>(6,970)</b>	(13,145)
Hong Kong profits tax refund		<b>13,348</b>	—
China corporate income tax paid		<b>(69,520)</b>	(11,883)
Net cash outflow from operating activities		<b>(105,987)</b>	(376,698)
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		<b>(11,833)</b>	(5,581)
Proceeds received from disposals of property, plant and equipment	35 (b)	<b>153</b>	2,003
Purchase of an investment property		<b>—</b>	(735,668)
Capital expenditures for investment properties	15	<b>(16,170)</b>	(16,990)
Net proceeds received from disposal of subsidiaries	36	<b>—</b>	704,510
Payments for acquisition of a subsidiary, net of cash acquired	36	<b>(2,694)</b>	—
Acquisition of a business	17	<b>(4,703)</b>	—
Investment in a joint venture	21	<b>—</b>	(13,784)
Distribution from a joint venture	21	<b>167,123</b>	—
Purchases of financial assets at fair value through profit or loss		<b>(232,987)</b>	—
Proceeds received from disposal of financial assets at fair value through profit or loss		<b>111,015</b>	—
Net cash inflow/(outflow) from investing activities		<b>9,904</b>	(65,510)

# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

## 綜合現金流量表(續)

For the year ended 31st 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 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Proceeds from bank loans		<b>331,617</b>	615,681
Repayment of bank loans		<b>(241,494)</b>	(462,253)
Net (decrease)/increase in trust receipt bank loans		<b>(308,833)</b>	395,003
Decrease/(increase) in pledged bank deposits		<b>10,852</b>	(9,493)
Consideration received from non-controlling interests	37	<b>2,453</b>	11,833
Dividends paid to owners of the Company		<b>(15,983)</b>	(20,926)
Dividends paid to non-controlling interests		<b>(10,340)</b>	—
Repurchase of shares		<b>(940)</b>	—
Exercise of share options		<b>—</b>	780
Net cash (outflow)/inflow from financing activities		<b>(232,668)</b>	530,625
Net (decrease)/increase in cash and cash equivalents		<b>(328,751)</b>	88,417
Cash and cash equivalents, beginning of the year		<b>628,382</b>	546,261
Currency translation differences		<b>13,135</b>	(6,296)
Cash and cash equivalents, end of the year		<b>312,766</b>	628,382

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附的附註一併閱讀。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1 General information

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

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

These consolidated financial statements are presented in Hong Kong dollar (“HK\$”), unless otherwise stated.

### 2 Summary of significant accounting policies

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

#### 2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”) and disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. They have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial asset, financial assets at fair value through profit or loss and investment properties, which are carried at fair value.

The preparation of these consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

### 1 一般資料

滬港聯合控股有限公司(「本公司」)於一九九四年一月十二日在百慕達註冊成立為有限公司，並根據百慕達一九八一年公司法，成為一間豁免公司。自一九九四年二月十八日起，本公司股份於香港聯合交易所有限公司主板上市。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

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

除另有說明外，該等綜合財務報表以港元(「港元」)列示。

### 2 主要會計政策概要

編製該等綜合財務報表採用之主要會計政策載列如下。除另有說明外，該等政策於所呈列之所有年度一直貫徹應用。

#### 2.1 編製基準

本綜合財務報表依照香港財務報告準則(「香港財務報告準則」)及香港公司條例第622章之披露規定編製，且按歷史成本慣例編製，並已就重估可供出售財務資產、按公允價值計入損益之財務資產及投資物業作出修訂。

編製該等符合香港財務報告準則之綜合財務報表需要使用若干關鍵性會計推算。此亦需要管理層在應用本集團會計政策之過程中行使其判斷。涉及高度之判斷或高度複雜性之範疇，或涉及對綜合財務報表屬重大假設及推算之範疇已在附註4中披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### Changes in accounting policies and disclosures

(a) Amended standard adopted by the Group

The Group has adopted the following new, revised and amended standards and interpretations to existing standards (“new HKFRSs”) that have been issued and are effective for the Group’s accounting year beginning on or after 1st April 2017:

HKAS 7 (Amendment)	Disclosure initiative
HKAS 12 (Amendment)	Recognition of deferred tax assets for unrealised losses
HKFRS 12 (Amendment)	Disclosure of interest in other entities

The adoption of these new HKFRSs did not result in substantial changes to the accounting policies of the Group and had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 會計政策之變動及披露

(a) 本集團所採納經修訂準則

本集團已採納下列已頒佈且於二零一七年四月一日或之後開始之會計年度生效之新訂、經修訂及經修改準則及對現有準則之詮釋(「新香港財務報告準則」):

香港會計準則第7號(修訂)	披露計劃
香港會計準則第12號(修訂)	就未變現虧損確認遞延稅項資產
香港財務報告準則第12號(修訂)	披露在其他主體的權益

採納上述新香港財務報告準則並不導致本集團的會計政策出現重大變動及並無對如何編製及呈列當前或過往會計期間之業績及財務狀況造成重大影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### Changes in accounting policies and disclosures (Continued)

(b) *New and amended standards and interpretations not yet adopted*

Certain new and amended accounting standards and interpretations have been published that are not mandatory for 31st March 2018 reporting period and have not been early adopted by the Group:

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 會計政策之變動及披露(續)

(b) *尚未採納之新訂及經修訂準則及詮釋*

於二零一八年三月三十一日報告期間已頒佈但並未強制生效且本集團並無提早採納的若干新訂及經修訂會計準則及詮釋：

		<b>Effective for accounting periods beginning on or after</b>	
		於以下日期或之後 開始之會計期間生效	
Amendments to HKFRS 2 香港財務報告準則第2號(修訂本)	Classification and measurement of share-based payment transactions 以股份為基礎之付款交易之分類及計量	1st January 2018 二零一八年一月一日	
Amendments to HKFRS 4 香港財務報告準則第4號(修訂本)	Insurance contracts 保險合約	1st January 2018 二零一八年一月一日	
Amendments to annual improvement project HKFRS 1 and HKAS 28 香港財務報告準則第1號及香港會計準則第28號(修訂本)	Annual improvements 2014 – 2016 cycle 二零一四年至二零一六年週期之年度改善	1st January 2018 二零一八年一月一日	
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1st January 2018 二零一八年一月一日	(i) (i)
HKFRS 15 香港財務報告準則第15號	Revenue from contracts with customers 來自客戶合約之收益	1st January 2018 二零一八年一月一日	(ii) (ii)
Amendments to HKFRS 15 香港財務報告準則第15號(修訂本)	Clarifications to HKFRS 15 香港財務報告準則第15號之澄清	1st January 2018 二零一八年一月一日	(ii) (ii)
HK(IFRIC)-Int 22 香港(國際財務報告詮釋委員會)詮釋第22號	Foreign currency transactions and advance considerations 外幣交易及預付代價	1st January 2018 二零一八年一月一日	
Amendments to HKAS 40 香港會計準則第40號(修訂本)	Transfer of investment property 投資性房地產的轉撥	1st January 2018 二零一八年一月一日	

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.1 Basis of preparation (Continued)

##### Changes in accounting policies and disclosures (Continued)

(b) *New and amended standards and interpretations not yet adopted (Continued)*

		Effective for accounting periods beginning on or after 於以下日期或之後 開始之會計期間生效
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1st January 2019 (iii) 二零一九年一月一日 (iii)
HK(IFRIC)-Int 23 香港(國際財務報告詮釋 委員會)詮釋第23號	Uncertainty over income tax treatments 所得稅處理之不確定性	1st January 2019 二零一九年一月一日
Amendments to HKFRS 9 香港財務報告準則第9號(修訂本)	Prepayment features with negative compensation 具有負補償特性之預付款項	1st January 2019 二零一九年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號 及香港會計準則第28號(修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營公司間之 資產出售或注資	To be determined 有待釐定

None of these is expected to have a significant effect on the consolidated financial statements of the Group, except those set out below:

(i) HKFRS 9 Financial Instruments

##### *Nature of change*

HKFRS 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

### 2 主要會計政策概要(續)

#### 2.1 編製基準(續)

##### 會計政策之變動及披露(續)

(b) 尚未採納之新訂及經修訂準則及詮釋(續)

預期該等修訂將不會對本集團之綜合財務報表造成重大影響，惟下列所載者除外：

(i) 香港財務報告準則第9號金融工具

##### *變動之性質*

香港財務報告準則第9號闡述財務資產及財務負債的分類、計量及終止確認，引入對沖會計新規則及財務資產之新減值模式。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### Changes in accounting policies and disclosures (Continued)

(b) *New and amended standards and interpretations not yet adopted (Continued)*

- (i) HKFRS 9 Financial Instruments (Continued)

#### Impact

Management is currently assessing the effects of applying the new standard on the Group's financial assets and liabilities and is expecting the following impact from the adoption of the new standard on 1st April 2018:

The financial assets held by the Group include:

- (i) Financial instruments currently classified as available-for-sale for which a fair value through other comprehensive income ("FVOCI") election is available;
- (ii) Investments currently measured at fair value through profit or loss ("FVTPL") which will continue to be measured on the same basis under HKFRS 9.

Accordingly, the Group does not expect the new guidance to affect the classification and measurement of these financial assets. However, gains or losses realized on the sale of financial assets at FVOCI will no longer be transferred to profit or loss on sale, but instead reclassified below the line from the available-for-sale financial assets fair value reserve to retained earnings.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 會計政策之變動及披露(續)

(b) *尚未採納之新訂及經修訂準則及詮釋(續)*

- (i) 香港財務報告準則第9號金融工具(續)

#### 影響

管理層目前正在評估應用新準則對本集團財務資產及負債的影響，並預期於二零一八年四月一日採納新準則將產生下列影響：

本集團所持財務資產包括：

- (i) 目前歸類為可供出售且可選擇按公允價值計入其他全面收入(「按公允價值計入其他全面收入」)的金融工具；
- (ii) 目前以按公允價值計入損益(「按公允價值計入損益」)計量繼續根據香港財務報告準則第9號以相同基準計量的投資。

因此，本集團預期新指引將不會影響財務資產之分類及計量。然而，按公允價值計入其他全面收入之財務資產之出售，其變現收益或虧損將不再於出售時轉撥至損益，而是自財務資產按公允價值列值之可供出售儲備重新分類至留存溢利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policies and disclosures (Continued)*

(b) *New and amended standards and interpretations not yet adopted (Continued)*

(i) HKFRS 9 Financial Instruments (Continued)

#### *Impact (Continued)*

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at FVTPL and the Group does not have any such liabilities. The derecognition rules have been transferred from Hong Kong Accounting Standards ("HKAS") 39 Financial Instruments: Recognition and Measurement and have not been changed.

The new hedge accounting rules will align the accounting for hedging instruments more closely with the Group's risk management practices. As a general rule, more hedge relationships might be eligible for hedge accounting, as the standard introduces a more principles-based approach. The Group does not have any hedge instrument. Therefore, the Group does not expect any impact from the new hedge accounting rules.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### *會計政策之變動及披露(續)*

(b) *尚未採納之新訂及經修訂準則及詮釋(續)*

(i) 香港財務報告準則第9號金融工具(續)

#### *影響(續)*

由於新規定僅影響按公允價值計入損益之指定財務負債，而本集團並不持有任何該等負債，因此，本集團財務負債之會計處理將不會受影響。自第39號金融工具：確認及計量之香港會計準則(「香港會計準則」)轉入之終止確認規則，且並無變動。

新對沖會計規則將令對沖工具的會計處理更接近本集團的風險管理常規。按一般規則，由於該準則引進更以原則為基準之方法，故可能有更多符合對沖會計方法之對沖關係。本集團並無任何對沖工具。因此，本集團預期新對沖會計規則不會帶來任何影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policies and disclosures (Continued)*

- (b) *New and amended standards and interpretations not yet adopted (Continued)*
- (i) HKFRS 9 Financial Instruments (Continued)

#### *Impact (Continued)*

The new impairment model requires the recognition of impairment provisions based on expected credit losses rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at FVOCI, contract assets under HKFRS 15 Revenue from Contracts with Customers, lease receivables, loan commitments and certain financial guarantee contracts.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

#### *Date of adoption by the Group*

HKFRS 9 is mandatory for financial years commencing on or after 1st January 2018. The Group will apply the new rules retrospectively from 1st April 2018, with the practical expedients permitted under the standard. Comparative figures for the year ended 31st March 2018 will not be restated.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### *會計政策之變動及披露(續)*

- (b) *尚未採納之新訂及經修訂準則及詮釋(續)*
- (i) 香港財務報告準則第9號金融工具(續)

#### *影響(續)*

新減值模型規定根據預期信用虧損，而非香港會計準則第39號項下僅以已產生信用虧損確認減值撥備。該規定適用於按攤銷成本分類之財務資產、按透過其他全面收入按公允價值列值計量之債務工具、香港財務報告準則第15號來自客戶合約之收入項下之合約資產、應收租金、貸款承擔及若干財務擔保合約。

新訂準則亦引入延伸的披露規定及呈列方式變動。特別是採納新制訂準則之年度，預期將改變本集團有關其金融工具披露之性質及程度。

#### *本集團採納之日期*

香港財務報告準則第9號於二零一八年一月一日或之後開始之財政年度強制生效。本集團將自二零一八年四月一日起追溯應用新規則以及該準則項下所允許之可行權宜處理。截至一八年三月三十一日止年度之比較數字將不予重列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.1 Basis of preparation (Continued)

##### *Changes in accounting policies and disclosures (Continued)*

(b) *New and amended standards and interpretations not yet adopted (Continued)*

- (ii) HKFRS 15 Revenue from Contracts with Customers

##### *Nature of change*

The HKICPA has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts and the related literature.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer.

The standard permits either a full retrospective or a modified retrospective approach for the adoption.

##### *Impact*

Management is currently assessing the effects of applying the new standard on the Group's consolidated financial statements and has identified the application of HKFRS 15 may result in the identification of separate performance obligations which could affect the timing of the recognition of revenue generated from the provision of service.

### 2 主要會計政策概要(續)

#### 2.1 編製基準(續)

##### *會計政策之變動及披露(續)*

(b) *尚未採納之新訂及經修訂準則及詮釋(續)*

- (ii) 香港財務報告準則第15號來自與客戶合約的收益

##### *變動性質*

香港會計師公會已頒佈收入確認之新訂準則。該準則將取代香港會計準則第18號(涵蓋貨品及服務合約)及香港會計準則第11號(涵蓋建築合約及相關文獻)。

新訂準則乃基於貨品或服務控制權轉移至客戶時確認收入之原則。

該準則允許在採納時採用全面追溯方式或經修改追溯方式。

##### *影響*

管理層現正評估應用新訂準則對本集團綜合財務報表之影響，並識別應用香港財務報告準則第15號或會導致獨立履約義務的確認，從而可能影響確認提供服務所產生收益的時間。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### **Changes in accounting policies and disclosures (Continued)**

(b) *New and amended standards and interpretations not yet adopted (Continued)*

- (ii) HKFRS 15 Revenue from Contracts with Customers (Continued)

#### *Date of adoption by the Group*

HKFRS 15 is mandatory for financial years commencing on or after 1st January 2018. At this stage, the Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption, if any, will be recognised in retained earnings as of 1st April 2018 and that comparatives will not be restated.

- (iii) HKFRS 16 Leases

#### *Nature of change*

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

The accounting for lessors will not significantly change.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### **會計政策之變動及披露(續)**

(b) *尚未採納之新訂及經修訂準則及詮釋(續)*

- (ii) 香港財務報告準則第15號來自與客戶合約的收益(續)

#### *本集團採納之日期*

香港財務報告準則第15號於二零一八年一月一日或之後開始的財政年度強制生效。於此階段，本集團擬採納使用經修訂追溯方式之準則，換言之，採納準則之累計影響(如有)將於截止二零一八年四月一日確認為保留盈利，有關比較數字將不予重列。

- (iii) 香港財務報告準則第16號租賃

#### *變動之性質*

香港財務報告準則第16號將引致絕大部分租賃於財務狀況表確認，此乃由於經營與融資租賃之間的區別被移除。根據新準則，須確認一項資產(使用租賃項目的權利)及支付租金之財務負債。唯一的例外情況為短期及低價值租賃。

對出租人之會計處理將不會有重大變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.1 Basis of preparation (Continued)

##### *Changes in accounting policies and disclosures (Continued)*

(b) *New and amended standards and interpretations not yet adopted (Continued)*

(iii) HKFRS 16 Leases (Continued)

##### *Impact*

The standard will affect primarily the accounting for the Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$81,788,000. The Group estimates those related to payments for short-term and low value lease which will be recognised on straight-line basis as an expense in profit or loss are insignificant.

The Group has not yet assessed what other adjustments, if any, are necessary for example because of the change in the definition of the lease term and the different treatment of variable lease payments and of extension and termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognised on adoption of the new standard and how this may affect the Group's profit or loss and classification of cash flows going forward.

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

### 2 主要會計政策概要(續)

#### 2.1 編製基準(續)

##### *會計政策之變動及披露(續)*

(b) *尚未採納之新訂及經修訂準則及詮釋(續)*

(iii) 香港財務報告準則第16號租賃(續)

##### *影響*

該準則將初步影響本集團對經營租賃之會計處理。於報告日期，本集團具不可撤銷經營租賃承擔為81,788,000港元。本集團估計有關短期及低價值租賃之款項將按直線法於損益內確認為開支，該等開支並不重大。

本集團尚未評估是否需要就如租期界定之變動及對可變動租賃款項及延長及終止選擇權的不同處理方法而作出其他調整(如有)。因此，仍不能估計在採納新訂準則時必須確認之使用權資產及租賃負債之金額，以及其將如何影響本集團日後之損益及現金流量之分類。

部分承擔可能因短期及低價值租賃而屬例外情況，及部分承擔安排根據香港財務報告準則第16號可能不符合作為租賃。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policies and disclosures (Continued)*

(b) *New and amended standards and interpretations not yet adopted (Continued)*

(iii) HKFRS 16 Leases (Continued)

#### *Date of adoption by the Group*

HKFRS 16 is mandatory for financial years commencing on or after 1st January 2019. At this stage, the Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

### 2.2 Subsidiaries

#### (a) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(i) *Business combinations*

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

## 2 主要會計政策概要(續)

### 2.1 編製基準(續)

#### *會計政策之變動及披露(續)*

(b) *尚未採納之新訂及經修訂準則及詮釋(續)*

(iii) 香港財務報告準則第16號租賃(續)

#### *本集團採納之日期*

香港財務報告準則第16號於二零一九年一月一日或之後開始之財政年度強制生效。於此階段，本集團不擬於其生效日期之前採納該準則。本集團擬應用簡單過度方式，且將不會重列首次採納之前年度之比較金額。

### 2.2 附屬公司

#### (a) 合併

附屬公司指本集團對其有控制權之實體(包括結構性實體)。當本集團因參與一家實體事務而對可變回報承擔風險或享有權利，及有能力透過對該實體擁有的權力影響該等回報時，則本集團對該實體擁有控制權。附屬公司由其控制權轉移到本集團之日起綜合入賬，並由該控制權終止之日起終止入賬。

(i) *業務合併*

本集團進行業務合併時採用收購會計法入賬。收購附屬公司之轉讓代價為所轉讓資產、對被收購方之前擁有人所產生負債及本集團所發行股本權益之公允價值。所轉讓代價包括或然代價安排產生之任何資產或負債之公允價值。於業務合併時所收購之可識別資產及已承擔之負債及或然負債，按收購日之初始公允價值計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.2 Subsidiaries (Continued)

#### (a) Consolidation (Continued)

##### (i) Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill (Note 2.8(a)). If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

##### (ii) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions — that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

## 2 主要會計政策概要(續)

### 2.2 附屬公司(續)

#### (a) 合併(續)

##### (i) 業務合併(續)

收購相關成本於產生時列為開支。

所轉讓代價、被收購方的任何非控制性權益金額及任何先前於被收購方的股本權益於收購日的公允價值超出所收購可辨認資產淨額的公允價值的部分，以商譽列賬(附註2.8(a))。倘所轉讓代價、已確認非控股性權益及先前持有之權益之總額低於在收購議價情況下收購之附屬公司的資產淨值之公允價值，其差額於綜合損益表中直接確認。

集團內交易、結餘及集團公司間交易的未變現收益予以對銷。除非該交易提供證據顯示所轉讓資產有所減值，否則未實現虧損亦予以抵銷。附屬公司申報的金額已在需要時作出調整，以確保與本集團的會計政策一致。

##### (ii) 於一間附屬公司之擁有權益變動而控制權不變

不導致失去控制權的非控股權益交易按權益交易入賬 — 即以彼等作為擁有人的身份與附屬公司擁有人進行交易。任何所付代價的公允價值與相關應佔所收購附屬公司資產淨值賬面值的差額，於權益中入賬。向非控股權益出售產生之盈虧，亦在權益中入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.2 Subsidiaries (Continued)

#### (a) Consolidation (Continued)

##### (iii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs.

#### (b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

## 2 主要會計政策概要(續)

### 2.2 附屬公司(續)

#### (a) 合併(續)

##### (iii) 出售附屬公司

當本集團於實體失去控制權時，任何保留權益按失去控制權當日之公允價值重新計量，有關賬面值變動於損益中確認。其公允價值為其後入賬列作聯營公司、合營企業或金融資產的保留權益之初始賬面值。此外，先前於其他全面收入確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。即先前於其他全面收入確認的金額重新分類至損益或根據香港財務報告準則規定轉移至其他股權分類。

#### (b) 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本包括投資直接歸屬之成本。附屬公司之業績以本公司已收股息及應收股息基準入賬。

如股息超過宣派股息期內附屬公司之全面收入總額，或如在獨立財務報表之投資賬面金額超過綜合財務報表中被投資公司資產淨額(包括商譽)之賬面金額，則於獲取股息時須對於附屬公司之投資作減值測試。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.3 Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition.

The Group's share of post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in reserves is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of results of associates — net" in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's consolidated financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 2 主要會計政策概要(續)

### 2.3 聯營公司

聯營公司是指凡本集團對其有重大影響力但無控制權之實體，一般附帶20%至50%投票權之股權。於聯營公司之投資以權益會計法入賬。根據權益法，投資初始以成本確認，於收購日期後，其賬面金額會增加或減少，以確認投資者於被投資公司之應佔溢利或虧損。本集團於聯營公司之投資包括收購時已識別之商譽。

本集團應佔收購後之溢利或虧損於綜合損益表中確認，而其應佔收購後儲備變動則於其他全面收入中確認，並相應調整投資之賬面金額。當本集團應佔一間聯營公司之虧損等於或超過其在該聯營公司之權益(包括任何其他無抵押應收賬款)時，本集團不會進一步確認虧損，除非其已產生法律或推定債務或已代聯營公司作出付款。

本集團在每個報告日釐定是否有客觀證據證明於聯營公司之投資已減值。如投資已減值，本集團計算減值金額應為聯營公司可收回金額與其賬面價值之差額，並於綜合損益表中之「應佔聯營公司之業績 — 淨額」內確認該金額。

本集團與其聯營公司間之上游和下游交易之溢利及虧損，在本集團之綜合財務報表中確認，但僅以無關連投資者於聯營公司之權益為限。除非該交易提供證據顯示所轉讓資產有所減值，否則未實現虧損亦予以抵銷。聯營公司之會計政策已按需要作出改變，以確保與本集團採用之政策一致。

## 2 Summary of significant accounting policies (Continued)

### 2.4 Joint arrangements

The Group has applied HKFRS 11 — Joint Arrangements to all joint arrangements. Under HKFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"), who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions. Information relating to segment assets and liabilities is not disclosed as such information is not reported to the CODM.

## 2 主要會計政策概要(續)

### 2.4 合營安排

本集團已就所有合營安排應用香港財務報告準則第11號 — 合營安排。根據香港財務報告準則第11號，於合營安排之投資乃分類為合營業務或合營公司，視乎各投資者之合約權益及義務而定。本集團已評估其合營安排之性質，並將其釐定為合營公司。合營公司採用權益法入賬。

根據權益會計法，於合營公司之權益初步以成本確認，其後作出調整，以確認本集團應佔之收購後溢利或虧損以及其他全面收入變動。本集團於合營公司之投資包括於收購時識別之商譽。於收購合營公司之擁有權權益時，合營公司之成本與本集團應佔該合營公司可識別資產及負債之淨公允價值間之差額，乃入賬列作商譽。當本集團應佔一間合營公司之虧損等於或超過其於該合營公司之權益，包括任何其他無擔保應收賬款，本集團不會確認進一步虧損，除非其已產生義務或已代合營公司作出付款。

本集團與其合營公司間交易之未變現收益按本集團於合營公司之權益予以對銷。除非交易提供所轉讓資產出現減值之憑證，否則未變現虧損亦予以對銷。合營公司之會計政策已按需要作出變動，以確保與本集團採用之政策一致。

### 2.5 分部報告

營運分部以向主要營運決策者(「主要營運決策者」)提供內部呈報一致之方法呈報，其負責營運分部之資源分配及表現評估及被視為制定策略性決定之執行董事。由於有關分部資產及負債之資料並無向主要營運決策者呈報，故並無該等資料之披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.6 Foreign currency translation

#### (a) Functional and presentation currency

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

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement. All foreign exchange gains and losses are presented in the consolidated income statement within "other gains — net".

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

## 2 主要會計政策概要(續)

### 2.6 外幣換算

#### (a) 功能及呈列貨幣

本集團各實體之財務報表所列項目均以該實體營運所在主要經濟環境之貨幣計量(「功能貨幣」)。綜合財務報表以港元呈報，港元為本公司之功能貨幣及本集團之呈列貨幣。

#### (b) 交易及結餘

外幣交易採用交易或估值(重新計量項目)當日之匯率，換算為功能貨幣。結算此等交易及將外幣計值之貨幣資產及負債以年終匯率換算，而產生之滙兌收益及虧損於綜合損益表中確認。所有滙兌收益及虧損於綜合損益表「其他收益 — 淨額」內呈列。

非貨幣財務資產及負債，尤如按公允價值計入損益之所持權益之換算差額於損益中確認為公允價值盈虧之一部份。非貨幣財務資產，尤如分類為可供出售之權益之換算差額則計入其他全面收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.6 Foreign currency translation (Continued)

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

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

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

## 2 主要會計政策概要(續)

### 2.6 外幣換算(續)

#### (c) 集團公司

所有本集團實體(當中並無惡性通脹經濟貨幣)業績及財務狀況其功能貨幣不同於呈列貨幣者均按以下方法換算為呈列貨幣：

- (i) 各財務狀況表呈列之資產及負債均以該財務狀況表結算日之收市匯率換算；
- (ii) 各損益表之收支均按平均匯率換算(除非該平均值並非於交易日匯率累計影響之合理近似值，在此情況下，收支乃按交易日之匯率換算)；及
- (iii) 所有由此產生之滙兌差額確認為其他全面收入之獨立組成部分。

收購境外實體時產生之商譽及公允價值調整乃作為該境外實體之資產及負債處理，並以收市匯率換算。貨幣滙兌差額於其他全面收入中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.6 Foreign currency translation (Continued)

##### (d) *Disposal of foreign operation and partial disposal*

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

### 2 主要會計政策概要(續)

#### 2.6 外幣換算(續)

##### (d) *出售海外業務及部分出售*

於出售海外業務(即出售本集團於海外業務之全部權益或有關出售導致失去對一間附屬公司之控制權之出售,其中包括海外業務,或出售導致對合營公司失去共同控制權(其中包括海外業務)或出售導致對聯營公司失去重大影響力(其中包括海外業務),則本公司擁有人應佔該業務相關所有權益累計的滙兌差異將重新分類至損益。

對於出售一家附屬公司(包括海外業務)部分權益而沒有導致本集團失去對附屬公司的控制權時,相應比例的累計滙兌差額重新撥入非控制性權益,但並不會於損益確認。至於其他部分出售(即部分出售聯營公司或合營安排而沒有導致本集團失去重大影響力或失去共同控制權),相應比例的累計滙兌差額重新分類至損益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.7 Property, plant and equipment

Property, plant and equipment, is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial year in which they are incurred.

The depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

— Buildings	2% to 20%
— Leasehold improvements	20% to 33%
— Furniture and equipment	15% to 33%
— Machinery	10% to 25%
— Motor vehicles and vessels	5% to 20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "general and administrative expenses" in the consolidated income statement.

## 2 主要會計政策概要(續)

### 2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購項目直接應佔之開支。

其後成本僅在於與該項目有關之未來經濟利益有可能流入本集團，而該項目之成本能可靠計量時，計入資產賬面金額或確認為獨立資產(視適用情況而定)。已更換零件之賬面金額已被剔除入賬。所有其他維修及保養於其產生之財政年度內於綜合損益表內支銷。

物業、廠房及設備之折舊根據估計可使用年期採用直線法將成本分攤至剩餘價值計算如下：

— 樓宇	2%至20%
— 租賃物業裝修	20%至33%
— 傢俬及設備	15%至33%
— 機器	10%至25%
— 汽車及船	5%至20%

資產之剩餘價值及可使用年期在每個報告期末進行檢討，及在適當時調整。倘若資產之賬面金額高於其可收回估計金額，其賬面金額即時撇減至可收回金額(附註2.11)。

出售之收益及虧損透過比較所得款項與其賬面金額釐定，並於綜合損益表「一般及行政支出」中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.8 Intangible assets

#### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

#### (b) Customer contracts

Customer contracts acquired in a business combination are recognised at fair values at the acquisition date. Customer contracts have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the utilisation method to allocate the cost of customer contracts over their estimated useful life.

### 2.9 Land use rights

The up-front prepayments made for land use rights are accounted for as operating leases. They are recognised in the consolidated income statement on a straight-line basis over the periods of the land use rights, or when there is impairment, the impairment is recognised in the consolidated income statement.

## 2 主要會計政策概要(續)

### 2.8 無形資產

#### (a) 商譽

商譽於收購附屬公司時產生，指轉讓代價超過本集團在其可識別淨資產、負債及或然負債淨公允價值之權益及在被收購方非控制性權益之公允價值。

就減值測試而言，在業務合併中收購之商譽會分配至各現金產生單位(「現金產生單位」)或現金產生單位組別(即預期可從合併中獲取協同利益)。獲分配商譽之各單位或單位組別，指在實體內商譽被監察作內部管理用途之最底層次。商譽會在營運分部層面上被監察。

商譽之減值檢討會每年進行，或如有事件或情況改變顯示存在潛在減值，則需更頻密地檢討。商譽之賬面價值與可收回金額(使用價值與公允價值減出售成本之較高者)進行比較。任何減值須即時確認為支出且其後不得撥回。

#### (b) 客戶合約

在業務合併中購入之客戶合約於收購日按公允價值確認。客戶合約具有有限之可使用年期，並按成本減累計攤銷列賬。攤銷以使用率法分配客戶合約之成本至其估計可使用年期計算。

### 2.9 土地使用權

土地使用權之前期預付款項以營業租約列賬。其按土地使用權期間以直線法於綜合損益表中確認，或當出現減值時，於綜合損益表中確認減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.10 Investment properties

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group. Land held under operating leases are classified and accounted for as investment properties when the rest of the definition of investment properties is met. In such case, the operating lease concerned is accounted for as if it were a finance lease.

Investment properties are measured initially at its cost, including related transaction costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in consolidated income statement as part of a valuation gain or loss in “other gains — net”.

### 2.11 Impairment of non-financial assets

Assets that have an indefinite useful life — for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

## 2 主要會計政策概要(續)

### 2.10 投資物業

投資物業(主要包括租賃土地及樓宇)乃持有作長期租金回報或資本升值或二者兼有,且並非由本集團之公司佔用。以營業租約持有之土地,如符合投資物業其餘定義,則按投資物業分類及記賬。在此情況下,營業租約猶如其為融資租賃而記賬。

投資物業最初按其成本計量,包括相關交易成本。在初步確認後,投資物業按公允價值列賬,即於各報告日由外部估值師釐定之公開市值。公允價值以活躍市場價格為基準,如有需要就特定資產之性質、地點或狀況之任何差異作出調整。如並無此項資料,本集團須使用其他估值方法,例如較不活躍市場之近期價格或貼現現金流量預測法。公允價值變動於綜合損益表中列賬,作為「其他收益 — 淨額」中估值收益或虧損之一部份。

### 2.11 非財務資產之減值

無特定使用期限之資產(例如商譽)毋須攤銷,惟須每年進行減值評估。當有事件或情況改變顯示賬面金額未能收回,須予攤銷之資產會進行減值檢討。資產賬面金額超過其可收回金額之數額確認為減值虧損。可收回金額為資產公允價值減出售成本與使用價值之間之較高者。就評估減值而言,資產分組至可分開識別現金流量(現金產生單位)之最低層次。商譽以外出現減值之非財務資產會於每個報告日就可能撥回之減值進行審閱。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.12 Financial assets

##### (a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade and bill receivables", "deposits and other receivables", "amount due from a joint venture", "pledged bank deposits" and "cash and cash equivalents" in the consolidated statement of financial position.

### 2 主要會計政策概要(續)

#### 2.12 財務資產

##### (a) 分類

本集團將其財務資產分為以下類別：按公允價值計入損益、貸款及應收賬款以及可供出售。其分類乃取決於收購財務資產之目的。管理層會於初步確認時釐定其財務資產分類。

(i) *按公允價值計入損益之財務資產*

按公允價值計入損益之財務資產為持作買賣之財務資產。如所收購之財務資產主要目的為在短期內出售，則分類為此類別。衍生工具亦會被分類為持作買賣，惟被指定為對沖項目則除外。此類別資產若預期在十二個月內結算，則分類為流動；否則分類為非流動。

(ii) *貸款及應收賬款*

貸款及應收賬款具固定或可釐定付款，以及並無在活躍市場報價之非衍生財務資產。此等項目包括在流動資產內，而已償付或預期於報告期末起計超過十二個月後方償付之金額(分類為非流動資產)則除外。本集團之貸款及應收賬款包括於綜合財務狀況表之「應收賬款及票據」、「按金及其他應收賬款」、「應收一間合營公司款項」、「已抵押銀行存款」及「現金及現金等值」。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.12 Financial assets (Continued)

#### (a) Classification (Continued)

##### (iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

#### (b) Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial asset and financial assets at fair value through profit or loss are subsequently carried at fair values. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are recognised in the consolidated income statement, within “other gains – net” in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of “other gains – net” when the Group’s right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

## 2 主要會計政策概要(續)

### 2.12 財務資產(續)

#### (a) 分類(續)

##### (iii) 可供出售之財務資產

可供出售之財務資產為被指定作此類別或並無分類為任何其他類別之非衍生工具。除非該投資到期或管理層擬於報告期末後十二個月內處置該投資，否則此等資產包括在非流動資產內。

#### (b) 確認及計量

經常性買賣財務資產在交易當日(即本集團承諾購買或出售資產之日)確認。投資初步以公允價值加所有非按公允價值計入損益之財務資產交易成本確認。按公允價值計入損益之財務資產初步按公允價值確認，交易成本則於綜合損益表支銷。倘從投資收取現金流量之權利已過期或已轉移及本集團已轉移擁有權之絕大部分風險及回報，財務資產將被剔除入賬。可供出售之財務資產及按公允價值計入損益之財務資產其後以公允價值列賬。貸款及應收賬款其後採用實際利息方法，以攤銷成本列賬。

「按公允價值計入損益之財務資產」類別之公允價值變動所產生之收益或虧損在產生期間於綜合損益表「其他收益 – 淨額」中確認。按公允價值計入損益之財務資產產生之股息收入於本集團確立收取付款之權利時，在損益表中確認為「其他收益 – 淨額」之一部份。

分類為可供出售之貨幣及非貨幣性證券公允價值變動，於其他全面收入中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.12 Financial assets (Continued)

##### (c) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### 2.13 Impairment of financial assets

##### (a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

### 2 主要會計政策概要(續)

#### 2.12 財務資產(續)

##### (c) 抵銷金融工具

於有法定可強制執行權利以抵銷已確認金額，且有意按其淨額作結算或同時變現資產及清償負債時，財務資產及負債乃予以抵銷，並於財務狀況表呈報其淨值。法定可強制執行權利不得依賴未來事件而定，而在一般業務過程中及倘公司或對手方一旦出現違約、無償債能力或破產時，必須具有約束力。

#### 2.13 財務資產之減值

##### (a) 以攤銷成本列賬之資產

本集團於每個報告期末評估是否存在客觀證據證明某一財務資產或某一財務資產組合出現減值。只有當存在客觀證據顯示於初步確認資產後發生一宗或多宗事件導致出現減值(「虧損事項」)，而該宗(或該等)虧損事項對財務資產或財務資產組合之估計未來現金流量構成之影響能可靠地估計，則有關財務資產或財務資產組合出現減值及產生減值虧損。

減值證據可包括債務人或一組債務人遭遇嚴重財政困難、逾期或拖欠償還利息或本金、債務人很有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量減少，例如與違約有關連之拖欠情況或經濟狀況改變。

對於貸款及應收賬款類別，虧損金額按資產賬面金額與按財務資產原實際利率貼現之估計未來現金流量(不包括仍未產生之未來信用虧損)現值兩者間之差額計量。資產之資產賬面金額予以削減，而虧損金額則在綜合損益表中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.13 Impairment of financial assets (Continued)

#### (a) Assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

#### (b) Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial asset, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss — is reclassified from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

### 2.14 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Since the derivative instruments entered into by the Group do not qualify for hedge accounting, changes in the fair value of these derivative instruments are recognised immediately in the consolidated income statement within "other gains — net".

## 2 主要會計政策概要(續)

### 2.13 財務資產之減值(續)

#### (a) 以攤銷成本列賬之資產(續)

如在其後期間，減值虧損金額減少，而此減少可客觀與確認減值後發生之事件(例如債務人之信貸評級有所改善)有關連，則之前已確認之減值虧損可在綜合損益表中確認撥回。

#### (b) 分類為可供出售之資產

本集團在每個報告期末評估是否有客觀證據證明某一財務資產或某一財務資產組合出現減值。對於分類為可供出售之股本投資，倘證券之公允價值大幅或持續跌至低於其成本，亦視為資產減值之證據。倘可供出售之財務資產存在此等證據，累計虧損 — 按收購成本與當時公允價值之差額，減該財務資產之前在損益確認之任何減值虧損計量 — 自權益中重新分類並在損益中確認。在綜合損益表內權益工具確認之減值虧損不會透過綜合損益表撥回。

### 2.14 衍生金融工具

衍生工具於訂立衍生工具合約之日按公允價值初步確認，其後按公允價值重新計量。確認由此產生之收益或虧損方法，視乎該衍生工具是否被指定為對沖工具，倘被指定為對沖工具，則視乎受對沖項目之性質而定。由於本集團訂立之衍生工具不合資格採用對沖會計法處理，該等衍生工具之公允價值變動會即時於綜合損益表「其他收益 — 淨額」中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2.16 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### 2.17 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand and deposits held at call with banks with original maturities of three months or less.

### 2.18 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 2.19 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 2 主要會計政策概要(續)

### 2.15 存貨

存貨按成本及與可變現淨值兩者中之較低者入賬。成本以先入先出法釐定。其中不包括借貸成本。可變現淨值為正常業務過程中之估計銷售價格減適用可變銷售支出。

### 2.16 應收賬款及其他應收賬款

應收賬款為在日常業務中就已售商品或已提供服務而應收客戶之款項。如預期於一年或以內(或倘較長,則在業務正常經營週期中)收回應收賬款及其他應收賬款,則該等賬款分類為流動資產。否則,該等賬款呈列為非流動資產。

應收賬款及其他應收賬款初步按公允價值確認,其後則採用實際利率法按已攤銷成本減減值撥備計量。

### 2.17 現金及現金等值

於綜合現金流量表中,現金及現金等值包括手頭現金及於三個月或以內到期存於銀行之通知存款。

### 2.18 股本

普通股分類為權益。

發行新股份或購股權直接應佔的新增成本在權益中列為所得款項的減少(扣除稅項)。

### 2.19 應付賬款及其他應付賬款

應付賬款為在日常業務過程中就從供應商購買之貨品或服務之付款責任。倘付款於在一年或以內(或倘較長,則在業務日常經營週期中)到期,則應付賬款分類為流動負債;否則,該等賬款呈列為非流動負債。

應付賬款及其他應付賬款初步按公允價值確認,其後則採用實際利率法按攤銷成本計量。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### 2.21 Borrowing costs

General and specific borrowing costs directly attributable to the acquisitions, 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.

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

## 2 主要會計政策概要(續)

### 2.20 借貸

借貸初步按公允價值扣除已產生之交易成本確認，其後則按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值間之任何差額於借貸期使用實際利率法於綜合損益表中確認。

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，費用遞延至提取發生為止。倘並無任何證據顯示該融資很有可能將獲部份或全部提取，則該費用撥充資本作為流動資金服務之預付款項，並於其相關融資期間予以攤銷。

除非本集團有無條件權利於報告期末後延遲償還負債最少十二個月，否則借貸分類為流動負債。

### 2.21 借貸成本

因收購、建造或生產合資格資產(指須經長時間準備作擬定用途或出售之資產)而直接產生之借貸成本乃計入該等資產成本，直至該等資產大致上已準備就緒作擬定用途或出售。

所有其他借貸成本均於其產生期間於綜合損益表中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.22 Current and deferred income tax

The tax expense for the period comprises current and deferred income tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to item recognised directly in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (b) Deferred income tax

###### *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from initial recognition of goodwill. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

### 2 主要會計政策概要(續)

#### 2.22 當期及遞延所得稅

期內稅項支出包括當期及遞延所得稅。稅項於綜合損益表中確認，惟與直接在其他全面收入或直接在權益中確認之項目有關者除外。在該情況下，稅項亦分別在其他全面收入或直接在權益中確認。

##### (a) 當期所得稅

當期所得稅支出根據本公司之附屬公司及聯營公司營運及產生應課稅收入之國家於報告日已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法規詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

##### (b) 遞延所得稅

###### *內在差異*

遞延所得稅使用負債法就資產與負債之稅基與其於綜合財務報表之賬面金額兩者之間產生之短暫差異確認。然而，倘遞延稅項負債產生自對商譽之初始確認，則不予確認。倘遞延所得稅產生自在交易(不包括業務合併)中對資產或負債之初步確認，而在交易時不影響會計或應課稅溢利或虧損，則不作記賬。遞延所得稅採用在報告日已頒佈或實質頒佈之稅率(及法例)，並在變現有關遞延所得稅資產或償付遞延所得稅負債時預期將會適用而釐定。

遞延所得稅資產在很有可能將未來應課稅溢利與可動用之短暫差異抵銷情況下確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.22 Current and deferred income tax (Continued)

#### (b) *Deferred income tax (Continued)*

##### *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint ventures, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates and joint ventures. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associates and joint ventures' undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint ventures only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

#### (c) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2 主要會計政策概要(續)

### 2.22 當期及遞延所得稅(續)

#### (b) *遞延所得稅(續)*

##### *外在差異*

遞延所得稅負債就於附屬公司、聯營公司及合營公司之投資所產生之應課稅短暫差異作出撥備，惟倘本集團可以控制短暫差異之撥回時間，及很有可能在可預見未來不會撥回該短暫差異之遞延所得稅負債除外。一般而言，本集團無法控制聯營公司及合營公司的暫時性差異的撥回。惟當有協議賦予本集團於可預見未來有能力控制短暫差異之撥回時，聯營公司及合營公司之未分派溢利所產生有關應課稅短暫差異之遞延稅項負債將不予確認。

就附屬公司、聯營公司及合營公司投資產生的可扣減短暫差異確認遞延所得稅資產，但僅限於短暫差異很可能在將來撥回，並有充足的應課稅利潤抵銷可動用短暫差異的情況下。

#### (c) *抵銷*

倘有合法執行權利以當期稅項資產抵銷當期稅項負債，以及倘遞延所得稅資產及負債涉及由同一稅務機關就應課稅實體或擬按淨額基準結算結餘之不同應課稅實體徵收所得稅，遞延所得稅資產與負債則互相抵銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.23 Employee benefits

#### (a) Pension obligation

The Group operates defined contribution plan. The schemes are generally funded through payments to insurance companies or trustee-administered funds.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

#### (c) Bonus plans

The Group recognises a liability and an expense for bonus. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2 主要會計政策概要(續)

### 2.23 僱員福利

#### (a) 退休金責任

本集團設有界定供款計劃。此等計劃一般透過向保險公司或受託管理基金付款而注資。

界定供款計劃為本集團向一間獨立實體支付固定供款之退休福利計劃。倘基金不具備足夠資產，無法就該當期及過往期間之僱員服務向所有僱員支付福利，則本集團並無法定或推定責任作進一步供款。

本集團以強制、合約或自願原則向公開或私人管理之退休保險計劃作出供款。本集團作出供款後，即無進一步付款責任。供款於到期應付時確認為僱員福利支出。預付供款在出現現金退款或可扣減未來付款情況下確認為資產。

#### (b) 終止僱傭福利

終止僱傭福利於本集團在正常退休日期前終止僱用時，或僱員接受自願遣散以換取此等福利時支付。本集團在能證明以下終止承諾時確認為辭退福利：該實體根據一項詳細之正式計劃終止現有僱員之僱用而並無撤回之可能。倘提出一項方案以鼓勵自願遣散，終止僱傭福利將按預期接受方案之僱員數目計量。在報告期末後超過十二個月支付之福利應貼現至其現值。

#### (c) 花紅計劃

本集團就花紅確認負債及支出。當於合約規定或具過往慣例產生推定責任時，本集團會確認撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.23 Employee benefits (Continued)

#### (d) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

#### (e) Long service payments

The Group's net obligation in respect of long service payments to its employees upon termination of their employment or retirement when the employees fulfill certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group.

### 2.24 Share-based payments

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

## 2 主要會計政策概要(續)

### 2.23 僱員福利(續)

#### (d) 僱員應享假期

僱員應享年假於應計予僱員時確認。僱員於截至報告日因提供服務應享之年假估計負債已計提撥備。僱員應享病假及分娩假期於支取時方才確認。

#### (e) 長期服務金

當僱員在符合香港僱傭條例之若干情況下終止僱傭關係或退休時，本集團須承擔支付長期服務金予其僱員之責任，而所承擔之責任淨額為僱員於現時及過往期間提供服務所得之日後福利金額。所承擔金額扣減乃根據本集團退休計劃所享有本集團供款之應佔金額。

### 2.24 以股份為基礎之支付

本集團設有多項以權益償付、以股份為基礎之補償計劃，據此，實體獲取僱員服務，作為本集團權益工具(購股權)之代價。為換取購股權授出而獲取之僱員服務公允價值確認為支出。將予支銷之總金額參考授予之購股權公允價值釐定：

- 包括任何市場表現條件(例如實體之股價)；
- 不包括任何服務及非市場表現歸屬條件(例如盈利能力、銷售增長目標及實體於特定時期餘下之僱員)之影響；及
- 包括任何非歸屬條件(例如僱員保存規定)之影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 Summary of significant accounting policies (Continued)

#### 2.24 Share-based payments (Continued)

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

The grant by the Company of options over its equity instruments to the employees of subsidiary in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary, with a corresponding credit to equity in the parent entity accounts.

### 2 主要會計政策概要(續)

#### 2.24 以股份為基礎之支付(續)

非市場表現及服務條件計入關於預期歸屬之購股權數目之假設。支出總額於歸屬期間(即所有特定歸屬條件均獲滿足之期間)內確認。

此外，在某些情況下，僱員可在授出日期之前提供服務，因此授出日期之公允價值乃就確認服務開始期與授出日期之期內開支作出估計。

在各報告期末，本集團會根據非市場表現及服務條件修訂其預期歸屬之購股權數目之估計。本集團在綜合損益表內確認修訂原估算(如有)之影響，並對權益作出相應調整。

當購股權獲行使時，本公司將發行新股。所收取之所得款項(扣除任何直接應佔交易成本)計入股本(面值)及股份溢價中。

本公司向本集團附屬公司之僱員授予其權益工具之購股權，被視為資本投入。所獲取僱員服務的公允價值，參考授出日期之公允價值計量，並在歸屬期內確認，作為對附屬公司投資之增加，並相應計入母公司賬目之權益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.25 Provision

Provisions for environment restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2.26 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

## 2 主要會計政策概要(續)

### 2.25 撥備

當本集團因過往事件而產生現有法定或推定責任；將很有可能須流出資源以償付責任；且金額已可靠估計，則會就環境復原、重組成本及法律索償確認撥備。重組撥備包括租賃終止罰款及僱員離職付款。不會就未來經營虧損確認撥備。

倘有多項類似責任，則考慮責任之整體類別釐定其須在償付中流出資源之可能性。即使在同一類別責任所包含之任何一個項目資源流出之可能性極低，仍須確認撥備。

撥備按預期清償債務責任所需開支以稅前比率計算之現值計量，該比率反映市場當時對貨幣時間價值之評估及該責任之獨有風險。因時間流逝而產生之撥備增加確認為利息開支。

### 2.26 收入確認

收入按已收或應收代價之公允價值計算，並相當於供應貨品之應收金額，扣除折扣、退貨及增值稅後列賬。當收入數額能夠可靠計量、未來經濟利益有可能流入實體，而本集團各項活動均符合具體條件時(如下文所述)，本集團則會確認收入。本集團根據其往績並考慮客戶類別、交易種類及各項安排之特點作出估計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.26 Revenue recognition (Continued)

Revenue is recognised as follows:

#### (a) Sales of goods

Sales of goods are recognised when a group entity has delivered products to the customer, the customer has full discretion over channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery does not occur until the products have been shipped to the specified location, the risk of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

#### (b) Service income

For sales of services, revenue is recognised in accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of actual services provided as a proportion of the total service to be provided.

#### (c) Rental income

Rental income from investment property is recognised in consolidated income statement on a straight-line basis over the period of the relevant leases.

## 2 主要會計政策概要(續)

### 2.26 收入確認(續)

收入確認如下：

#### (a) 貨品銷售

當集團實體已將產品交付予客戶，客戶對銷售產品之渠道及價格擁有完全決定權，且並無未履行之責任可影響客戶接受產品時，會確認貨品銷售。當產品已付運予至指定地點，陳舊及虧損之風險已轉讓予客戶，而客戶已根據銷售合約接收產品、或接收條款已作廢，或本集團有客觀證據顯示所有接收標準已獲達成後，貨品交付才算產生。

#### (b) 服務收入

對於服務銷售，收入經參考特定交易之完成階段並按已提供實際服務佔將予提供之總服務比例評估後，在提供服務之會計期內確認。

#### (c) 租金收入

投資物業之租金收入按直線法於相關租賃期間在綜合損益表中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 Summary of significant accounting policies (Continued)

### 2.27 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

### 2.28 Dividend income

Dividend income is recognised when the right to receive payment is established.

### 2.29 Operating leases

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

### 2.30 Dividend distribution

Dividend distribution to the Company's owners is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

## 2 主要會計政策概要(續)

### 2.27 利息收入

利息收入按實際利率法確認。倘貸款及應收賬款出現減值，本集團將其賬面金額減至可收回金額，即按該工具之原實際利率貼現估計未來現金流量，及繼續將貼現計算並確認為利息收入。已減值貸款及應收賬款之利息收入按原實際利率確認。

### 2.28 股息收入

股息收入於確定有權收取款項時確認。

### 2.29 營業租約

擁有權之重大部分風險和回報由出租人保留之租約分類為營業租約。在營業租約內支付之款項(扣除自出租人收取之任何獎勵金後)，於租賃期內以直線法在綜合損益表中扣除。

### 2.30 股息分派

向本公司擁有人分派之股息，在股息於期內獲得本公司股東或董事(倘適當)批准並於本集團及本公司之財務報表確認為負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including price risk, foreign exchange risk, and cash flow and fair value interest rate risk), credit risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by a central treasury department (group treasury) under policies approved by the board of directors. The Group treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk and credit risk.

##### (a) Market risk

###### (i) Price risk

The Group is subject to commodity price risk because certain subsidiaries of the Group are engaged in the trading of steel products. As at 31st March 2018, the Group had committed sales orders for steel products of approximately 125,000 metric tonnes (2017: 156,000 metric tonnes), for which the selling price is fixed, which exceeded the aggregate amount of on-hand inventories. Over the coming year, the Group had committed sale orders for steel product exceed the aggregate amount of on-hand inventories. As the prices of steel products can fluctuate materially, the Group's results may be affected significantly by future fluctuations in steel prices (Note 4(b)). To manage its commodity price risk arising from committed sales orders, the Group is closely monitoring the market price of steel products and adjusting its procurement strategy accordingly.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團之經營活動面對各種財務風險：市場風險(包括價格風險、外匯風險及現金流量及公允價值利率風險)、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於財務市場之難預測性及尋求減低對本集團財務表現之潛在不利影響。

風險管理由中央司庫部(集團司庫)按照董事會批准之政策執行。本集團司庫透過與集團經營單位之緊密合作，負責確定、評估和對沖財務風險。董事會為整體風險管理訂定書面原則及書面政策，涵蓋外匯風險、利率風險及信貸風險等特定領域。

##### (a) 市場風險

###### (i) 價格風險

由於本集團之若干附屬公司從事鋼材產品貿易，故此本集團面對商品價格風險。於二零一八年三月三十一日，本集團確定其固定售價之鋼材產品銷售訂單約125,000公噸(二零一七年：156,000公噸)已超過手頭存貨。來年，本集團已確定鋼材產品之銷售定單超過累積手頭存貨。由於鋼材產品之價格可大幅波動，本集團之業績將可能面對重大未來鋼材價格波動之影響(附註4(b))。本集團密切監察鋼材產品之市價及相應調整其採購策略，以管理已確定銷售訂單產生之商品價格風險。

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (i) Price risk (Continued)

The Group is exposed to price risk mainly arising from investments held by the Group and classified on the consolidated statement of financial position as financial assets at fair value through profit or loss. To manage its price risk arising from investments, the Group diversifies its portfolio and managed by senior management on a case by case basis. Diversification of the portfolio is managed in accordance with the internal limits set by the Group. As at 31st March 2018, if the price of these investments increase/decrease by 5%, loss before income tax for the year would decrease/increase by approximately HK\$6,777,000 (2017: profit before income tax for the year would increase/decrease by approximately HK\$775,000) mainly as a result of a fair value gain/(loss) on these investments.

###### (ii) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar ("US\$") and the Chinese Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Management has set up a policy to require group companies to manage their foreign exchange risk against their functional currency.

The Group has certain investments in foreign operations, of which the net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

###### (i) 價格風險(續)

本集團主要面對由本集團持有之投資產生之價格風險，並於綜合財務狀況表按公允價值計入損益列為金融資產。為管理投資產生的價格風險，本集團分散投資組合，並由高級管理層按個別情況進行管理。投資組合的多元化按照本集團設定的內部限額進行管理。於二零一八年三月三十一日，倘該等投資價格增加／減少5%，年內除所得稅前虧損將減少／增加約6,777,000港元(二零一七年：年內除所得稅前溢利應增加／減少約775,000港元)主要乃由該等投資之公允價值收益／(虧損)所致。

###### (ii) 外匯風險

本集團業務跨越多國，因此面對源於各種貨幣之外匯風險，主要涉及美元(「美元」)及人民幣(「人民幣」)。外匯風險源於未來商業交易、已確認資產及負債及外國業務淨投資。

管理層已訂立政策，要求集團公司管理對其功能貨幣有關之外匯風險。

本集團持有若干境外經營投資，其資產淨額承受外幣滙兌風險。來自本集團境外經營資產淨額所產生之貨幣風險，主要以相關外幣計值之借貸進行管理。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (ii) Foreign exchange risk (Continued)

At 31st March 2018, if HK\$ had strengthened/weakened by 3% against RMB with all other variables held constant, loss before income tax would have been approximately HK\$581,000 higher/lower (2017: profit before income tax would have been approximately HK\$546,000 higher/lower), mainly as a result of foreign exchange gains/(losses) on translation of RMB-denominated monetary assets and liabilities.

###### (iii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets except for cash and bank deposits, which earn low interest rate. The Group's interest rate risk arises mainly from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates.

At 31st March 2018, if interest rates on floating rate borrowings had been 100 basis points higher/lower with all other variables held constant, loss before income tax for the year would have been approximately HK\$15,589,000 higher/lower (2017: profit before income tax would have been approximately HK\$17,223,000 lower/higher), mainly as a result of higher/lower interest expenses on floating rate borrowings.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

###### (ii) 外匯風險(續)

於二零一八年三月三十一日，假若港元兌人民幣上升／下跌3%，而所有其他可變因素維持不變，則除稅前虧損應增加／減少約581,000港元(二零一七年：除稅前溢利應增加／減少546,000港元)，乃主要由於兌換以人民幣計值之貨幣資產及負債之滙兌收益／(虧損)所致。

###### (iii) 現金流量及公允價值利率風險

由於本集團除賺取低息率之現金及銀行存款外概無重大附息借貸資產，本集團之收入及經營現金流量實質上不受市場利率變動所影響。本集團之利率風險主要來自借貸。浮息借貸使本集團面對現金流量利率風險，該風險部份受到按浮動利率持有之現金所抵銷。

於二零一八年三月三十一日，倘浮息借貸之利率增加／減少100個基點，而所有其他可變因素維持不變，則本年度除稅前虧損將增加／減少約15,589,000港元(二零一七年：除稅前溢利應減少／增加17,223,000港元)，乃主要由於浮息借貸之利息支出增加／減少所致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk

Credit risk is managed on a group basis, except for credit risk relating to accounts receivable balances. Credit risk arises from cash and cash equivalents, financial assets at fair value through profit or loss, amounts due from joint ventures and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a high credit rating are accepted.

The Group has policies in place to ensure that sales are made to reputable and creditworthy customers with an appropriate financial strength, credit history and appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

As at 31st March 2018, the Group has a concentration of credit risk given that the top 10 customers account for approximately 19% (2017: 24%) of the Group's total year end trade and bill receivables balance. Management considers that the credit risk in respect of these customers is currently low after considering the financial position and past experience with these customers. The Group's historical experience in collection of trade and bill receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible trade and bill receivables has been made.

##### (c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities (Note 31) at all times so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal ratio of the consolidated statement of financial position targets.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信貸風險

信貸風險是按照綜合方式管理，有關應收賬款餘額之信貸風險除外。信貸風險來自現金及現金等值、按公允價值計入損益之財務資產、應收合營公司及於銀行及財務機構之存款，以及面對客戶之信貸風險，包括未償還之應收賬款及已確定之交易。對於銀行及財務機構，只有具較高信貸評級之獨立評級機構才會被接納。

本集團具備政策以確保只銷售予聲譽及信譽良好且具備適當財政實力、信貸記錄及押付恰當比例訂金之客戶，亦訂有其他監測程序，以確保執行跟進工作，索回逾期債務。

於二零一八年三月三十一日，考慮到頭十名客戶佔本集團截至年終應收賬款及票據結餘總額當中之約19%（二零一七年：24%），本集團具集中信貸風險。管理層經考慮該等客戶之財務狀況及交易往績後，認為有關該等客戶之信貸風險目前為低。本集團在收回應收賬款及票據方面所收回之金額之往績經驗，均在記錄撥備之範疇內，而董事認為，已就不可收回之應收賬款及票據作足夠之撥備。

##### (c) 流動資金風險

現金流量預測是在本集團之各經營實體執行，並由集團財務總計。本集團財務監察本集團流動資金需求之滾動預測，確保有足夠現金應付經營需要，亦同時始終維持充足之未提取承諾借貸融資（附註31），以使本集團不違反任何借貸限額或任何借貸融資契諾。此等預測考慮到本集團債務融資計劃、契諾合規及符合內部綜合財務狀況表比率目標。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to the Group treasury. Group treasury invests surplus cash in time deposits, marketable securities, and choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts. At the reporting date, the Group held cash and cash equivalents of approximately HK\$312,766,000 (2017: HK\$628,382,000) (Note 28) and trade and bill receivables, net, of approximately HK\$528,238,000 (2017: HK\$495,033,000) (Note 26) that are expected to readily generate cash inflows for managing liquidity risk.

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

		Less than 1 year 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>At 31st March 2018</b>	<b>於二零一八年 三月三十一日</b>				
Trade and bill payables	應付賬款及票據	284,811	—	—	284,811
Other payables	其他應付賬款	28,882	4,707	7,106	40,695
Borrowings	借貸	947,948	128,562	483,580	1,560,090
Interest payable	應付利息	62,744	28,298	23,984	115,026
		<b>1,324,385</b>	<b>161,567</b>	<b>514,670</b>	<b>2,000,622</b>
<b>At 31st March 2017</b>	<b>於二零一七年 三月三十一日</b>				
Trade and bill payables	應付賬款及票據	143,604	—	—	143,604
Other payables	其他應付賬款	103,695	1,000	6,223	110,918
Amount due to a joint venture	應付一間合營公司 款項	49,900	—	—	49,900
Borrowings	借貸	1,213,673	60,040	450,417	1,724,130
Interest payable	應付利息	71,967	27,043	41,529	140,539
		<b>1,582,839</b>	<b>88,083</b>	<b>498,169</b>	<b>2,169,091</b>

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

當經營實體持有之剩餘現金超過營運資本管理所需餘額時，會轉撥至本集團司庫。本集團司庫將剩餘現金投資於定期存款及有價證券，並透過選擇上述預測所決定具有適當到期日或足夠流動性之工具，提供充足空間。於報告日，本集團持有現金及現金等值約312,766,000港元(二零一七年：628,382,000港元)(附註28)及應收賬款及票據淨額約528,238,000港元(二零一七年：495,033,000港元)(附註26)，預期可即時產生現金流入以管理流動資金風險。

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management (Continued)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less pledged bank deposits and cash and cash equivalents. Total capital is calculated as equity (excluding non-controlling interests), as shown in the consolidated statement of financial position, plus net debt.

The gearing ratios at 31st March 2018 and at 31st March 2017 were as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Borrowings (Note 31)	借貸(附註31)	1,558,857	1,722,336
Less: Cash and cash equivalents and pledged bank deposits (Note 28)	減：現金及現金等值以及已抵押銀行存款(附註28)	(370,573)	(697,041)
Net debt	淨債務	1,188,284	1,025,295
Total equity (excluding non-controlling interests)	權益總額 (不包括非控制性權益)	1,057,703	1,109,511
Total capital	資本總額	2,245,987	2,134,806
Gearing ratio	資本負債比率	53%	48%

Net debt includes borrowings that were subject to external financial covenants. As at 31st March 2017 and 2018, there was no breach in conditions as specified in the covenants.

### 3 財務風險管理(續)

#### 3.2 資金風險管理

本集團管理資金之目標為保障本集團持續經營之能力，以為股東提供回報及為其他持份者提供利益，並保持一個最佳資本架構以減少資本成本。

為維持或調節資本架構，本集團可調節向股東派付之股息金額、退回資本予股東、發行新股份或出售資產以減債。

為與同業一致，本集團根據資本負債比率監察資本。該比率乃以淨負債除以資本總額計算得出。淨負債乃以借貸總額減已抵押銀行存款以及現金及現金等值計算。如綜合財務狀況表所示，資本總額以權益(不包括非控制性權益)加淨負債計算。

於二零一八年三月三十一日及二零一七年三月三十一日之資本負債比率如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Borrowings (Note 31)	借貸(附註31)	1,558,857	1,722,336
Less: Cash and cash equivalents and pledged bank deposits (Note 28)	減：現金及現金等值以及已抵押銀行存款(附註28)	(370,573)	(697,041)
Net debt	淨債務	1,188,284	1,025,295
Total equity (excluding non-controlling interests)	權益總額 (不包括非控制性權益)	1,057,703	1,109,511
Total capital	資本總額	2,245,987	2,134,806
Gearing ratio	資本負債比率	53%	48%

淨債務包括受限於外部財務契諾之借貸。於二零一七年及二零一八年三月三十一日，概無違反契諾中訂明之條件。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management (Continued)

#### 3.3 Fair value estimation

The tables below analyses the Group's financial instruments carried at fair value as at 31st March 2017 and 2018, by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

See Note 15 for disclosures of the investment properties that are measured at fair value.

The following table presents the Group's assets that are measured at fair value at 31st March 2018.

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Assets	資產				
Financial assets at fair value through profit or loss	按公允價值計入損益之財務資產				
– Structured bank products	– 結構性銀行產品	23,674	–	–	23,674
– Investments in unit trusts	– 單位信託投資	111,861	–	–	111,861
Available-for-sale financial asset	可供出售之財務資產				
– Shares listed on the Stock Exchange of Hong Kong Limited	– 於香港聯合交易所有限公司上市之股份	286	–	–	286
Total	總額	135,821	–	–	135,821

### 3 財務風險管理(續)

#### 3.3 公允價值估算

下表通過估值技術輸入等級，分析本集團於二零一七年及二零一八年三月三十一日按公允價值入賬之金融工具。此等輸入，於公允價值等級分類為以下三層：

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

按公允價值計量之投資物業之披露見附註15。

下表顯示本集團於二零一八年三月三十一日按公允價值計量之資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 Financial risk management (Continued)

#### 3.3 Fair value estimation (Continued)

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

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

There were no transfers among levels 1, 2 and 3 during the year.

#### **Financial instruments in level 1**

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily equity investment classified as available-for-sale, investments in unit trusts, structured bank products and corporate notes classified as financial assets at fair value through profit or loss.

### 3 財務風險管理(續)

#### 3.3 公允價值估算(續)

下表顯示本集團於二零一七年三月三十一日按公允價值計量之資產。

於本年度，第一層、第二層及第三層之間並無轉撥。

#### **於第一層之金融工具**

於活躍市場買賣之財務工具之公允價值乃按於報告日之市場報價計算。倘該報價可容易或定期取自交易所、經銷商、經紀、行業組織、股價服務或監管機構，而該等報價反映實際及定期按公平原則進行之市場交易，該市場則視為活躍。本集團持有之財務資產所使用之市場報價為現行買入價。該等工具包括在第一層。包括在第一層之工具主要包括分類為可供出售之股權投資、單位信託投資、結構性銀行產品及分類為按公允價值計入損益之財務資產之公司票據。

### 4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### (a) Valuation of investment properties

The Group carries its investment properties at fair value with changes in the fair value recognised in the consolidated income statement. The fair value of investment properties was determined by using valuation technique and management updates their assessment of the fair value of each property, taking into account the key valuation assumptions, including adjusted market yield. Details of the judgements and assumptions have been disclosed in Note 15.

#### (b) Onerous contract provision

As at 31st March 2018, the Group had committed sales orders which exceeded the aggregate amount of on-hand inventories and committed purchase orders. If the cost of certain future purchases to fulfil these sales orders exceeds the contracted selling prices of the sales orders, a provision for onerous contracts would be made. In estimating the amount by which the cost of purchases are expected to exceed sales prices of committed sales orders, management takes into account the cost of on-hand inventory and the forecast market price of future purchases where this can be reliably estimated.

As at 31st March 2018, provision for onerous contract of approximately HK\$40,656,000 was recognised by the Group (2017: HK\$14,000,000).

### 4 重要會計推算及判斷

根據過往經驗及其他因素(包括在現況下相信為未來事件之合理預期)持續對推算及判斷作出評估。

本集團就未來作出推算及假設。顧名思義，由此而生之會計推算極少與相關實際結果相同。下文論述具有會導致須對下一個財政年度之資產及負債之賬面金額作出重大調整之重大風險推算及假設。

#### (a) 投資物業的估值

本集團按公允價值持有之投資物業，其公允價值變動於綜合損益表內確認列賬。投資物業之公允價值乃根據估值方法，管理層更正對各物業公允價值的評估而釐定，其中經考慮主要估值假設，包括經調整市場收益率。判斷及假設之詳情已於附註15披露。

#### (b) 有償契約之撥備

於二零一八年三月三十一日，本集團已確定之銷售訂單已超過手頭存貨及已確定之購貨訂單總額。倘用以履行此等銷售訂單之若干未來採購成本比銷售訂單所訂約之售價為高，則會就有償契約作出撥備。在推算預期採購成本超出已確定銷售訂單之售價金額時，管理層會計及手頭存貨之成本及按可靠推算之期貨採購之市場預測價格。

於二零一八年三月三十一日，本集團已確認有償契約之撥備約為40,656,000港元(二零一七年：14,000,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 Critical accounting estimates and judgements (Continued)

#### (c) Recognition of deferred income tax assets

The Group is mainly subject to income taxes in Hong Kong and Mainland China. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

#### (d) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with policy stated in Note 2.8. The recoverable amounts of CGUs have been determined based on value-in use calculations. These calculations require the use of estimates (Note 17).

#### (e) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer demand and competitor actions in response to severe industry cycle. Management reassesses the estimations at each reporting date.

### 4 重要會計推算及判斷(續)

#### (c) 遞延所得稅資產確認

本集團主要須繳納香港及中國內地之所得稅。在釐定全球所得稅撥備時，需要作出重大判斷。於日常業務過程中，許多交易及計算之最終稅項釐定尚未確定。本集團按日後會否須繳納額外稅項，從而對預期稅務審核確認負債。倘該等事宜之最終稅務結果與最初記錄之金額不符，此等差異將影響該釐定期間內之所得稅及遞延所得稅撥備。

倘管理層認為可動用未來應課稅溢利以對銷短暫差異或稅項虧損，則會確認與若干短暫差異及稅項虧損有關之遞延所得稅資產。倘預期結果與原先之推算不同，此等差異將會對遞延所得稅資產確認及有關推算出現變動期間內之所得稅費用構成影響。

#### (d) 商譽減值推算

本集團根據附註2.8所述政策，每年就商譽進行減值測試。現金產生單位之可收回金額透過計算使用價值決定。該等計算需要使用推算(附註17)。

#### (e) 存貨之可變現淨值

存貨之可變現淨值為日常業務過程中之推算售價減推算完成成本及可變銷售支出。該等推算乃基於現時市況以及銷售類似性質產品之過往經驗。其可因客戶之需求轉變及競爭對手為應付嚴峻行業週期採取之行動而大幅改變。管理層會於每個報告日重估該等推算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 Critical accounting estimates and judgements (Continued)

#### (f) Provision for impairment of trade and other receivables

The Group's management determines the provision for impairment of trade and other receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and the current market condition. Management reassesses the provision at each reporting date.

#### (g) Useful lives and depreciation expenses for property, plant and equipment

The Group's management determines the estimated useful lives, and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in useful lives and therefore depreciation expense in future periods.

### 5 Revenue and segment information

The Group's revenue consists of the following:

Sales of goods	貨品銷售
Service income	服務收入
Rental income	租金收入
Total revenue	收入總額

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

### 4 重要會計推算及判斷(續)

#### (f) 應收賬款及其他應收賬款減值撥備

本集團之管理層根據應收賬款之可收回程度評估釐定應收賬款及其他應收賬款之減值撥備。該評估乃基於其客戶及其他債務人之信貸歷史以及現時市況。管理層會於每個報告日重估撥備。

#### (g) 物業、廠房及設備之可使用年期及折舊支出

本集團之管理層釐定其物業、廠房及設備之估計可使用年期，以及有關折舊費用。該估計乃根據功能及性質類似之物業、廠房及設備之實際可使用年期之過往經驗計算。實際經濟年期或與估計可使用年期不同。定期檢討可導致可使用年期改變，未來期間之折舊支出亦因而出現變動。

### 5 收入及分部資料

本集團之收入包括如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Sales of goods	貨品銷售	2,938,258	2,917,768
Service income	服務收入	63,963	42,333
Rental income	租金收入	30,631	62,822
Total revenue	收入總額	3,032,852	3,022,923

本集團按其營運性質及所提供之產品及服務管理其業務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 Revenue and segment information (Continued)

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

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

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

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated financial statements.

Analysis of the Group's results by business segment for the year ended 31st March 2018 is as follows:

		Construction materials business	BDS business	Engineering plastics business	Property investment and project management business	Unallocated	Total
		建築材料業務	建築產品及設計方案業務	工程塑膠業務	房地產投資及項目管理業務	未分配	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
External revenue	對外收入	2,231,620	330,091	378,537	63,034	29,570	3,032,852
Operating (loss)/profit	經營(虧損)/溢利	(67,829)	28,096	15,231	24,551	(90,729)	(90,680)
Finance income	財務收入	3,951	21	158	418	462	5,010
Finance costs	財務費用	(31,921)	(3,229)	(553)	(30,493)	(4,512)	(70,708)
Share of results of joint ventures – net	應佔合營公司之業績 — 淨額	(25,069)	—	—	39,435	—	14,366
(Loss)/profit before income tax	除稅前(虧損)/溢利	(120,868)	24,888	14,836	33,911	(94,779)	(142,012)
Other (losses)/gains – net	其他(虧損)/收益 — 淨額	(15,575)	2,166	5,484	14,010	2,024	8,109
Fair value gain on investment properties	一項投資物業之公允價值收益	3,671	—	—	11,147	—	14,818
Depreciation and amortisation	折舊及攤銷	(2,273)	(808)	(29)	(1,270)	(36,117)	(40,497)

### 5 收入及分部資料(續)

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

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

本集團之主要營運決策者按除稅前溢利之計量評估營運分部表現。

向主要營運決策者匯報源自對外人士之收入之計量方法與綜合財務報表一致。

本集團於截至二零一八年三月三十一日止年度按業務分部之業績分析如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 Revenue and segment information (Continued)

Analysis of the Group's results by business segment for the year ended 31st March 2017 is as follows:

		Construction materials business 建築材料業務 HK\$'000 千港元	BDS business 建築產品及設計方案業務 HK\$'000 千港元	Engineering plastics business 工程塑膠業務 HK\$'000 千港元	Property investment and project management business 房地產投資及項目管理業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總額 HK\$'000 千港元
External revenue	對外收入	2,132,550	490,653	296,786	72,929	30,005	3,022,923
Operating profit/(loss)	經營溢利/(虧損)	32,809	41,454	3,628	408,622	(85,764)	400,749
Finance income	財務收入	917	7	98	364	578	1,964
Finance costs	財務費用	(22,187)	(2,928)	(342)	(89,536)	(4,092)	(119,085)
Share of results of joint ventures – net	應佔合營公司之業績 — 淨額	(22,721)	—	—	(13,790)	—	(36,511)
(Loss)/profit before income tax	除稅前(虧損)/溢利	(11,182)	38,533	3,384	305,660	(89,278)	247,117
Other gains/(losses) – net	其他收益/(虧損) — 淨額	37,099	(15,439)	(3,742)	200,186	(143)	217,961
Gain on disposal of subsidiaries (Note (i))	出售附屬公司之 收益(附註(i))	—	—	—	229,023	—	229,023
Fair value gain on an investment property	一項投資物業之 公允價值收益	—	—	—	271,985	—	271,985
Depreciation and amortisation	折舊及攤銷	(3,439)	(2,374)	(37)	(2,679)	(36,153)	(44,682)

Note:

(i) The amount was included in "other gains – net".

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

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hong Kong	香港	1,766,988	1,666,458
Mainland China	中國內地	1,265,864	1,356,465
		<b>3,032,852</b>	3,022,923

### 5 收入及分部資料(續)

未分配本集團於截至二零一七年三月三十一日止年度按業務分部之業績分析如下：

		Construction materials business 建築材料業務 HK\$'000 千港元	BDS business 建築產品及設計方案業務 HK\$'000 千港元	Engineering plastics business 工程塑膠業務 HK\$'000 千港元	Property investment and project management business 房地產投資及項目管理業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總額 HK\$'000 千港元
External revenue	對外收入	2,132,550	490,653	296,786	72,929	30,005	3,022,923
Operating profit/(loss)	經營溢利/(虧損)	32,809	41,454	3,628	408,622	(85,764)	400,749
Finance income	財務收入	917	7	98	364	578	1,964
Finance costs	財務費用	(22,187)	(2,928)	(342)	(89,536)	(4,092)	(119,085)
Share of results of joint ventures – net	應佔合營公司之業績 — 淨額	(22,721)	—	—	(13,790)	—	(36,511)
(Loss)/profit before income tax	除稅前(虧損)/溢利	(11,182)	38,533	3,384	305,660	(89,278)	247,117
Other gains/(losses) – net	其他收益/(虧損) — 淨額	37,099	(15,439)	(3,742)	200,186	(143)	217,961
Gain on disposal of subsidiaries (Note (i))	出售附屬公司之 收益(附註(i))	—	—	—	229,023	—	229,023
Fair value gain on an investment property	一項投資物業之 公允價值收益	—	—	—	271,985	—	271,985
Depreciation and amortisation	折舊及攤銷	(3,439)	(2,374)	(37)	(2,679)	(36,153)	(44,682)

附註：

(i) 該筆款項已計入「其他收益—淨額」。

本公司於香港及中國內地營運。本集團之收入按地區市場分析如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 Revenue and segment information (Continued)

Non-current assets, other than financial instruments and deferred income tax assets by geographical market is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hong Kong	香港	175,298	322,713
Mainland China	中國內地	1,399,516	1,232,306
		<b>1,574,814</b>	1,555,019

### 5 收入及分部資料(續)

除金融工具及遞延所得稅資產以外，按地區市場分類之非流動資產如下：

### 6 Other gains – net

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Provision for onerous contracts	有償契約之撥備	<b>(26,656)</b>	(2,000)
Unrealised fair value loss on financial assets at fair value through profit or loss	按公允價值計入虧損之財務資產之未變現公允價值收益	<b>(2,133)</b>	—
Realised loss on financial assets at fair value through profit or loss	按公允價值計入損益之財務資產之已變現虧損	—	(103)
Net exchange gain/(loss)	淨滙兌收益/(虧損)	<b>13,387</b>	(42,429)
Gain on disposal of subsidiaries (Note 36)	出售附屬公司之收益(附註36)	—	229,023
Impairment of goodwill and intangible assets (Note 17)	商譽及無形資產減值(附註17)	—	(14,284)
Compensation in relation to an unfulfilled contract (Note (i))	有關一項未完成合約之賠償(附註(i))	—	38,860
Penalty income from tenants in relation to early termination of rental agreements	來自租戶因提前終止租賃協議之罰款收入	<b>4,086</b>	—
Disposal service income received from a joint venture (Note 39(a))	來自合營企業之出售服務收入(附註39(a))	<b>11,703</b>	—
Sundry income	雜項收入	<b>7,722</b>	8,894
		<b>8,109</b>	217,961

### 6 其他收益 — 淨額

Note:

(i) The amount represented the compensation from a supplier for an unfulfilled contract in year 2017.

附註：

(i) 該金額指因一名供應商之一項未完成合約而於截至二零一七年度內向其收取之賠償。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 7 Expenses by nature

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

### 7 按性質劃分之支出

包括在「銷售成本」、「銷售及分銷支出」與「一般及行政支出」內支出之分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cost of finished goods sold	製成品銷售成本	<b>2,765,195</b>	2,626,722
Provision for/(write-back of provision for) impairment of inventories	存貨減值之撥備／(撥備撥回)	<b>1,007</b>	(987)
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備之折舊 (附註14)	<b>39,705</b>	42,199
Loss/(gain) on disposals of property, plant and equipment (Note 35(b))	出售物業、廠房及設備之 虧損／(收益)(附註35(b))	<b>39</b>	(531)
Amortisation of land use rights (Note 16)	土地使用權攤銷(附註16)	<b>202</b>	1,522
Amortisation of intangible assets (Note 17)	無形資產攤銷(附註17)	<b>590</b>	961
Employee benefit expenses (Note 8)	僱員福利支出(附註8)	<b>113,135</b>	145,416
Operating lease rental expenses in respect of retail outlets, offices and warehouses	零售商舖、辦公室及貨倉營業 租約租金支出	<b>46,574</b>	52,203
Property tax for investment properties	投資物業之物業稅	<b>7,098</b>	11,465
Provision for impairment of trade receivables — net (Note 26)	應收賬款減值撥備 — 淨額 (附註26)	<b>1,218</b>	4,966
Service fee paid to a joint venture (Note 39(a))	已付合營企業之服務費 (附註39(a))	<b>9,029</b>	53,502
Auditor's remuneration — Audit services	核數師酬金 — 核數服務	<b>2,320</b>	2,340
Legal and professional fees	法律及專業費用	<b>14,408</b>	7,316
Freight charges — inbound	購貨運費	<b>32,583</b>	53,219
Freight charges — outbound	銷售運費	<b>39,785</b>	52,079
Storage and handling charges	存儲及處理費	<b>7,890</b>	7,160
Others	其他	<b>65,681</b>	52,568
Total cost of sales, selling and distribution expenses and general and administrative expenses	銷售成本、銷售及分銷支出與 一般及行政支出總額	<b>3,146,459</b>	3,112,120



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 8 Employee benefit expenses (including directors' emoluments)

### 8 僱員福利支出(包含董事酬金)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	79,621	88,876
Bonus	花紅	9,871	38,043
Pension costs — defined contribution plans	退休金成本 — 界定供款計劃	7,406	8,476
Share-based payment	以股份為基礎之支付	2,859	1,060
Welfare and benefits	福利及利益	13,378	8,961
		<b>113,135</b>	<b>145,416</b>

The Group maintains two defined contribution pension schemes for its employees in Hong Kong, the ORSO Scheme and the MPF Scheme. The assets of these schemes are held separately from those of the Group under independently administered funds.

本集團維持兩個界定退休金供款計劃予位於香港之僱員，公積金計劃及強積金計劃。此兩個計劃之資產均與本集團之資產分開持有，並由獨立基金管理。

Under the ORSO Scheme, each of the Group and its employees make monthly contribution to the scheme at 5% (2017: 5%) of the employees' salary. The unvested benefits of employees who have terminated employment could be utilised by the Group to reduce its future contributions.

根據公積金計劃，本集團及其僱員須各自按該僱薪金之5%(二零一七年：5%)向該計劃作每月供款。終止僱用之僱員未歸屬之利益均由本集團用作減少未來供款。

Under the MPF Scheme, each of the Group and its employees make monthly contributions to the scheme at 5% (2017: 5%) of the employee's relevant income, as defined in the Hong Kong Mandatory Provident Fund Scheme Ordinance. Both the Group's and the employee's contributions are subject to a cap of HK\$1,500 per month. The contributions are fully and immediately vested for the employees.

根據強積金計劃，本集團及其僱員須各自按香港強制性公積金計劃條例所界定按該僱員有關收入之5%(二零一七年：5%)向該計劃作每月供款。本集團及其僱員之供款上限為每月1,500港元(供款悉數及即時歸屬予僱員)。

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for employees of its subsidiaries established in Mainland China. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond these contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

誠如中國內地規則及法規所規定，本集團須為其設立於中國內地之附屬公司僱員提供國家資助退休計劃供款。僱員有權獲得退休金，金額參照僱員退休時之基本薪金及服務年期按有關政府法規計算得出。除該等供款外，本集團毋須另行支付任何實際退休金或退休後福利。該等國家資助退休計劃須負責向退休僱員支付全部退休金。

During the year ended 31st March 2018, the aggregate amount of the Group's contributions to the aforementioned pension schemes was approximately HK\$7,406,000 (2017: HK\$8,476,000), net of forfeited contributions of approximately HK\$51,000 (2017: HK\$54,000). As at 31st March 2017 and 2018, there is no unutilised forfeited contribution which could be utilised to reduce future contributions of the Group.

截至二零一八年三月三十一日止年度，本集團對上述退休金計劃作出之供款總額約為7,406,000港元(二零一七年：8,476,000港元)，扣除沒收供款約51,000港元(二零一七年：54,000港元)。於二零一七年及二零一八年三月三十一日，並無未動用已沒收供款可用作減少本集團未來之供款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 9 Directors' and senior management's emoluments

#### (a) Directors' emoluments

The remuneration of every Director for the year ended 31st March 2018 is set out below:

### 9 董事及高級管理人員酬金

#### (a) 董事酬金

截至二零一八年三月三十一日止年度，每位董事薪酬如下：

Name	Fees	Salary	Discretionary bonuses <sup>(i)</sup>	Share-based payment <sup>(ii)</sup>	Employer's contribution to a retirement benefit scheme	Total	
名稱	酬金	薪金	酌情花紅 <sup>(i)</sup>	以股份為基礎之支付 <sup>(ii)</sup>	僱主對退休福利計劃之供款	總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Yao Cho Fai Andrew, Chairman and Chief executive officer	姚祖輝先生 (主席兼 首席執行官)	—	1,950	8,000	—	18	9,968
Ms. Luk Pui Yin Grace	陸佩然女士	—	1,887	—	77	94	2,058
Mr. Lau Chi Chiu	劉子超先生	—	1,236	—	28	61	1,325
<b>Non-executive directors</b>	<b>非執行董事</b>						
Mr. Tam King Ching Kenny	譚競正先生	225	—	—	—	—	225
Mr. Xu Lin Bao	徐林寶先生	207	—	—	—	—	207
Mr. Tse Lung Wa Teddy	謝龍華先生	360	—	—	—	—	360
Mr. Yeung Wing Sun Mike	楊榮樂先生	180	—	—	—	—	180
		972	5,073	8,000	105	173	14,323

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the Company or its subsidiary undertaking	Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
就董事(作為董事)提供服務(不論是本公司或其附屬公司)所付或應收之總薪酬	就董事提供與本公司或其附屬公司的管理事務相關的其他服務所付或應收之總薪酬	總額
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
14,323	—	14,323

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 9 Directors' and senior management's emoluments (Continued)

#### (a) Directors' emoluments (Continued)

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

### 9 董事及高級管理人員酬金(續)

#### (a) 董事酬金(續)

截至二零一七年三月三十一日止年度，每位董事薪酬如下：

Name	Fees	Salary	Discretionary bonuses <sup>(a)</sup>	Share-based payment <sup>(b)</sup>	Employer's contribution to a retirement benefit scheme	Total	
名稱	酬金	薪金	酌情花紅 <sup>(a)</sup>	以股份為基礎之支付 <sup>(b)</sup>	僱主對退休福利計劃之供款	總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Executive directors 執行董事</b>							
Mr. Yao Cho Fai Andrew, Chairman and Chief executive officer	姚祖輝先生 (主席兼 首席執行官)	—	1,950	8,244	—	18	10,212
Ms. Luk Pui Yin Grace	陸佩然女士	—	1,887	3,469	165	94	5,615
Mr. Lau Chi Chiu	劉子超先生	—	1,236	714	54	61	2,065
<b>Non-executive directors 非執行董事</b>							
Mr. Dong Sai Ming Fernando <sup>(c)</sup>	唐世銘先生 <sup>(c)</sup>	465	—	—	—	—	465
Mr. Tam King Ching Kenny	譚競正先生	225	—	—	—	—	225
Mr. Xu Lin Bao	徐林寶先生	207	—	—	—	—	207
Mr. Tse Lung Wa Teddy	謝龍華先生	450	—	—	—	—	450
Mr. Yeung Wing Sun Mike	楊榮燊先生	180	—	—	—	—	180
	1,527	5,073	12,427	219	173	19,419	
Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the Company or its subsidiary undertaking	Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking					Total	
就董事(作為董事)提供服務(不論是本公司或其附屬公司)所付或應收之總薪酬	就董事提供與本公司或其附屬公司的管理事務相關的其他服務所付或應收之總薪酬					總額	
HK\$'000	HK\$'000					HK\$'000	
千港元	千港元					千港元	
19,419	—					19,419	

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 9 Directors' and senior management's emoluments (Continued)

#### (a) Directors' emoluments (Continued)

Notes:

- (i) Mr. Dong Sai Ming Fernando resigned as a non-executive director of the Company on 31st March 2017. The amounts represent emoluments to be paid or receivable in respect of his services as a director of the Company.
- (ii) The executive directors are entitled to discretionary bonuses which are determined with reference to the financial performance of different business units of the Group.
- (iii) Share-based payment represents charges to the consolidated income statement of the fair value of the share options under the share option scheme measured at the respective grant dates, regardless of whether the share options would be exercised or not.

No incentive payment (2017: Nil) as an inducement for joining the Group or compensation for loss of office was paid to any director during the years ended 31st March 2017 and 2018.

#### (b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the years ended 31st March 2017 and 2018.

#### (c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the years ended 31st March 2017 and 2018.

#### (d) Consideration provided to third parties for making available directors' services

During the years ended 31st March 2017 and 2018, no consideration was paid by the Company to third parties for making available directors' services.

#### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the years ended 31st March 2017 and 2018, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by any connected entities with such directors.

### 9 董事及高級管理人員酬金(續)

#### (a) 董事酬金(續)

附註：

- (i) 於二零一七年三月三十一日，唐世銘先生辭去本公司非執行董事職務。該等款項指就其作為本公司董事服務而應付或應收之酬金。
- (ii) 執行董事可收取酌情花紅，花紅參考本集團不同業務單位之財務表現釐定。
- (iii) 以股份為基礎之支付的購股權計劃下於各授出日期計量並於綜合損益表列作開支之購股權公允價值，而不論購股權是否獲行使。

於截至二零一七年及二零一八年三月三十一日止年度，概無(二零一七年：無)已付酬金予任何董事以作鼓勵加入本集團或離職補償。

#### (b) 董事退休福利

概無董事於截至二零一七年及二零一八年三月三十一日止年度已收取或將收取任何退休福利。

#### (c) 董事終止僱傭福利

概無董事於截至二零一七年及二零一八年三月三十一日止年度已收取或將收取任何終止僱傭福利。

#### (d) 就獲提供之董事服務向第三方支付之代價

於截至二零一七年及二零一八年三月三十一日止年度，概無就獲提供之董事服務向第三方支付代價。

#### (e) 有關以董事、受該等董事控制之法人團體及該等董事之關聯實體為受益人之貸款、準貸款及其他交易之資料

於截至二零一七年及二零一八年三月三十一日止年度，概無有關以董事、受該等董事控制之法人團體及該等董事之關聯實體為受益人之貸款、準貸款及其他交易安排。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 9 Directors' and senior management's emoluments (Continued)

#### (f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company has a material interest, whether directly or indirectly, subsisted at the end of 31st March 2017 and 2018 or at any time during the years ended 31st March 2017 and 2018.

#### (g) Five highest paid individuals

The five individuals with highest emoluments in the Group include two directors (2017: two) whose emoluments are reflected in the analysis presented in Note 9(a) above. The emoluments paid/payable to the remaining three (2017: three) individuals during the year are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	9,031	9,247
Bonus	花紅	426	9,297
		<b>9,457</b>	18,544

The emoluments fell within the following bands:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
— HK\$1,000,001 to HK\$2,000,000	— 1,000,001港元至2,000,000港元	1	—
— HK\$2,000,001 to HK\$3,000,000	— 2,000,001港元至3,000,000港元	1	1
— HK\$4,000,001 to HK\$5,000,000	— 4,000,001港元至5,000,000港元	1	—
— HK\$7,000,001 to HK\$8,000,000	— 7,000,001港元至8,000,000港元	—	1
— HK\$8,000,001 to HK\$9,000,000	— 8,000,001港元至9,000,000港元	—	1

No emoluments were paid/payable to the five highest paid individuals as an inducement to join the Group or as compensation for loss of office during the year.

### 9 董事及高級管理人員酬金(續)

#### (f) 董事於交易、安排或合約中之重大權益

本集團概無就其業務訂立本公司為其中訂約方及本公司董事直接或間接擁有重大權益而於二零一七年及二零一八年三月三十一日結束時或截至二零一七年及二零一八年三月三十一日止年度內任何時間仍然存續之重大交易、安排及合約。

#### (g) 五名最高薪人士

本集團五名最高酬金人士包括兩位董事(二零一七年:兩位),彼等之酬金於上文附註9(a)所列分析中反映。本年度已付/應付其餘三位(二零一七年:三位)人士之酬金如下:

酬金介乎以下範圍:

本年度並無支付/應付任何酬金予五名最高薪人士以作鼓勵加入本集團或作離職補償。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 10 Finance income and costs

### 10 財務收入及費用

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Finance income	財務收入		
Interest income:	利息收入：		
— short-term bank deposits	— 短期銀行存款	5,010	1,715
— shareholder's loan to a joint venture (Note 39(a))	— 給予一間合營企業之 股東貸款(附註39(a))	—	249
		<b>5,010</b>	1,964
Finance costs	財務費用		
Interest expenses:	利息支出：		
— bank borrowings	— 銀行借款	(63,925)	(113,021)
Bank charges	銀行費用	(6,783)	(6,064)
		<b>(70,708)</b>	(119,085)
Net finance costs	淨財務費用	<b>(65,698)</b>	(117,121)

### 11 Income tax (credit)/expense

Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit for the year.

During the year, subsidiaries established in Mainland China are subject to China corporate income tax at 25% (2017: 25%).

The amount of income tax (credit)/expense recorded in the consolidated income statement represents:

### 11 所得稅(抵免)/支出

海外溢利之稅項已按本集團經營所在國家之現行稅率就年內估計應課稅溢利計算。

香港利得稅乃根據本年度估計應課稅溢利按稅率16.5%(二零一七年:16.5%)作出撥備。

本年度,於中國內地成立之附屬公司按稅率25%(二零一七年:25%)繳付中國企業所得稅。

綜合損益表所錄的所得稅(抵免)/支出金額為:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current income tax	當期所得稅		
— Hong Kong profits tax	— 香港利得稅	3,706	2,248
— China corporate income tax	— 中國企業所得稅	3,025	15,307
Deferred income tax (Note 22)	遞延所得稅(附註22)	(8,503)	65,876
Withholding tax arising on disposal of subsidiaries (Note 36)	出售附屬公司產生之預扣稅 (附註36)	—	64,342
Under provision in prior years	過往年度之撥備不足	—	208
		<b>(1,772)</b>	147,981

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 11 Income tax (credit)/expense (Continued)

The tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to (loss)/profits of the consolidated entities is as follows:

### 11 所得稅(抵免)/支出(續)

本集團除稅前(虧損)/溢利之稅項與按綜合實體(虧損)/溢利適用之加權平均稅率計算之理論金額有所差異，詳情如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(Loss)/profit before income tax	除稅前(虧損)/溢利	<b>(142,012)</b>	247,117
Tax calculated at domestic tax rates applicable to profit in the respective countries	按個別國家之溢利所適用之當地稅率計算之稅項	<b>(27,195)</b>	67,377
Income not subject to tax	毋須課稅之收入	<b>(2,003)</b>	(1,288)
Expenses not deductible for tax purposes	不可扣稅之支出	<b>5,108</b>	13,579
Tax losses not recognised as deferred income tax assets	並無確認遞延所得稅資產之稅項虧損	<b>26,179</b>	2,371
Deferred income tax liabilities in respect of withholding tax on Mainland China unremitted earnings	就中國內地未分派盈利之預扣稅遞延所得稅負債	<b>(951)</b>	1,769
Withholding tax arising on disposal of subsidiaries	出售附屬公司產生之預扣稅	—	64,342
Utilisation of previously unrecognised tax loss	使用先前未確認的稅務虧損	<b>(2,910)</b>	(377)
Under provision in prior years	過往年度之撥備不足	—	208
Income tax (credit)/expense	所得稅(抵免)/支出	<b>(1,772)</b>	147,981

For the year ended 31st March 2018, the weighted average applicable tax rate was 19.1% (2017: 27.3%). The decrease is caused by the change in the profitability of the Group's subsidiaries in the respective countries.

截至二零一八年三月三十一日止年度，加權平均適用稅率為19.1%(二零一七年：27.3%)。減少乃由於本集團附屬公司於彼等各自國家的盈利能力變動所致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 12 Dividends

### 12 股息

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interim dividend of HK2.26 cents per ordinary share for year 2017	二零一七年年中期股息每股普通股2.26港仙	—	14,507
Proposed final dividend of HK1.57 cents (2017: HK2.49 cents) per ordinary share	建議末期股息每股普通股1.57港仙(二零一七年：2.49港仙)	<b>10,057</b>	15,983
		<b>10,057</b>	30,490

A final dividend for the year ended 31st March 2018 of HK1.57 cents (2017: HK2.49 cents) per ordinary share, totalling approximately HK\$10,057,000 (2017: HK\$15,983,000) has been recommended by the Board for approval at the forthcoming annual general meeting of the Company. The proposed final dividend has not been dealt with as dividend payable as at 31st March 2018.

The proposed final dividend for the year ended 31st March 2018 in the amount of approximately HK\$10,057,000 is calculated on the basis of 640,546,674 ordinary shares in issue as at 22nd June 2018.

董事會建議於本公司之應屆股東週年大會上批准截至二零一八年三月三十一日止年度末期股息每股普通股1.57港仙(二零一七年：2.49港仙)，合共約10,057,000港元(二零一七年：15,983,000港元)。建議末期股息並無於二零一八年三月三十一日之賬目中列為應付股息。

截至二零一八年三月三十一日止年度之建議末期股息約10,057,000港元乃基於二零一八年六月二十二日已發行的640,546,674股普通股計算。

### 13 (Loss)/earnings per ordinary share

#### (a) Basic

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

### 13 每股普通股(虧損)/盈利

#### (a) 基本

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

		2018 二零一八年	2017 二零一七年
(Loss)/profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)/溢利(千港元)	<b>(147,712)</b>	101,776
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	<b>641,719</b>	641,883
Basic (loss)/earnings per ordinary share (HK cents)	每股普通股基本(虧損)/盈利(港仙)	<b>(23.02)</b>	15.86



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 13 (Loss)/earnings per ordinary share (Continued)

#### (b) Diluted

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

### 13 每股普通股(虧損)/盈利(續)

#### (b) 攤薄

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

		2018 二零一八年	2017 二零一七年
(Loss)/profit attributable to owners of the Company and used to determine diluted (loss)/earnings per ordinary share (HK\$'000)	本公司擁有人應佔(虧損)/溢利及用以釐定每股普通股攤薄(虧損)/盈利(千港元)	<b>(147,712)</b>	101,776
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	<b>641,719</b>	641,883
Adjustment for share options ('000) (Note (i))	調整購股權(千股)(附註(i))	—	9,371
Weighted average number of ordinary shares for diluted (loss)/earnings per ordinary share ('000)	每股普通股攤薄(虧損)/盈利之普通股加權平均數(千股)	<b>641,719</b>	651,254
Diluted (loss)/earnings per ordinary share (HK cents)	每股普通股攤薄(虧損)/盈利(港仙)	<b>(23.02)</b>	15.63

Note:

- (i) Diluted loss per share for the year ended 31st March 2018 was the same as basic loss per share since all potential ordinary shares are anti-dilutive.

附註：

- (i) 由於所有潛在普通股具反攤薄效應，故截至二零一八年三月三十一日止年度的每股攤薄虧損與每股基本虧損相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 14 Property, plant and equipment

### 14 物業、廠房及設備

		Buildings	Leasehold improvement, furniture and equipment 租賃物業裝修、傢俬及設備	Machinery	Motor vehicles and vessels	Total
		樓宇		機器	汽車及船舶	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st April 2016	於二零一六年三月三十一日					
Cost	成本	175,771	57,500	37,716	20,591	291,578
Accumulated depreciation	累計折舊	(9,579)	(44,137)	(8,236)	(9,090)	(71,042)
Net book amount	賬面淨額	166,192	13,363	29,480	11,501	220,536
Year ended 31st March 2017	截至二零一七年三月三十一日止年度					
Opening net book amount	期初賬面淨額	166,192	13,363	29,480	11,501	220,536
Transfer to inventories	轉至存貨	—	—	(162)	(11)	(173)
Additions	添置	1,001	2,067	1,431	1,082	5,581
Disposals	出售	—	(2,215)	(4,329)	(115)	(6,659)
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	(11,552)	(633)	—	—	(12,185)
Depreciation	折舊	(31,454)	(5,269)	(3,516)	(1,960)	(42,199)
Currency translation differences	貨幣滙兌差額	(1,079)	(244)	—	(89)	(1,412)
Closing net book amount	期終賬面淨額	123,108	7,069	22,904	10,408	163,489
At 31st March 2017	於二零一七年三月三十一日					
Cost	成本	162,159	53,599	32,759	20,902	269,419
Accumulated depreciation	累計折舊	(39,051)	(46,530)	(9,855)	(10,494)	(105,930)
Net book amount	賬面淨額	123,108	7,069	22,904	10,408	163,489
Year ended 31st March 2018	截至二零一八年三月三十一日止年度					
Opening net book amount	期初賬面淨額	123,108	7,069	22,904	10,408	163,489
Transfer to inventory	轉至存貨	—	—	(154)	(22)	(176)
Transfer to investment properties (Note 15)	轉至投資物業(附註15)	(4,729)	—	—	—	(4,729)
Additions	添置	7,000	2,628	1,107	1,098	11,833
Acquisition of a subsidiary	收購附屬公司	—	41	—	111	152
Disposals	出售	—	(11)	(122)	(59)	(192)
Depreciation	折舊	(32,149)	(2,717)	(3,285)	(1,554)	(39,705)
Currency translation differences	貨幣滙兌差額	390	97	—	160	647
Closing net book amount	期終賬面淨額	93,620	7,107	20,450	10,142	131,319
At 31st March 2018	於二零一八年三月三十一日					
Cost	成本	164,118	57,125	33,417	21,144	275,804
Accumulated depreciation	累計折舊	(70,498)	(50,018)	(12,967)	(11,002)	(144,485)
Net book amount	賬面淨額	93,620	7,107	20,450	10,142	131,319

Depreciation expense of approximately HK\$1,671,000 (2017: HK\$2,028,000) was charged to “cost of sales” and approximately HK\$38,034,000 (2017: HK\$40,171,000) to “general and administrative expenses” in the consolidated income statement.

折舊支出約1,671,000港元(二零一七年：2,028,000港元)及約38,034,000港元(二零一七年：40,171,000港元)分別於綜合損益表之「銷售成本」及「一般及行政支出」中計入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 Investment properties

### 15 投資物業

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At fair value	按公允價值		
At beginning of year	於年初	1,222,682	1,311,600
Additions	添置	—	994,899
Transfer from property, plant and equipment (Note 14)	自物業、廠房及設備之轉入 (附註14)	4,729	—
Capitalised subsequent expenditure	其後開支撥充資本	16,170	16,990
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	—	(1,239,814)
Fair value gain on investment properties	投資物業之公允價值收益	14,818	271,985
Currency translation differences	貨幣滙兌差額	130,978	(132,978)
At end of year	於年末	1,389,377	1,222,682

**(i) Amount recognised in consolidated income statement for investment properties as follows:**

**(i) 於綜合損益表中確認之投資物業金額如下：**

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Rental income	租金收入	30,631	62,822
Direct operating expenses from properties that generated rental income	來自產生租金收入之物業之 直接經營開支	(12,114)	(18,121)
		18,517	44,701

**(ii) Non-current assets pledged as security**

An investment property of approximately HK\$1,380,568,000 (2017: HK\$1,222,682,000) was pledged as collaterals for certain of the Group's bank borrowings of approximately HK\$553,238,000 (2017: HK\$480,471,000) (Note 31).

**(ii) 質押非流動資產**

投資物業約1,380,568,000港元(二零一七年：1,222,682,000港元)已作為本集團若干銀行借貸約553,238,000港元(二零一七年：480,471,000港元)之抵押品質押(附註31)。

**(iii) Valuation technique**

As at 31st March 2018, investment properties of approximately HK\$1,389,377,000 (2017: HK\$1,222,682,000) were stated at open market value based on valuations assessed by an independent professional qualified valuer and reviewed by the directors.

**(iii) 估值技術**

於二零一八年三月三十一日，投資物業約1,389,377,000港元(二零一七年：1,222,682,000港元)乃由董事按獨立專業合資格估值師評估之估值以公開市值列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 Investment properties (Continued)

#### (iii) Valuation technique (Continued)

The following table analyses the investment properties carried at fair value, by valuation method.

#### Fair value hierarchy

Description 描述		Fair value measurement at 31st March 2018 using 於二零一八年三月三十一日 使用下列項目進行之公允價值計量		
		Quoted prices in active markets for identical assets 於活躍市場 可識別資產 之報價 (Level 1) (第一層) HK\$'000 千港元	Significant other observable inputs 重大其他 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元	Significant unobservable inputs 重大不可 觀察輸入數據 (Level 3) (第三層) HK\$'000 千港元
Recurring fair value measurement	經常性公允 價值計量			
— Commercial units	— 商業單元			
— Mainland China	— 中國內地	—	—	1,389,377

Fair value measurement at  
31st March 2017 using  
於二零一七年三月三十一日  
使用下列項目進行之公允價值計量

Description 描述		Fair value measurement at 31st March 2017 using 於二零一七年三月三十一日 使用下列項目進行之公允價值計量		
		Quoted prices in active markets for identical assets 於活躍市場 可識別資產 之報價 (Level 1) (第一層) HK\$'000 千港元	Significant other observable inputs 重大其他 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元	Significant unobservable inputs 重大不可 觀察輸入數據 (Level 3) (第三層) HK\$'000 千港元
Recurring fair value measurement	經常性公允 價值計量			
— Commercial units	— 商業單元			
— Mainland China	— 中國內地	—	—	1,222,682

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 Investment properties (Continued)

#### (iii) Valuation technique (Continued)

*Fair value measurement using significant unobservable inputs (Level 3)*

### 15 投資物業(續)

#### (iii) 估值技術(續)

*使用重大不可觀察輸入之公允價值計量(第三層)*

		<b>Mainland China 中國內地 HK\$'000 千港元</b>
As at 1st April 2017	於二零一七年四月一日	<b>1,222,682</b>
Transfer from property, plant and equipment	自物業、廠房及設備之轉入	<b>4,729</b>
Capitalised subsequent expenditure	其後開支撥充資本	<b>16,170</b>
Fair value gain on investment properties	投資物業之公允價值收益	<b>14,818</b>
Currency translation differences	貨幣滙兌差額	<b>130,978</b>
As at 31st March 2018	於二零一八年三月三十一日	<b>1,389,377</b>
Total unrealised gains for the year included in the consolidated income statement for asset held at 31st March 2018	於二零一八年三月三十一日 所持資產於本年度計入 綜合損益表之未變現收益總額	<b>14,818</b>
As at 1st April 2016	於二零一六年四月一日	<b>1,311,600</b>
Additions	添置	<b>994,899</b>
Capitalised subsequent expenditure	其後開支撥充資本	<b>16,990</b>
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	<b>(1,239,814)</b>
Fair value gain on an investment property	投資物業之公允價值收益	<b>271,985</b>
Currency translation differences	貨幣滙兌差額	<b>(132,978)</b>
As at 31st March 2017	於二零一七年三月三十一日	<b>1,222,682</b>
Total unrealised gains for the year included in the consolidated income statement for asset held at 31st March 2017	於二零一七年三月三十一日 所持資產於本年度計入 綜合損益表之未變現收益總額	<b>271,985</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 Investment properties (Continued)

#### (iii) Valuation technique (Continued)

##### *Fair value measurement using significant unobservable inputs (Level 3) (Continued)*

Information about fair value measurements using significant unobservable input (Level 3) as follows:

Description	Fair value	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
描述	公允價值 (HK\$'000) (千港元)	估值技術	不可觀察輸入數據	不可觀察 輸入數據範圍	不可觀察輸入數據與 公允價值之關係
As at 31st March 2018					
於二零一八年三月三十一日					
Investment properties – Mainland China	1,389,377	Income capitalisation approach and direct comparison approach	Adjusted market yield	4.00% to 5.00%	The higher the weighted average adjusted market yield, the higher the fair value
投資物業 — 中國內地		收益資本化法 及直接比較法	經調整市場收益率		加權平均經調整市場 收益率越高，公允價值 越高
As at 31st March 2017					
於二零一七年三月三十一日					
Investment property – Mainland China	1,222,682	Income capitalisation approach and direct comparison approach	Adjusted market yield	5.25%	The higher the weighted average adjusted market yield, the higher the fair value
投資物業 — 中國內地		收益資本化法 及直接比較法	經調整市場收益率		加權平均經調整市場 收益率越高，公允價 值越高

### 15 投資物業(續)

#### (iii) 估值技術(續)

##### *使用重大不可觀察輸入之公允價值計量(第三層)(續)*

有關使用重大不可觀察輸入(第三層)之公允價值計量之資料如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 Investment properties (Continued)

#### (iii) Valuation technique (Continued)

##### *Valuation processes of the investment properties*

The Group engages external, independent and qualified valuer to determine the fair value of the investment properties at the end of every financial year. As at 31st March 2018, the fair value of the investment properties was determined by Knight Frank Petty Limited (2017: same).

The Group's finance department reviews the valuations performed by Knight Frank Petty Limited for financial reporting purpose. These valuation results are then reported to the Group's management for discussions and review in relation to the valuation processes and the reasonableness of valuation results.

The main Level 3 input used by the Group is derived and evaluated as follows:

##### *Adjusted market yield*

The adjusted market yield has been determined by making reference to recent sales and rental transactions with adjustments to reflect the differences between the comparables and the investment properties, in terms of location, building quality and other factors.

### 16 Land use rights

The Group's interests in land use rights represent prepaid operating lease payments and their net book amounts are analysed as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	9,518	44,536
Amortisation	攤銷	(202)	(1,522)
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	—	(31,412)
Currency translation differences	貨幣滙兌差額	—	(2,084)
At end of year	於年末	9,316	9,518

Amortisation of land use rights has been included in "general and administrative expenses" in the consolidated income statement.

### 15 投資物業(續)

#### (iii) 估值技術(續)

##### *投資物業之估值程序*

本集團委聘外部獨立及合資格估值師釐定於各財政年度末投資物業之公允價值。於二零一八年三月三十一日，投資物業之公允價值已由萊坊測計師行有限公司釐定(二零一七年：相同)。

本集團之財務部門會為財務報告目的所需而檢討由萊坊測計師行有限公司作出之評估。有關估值結果其後將向本集團管理層匯報，以就估值程序及估值結果的合理性進行討論及檢討。

本集團使用的主要第三層輸入來源及評估於如下：

##### *經調整市場收益率*

經調整市場收益率乃經參考近期銷售及租金交易(經調整以反映可比較物業與投資物業所在位置、樓宇質量及其他因素方面之差異)予以釐定。

### 16 土地使用權

本集團於土地使用權之權益包括預付營業租約款項及其賬面淨額分析如下：

土地使用權之攤銷已計入綜合損益表之「一般及行政支出」。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 17 Intangible assets

### 17 無形資產

		Goodwill	Distribution rights	Favourable lease terms	Customer contracts	Total
		商譽	分銷權	有利租賃條款	客戶合約	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1st April 2016	於二零一六年四月一日					
Cost	成本	65,016	7,939	11,997	—	84,952
Accumulated amortisation	累計攤銷	—	(3,388)	(1,386)	—	(4,774)
Net book amount	賬面淨額	65,016	4,551	10,611	—	80,178
Year ended 31st March 2017	截至二零一七年三月三十一日止年度					
Opening net book amount	期初賬面淨額	65,016	4,551	10,611	—	80,178
Amortisation	攤銷	—	(383)	(578)	—	(961)
Impairment	減值	(10,282)	(4,002)	—	—	(14,284)
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	(51,045)	—	(9,355)	—	(60,400)
Currency translation differences	貨幣滙兌差額	(3,689)	(166)	(678)	—	(4,533)
Closing net book amount	期終賬面淨額	—	—	—	—	—
At 31st March 2017	於二零一七年三月三十一日					
Cost	成本	10,664	7,939	—	—	18,603
Accumulated amortisation and impairment	累計攤銷及減值	(10,664)	(7,939)	—	—	(18,603)
Net book amount	賬面淨額	—	—	—	—	—
Year ended 31st March 2018	截至二零一八年三月三十一日止年度					
Opening net book amount	期初賬面淨額	—	—	—	—	—
Additions	添置	—	—	—	4,703	4,703
Amortisation	攤銷	—	—	—	(590)	(590)
Acquisition of a subsidiary (Note 36)	出售附屬公司(附註36)	2,494	—	—	—	2,494
Closing net book amount	期終賬面淨額	2,494	—	—	4,113	6,607
At 31st March 2018	於二零一八年三月三十一日					
Cost	成本	13,158	7,939	—	4,703	25,800
Accumulated amortisation and impairment	累計攤銷及減值	(10,664)	(7,939)	—	(590)	(19,193)
Net book amount	賬面淨額	2,494	—	—	4,113	6,607



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 17 Intangible assets (Continued)

#### (i) Customer contracts

The customer contracts were acquired as part of a business, and are recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line based on the timing of projected cash flows of the contracts over their estimate useful lives.

Amortisation expense of customer contracts has been included in the “general and administrative expenses” in the consolidated income statement.

#### (ii) Impairment tests for goodwill

Goodwill is allocated to the Group’s cash-generating unit (“CGU”) as follows:

### 17 無形資產(續)

#### (i) 客戶合約

客戶合約乃作為業務的一部分而收購，並於收購日期按其公允價值確認，其後根據合約預計現金流量於其估計可使用年期之時間以直線法攤銷。

客戶合約攤銷支出已計入綜合損益表中的「一般行政及管理費用」。

#### (ii) 商譽減值測試

商譽分配至本集團的現金產生單位(「現金產生單位」)如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Property investment and project management business		
— Yong Fan Investment Consulting (Shanghai) Company Limited* (永蕃投資諮詢(上海)有限公司) (“Yong Fan”)	2,494	—
房地產投資及項目管理業務		
— 永蕃投資諮詢(上海)有限公司(「永蕃」)		

Notes:

During the year ended 31st March 2018, management has performed impairment assessments for the CGU of Yong Fan, and concluded its value-in-use of the CGU was above its carrying amount. No impairment indicator noted.

During the year ended 31st March 2017, management has performed impairment assessments for the CGUs of Wuhan BDS and Changsha BDS and concluded the value-in-use of the CGUs of Wuhan BDS and Changsha BDS were below their carrying amounts. Accordingly, impairment of goodwill and intangible assets of HK\$10,282,000 and HK\$4,002,000 respectively were recognised in the consolidated income statement.

On 31st March 2017, the Group completed the disposal of 100% equity interest in Eastlink International Investment Inc. and its subsidiaries (the “Eastlink Group”), which was principally engaged in property business in the PRC. Accordingly, upon the completion of the disposal, goodwill of HK\$51,045,000 and intangible assets in relation to the use right of car park of HK\$9,355,000 were derecognised. See Note 36 for further details regarding the disposal.

\* For identification only

附註：

於二零一八年三月三十一日止年度內，管理層對永蕃現金產生單位進行減值評估，並認為其現金產生單位之使用價值高於其賬面值。並無顯示減值。

於二零一七年三月三十一日止年度內，管理層對武漢建築產品及設計方案及長沙建築產品及設計方案之現金產生單位進行減值評估及總結，武漢建築產品及設計方案及長沙建築產品及設計方案之現金產生單位的使用價值低於其賬面值。據此，商譽及無形資產之減值分別為10,282,000港元和4,002,000港元於綜合損益表中確認。

於二零一七年三月三十一日，本集團完成出售東聯國際投資有限公司及其附屬公司(「東聯集團」)之100%權益，該集團主要於中國從事房地產業務。因此，在完成此出售後，51,045,000港元的商譽與停車場使用權利相關的無形資產9,355,000港元已被終止確認。有關此出售的詳情見附註36。

\* 僅供識別

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 18 Financial instruments by category

### 18 金融工具分類

		Loan and receivables 貸款及 應收賬款 HK\$'000 千港元	Fair value through profit or loss 計入損益之 公允價值 HK\$'000 千港元	Available- for-sale 可供出售 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>As at 31st March 2018</b>	於二零一八年 三月三十一日				
<b>Assets as per consolidated statement of financial position</b>	綜合財務狀況表內之 資產				
Available-for-sale financial asset	可供出售之財務資產	—	—	286	286
Amount due from a joint venture	應收一間合營公司款項	17,593	—	—	17,593
Trade and other receivables (excluding non-financial assets)	應收賬款及其他應收 賬款(不包括 非財務資產)	580,178	—	—	580,178
Financial assets at fair value through profit or loss	按公允價值計入損益之 財務資產	—	135,535	—	135,535
Pledged bank deposits	已抵押銀行存款	57,807	—	—	57,807
Cash and cash equivalents	現金及現金等值	312,766	—	—	312,766
<b>Total</b>	<b>總額</b>	<b>968,344</b>	<b>135,535</b>	<b>286</b>	<b>1,104,165</b>
				<b>At amortised cost 按攤銷成本 HK\$'000 千港元</b>	
<b>As at 31st March 2018</b>	於二零一八年三月三十一日				
<b>Liabilities as per consolidated statement of financial position</b>	綜合財務狀況表內之負債				
Borrowings	借貸				1,558,857
Trade and bill payables	應付賬款及票據				284,811
Other payables (excluding non-financial liabilities)	其他應付賬款(不包括非財務負債)				40,695
<b>Total</b>	<b>總額</b>				<b>1,884,363</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 18 Financial instruments by category (Continued)

### 18 金融工具分類(續)

		Loan and receivables 貸款及 應收賬款 HK\$'000 千港元	Fair value through profit or loss 計入損益之 公允價值 HK\$'000 千港元	Available- for-sale 可供出售 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>As at 31st March 2017</b>	於二零一七年 三月三十一日				
<b>Assets as per consolidated statement of financial position</b>	綜合財務狀況表內之 資產				
Available-for-sale financial asset	可供出售之財務資產	—	—	506	506
Amount due from a joint venture	應收一間合營公司款項	34,360	—	—	34,360
Trade and other receivables (excluding non-financial assets)	應收賬款及其他應收 賬款(不包括 非財務資產)	594,770	—	—	594,770
Financial assets at fair value through profit or loss	按公允價值計入損益之 財務資產	—	15,500	—	15,500
Pledged bank deposits	已抵押銀行存款	68,659	—	—	68,659
Cash and cash equivalents	現金及現金等值	628,382	—	—	628,382
<b>Total</b>	<b>總額</b>	<b>1,326,171</b>	<b>15,500</b>	<b>506</b>	<b>1,342,177</b>

At amortised  
cost  
按攤銷成本  
HK\$'000  
千港元

<b>As at 31st March 2017</b>	於二零一七年三月三十一日				
<b>Liabilities as per consolidated statement of financial position</b>	綜合財務狀況表內之負債				
Borrowings	借貸				1,722,336
Trade and bill payables	應付賬款及票據				143,604
Amount due to a joint venture	應付一間合營公司賬款				49,900
Other payables (excluding non-financial liabilities)	其他應付賬款(不包括非財務負債)				110,918
<b>Total</b>	<b>總額</b>				<b>2,026,758</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 Subsidiaries

Details of the principal subsidiaries as at 31st March 2018 are as follows:

### 19 附屬公司

於二零一八年三月三十一日之主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體性質	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本之詳情	Percentage of equity interest attributable to the Group (i) 本集團應佔 股本權益百分比(i)		Principal activities and place of operations 主要業務及經營地點
			2018 二零一八年	2017 二零一七年	
Asia Infrastructure Resources Group Limited 亞洲基建資源集團有限公司	Cayman Islands, limited liability company 開曼群島, 有限責任公司	HK\$0.2 0.2港元	100%	100%	Investment holding in Hong Kong 於香港投資控股
He Tai Steel Co., Limited 和泰鋼鐵有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$35,000,000 35,000,000港元	100%	100%	Trading of recycling steel in Hong Kong 於香港買賣回收鋼材
Hongkong and Shanghai Land Capital Ltd. 滬港地產資本有限公司	Cayman Islands, limited liability company 開曼群島, 有限責任公司	US\$5 5美元	60%	60%	Fund management outside Hong Kong and Mainland China 於香港及中國內地境外 從事基金管理
Hongkong and Shanghai Land Group Limited 滬港地產集團有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限責任公司	US\$1 1美元	100%	100%	Investment holding in Hong Kong and Mainland China 於香港及中國內地投資控股
HSL Asset Management (HK) Limited 滬港資產管理(香港)有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$1 1港元	60%	60%	Provision of management services in Hong Kong 於香港提供管理服務
HSL Investment Advisory (HK) Limited 滬港投資諮詢(香港)有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$1 1港元	60%	60%	Provision of investment advisory services in Hong Kong 於香港提供投資諮詢服務
Plentiful Praise Limited 頌裕有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限責任公司	US\$100 100美元	62%	N/A	Investment holding in Hong Kong and Mainland China 於香港及中國內地投資控股
Shanghai Bao Shun Chang International Trading Co., Ltd.* 上海寶順昌國際貿易有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	RMB55,000,000 人民幣55,000,000元	80.9%	80.9%	Stockholding and trading of steel in Mainland China 於中國內地存銷及買賣鋼材
Van Shung Chong (B.V.I.) Limited (i) 萬順昌行有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限責任公司	US\$6 6美元	100%	100%	Investment holding in Hong Kong 於香港投資控股
Van Shung Chong Hong Limited 萬順昌行有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$2,000 ordinary and HK\$10,000,000 non-voting deferred 2,000港元普通股及 10,000,000港元 無投票權遞延股份	100%	100%	Provision of management services in Hong Kong 於香港提供管理服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 Subsidiaries (Continued)

### 19 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體性質	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本之詳情	Percentage of equity interest attributable to the Group (i) 本集團應佔 股本權益百分比(i)		Principal activities and place of operations 主要業務及經營地點
			2018 二零一八年	2017 二零一七年	
VSC Building Products Company (Macau) Limited 萬順昌建築材料(澳門)有限公司	Macau, limited liability company 澳門, 有限責任公司	MOP\$30,000 澳門幣30,000元	100%	100%	Supply and wholesale of construction materials in Macau 於澳門從事建築材料供應及批發
VSC Building Products Company Limited 萬順昌建築材料有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$2 2港元	100%	100%	Trading of sanitary wares and kitchen cabinets and kitchen cabinet installation in Hong Kong 於香港買賣衛浴潔具及廚櫃 以及安裝廚櫃
VSC Plastics Company Limited 萬順昌塑膠有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$2 2港元	100%	100%	Trading of engineering plastics in Hong Kong 於香港買賣工程塑膠
VSC Steel Company Limited 萬順昌鋼鐵有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$38,000 ordinary and HK\$20,000,000 non-voting deferred 38,000港元普通股及 20,000,000港元 無投票權遞延股份	100%	100%	Stockholding and trading of steel in Hong Kong 於香港存銷及買賣鋼材
VSC Steel Processing Holdings Limited 萬順昌鋼材加工控股有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$1 1港元	100%	100%	Investment holding in Hong Kong, and provision of logistic and management services of steel 於香港投資控股及為鋼材提供 物流及管理服務
VSC Steel Processing Limited 萬順昌鋼材加工有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$1 1港元	100%	100%	Principally engaged in the operation of the land situated in Tsing Yi 主要經營位於青衣之土地
上海个盈置業有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	RMB429,130,000 人民幣429,130,000元	100%	100%	Holding property in Mainland China 於中國內地持有房地產
上海北盈置業有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	RMB84,480,000 人民幣84,480,000元	100%	100%	Holding property in Mainland China 於中國內地持有房地產

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 Subsidiaries (Continued)

### 19 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體性質	Particulars of issued share capital/registered capital 已發行股本/ 註冊資本之詳情	Percentage of equity interest attributable to the Group (i) 本集團應佔 股本權益百分比(i)		Principal activities and place of operations 主要業務及經營地點
			2018 二零一八年	2017 二零一七年	
上海盈蕃資產管理有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	HK\$20,000,000 20,000,000港元	60%	N/A	Provision of asset and investment management services in Mainland China 於中國內地提供資產及投資管理 服務
上海祈悅企業管理有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	RMB640,000,000 人民幣640,000,000元	60%	60%	Provision of management services in Mainland China 於中國內地提供管理服務
上海新施房地產經紀有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	US\$500,000 500,000美元	60%	100%	Property agent in Mainland China 於中國內地為物業代理
永蕃投資諮詢(上海)有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	RMB10,000,000 人民幣10,000,000元	42%	N/A	Provision of investment consultancy services in Mainland China 於中國內地提供投資諮詢服務
利尚派國際貿易(上海)有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	US\$6,500,000 6,500,000美元	100%	100%	Trading of sanitary wares in Mainland China 於中國內地買賣衛浴潔具
萬順昌(上海)企業管理有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	US\$7,280,000 7,280,000美元	100%	100%	Provision of management service and trading of sanitary wares and kitchen cabinets in Mainland China 於中國內地提供管理服務及買賣 衛浴潔具及廚櫃
銀運貿易(上海)有限公司	Mainland China, limited liability company 中國內地, 有限責任公司	RMB35,440,694 人民幣35,440,694元	100%	100%	Trading of engineering plastics in Mainland China 於中國內地買賣工程塑膠

Note:

(i) The shares of Van Shung Chong (B.V.I.) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.

\* For identification only

附註:

(i) Van Shung Chong (B.V.I.) Limited之股份由本公司直接持有。其他附屬公司之股份則間接持有。

\* 僅供識別

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 20 Investments in associates

Set out below are the associates of the Company as at 31st March 2018. The associates as listed below have share capital consisting solely of ordinary shares, which are held indirectly by the Company.

Details of the principal investments in associates as at 31st March 2018 are as follows:

Name of entity 實體名稱	Place of business/ country of incorporation 營業地點／註冊成立國家	% of ownership interest 擁有權權益百分比		Nature of the relationship 關係性質	Measurement method 計量方法
		2018 二零一八年	2017 二零一七年		
China Able Limited ("China Able")	Mainland China/ British Virgin Islands 中國內地／英屬處女群島	33.33%	33.33%	Note i 附註i	Equity method 權益法
Changshu Baoshunchang Steel Processing Co., Ltd.* ("常熟寶順昌") 常熟寶順昌鋼材加工有限公司 ("常熟寶順昌")	Mainland China 中國內地	49.99%	49.99%	Note ii 附註ii	Equity method 權益法

Notes:

- (i) China Able was engaged in the property business. It is a contractual joint venture which is held in equal shares among Fit Team Holdings Limited, an indirect wholly-owned subsidiary of the Company, Nanyang Industrial (China) Limited, an independent third-party and Marvel Champ Investments Limited, another independent third-party. It remains inactive since distribution was made to shareholders in prior years. The Group has shared the losses of the associate to the extent of the Group's interest in the associate.
- (ii) 常熟寶順昌 is engaged in the processing of steel. It is a contractual joint venture established in Mainland China with an operating period of 30 years to 2034. Management assessed the Group maintained significant influence and no control over the operating activities of the entity. The Group has shared the losses of the associate to the extent of the Group's interest in the associate.

\* For identification only

There are no contingent liabilities relating to the Group's interest in the associates.

### 20 於聯營公司之投資

以下載列本公司於二零一八年三月三十一日之聯營公司。以下所列聯營公司僅具有普通股之股本，由本公司間接持有。

於二零一八年三月三十一日之主要於聯營公司之投資詳情如下：

附註：

- (i) China Able從事房地產業務。其為本公司的間接全資附屬公司Fit Team Holdings Limited，一獨立第三方南洋工業(中國)有限公司及另一名獨立第三方Marvel Champ Investments Limited以共同持有等額股份之一間合作企業。其於年前向股東作出分派起仍暫無業務。本集團已就聯營公司之權益分攤聯營公司之虧損。
- (ii) 常熟寶順昌從事鋼鐵加工。為於中國內地成立之合作企業，經營期限為30年至二零三四年止。管理層評估本集團對該實體之經營活動維持重大影響力惟並無控制權。本集團已就聯營公司之權益分攤聯營公司之虧損。

\* 僅供識別

本集團於聯營公司之權益並無涉及或然負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 Investments in joint ventures and amounts due from/(to) joint ventures

### 21 於合營公司之投資及應收／(應付)合營公司款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Investment in HSL China Metropolitan Fund I L.P. (the "Partnership")	於HSL China Metropolitan Fund I L.P. (「合夥企業」) 之投資	—	110,631
Investment in TVSC Construction Steel Solutions Limited ("TVSC")	於TVSC Construction Steel Solutions Limited (「TVSC」) 之投資	<b>19,931</b>	—
Amount due from TVSC	應收TVSC之款項	<b>17,593</b>	34,360
Amount due to the Partnership	應付合夥企業之款項	—	(49,900)

The amounts due from/(to) joint ventures are unsecured, non-interest bearing and without pre-determined repayment terms. The carrying amounts are denominated in HK\$ and approximate their fair values.

應收／(應付)合營公司之金額為無抵押、不計息及並無預定還款期。賬面金額以港元計值及與其公允價值相若。

The movements of interests in joint ventures are as follows:

於合營公司之投資變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	<b>110,631</b>	148,108
Investment in TVSC (Note (i))	於TVSC之投資(附註(i))	—	13,784
Capital contribution to TVSC (Note (i))	向TVSC注資(附註(i))	<b>45,000</b>	—
Share of loss of TVSC for current year	攤佔當期TVSC虧損	<b>(24,420)</b>	(22,720)
Share of loss of TVSC for unrecognised losses in prior years	攤佔TVSC過往年度未確認虧損	<b>(649)</b>	—
Share of profit/(loss) of the Partnership (Note (ii))	應佔合夥企業之溢利／(虧損)(附註(ii))	<b>50,478</b>	(13,791)
Realisation of currency translation differences upon dissolution of the Partnership	註銷合夥企業後外幣換算差額變現	<b>(11,043)</b>	—
Distribution from the Partnership (Note (iii))	來自合夥企業分派(附註(iii))	<b>(167,123)</b>	—
Currency translation differences of the Partnership	合夥企業的貨幣滙兌差額	<b>17,057</b>	(14,750)
At end of year	於年末	<b>19,931</b>	110,631



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 Investments in joint ventures and amounts due from/(to) joint ventures (Continued)

Notes:

- (i) During the year ended 31st March 2018, the Group has decided to convert an amount of HK\$45,000,000 due from TVSC into capital contribution. This capital contribution forms part of the investment in TVSC as of 31st March 2018.
- On 9th May 2018, the Group and the joint venture partner subscribed for 45,000,000 shares of TVSC, respectively, and the Group satisfied this share subscription through its capital contribution as recognised as of 31st March 2018. On the same day, the Group acquired the remaining 50% equity interest of TVSC from the joint venture partner upon the completion of shares subscription (Note 41(b)).
- During the year ended 31st March 2017, the Group advanced an unsecured and interest-bearing shareholder's loan of HK\$11,634,000 and subsequently converted it into share capital of TVSC and further injected capital contribution of HK\$2,150,000.
- (ii) On 13th September 2017, the Partnership entered into a sale and purchase agreement with an independent third party, whereby it agreed to sell 100% of the equity of its subsidiary, Ruskin Overseas Limited, at an aggregate consideration of approximately RMB812,539,000 (equivalent to approximately HK\$960,923,000). The disposal was completed on 28th September 2017, resulting in a gain on disposal of approximately HK\$239,980,000 in the financial statements of the Partnership.
- (iii) On 28th December 2017, the general partner of the Partnership declared the distribution of all capital and profit of the Partnership to all partners on a pro rata basis. The Group received approximately HK\$167,123,000 from the distribution. The Partnership was further dissolved on 16th February 2018.

### 21 於合營公司之投資及應收／(應付)合營公司款項(續)

附註：

- (i) 於截至二零一八年三月三十一日止年度，本集團決定將應收TVSC之45,000,000港元轉換為出資股本。於二零一八年三月三十一日，該出資股本列作於TVSC之部份投資。
- 於二零一八年五月九日，本集團與合資夥伴分別認購TVSC的45,000,000股股份，本集團將是次股份認購確認為二零一八年三月三十一日之出資股本。同日，本集團於股份認購完成後收購TVSC之餘下50%股權(附註41(b))。
- 於截至二零一七年三月三十一日止年度，本集團提供一項無抵押附息借貸股東貸款11,634,000港元，其後將之轉換為TVSC之股本，並進一步增資2,150,000港元。
- (ii) 二零一七年九月十三日，合夥企業與獨立第三方訂立買賣協議，據此其同意出售其附屬公司Ruskin Overseas Limited的100%權益，總代價約為人民幣812,539,000元(相等於約960,923,000港元)。出售事項已於二零一七年九月二十八日完成，導致合夥企業財務報表產生出售收益約239,980,000港元。
- (iii) 於二零一七年十二月二十八日，合夥企業的一般合夥人根據比例向所有合夥人宣派合夥企業全部資本及利潤分配。本集團自該分派收取約167,123,000港元。合夥企業進一步於二零一八年二月十六日註銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 Investments in joint ventures and amounts due from/(to) joint ventures (Continued)

Set out below are the joint ventures of the Group as at 31st March 2018. The joint ventures as listed below have share capital consisting solely of ordinary shares, which are held indirectly by the Group.

Details of the principal investments in joint ventures as at 31st March 2018 are as follows:

Name of entity 實體名稱	Place of business/ country of incorporation 營業地／註冊成立 所在國家	% of ownership interest 擁有權益百分比		Nature of the relationship 關係性質	Measurement method 計量方法
		2018 二零一八年	2017 二零一七年		
HSL China Metropolitan Fund I L.P.	Mainland China/ Cayman Islands 中國內地／開曼群島	—	29.44%	Note i 附註i	Equity method 權益法
TVSC Construction Steel Solutions Limited	Hong Kong 香港	50.00%	50.00%	Note ii 附註ii	Equity method 權益法

Notes:

- (i) The Partnership is a property investment fund, which is held by the Group and certain independent third parties. The Partnership was dissolved on 16th February 2018.
- (ii) TVSC is engaged in the provision of steel processing services in Hong Kong. TVSC is a contractual joint venture, which is held by the Group and an independent third party. TVSC changed its name to VSC Construction Steel Solutions Limited with effect from 17th May 2018.

There are no contingent liabilities relating to the Group's interests in the joint ventures.

### 21 於合營公司之投資及應收／(應付)合營公司款項(續)

以下載列本集團於二零一八年三月三十一日之合營公司。以下所列合營公司僅具有普通股之股本，由本集團間接持有。

於二零一八年三月三十一日之主要於合營公司之投資詳情如下：

附註：

- (i) 合夥企業為房地產投資基金，由本集團及若干獨立第三方持有。合夥企業於二零一八年二月十六日註銷。
- (ii) TVSC於香港從事提供鋼鐵加工服務。TVSC為一間合營公司，由本集團及一獨立第三方持有。TVSC自二零一八年五月十七日起將其名稱更改為VSC Construction Steel Solutions Limited。

本集團於合營公司之權益並無涉及或然負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 Investments in joint ventures and amounts due from/(to) joint ventures (Continued)

#### Summarised financial information for joint ventures

Set out below are the summarised financial information for joint ventures which are accounted for using equity method.

### 21 於合營公司之投資及應收／(應付)合營公司款項(續)

#### 合營公司財務資料概要

下表載列以權益法入賬之合營公司之財務資料概要。

		The Partnership 合夥企業		TVSC		Total 總計	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Summarised statement of financial position 財務狀況表概要</b>							
<b>Current assets 流動資產</b>							
Cash and cash equivalents 現金及現金等值	現金及現金等值	—	496,752	2,813	6,533	2,813	503,285
Other current assets 其他流動資產	其他流動資產	—	588,549	14,412	19,972	14,412	608,521
Total current assets 流動資產總額	流動資產總額	—	1,085,301	17,225	26,505	17,225	1,111,806
<b>Financial liabilities and total current liabilities 金融負債及總流動負債</b>							
Financial liabilities and total current liabilities 金融負債及總流動負債	金融負債及總流動負債	—	(642,566)	(96,841)	(62,198)	(96,841)	(704,764)
Non-current assets 非流動資產	非流動資產	—	870	29,478	34,395	29,478	35,265
Other non-current liabilities 其他非流動負債	其他非流動負債	—	(67,820)	—	—	—	(67,820)
Total non-current liabilities 非流動負債總額	非流動負債總額	—	(67,820)	—	—	—	(67,820)
Net assets/(liabilities) 淨資產／(負債)	淨資產／(負債)	—	375,785	(50,138)	(1,298)	(50,138)	374,487
<b>Summarised statement of comprehensive income 財務全面損益表概要</b>							
Revenue 收入	收入	4,310	149,263	71,699	65,101	76,009	214,364
Gain on disposal of subsidiaries 出售附屬公司之收益	出售附屬公司之收益	239,980	—	—	—	239,980	—
Depreciation 折舊	折舊	—	(934)	(3,667)	(2,860)	(3,667)	(3,794)
Finance income 財務收入	財務收入	7,175	4,969	—	—	7,175	4,969
Finance cost 財務費用	財務費用	(15,456)	(35,479)	(264)	(659)	(15,720)	(36,138)
Profit/(loss) before tax 除稅前溢利／(虧損)	除稅前溢利／(虧損)	273,222	124,960	(45,644)	(45,901)	227,578	79,059
Income tax expense 所得稅支出	所得稅支出	(101,762)	(171,806)	(3,196)	(840)	(104,958)	(172,646)
Profit/(loss) for the year 年度溢利／(虧損)	年度溢利／(虧損)	171,460	(46,846)	(48,840)	(46,741)	122,620	(93,587)
Currency translation differences 貨幣匯兌差額	貨幣匯兌差額	57,938	(50,095)	—	—	57,938	(50,095)
Total comprehensive income/(loss) for the year 年度全面收入／(虧損)總額	年度全面收入／(虧損)總額	229,398	(96,941)	(48,840)	(46,741)	180,558	(143,682)
Unrecognised share of losses 未予確認之分佔虧損	未予確認之分佔虧損	—	—	—	(649)	—	(649)
Cumulative unrecognised share of losses 累計未予確認之分佔虧損	累計未予確認之分佔虧損	—	—	—	(649)	—	(649)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 Investments in joint ventures and amounts due from/(to) joint ventures (Continued)

#### Summarised financial information for joint ventures (Continued)

The information above reflects the amounts presented in the financial statements of the joint ventures (and not the Group's share of those amounts) adjusted for differences in accounting policies between the Group and the joint ventures.

#### Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of the Group's interests in joint ventures

### 21 於合營公司之投資及應收／(應付)合營公司款項(續)

#### 合營公司財務資料概要(續)

上述資料反映於合營公司財務報表呈列且就本集團與合營公司會計政策差異作出調整之金額(並非本集團應佔之金額)。

#### 財務資料概要對賬

所呈報財務資料概要與本集團於合營公司之權益之賬面金額對賬

		The Partnership 合夥企業		TVSC		Total 總計	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Summarised financial information</b>	<b>財務資料概要</b>						
Net assets at beginning of year	於年初之資產淨額	<b>375,785</b>	472,726	<b>(1,298)</b>	17,875	<b>374,487</b>	490,601
Capital injection by shareholders	股東之注資	—	—	—	27,568	—	27,568
Profit/(loss) for the year	年度溢利／(虧損)	<b>171,460</b>	(46,846)	<b>(48,840)</b>	(46,741)	<b>122,620</b>	(93,587)
Distribution of capital injected and profit	分派注入資本及溢利	<b>(567,673)</b>	—	—	—	<b>(567,673)</b>	—
Currency translation differences	貨幣匯兌差額	<b>57,938</b>	(50,095)	—	—	<b>57,938</b>	(50,095)
Realisation of currency translation difference	匯兌差額變現	<b>(37,510)</b>	—	—	—	<b>(37,510)</b>	—
Net assets/(liabilities) at end of year	於年末之資產／(負債)淨額	—	375,785	<b>(50,138)</b>	(1,298)	<b>(50,138)</b>	374,487
Investments in joint ventures – Carrying value	於合營公司之投資一賬面值	—	110,631	<b>19,931</b>	—	<b>19,931</b>	110,631

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 22 Deferred income tax assets/(liabilities)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The offset amounts are as follows:

### 22 遞延所得稅資產／(負債)

當具有將即期所得稅資產與即期所得稅負債抵銷之合法強制執行權，以及當同一稅務機關向該應課稅實體或不同應課稅實體就遞延所得稅資產及遞延所得稅負債徵收所得稅，其中有關結餘擬按淨額基準清償時，遞延所得稅資產與負債方可互相抵銷。抵銷金額如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
— Deferred income tax assets to be recovered after 12 months	— 將於十二個月後收回之遞延所得稅資產	18,010	11,854
— Deferred income tax assets to be recovered within 12 months	— 將於十二個月內收回之遞延所得稅資產	6,807	9,516
		<b>24,817</b>	21,370
Deferred income tax liabilities:	遞延所得稅負債：		
— Deferred income tax liabilities to be settled after 12 months	— 將於十二個月後清償之遞延所得稅負債	<b>(71,156)</b>	(69,638)
Net deferred income tax liabilities	遞延所得稅負債淨額	<b>(46,339)</b>	(48,268)

The movements in net deferred income tax liabilities are as follows:

遞延所得稅負債淨額變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	<b>(48,268)</b>	(181,982)
Credited/(charged) to the consolidated income statement (Note 11)	已於綜合損益表中入賬／(扣除) (附註11)	8,503	(65,876)
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	—	186,297
Currency translation differences	貨幣滙兌差額	<b>(6,574)</b>	13,293
At end of year	於年末	<b>(46,339)</b>	(48,268)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 22 Deferred income tax assets/(liabilities) (Continued)

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred income tax assets:

		<b>Cumulative tax losses</b> 累計稅項虧損 HK\$'000 千港元	<b>Decelerated depreciation</b> 減慢折舊 HK\$'000 千港元	<b>Total 總計</b> HK\$'000 千港元
At 1st April 2016	於二零一六年四月一日	25,137	248	25,385
Credited to the consolidated income statement	已於綜合損益表中計入	1,887	141	2,028
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	(67)	—	(67)
Currency translation differences	貨幣滙兌差額	(542)	—	(542)
At 31st March 2017	於二零一七年三月三十一日	<b>26,415</b>	<b>389</b>	<b>26,804</b>
Credited to the consolidated income statement	已於綜合損益表中計入	<b>6,511</b>	<b>72</b>	<b>6,583</b>
Currency translation differences	貨幣滙兌差額	<b>646</b>	<b>—</b>	<b>646</b>
At 31st March 2018	於二零一八年三月三十一日	<b>33,572</b>	<b>461</b>	<b>34,033</b>

Deferred income tax liabilities:

		<b>Investment properties</b> 投資物業 HK\$'000 千港元	<b>Withholding tax</b> 預扣稅 HK\$'000 千港元	<b>Accelerated depreciation</b> 加速折舊 HK\$'000 千港元	<b>Total 總計</b> HK\$'000 千港元
At 1st April 2016	於二零一六年四月一日	(198,435)	(812)	(8,120)	(207,367)
(Charged)/credited to the consolidated income statement	已於綜合損益表中 (扣除)/計入	(67,997)	(749)	842	(67,904)
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	186,364	—	—	186,364
Currency translation differences	貨幣滙兌差額	13,835	—	—	13,835
At 31st March 2017	於二零一七年 三月三十一日	<b>(66,233)</b>	<b>(1,561)</b>	<b>(7,278)</b>	<b>(75,072)</b>
(Charged)/credited to the consolidated income statement	已於綜合損益表中 (扣除)/計入	<b>(3,704)</b>	<b>951</b>	<b>4,673</b>	<b>1,920</b>
Currency translation differences	貨幣滙兌差額	<b>(7,220)</b>	<b>—</b>	<b>—</b>	<b>(7,220)</b>
At 31st March 2018	於二零一八年 三月三十一日	<b>(77,157)</b>	<b>(610)</b>	<b>(2,605)</b>	<b>(80,372)</b>

### 22 遞延所得稅資產/(負債)(續)

本年度遞延所得稅資產及負債(並無計及同一稅務司法權區內之結餘抵銷)之變動如下:

遞延所得稅資產:

遞延所得稅負債:

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 22 Deferred income tax assets/(liabilities) (Continued)

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31st March 2018, the deferred income tax assets recognised from tax loss of approximately HK\$24,861,000 (2017: HK\$22,977,000) can be carried forward indefinitely. The remaining tax losses of approximately HK\$8,713,000 (2017: HK\$3,438,000) will expire in five years from the year they were incurred.

The Group did not recognise deferred income tax assets of approximately HK\$33,129,000 (2017: HK\$5,443,000) and approximately HK\$3,899,000 (2017: HK\$3,283,000) in respect of tax losses amounting to approximately HK\$200,782,000 (2017: HK\$32,989,000) that can be carried forward indefinitely and approximately HK\$15,595,000 (2017: HK\$13,133,000) will be expired in five years from the year they were incurred respectively.

Deferred income tax liabilities of approximately HK\$168,000 (2017: HK\$122,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries, as management currently has no intention to remit those earnings.

### 23 Available-for-sale financial asset

Available-for-sale financial asset, which is stated at fair value and denominated in HK\$, represents shares listed on The Stock Exchange of Hong Kong Limited.

### 22 遞延所得稅資產／(負債)(續)

遞延所得稅資產乃因應相關稅務利益透過未來應課稅溢利變現而就所結轉之稅項虧損作確認。於二零一八年三月三十一日，已就稅項虧損確認之遞延所得稅資產約24,861,000港元(二零一七年：22,977,000港元)可以無限期結轉。餘下之稅項虧損約8,713,000港元(二零一七年：3,438,000港元)將於產生年度後五年內失效。

本集團並無就約200,782,000港元(二零一七年：32,989,000港元)之稅項虧損確認，相等於約33,129,000港元(二零一七年：5,443,000港元)之遞延所得稅資產，該金額可以無限期結轉，及約15,595,000港元(二零一七年：HK\$13,133,000港元)之稅項虧損確認，相等於約3,899,000港元(二零一七年：3,283,000港元)之遞延所得稅資產，其將於產生年度後五年內失效。

並無就若干附屬公司之未匯出收益之應付預扣稅確認約168,000港元(二零一七年：122,000港元)之遞延所得稅負債，因為管理層現時無意匯出該等盈利。

### 23 可供出售之財務資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	506	487
Change in fair value (Note 34)	公允價值變動(附註34)	(220)	19
At end of year	於年末	286	506

按公允價值列賬並以港元計值之可供出售之財務資產，指於香港聯合交易所有限公司上市之股份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 24 Financial assets at fair value through profit or loss

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Investments in unit trusts at quoted price (Note (i))	單位信託投資報價(附註(i))	111,861	—
Structured bank products at quoted price (Note (ii))	結構性銀行產品報價(附註(ii))	23,674	—
Investments in corporate notes at quoted price (Note (iii))	企業票據之投資報價(附註(iii))	—	15,500
		<b>135,535</b>	<b>15,500</b>

Notes:

- (i) The investments in unit trusts were denominated in HK\$. Changes in fair value were recognised in “other gains — net” in the consolidated income statement.
- (ii) The investments in structured bank products were denominated in RMB. Changes in fair value were recognised in “other gains — net” in the consolidated income statement.
- (iii) The investments in corporate notes were denominated in US\$. The investments were disposed during the year ended 31st March 2018.

附註：

- (i) 單位信託投資以港元計值。公允價值變動於綜合損益表「其他收益—淨額」中確認。
- (ii) 結構性銀行產品投資以人民幣計值。公允價值變動於綜合損益表「其他收益—淨額」中確認。
- (iii) 企業票據之投資以美元計值。該投資於截至二零一八年三月三十一日止年度出售。

### 25 Inventories

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Finished goods	製成品	289,566	395,628

The costs of inventories recognised as expenses and included in “cost of sales” in the consolidated income statement amounted to approximately HK\$2,765,195,000 (2017: HK\$2,626,722,000).

The Group made inventory provision for obsolete inventories and write-down of the inventories to net realisable value. A provision of HK\$13,891,000 (2017: HK\$12,329,000) was made as at 31st March 2018. A provision for impairment of inventories of HK\$1,007,000 (2017: reversal of provision for impairment of inventories of HK\$987,000) was included in “cost of sales” in the consolidated income statement.

### 25 存貨

約 2,765,195,000 港元(二零一七年：2,626,722,000港元)之存貨成本已確認為支出，並已計入綜合損益表之「銷售成本」中。

本集團就過時存貨計提存貨撥備並將存貨撇減至可變現淨值。於二零一八年三月三十一日計提 13,891,000 港元(二零一七年：12,329,000港元)之撥備。存貨減值撥備 1,007,000 港元(二零一七年：存貨減值撥備撥回 987,000 港元)已計入綜合損益表之「銷售成本」中。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 Trade and bill receivables

### 26 應收賬款及票據

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade and bill receivables	應收賬款及票據		
— from third parties	— 來自第三方	<b>504,249</b>	488,087
— from an associate and a joint venture	— 來自一間聯營公司及合營公司	<b>41,525</b>	21,555
Less: Provision for impairment of trade receivables	減：應收賬款減值撥備	<b>(17,536)</b>	(14,609)
Trade and bill receivables — net	應收賬款及票據 — 淨額	<b>528,238</b>	495,033

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

銷售均以信用證或具信貸期之記賬方式進行，信貸期一般介乎15至90日不等。

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

應收賬款及票據根據發票日期之賬齡分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 60 days	0至60日	<b>349,681</b>	374,036
61 to 120 days	61至120日	<b>99,638</b>	66,836
121 to 180 days	121至180日	<b>12,464</b>	17,922
181 to 365 days	181至365日	<b>42,460</b>	27,673
Over 365 days	超過365日	<b>41,531</b>	23,175
		<b>545,774</b>	509,642
Less: Provision for impairment of trade receivables	減：應收賬款減值撥備	<b>(17,536)</b>	(14,609)
		<b>528,238</b>	495,033

As at 31st March 2018, trade and bill receivables of approximately HK\$355,233,000 (2017: HK\$371,042,000) were fully performing and were from customers with no history of default.

於二零一八年三月三十一日，應收賬款及票據約355,233,000港元(二零一七年：371,042,000港元)已悉數履約且來自無拖欠記錄之客戶。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 Trade and bill receivables (Continued)

Movements on the provision for impairment of trade receivables are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	14,609	14,025
Provision for impairment recognised in the consolidated income statement — net (Note 7)	已於綜合損益表中確認之減值撥備 — 淨額 (附註7)	1,218	4,966
Write off as uncollectible	撇銷為不可收回	(3)	(3,589)
Currency translation differences	貨幣滙兌差額	1,712	(793)
At end of year	於年末	17,536	14,609

As at 31st March 2018, trade receivables of approximately HK\$17,536,000 (2017: HK\$14,609,000) were impaired and fully provided for. Provision for impairment of trade receivables of approximately HK\$5,808,000 (2017: HK\$5,686,000) was recognised in the consolidated income statement and the amount of provision recovered of approximately HK\$4,590,000 (2017: HK\$720,000) were netted off during the year. The ageing analysis of these receivables is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
181 to 365 days	181至365日	1,655	287
Over 365 days	超過365日	15,881	14,322
		17,536	14,609

The ageing analysis of trade receivables past due but not impaired (based on due date) is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 60 days	0至60日	94,899	69,150
61 to 120 days	61至120日	19,014	21,335
121 to 180 days	121至180日	15,842	7,809
181 to 365 days	181至365日	33,000	23,703
Over 365 days	超過365日	10,250	1,994
		173,005	123,991

The carrying amounts of net trade and bill receivables approximated their fair values as at 31st March 2018.

### 26 應收賬款及票據 (續)

應收賬款之減值撥備變動如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	14,609	14,025
Provision for impairment recognised in the consolidated income statement — net (Note 7)	1,218	4,966
Write off as uncollectible	(3)	(3,589)
Currency translation differences	1,712	(793)
At end of year	17,536	14,609

於二零一八年三月三十一日，應收賬款約17,536,000港元(二零一七年：14,609,000港元)已作減值及全數撥備。應收賬款減值撥備約為5,808,000港元(二零一七年：5,686,000港元)已於綜合損益表確認，而撥備撥回賬款約為4,590,000港元(二零一七年：720,000港元)於本年內扣除。該等應收賬款賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
181 to 365 days	1,655	287
Over 365 days	15,881	14,322
	17,536	14,609

已過期但未減值(根據到期日)之應收賬款賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 60 days	94,899	69,150
61 to 120 days	19,014	21,335
121 to 180 days	15,842	7,809
181 to 365 days	33,000	23,703
Over 365 days	10,250	1,994
	173,005	123,991

淨應收賬款及票據之賬面金額與其於二零一八年三月三十一日之公允價值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 Trade and bill receivables (Continued)

The carrying amounts of net trade and bill receivables were denominated in the following currencies:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
RMB	人民幣	275,703	261,386
HK\$	港元	218,950	214,780
US\$	美元	33,585	18,867
		<b>528,238</b>	495,033

### 26 應收賬款及票據(續)

應收賬款及票據淨額之賬面金額以下列貨幣計值：

### 27 Prepayments, deposits and other receivables

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Prepayments for purchases	預付採購款項	124,235	78,989
Prepayments for property, plant and equipment	預付物業、廠房及設備款項	2,539	5,483
Rental and other deposits	租金及其他按金	18,201	42,837
Value-added tax recoverable	可收回增值稅	30,016	33,932
Compensation receivable in relation to an unfulfilled contract	未履行合約應收賠償款項	18,944	38,860
Others	其他	14,795	18,040
		<b>208,730</b>	218,141
Less: Non-current	減：非即期	<b>(22,628)</b>	(52,860)
Current	即期	<b>186,102</b>	165,281

### 27 預付款項、按金及其他應收賬款

The carrying amounts of prepayments, deposits and other receivables approximated their fair values as at 31st March 2018. They were denominated in the following currencies:

預付款項、按金及其他應收賬款之賬面金額與其於二零一八年三月三十一日之公允價值相若。預付款項、按金及其他應收賬款以下列貨幣計值：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
RMB	人民幣	138,155	125,166
HK\$	港元	69,691	91,879
US\$	美元	884	1,096
		<b>208,730</b>	218,141

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 28 Pledged bank deposits/Cash and cash equivalents

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash on hand	手頭現金	189	383
Cash at bank	銀行存款	277,697	627,999
Short-term bank deposits	短期銀行定期存款	92,687	68,659
		<b>370,573</b>	697,041
Less: Pledged bank deposits	減：已抵押銀行存款	<b>(57,807)</b>	(68,659)
Cash and cash equivalents	現金及現金等值	<b>312,766</b>	628,382

Pledged bank deposits and cash and cash equivalents were denominated in the following currencies:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
RMB	人民幣	167,300	117,089
HK\$	港元	178,897	118,137
US\$	美元	24,299	461,743
Others	其他	77	72
		<b>370,573</b>	697,041

The carrying amounts of pledged bank deposits and cash and cash equivalents approximated their fair values as at 31st March 2018.

The effective interest rate on the bank deposit is 1.22% (2017: 2.09%) per annum. These deposits have an average maturity of 20 days (2017: 31 days).

As at 31st March 2018, the Group's bank deposits of approximately HK\$57,807,000 (2017: HK\$67,659,000) were pledged as collateral for the Group's bill payables.

As at 31st March 2017, the Group's bank deposits of approximately HK\$1,000,000 was pledged as collateral for the Group's long-term bank loan (Note 31).

As at 31st March 2018, pledged bank deposits and cash and bank deposits totalling approximately HK\$85,971,000 (2017: HK\$88,209,000) were denominated in RMB and kept in banks in Mainland China. These funds are not freely convertible in the international market with exchange rate determined by the People's Bank of China.

### 28 已抵押銀行存款／現金及現金等值

已抵押銀行存款及現金及現金等值以下列貨幣計值：

已抵押銀行存款及現金及現金等值之賬面金額與其於二零一八年三月三十一日之公允價值相若。

銀行存款之實際利率為每年1.22%（二零一七年：2.09%）。該等存款的平均到期日為二十日（二零一七年：三十一日）。

於二零一八年三月三十一日，本集團的銀行存款約為57,807,000港元（二零一七年：67,659,000港元）已抵押作為本集團應付票據之抵押品。

於二零一七年三月三十一日，本集團銀行存款約1,000,000港元已抵押作本集團長期銀行貸款（附註31）之抵押品。

於二零一八年三月三十一日，已抵押銀行存款以及現金及銀行存款合共約85,971,000港元（二零一七年：88,209,000港元）以人民幣計值並存於中國內地。此等貨幣並不能在國際市場自由兌換及其匯率由中國人民銀行釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 29 Trade and bill payables

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

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

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
0 to 60 days	0至60日	<b>239,723</b>	141,931
61 to 120 days	61至120日	<b>43,961</b>	756
121 to 180 days	121至180日	<b>299</b>	94
181 to 365 days	181至365日	<b>74</b>	204
Over 365 days	超過365日	<b>754</b>	619
		<b>284,811</b>	143,604

The carrying amounts of trade and bill payables approximated their fair values as at 31st March 2018. They were denominated in the following currencies:

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
RMB	人民幣	<b>146,265</b>	118,169
HK\$	港元	<b>12,086</b>	17,910
US\$	美元	<b>126,460</b>	7,501
EURO	歐元	—	24
		<b>284,811</b>	143,604

### 29 應付賬款及票據

與供應商之付款條款均以信用證或具30至60日信貸期之記賬方式進行。

應付賬款及票據根據發票日期之賬齡分析如下：

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
0 to 60 days	0至60日	<b>239,723</b>	141,931
61 to 120 days	61至120日	<b>43,961</b>	756
121 to 180 days	121至180日	<b>299</b>	94
181 to 365 days	181至365日	<b>74</b>	204
Over 365 days	超過365日	<b>754</b>	619
		<b>284,811</b>	143,604

應付賬款及票據之賬面金額與其於二零一八年三月三十一日之公允價值相若。應付賬款及票據以下列貨幣計值：

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
RMB	人民幣	<b>146,265</b>	118,169
HK\$	港元	<b>12,086</b>	17,910
US\$	美元	<b>126,460</b>	7,501
EURO	歐元	—	24
		<b>284,811</b>	143,604

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 30 Accrued liabilities and other payables

### 30 應計負債及其他應付賬款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Agency fee payables	應付代理費	—	46,857
Accrual for employee benefit expenses	應計僱員福利支出	9,895	43,113
Accrual for operating expenses	應計經營支出	27,526	37,640
Provision for onerous contracts	有償契約撥備	40,656	14,000
Adjustment to consideration (Note 36)	調整代價(附註36)	—	13,055
Rental deposits received	已收租賃按金	13,169	9,766
Payables for property, plant and equipment	應付物業、廠房及設備款項	—	3,609
Value-added tax payables	應付增值稅	2,171	2,871
		<b>93,417</b>	170,911
Less: Non-current	減：非即期	<b>(11,813)</b>	(7,223)
Current	即期	<b>81,604</b>	163,688

The carrying amounts of accrued liabilities and other payables approximated their fair values as at 31st March 2018.

應計負債及其他應付賬款之賬面金額與其於二零一八年三月三十一日之公允價值相若。

Accrued liabilities and other payables were denominated in the following currencies:

應計負債及其他應付賬款以下列貨幣計值：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	65,443	81,524
RMB	人民幣	27,724	76,387
US\$	美元	250	13,000
		<b>93,417</b>	170,911

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 31 Borrowings

### 31 借貸

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current	即期		
— Trust receipts bank loans (ii)	— 信託收據銀行貸款(ii)	749,879	1,058,712
— Short-term bank loans (ii)	— 短期銀行貸款(ii)	155,958	95,945
— Current portion of long-term bank loans, secured (i)	— 部份即期長期銀行貸款，有抵押(i)	41,728	58,489
		<b>947,565</b>	1,213,146
Non-current	非即期		
— Long-term bank loans, secured (i)	— 長期銀行貸款，有抵押(i)	611,292	509,190
Total borrowings	借貸總額	<b>1,558,857</b>	1,722,336

Notes:

- (i) As at 31st March 2018, the long-term bank loans of approximately HK\$553,238,000 were secured by the pledge of the Group's investment property of approximately HK\$1,380,568,000 (Note 15) and corporate guarantee. The remaining long-term bank loans of approximately HK\$99,782,000 were secured by corporate guarantee.

As at 31st March 2017, the long-term bank loans of approximately HK\$480,471,000 were secured by the pledge of the Group's investment property of approximately HK\$1,222,682,000 (Note 15) and corporate guarantee. The remaining long-term bank loans of approximately HK\$87,208,000 were secured by bank deposits of approximately HK\$1,000,000 (Note 28) and corporate guarantee.

- (ii) As at 31st March 2018 and 2017, trust receipts bank loans and short-term bank loans were secured by corporate guarantee.

附註：

- (i) 於二零一八年三月三十一日，約553,238,000港元之長期銀行貸款由本集團投資物業約1,380,568,000港元作質押(附註15)及企業擔保。剩餘約99,782,000港元之長期銀行貸款由企業擔保作抵押。

於二零一七年三月三十一日，約480,471,000港元之長期銀行貸款由本集團投資物業約1,222,682,000港元作質押(附註15)及企業擔保。約87,208,000港元之剩餘長期銀行貸款由銀行存款約1,000,000港元(附註28)及企業擔保作抵押。

- (ii) 於二零一八年及二零一七年三月三十一日，信託收據銀行貸款及短期銀行貸款以公司擔保作抵押。

The maturity of the Group's borrowings in accordance with the repayment schedule:

本集團借貸基於還款時間表之到期情況如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	1年內	947,565	1,213,146
Between one and two years	1至2年	128,179	59,554
Between two and five years	2至5年	483,113	449,636
		<b>1,558,857</b>	1,722,336

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 31 Borrowings (Continued)

Borrowings were denominated in the following currencies:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	589,034	448,442
US\$	美元	325,626	757,360
RMB	人民幣	644,197	516,534
		<b>1,558,857</b>	<b>1,722,336</b>

The effective interest rates of borrowings (per annum) at the reporting dates are as follows:

		2018 二零一八年	2017 二零一七年
RMB	人民幣	5.7%	6.3%
HK\$	港元	2.8%	4.2%
US\$	美元	3.0%	2.7%

All the Group's borrowings as at 31st March 2018 are on floating rate basis and the carrying amounts of the borrowings approximated their fair values.

The Group has the following floating rate undrawn borrowing facilities:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
— expiring within one year	— 一年內到期	292,919	155,061
— expiring beyond one year	— 一年後到期	673,511	1,016,020
		<b>966,430</b>	<b>1,171,081</b>

### 31 借貸(續)

借貸以下列貨幣計值：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	589,034	448,442
US\$	美元	325,626	757,360
RMB	人民幣	644,197	516,534
		<b>1,558,857</b>	<b>1,722,336</b>

於報告日，借貸之實際利率(每年)如下：

		2018 二零一八年	2017 二零一七年
RMB	人民幣	5.7%	6.3%
HK\$	港元	2.8%	4.2%
US\$	美元	3.0%	2.7%

於二零一八年三月三十一日，本集團之所有借貸均按浮動利率計息及借貸之賬面金額與其公允價值相若。

本集團有以下未提取之浮息借貸融資：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
— expiring within one year	— 一年內到期	292,919	155,061
— expiring beyond one year	— 一年後到期	673,511	1,016,020
		<b>966,430</b>	<b>1,171,081</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 32 Share capital

### 32 股本

		Authorised (Ordinary shares of HK\$0.10 each) 法定 (每股0.10港元之普通股)		Issued and fully paid (Ordinary shares of HK\$0.10 each) 已發行及繳足 (每股0.10港元之普通股)	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
As at 31st March 2016	於二零一六年 三月三十一日	1,000,000	100,000	640,636	64,064
Exercise of share options	行使購股權	—	—	1,247	124
As at 31st March 2017	於二零一七年 三月三十一日	1,000,000	100,000	641,883	64,188
Shares repurchased and cancelled <sup>(i)</sup>	股份購回及註銷 <sup>(i)</sup>	—	—	(1,336)	(133)
As at 31st March 2018	於二零一八年 三月三十一日	1,000,000	100,000	640,547	64,055

Note:

- (i) During the year ended 31st March 2018, pursuant to the mandate to buy-back shares of the Company obtained from the shareholders at the annual general meeting of the Company held on 18th August 2017, the Company repurchased an aggregate of 1,336,000 shares on The Stock Exchange of Hong Kong Limited at an aggregate consideration of HK\$940,000 (after expenses) during the year. All these shares were subsequently cancelled by the Company before 31st March 2018.

附註：

- (i) 於截至二零一八年三月三十一日，根據本公司於二零一七年八月十八日舉行之股東週年大會自股東取得購回本公司股份之授權，於本年度，本公司於香港聯合交易所有限公司合共購回1,336,000股股份，總代價為940,000港元(扣除開支後)，隨後本公司於二零一八年三月三十一日前註銷全部該等股份。

### 33 Share options

The Company has two share option schemes in which the share option scheme adopted since 12th November 2001 (the "2001 Share Option Scheme") was terminated on 11th August 2011 and the other share option scheme was adopted since 11th August 2011 (the "2011 Share Option Scheme"). Upon termination of the 2001 Share Option Scheme, no further options will be granted thereunder but in all other respects the provisions of the 2001 Share Option Scheme shall remain in force and all options granted prior to such termination shall continue to be valid and exercisable in accordance therewith. The 2011 Share Option Scheme shall be valid and effective for a period of ten years commencing on the adoption date (i.e. 11th August 2011) and will expire on 10th August 2021. The 2011 Share Option Scheme may grant options to any person being an employee, agent, consultant or representative (including executive directors and non-executive directors) of the Group to subscribe for shares in the Company, subject to a maximum of 30% of the issued share capital of the Company from time to time, excluding for the shares issued on the exercise of options. The exercise price will be determined by the Board and must be at least the highest of (i) the closing price of the Company's shares quoted on The Stock Exchange of Hong Kong Limited on the date of grant of the options, which must be a business day (ii) the average closing prices of the Company's shares quoted on The Stock Exchange of Hong Kong Limited for the five business days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.10 each.

### 33 購股權

本公司設有兩項購股權計劃，其中於二零零一年十一月十二日採納之購股權計劃（「二零零一年購股權計劃」）於二零一一年八月十一日終止而另一項購股權計劃（「二零一一年購股權計劃」）於二零一一年八月十一日採納。於二零零一年購股權計劃終止後，並無其項下進一步授出購股權，惟二零零一年購股權計劃之所有其他條款仍然有效，且於該終止前授出之所有購股權仍然有效且可履行。二零一一年購股權計劃之有效期自採納日期（即二零一一年八月十一日）起計，為期十年，並將於二零二一年八月十日屆滿。二零一一年購股權計劃，其可授予任何人仕即本集團之僱員、代理人、顧問或代表（包括執行董事及非執行董事）購股權以認購本公司之股份，但最多為本公司不時已發行股本之30%，其中不包括因行使購股權而發行之股份。行使價將由董事會釐定及最少必須以下列最高者為準：(i)本公司股份於授出購股權日期（必須為營業日）在香港聯合交易所有限公司所報之收市價；(ii)本公司股份於緊接授出購股權日期前五個營業日在香港聯合交易所有限公司所報之平均收市價；及(iii)本公司股份面值每股0.10港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 33 Share options (Continued)

Movements of share options for the year ended 31st March 2018 were as follows:

Date of grant	Validity period	Exercise price per share	Adjusted exercise price per share (i)	As at 1st April 2017	Granted	Cancelled/lapsed	Exercised	As at 31st March 2018
授予日期	有效期	每股行使價	每股行使價(i)	於二零一七年四月一日	授予	註銷/失效	已行使	於二零一八年三月三十一日
		HK\$	HK\$	'000	'000	'000	'000	'000
		港元	港元	千股	千股	千股	千股	千股
20th January 2015	20th January 2015 to 19th January 2025	0.928	0.928	10,800	—	—	—	10,800
二零一五年一月二十日	二零一五年一月二十日至二零二五年一月十九日							
27th November 2013	27th November 2013 to 26th November 2023	1.300	1.043	9,474	—	—	—	9,474
二零一三年十一月二十七日	二零一三年十一月二十七日至二零二三年十一月二十六日							
16th November 2012	16th November 2012 to 15th November 2022	0.670	0.537	8,078	—	—	—	8,078
二零一二年十一月十六日	二零一二年十一月十六日至二零二二年十一月十五日							
13th October 2009	13th October 2009 to 12th October 2019	0.504	0.404	12,206	—	—	—	12,206
二零零九年十月十三日	二零零九年十月十三日至二零一九年十月十二日							
18th September 2009	18th September 2009 to 17th September 2019	0.586	0.470	937	—	—	—	937
二零零九年九月十八日	二零零九年九月十八日至二零一九年九月十七日							
19th June 2008	19th June 2008 to 18th June 2018	0.780	0.626	1,247	—	—	—	1,247
二零零八年六月十九日	二零零八年六月十九日至二零一八年六月十八日							
				42,742	—	—	—	42,742

### 33 購股權(續)

於截至二零一八年三月三十一日止年度之購股權變動如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 33 Share options (Continued)

Movements of share options for the year ended 31st March 2017 were as follows:

Date of grant	Validity period	Exercise price per share	Adjusted exercise price per share (i)	As at 1st April 2016	Granted	Cancelled/lapsed	Exercised	As at 31st March 2017
授予日期	有效期	每股行使價 HK\$ 港元	每股行使價(i) HK\$ 港元	於二零一六年 四月一日 '000 千股	授予 '000 千股	註銷/失效 '000 千股	已行使 '000 千股	於二零一七年 三月三十一日 '000 千股
20th January 2015 二零一五年一月二十日	20th January 2015 to 19th January 2025 二零一五年一月二十日至 二零二五年一月十九日	0.928	0.928	10,800	—	—	—	10,800
27th November 2013 二零一三年十一月二十七日	27th November 2013 to 26th November 2023 二零一三年十一月二十七日至 二零二三年十一月二十六日	1.300	1.043	9,474	—	—	—	9,474
16th November 2012 二零一二年十一月十六日	16th November 2012 to 15th November 2022 二零一二年十一月十六日至 二零二二年十一月十五日	0.670	0.537	8,078	—	—	—	8,078
7th September 2012 二零一二年九月七日	7th September 2012 to 6th September 2022 二零一二年九月七日至 二零二二年九月六日	0.490	0.393	1	—	(1)	—	—
13th October 2009 二零零九年十月十三日	13th October 2009 to 12th October 2019 二零零九年十月十三日至 二零一九年十月十二日	0.504	0.404	12,206	—	—	—	12,206
18th September 2009 二零零九年九月十八日	18th September 2009 to 17th September 2019 二零零九年九月十八日至 二零一九年九月十七日	0.586	0.470	937	—	—	—	937
19th June 2008 二零零八年六月十九日	19th June 2008 to 18th June 2018 二零零八年六月十九日至 二零一八年六月十八日	0.780	0.626	2,494	—	—	(1,247)	1,247
13th September 2006 二零零六年九月十三日	13th September 2006 to 12th September 2016 二零零六年九月十三日至 二零一六年九月十二日	0.900	0.722	2,244	—	(2,244)	—	—
				46,234	—	(2,245)	(1,247)	42,742

Note:

- (i) The number of share options granted and the exercise prices prior to 17th December 2014 under the 2001 Share Option Scheme and 2011 Share Option Scheme were adjusted for the open offer completed in December 2014.

### 33 購股權(續)

於截至二零一七年三月三十一日止年度之購股權變動如下：

附註：

- (i) 根據二零零一年購股權計劃及二零一一年購股權計劃於二零一四年十二月十七日前及授出之購股權數目行使價已就二零一四年十二月完成公開發售作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 33 Share options (Continued)

During the year ended 31st March 2018, no options were granted, lapsed nor exercised.

During the year ended 31st March 2017, options exercised resulted in approximately 1,247,000 shares of the Company being issued, at weighted average exercise price of HK\$0.63 per ordinary share with total proceeds of approximately HK\$780,000. The related weighted average price at the time of exercise was HK\$0.82 per ordinary share of the Company.

### 34 Reserves

### 33 購股權(續)

截至二零一八年三月三十一日止年度，概無授出、註銷或行使任何購股權。

截至二零一七年三月三十一日止年度，行使之購股權導致約1,247,000股本公司股份以加權平均行使價每股普通股0.63港元發行，所得款項總額約為780,000港元。行使時相關加權平均價為本公司每股普通股0.82港元。

### 34 儲備

		Share premium	Share option reserve	Capital redemption reserve (ii) 資本贖回儲備(ii)	Statutory reserves (i) 法定儲備(i)	Capital reserve 資本儲備	Other reserve 其他儲備	Available-for-sale reserve 可供出售儲備	Cumulative foreign currency translation reserve 累計外幣匯兌調整	Retained earnings 保留溢利	Total 總額
		股份溢價 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	贖回儲備(ii) HK\$'000 千港元	法定儲備(i) HK\$'000 千港元	資本儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	可供出售儲備 HK\$'000 千港元	匯兌調整 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元
At 1st April 2016	於二零一六年四月一日	425,697	6,979	79,684	12,644	58,355	—	(2)	(26,449)	438,452	995,360
Profit for the year	年度溢利	—	—	—	—	—	—	—	—	101,776	101,776
Currency translation differences	貨幣匯兌差額	—	—	—	—	—	—	—	(109,868)	—	(109,868)
Realisation of translation reserve upon disposal of subsidiaries (Note 36)	出售附屬公司後之匯兌儲備變現(附註36)	—	—	—	—	—	—	—	87,383	—	87,383
Change in fair value of available-for-sale financial asset (Note 23)	可供出售之財務資產之公允價值變動(附註23)	—	—	—	—	—	—	19	—	—	19
Appropriation of statutory reserves	提撥法定儲備	—	—	—	160	—	—	—	—	(160)	—
Exercise of share options	行使購股權	979	(323)	—	—	—	—	—	—	—	656
Lapse of share options	失效之購股權	—	(345)	—	—	—	—	—	—	345	—
Share-based payment	以股份為基礎之支付	—	1,060	—	—	—	—	—	—	—	1,060
Change in ownership interest in a subsidiary without change of control (Note 37)	於一間附屬公司之擁有權益變動而控制權不變(附註37)	—	—	—	—	—	(10,137)	—	—	—	(10,137)
Dividends paid to owners of the Company	已付本公司擁有人之股息	—	—	—	—	—	—	—	—	(20,926)	(20,926)
At 31st March 2017	於二零一七年三月三十一日	426,676	7,371	79,684	12,804	58,355	(10,137)	17	(48,934)	519,487	1,045,323
At 1st April 2017	於二零一七年四月一日	426,676	7,371	79,684	12,804	58,355	(10,137)	17	(48,934)	519,487	1,045,323
Loss for the year	年度虧損	—	—	—	—	—	—	—	—	(147,712)	(147,712)
Currency translation differences	貨幣匯兌差額	—	—	—	—	—	—	—	115,818	—	115,818
Change in fair value of available-for-sale financial asset (Note 23)	可供出售之財務資產之公允價值變動(附註23)	—	—	—	—	—	—	(220)	—	—	(220)
Appropriation of statutory reserves	提撥法定儲備	—	—	—	3,944	—	—	—	—	(3,944)	—
Share-based payment	以股份為基礎之支付	—	2,861	—	—	—	—	—	—	—	2,861
Shares repurchased and cancelled	股份回購及註銷	(807)	—	940	—	—	—	—	—	(940)	(807)
Change in ownership interest in subsidiaries without change of control (Note 37)	於一間附屬公司之擁有權益變動而控制權不變(附註37)	—	—	—	—	—	(5,566)	—	(10)	(56)	(5,632)
Dividends paid to owners of the Company	已付本公司擁有人之股息	—	—	—	—	—	—	—	—	(15,983)	(15,983)
At 31st March 2018	於二零一八年三月三十一日	425,869	10,232	80,624	16,748	58,355	(15,703)	(203)	66,874	350,852	993,648

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 34 Reserves (Continued)

Notes:

- (i) Statutory reserves represent enterprise expansion reserve fund and general reserve fund set up by certain subsidiaries in Mainland China. As stipulated by regulations in Mainland China, the subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the enterprise expansion reserve fund and general reserve fund, at rates determined by their respective boards of directors. The general reserve fund may be used for making up losses and increasing capital, while the enterprise expansion reserve fund may be used for increasing capital.
- (ii) The capital redemption reserve has been established upon repurchase of shares.

### 34 儲備(續)

附註：

- (i) 法定儲備即由中國內地若干附屬公司設立之企業發展儲備基金及一般儲備基金。按照中國內地法規訂明，於中國內地成立及經營之附屬公司須於其除稅後溢利(經抵銷過往年度虧損)撥出部分至企業發展儲備基金及一般儲備基金，比率乃由各自董事會釐定。一般儲備基金可用作抵銷虧損及增加股本，而企業發展儲備基金可用作增加股本。
- (ii) 資本贖回儲備已於購回股份時設立。

### 35 Consolidated statement of cash flows

- (a) Reconciliation of (loss)/profit before income tax to net cash generated from/(used in) operations is as follows:

### 35 綜合現金流量表

- (a) 除稅前(虧損)/溢利與經營產生/(所用)之現金淨額對賬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(Loss)/profit before income tax	除稅前(虧損)/溢利	(142,012)	247,117
Share of results of joint ventures — net	應佔合營公司之業績 — 淨額	(14,366)	36,511
Interest income	利息收入	(5,010)	(1,964)
Interest expenses	利息支出	70,708	119,085
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	39,705	42,199
Loss/(gain) on disposals of property, plant and equipment	出售物業、廠房及設備之虧損/(收益)	39	(531)
Unrealised exchange loss	未變現滙兌虧損	18,607	34,257
Gain on disposal of subsidiaries	出售附屬公司之收益	—	(229,023)
Impairment of goodwill and intangibles assets	商譽及無形資產減值	—	14,284
Amortisation of land use rights	土地使用權之攤銷	202	1,522
Amortisation of intangible assets	無形資產之攤銷	590	961
Fair value gain on investment properties	投資物業之公允價值收益	(14,818)	(271,985)
Provision for impairment of trade receivables — net	應收賬款減值撥備 — 淨額	1,218	4,966
Provision for impairment of inventories — net	存貨減值撥備 — 淨額	1,007	(987)
Unrealised fair value loss on financial assets at fair value through profit or loss	按公允價值計入虧損之財務資產之未變現公允價值收益	2,133	—
Realised gain on financial assets at fair value through profit or loss	按公允價值計入損益之財務資產之變現收益	—	103
Share-based payment	以股份為基礎之支付	2,859	1,060
Provision for onerous contracts	有償契約之撥備	26,656	2,000
Operating loss before working capital changes	營運資金變動前之經營虧損	(12,482)	(425)
— Inventories	— 存貨	105,231	(219,069)
— Trade and bill receivables	— 應收賬款及票據	(34,076)	(38,282)
— Prepayments, deposits and other receivables	— 預付款項、按金及其他應收賬款	9,834	(68,052)
— Amounts due from joint ventures	— 應收合營公司款項	(78,133)	35,891
— Trade and bill payables	— 應付賬款及票據	141,207	13,654
— Receipts in advance	— 預收款項	(4,522)	(6,731)
— Accrued liabilities and other payables	— 應計負債及其他應付賬款	(107,660)	28,704
Net cash generated from/(used in) operations	經營產生/(所用)之現金淨額	19,399	(254,310)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 35 Consolidated statement of cash flows (Continued)

- (b) In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment comprise:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net book amount (Note 14)	賬面淨額(附註14)	192	6,659
(Loss)/gain on disposals of property, plant and equipment (Note 7)	出售物業、廠房及設備之(虧損)/收益(附註7)	(39)	531
Sales proceeds of disposals of property, plant and equipment	出售物業、廠房及設備所得之銷售所得款項	153	7,190
Less: Receivable from disposals of property, plant and equipment	減：出售物業、廠房及設備之應收款項	—	(5,187)
Proceeds received from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	153	2,003

### 35 綜合現金流量表(續)

- (b) 於綜合現金流量表中，出售物業、廠房及設備之所得款項包括：

### (c) Reconciliation of liabilities from financing activities

### (c) 融資活動之負債對賬

		Liabilities from financing activities 融資活動負債		
		Borrowing due within 1 year 一年內到期 之借款 HK\$'000 千港元	Borrowing due after 1 year 一年後到期 之借款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Net debt as at 31st March 2017	於二零一七年三月三十一日之淨債務	1,213,146	509,190	1,722,336
Proceeds from bank borrowings	銀行借貸所得款項	197,108	134,509	331,617
Repayment of bank borrowings	償還銀行借貸	(191,027)	(50,467)	(241,494)
Net decrease in trust receipt bank loans	信託收據銀行貸款淨額減少	(308,833)	—	(308,833)
Other non-cash movements	其他非現金變動	32,450	(31,783)	667
Foreign exchange adjustments	外匯調整	4,721	49,843	54,564
Net debt as at 31st March 2018	於二零一八年三月三十一日之淨債務	947,565	611,292	1,558,857

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 36 Business combination

#### (a) Acquisition of a subsidiary

On 1st December 2017, the Group completed the acquisition of 100% equity interest of Yong Fan at a consideration of approximately HK\$3,549,000.

Yong Fan is principally engaged in the provision of the investment consultancy service in Shanghai.

The relative fair values of assets acquired and liabilities assumed at the acquisition date is analysed as follows:

		HK\$'000 千港元
Consideration paid as at acquisition date	於收購日期支付之代價	3,549
Assets and liabilities:	資產及負債：	
– Property and equipment	– 物業及設備	152
– Trade and other receivables	– 應收及其他應收款項	771
– Cash and cash equivalents	– 現金及現金等值	855
– Accruals and other payables	– 應計款項及其他應付款項	(723)
Total identifiable net assets acquired	所收購可識別資產淨值總額	1,055
Add: Goodwill (Note 17)	加：商譽(附註17)	2,494
		3,549

An analysis on net cash flows arising from the disposal: 出售事項所產生的現金流量淨額分析如下：

		HK\$'000 千港元
Net cash consideration	淨現金代價	3,549
Less: Cash and cash equivalents acquired	減：所收購之現金及現金等值	(855)
Net cash outflow from acquisition of a subsidiary	收購附屬公司之現金流出淨額	2,694

#### (b) Disposal of subsidiaries

On 31st March 2017, the Group has completed the disposal of 100% equity interest in Eastlink Group at a consideration of approximately HK\$712,215,000, net of borrowings, to Lumion (B.V.I.) Limited, an independent third party. Eastlink Group is principally engaged in the property business in the PRC. Upon the completion of the disposal, the Group has no interest over Eastlink Group.

### 36 業務合併

#### (a) 收購附屬公司

於二零一七年十二月一日，本集團以代價約3,549,000港元完成永蕃100%股權收購。

永蕃主要於上海從事提供投資諮詢服務。

於收購日所收購資產及所承擔負債之相對公允價值分析如下：

#### (b) 出售附屬公司

於二零一七年三月三十一日，本集團已完成出售東聯集團的100%股權予獨立第三方，Lumion (B.V.I.) Limited，代價約為712,215,000港元(扣除借貸)。東聯集團主要於中國從事房地產業務。出售完成後，本集團概無東聯集團之權益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 36 Business combination (Continued)

#### (b) Disposal of subsidiaries (Continued)

An analysis on gain on disposal of subsidiaries is as follows:

	HK\$'000 千港元
Consideration satisfied by:	
– Net cash consideration	712,215
– Adjustment to consideration (Note (i))	(13,055)
– Direct expenses	(54,031)
Net consideration	645,129
Less: Net assets disposed of:	
– Building and equipment	12,185
– Land use rights	31,412
– Investment property	1,239,814
– Goodwill and intangible assets	60,400
– Deferred income tax assets	67
– Prepayments, deposits and other receivables	25,404
– Cash and cash equivalents	4,964
– Accrued liabilities and other payables	(21,973)
– Borrowings	(834,376)
– Deferred income tax liabilities	(186,364)
– Income tax payable	(2,810)
Realisation of currency translation reserve upon disposal of subsidiaries	87,383
	416,106
Gain on disposal of subsidiaries, pre-tax	229,023
Less: Withholding tax payable upon disposal of subsidiaries	(64,342)
Gain on disposal of subsidiaries, net of tax	164,681

An analysis on net cash flows arising from the disposal: 因出售產生的現金流淨值分析如下：

	HK\$'000 千港元
Net cash consideration	712,215
Less: Direct expenses paid	(2,741)
Less: Cash and cash equivalents disposed	(4,964)
Net proceeds received from disposal of subsidiaries	704,510

Note:

(i) The adjustment was based on the net assets value of the Eastlink Group as at the date of completion of the disposal.

附註：

(i) 調整基於東聯集團在出售完成日之資產淨值而作出。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 37 Transactions with non-controlling interests

#### (a) Deemed disposal of China Sources Technology Limited and its subsidiaries

On 20th November 2017, VSC China Property Limited, an indirect wholly-owned subsidiary of the Company, transferred its 100% equity interest in China Sources Technology Limited and its subsidiaries to Hongkong and Shanghai Land Capital Ltd., an indirect 60% owned subsidiary of the Company. As such, the Group deemed to dispose of 40% equity interest in China Sources Technology Limited and its subsidiaries. The Group recorded an increase in non-controlling interest of approximately HK\$8,044,000 and a decrease in other reserve of approximately HK\$8,044,000.

#### (b) Deemed disposal of Optimum Sage (HK) Limited

On 27th December 2017, SC Renewable Resources Holdings Limited, an indirect wholly-owned subsidiary of the Company, transferred its 100% equity interest in Optimum Sage (HK) Limited (formerly known as VSC Engineering Products Company Limited), to Optimum Sage Limited, an indirect 60% owned subsidiary of the Company. As such, the Group deemed to dispose of 40% equity interest in Optimum Sage (HK) Limited. The Group recorded an increase in non-controlling interest of approximately HK\$20,000 and a decrease in other reserve of approximately HK\$20,000.

#### (c) Disposal of 30% of equity interest in Top Praise Ventures Limited and Optimum Sage Limited

On 2nd February 2018, Hongkong and Shanghai Land Capital Ltd. entered into a share transfer agreement with Alpha Knight Limited, an independent third party, for the sale of 30% interest in Top Praise Ventures Limited and Optimum Sage Limited at a consideration of approximately HK\$1,042,000 and HK\$1,411,000 respectively. The Group recorded an increase in non-controlling interest of approximately HK\$45,000 and an increase in other reserve of approximately HK\$2,498,000.

### 37 與非控制性權益進行的交易

#### (a) 被視作出售China Sources Technology Limited及其附屬公司

於二零一七年十一月二十日，本公司之間接全資附屬公司VSC China Property Limited將其於China Sources Technology Limited及其附屬公司之100%股權轉讓予滬港地產資本有限公司，一家本公司間接擁有60%股權之附屬公司。因此，本集團被視為出售China Sources Technology Limited及其附屬公司之40%股權。本集團錄得非控股權益增加約8,044,000港元及其他儲備減少約8,044,000港元。

#### (b) 被視作出售通智(香港)有限公司

於二零一七年十二月二十七日，本公司之間接全資附屬公司順昌再生資源投資控股有限公司將其於適智(香港)有限公司(前稱萬順昌工程產品有限公司)的100%股權轉讓予適智有限公司，一家本公司間接擁有60%股權之附屬公司。因此，本集團被視為出售適智(香港)有限公司40%股權。本集團錄得非控股權益增加約20,000港元及其他儲備減少約20,000港元。

#### (c) 出售於Top Praise Ventures Limited及Optimum Sage Limited擁有之30%股權

於二零一八年二月二日，滬港地產資本有限公司與獨立第三方Alpha Knight Limited訂立股份轉讓協議，以出售盛讚創技有限公司及適智有限公司之30%權益，代價分別為約1,042,000港元及1,411,000港元。本集團錄得非控股權益增加約45,000港元及其他儲備減少約2,498,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 37 Transactions with non-controlling interests (Continued)

#### (d) Disposal of 19.1% of equity interest in Shanghai Bao Shun Chang International Trading Co., Ltd.

On 16th February 2017, Shanghai Bao Shun Chang International Trading Co., Ltd. (“Shanghai Bao Shun Chang”), a wholly-owned subsidiary of the Company entered into agreements, pursuant to which Shanghai Bao Shun Chang granted the shares to certain employees (the “Employees”) equivalent to 19.1% of the paid up capital. The Employees shall be under full time employment of Shanghai Bao Shun Chang for at least 3 years. Accordingly, the share based payment expenses shall be recognised over the vesting period of 3 years.

The transaction was completed on 10th March 2017 upon the receipt of approximately HK\$11,833,000 from the Employees. As at 10th March 2017, the Company disposed 19.1% of equity interest in Shanghai Bao Shun Chang.

The effect of changes in the ownership interest of Shanghai Bao Shun Chang on the equity attributable to owners of the Company during the year is summaries as follows:

		2017 二零一七年 HK\$'000 千港元
Carrying amount of non-controlling interest as at the date of disposal	非控股權益於出售日期之賬面值	21,970
Consideration received from non-controlling interest	已收非控股權益代價	(11,833)
		10,137

During the year ended 31st March 2018, employee share based payment expenses of HK\$2,276,000 (2017: HK\$124,000) was recognised in the consolidated income statement.

### 37 與非控制性權益進行的交易(續)

#### (d) 出售上海寶順昌國際貿易有限公司之19.1%股權

於二零一七年二月十六日，上海寶順昌國際貿易有限公司(「上海寶順昌」)(本公司之全資附屬公司)訂立協議，以向若干僱員(「僱員」)授出相當於已付股本19.1%之股份。該等僱員須全職受僱於上海寶順昌至少三年。因此，以股份為基礎之支付開支應按三年歸屬期內確認。

於收到僱員約11,833,000港元後，該交易於二零一七年三月十日完成。於二零一七年三月十日，本公司出售上海寶順昌之19.1%股權。

上海寶順昌擁有權權益變動於本年度對本公司擁有人應佔權益之影響概述如下：

於截至二零一八年三月三十一日止年度，以僱員股份為基礎之支付開支為2,276,000港元(二零一七年：124,000港元)已於綜合損益表中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 38 Commitments

#### (a) Commitments under operating leases

##### (i) Lessor

The Group leases investment properties under non-cancellable operating lease agreements. The lease terms are between 1 and 5 years, and the lease agreements are renewable at the end of the lease period at market rate.

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

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Not later than one year	未逾1年	49,247	25,603
Later than one year and not later than five years	逾1年及未逾5年	72,426	40,299
		<b>121,673</b>	<b>65,902</b>

##### (ii) Lessee

The Group leases various retail outlets, offices, warehouses and site under non-cancellable operating lease agreements. The lease terms are between 1 and 4 years, and majority of lease agreements are renewable at the end of the lease period at market rate.

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

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Not later than one year	未逾1年	33,490	31,308
Later than one year and not later than five years	逾1年及未逾5年	48,298	65,005
		<b>81,788</b>	<b>96,313</b>

### 38 承擔

#### (a) 營業租約承擔

##### (i) 出租人

本集團根據不可撤銷之營業租約出租投資物業。租期介乎1至5年，而租約可在租期屆滿後以市場租值續簽。

就出租物業而訂立之多份不可撤銷營業租約之應收承擔總額分析如下：

##### (ii) 承租人

本集團根據不可撤銷之營業租約承租多個零售商舖、辦公室、貨倉及地皮。租期介乎1至4年，而大部份租約可在租期屆滿後以市場租值續簽。

就承租物業而訂立之各份不可撤銷營業租約之應付承擔總額分析如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 38 Commitments (Continued)

#### (b) Capital commitments

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

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Contracted but not provided for:		
Renovation work for an investment property	3,865	13,395
Leasehold improvement	—	458
	<b>3,865</b>	<b>13,853</b>

### 38 承擔(續)

#### (b) 資本承擔

於報告期末之資本承擔如下：

### 39 Related party transactions

#### (a) Transactions

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

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Management fee income from services provided to joint ventures	60,799	40,112
Sales of goods to		
— a joint venture	34,230	47,575
— an associate	42,753	36,252
	<b>76,983</b>	<b>83,827</b>
Purchase of goods from a joint venture	1,922	41,994
Disposal service income received from a joint venture	11,703	—
Service fee paid to a joint venture	9,029	53,502
Disposal of machinery and equipment to a joint venture	—	4,509
Interest income from a joint venture	—	249

### 39 與關聯方之交易

#### (a) 交易

於本集團正常業務過程中進行之重大關連人士交易概要如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 39 Related party transactions (Continued)

#### (a) Transactions (Continued)

Notes:

- (i) Management services were provided by 上海新施房地產經紀有限公司, Hongkong and Shanghai Land Capital Ltd. and VSC Steel Processing Holdings Limited, indirect subsidiaries of the Company, to joint ventures at prices mutually agreed by both parties.
- (ii) Goods were sold by VSC Steel Company Limited, an indirect subsidiary of the Company, to a joint venture at prices mutually agreed by both parties.
- (iii) Goods were sold by Shanghai Bao Shun Chang International Trading Co., Ltd., an indirect subsidiary of the Company, to an associate at prices mutually agreed by both parties.
- (iv) VSC Steel Company Limited and He Tai Steel Co., Limited, indirect subsidiaries of the Company, purchased goods from a joint venture at prices mutually agreed by both parties.
- (v) Disposal service income was received by Hongkong and Shanghai Land Capital Ltd., an indirect subsidiary of the Company, from HSL China Metropolitan Fund I. LP. (the "Partnership"), a joint venture of the Group, in relation to the provision of consultancy service for the disposal of the subsidiary of the Partnership at prices mutually agreed by both parties.
- (vi) Service fee was paid by VSC China Property Limited, an indirect subsidiary of the Company, to a joint venture for providing consultancy and referral service at prices mutually agreed by both parties.
- (vii) VSC Steel Processing Holdings Company Limited and VSC Steel Company Limited, indirect subsidiaries of the Company sold their machinery and equipment to a joint venture at prices mutually agreed by the relevant parties.
- (viii) Interest income was received by VSC Steel Processing Limited, an indirect subsidiary of the Company, for providing loan to a joint venture and the interest rate was determined at HIBOR +2.75% per annum.

### 39 與關聯方之交易(續)

#### (a) 交易(續)

附註：

- (i) 由本公司的間接附屬公司上海新施房地產經紀有限公司、滬港地產資本有限公司及萬順昌鋼材加工控股有限公司按雙方共同商定之價格向合營公司提供之管理服務。
- (ii) 本公司的間接附屬公司萬順昌鋼鐵有限公司以雙方同意之價格向合營公司出售貨物。
- (iii) 本公司的間接附屬公司上海寶順昌國際貿易有限公司以雙方同意之價格向聯營公司出售貨物。
- (iv) 本公司的間接附屬公司萬順昌鋼鐵有限公司及和泰鋼鐵有限公司以雙方同意之價格向合營公司購買貨品。
- (v) 出售服務收入由本公司的間接附屬公司滬港地產資本有限公司自本公司一間合營企業HSL China Metropolitan Fund I. LP. (「合夥企業」)收取，按雙方同意之價格就出售合夥企業之附屬公司提供諮詢服務。
- (vi) 由本公司的間接附屬公司VSC China Property Limited支付予合營公司之服務費，按雙方協定之價格提供諮詢及轉介服務。
- (vii) 本公司的間接附屬公司萬順昌鋼鐵加工控股有限公司及萬順昌鋼鐵有限公司，以相關各方同意之價格將其機械及設備出售予合營公司。
- (viii) 本公司的間接附屬公司，萬順昌鋼鐵加工有限公司向合營公司提供貸款收取之利息收入，利率按香港銀行同業拆息另加2.75厘年利率釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 39 Related party transactions (Continued)

#### (b) Key management compensation

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	13,760	15,194
Bonus	花紅	8,426	21,775
Pension costs — defined contribution schemes	退休金成本 — 界定供款計劃	367	367
Share-based payment	以股份為基礎之支付	358	795
		<b>22,911</b>	<b>38,131</b>

#### (c) Corporate guarantee

The Company provides corporate guarantee of HK2,806,000 (2017: HK\$4,891,000) to TVSC for bank facilities amounting to HK\$5,611,000 (2017: HK\$9,197,000), which was fully utilised by the joint venture. The directors are of the opinion that it is not probable that the above guarantee will be called upon.

### 39 與關聯方之交易(續)

#### (b) 主要管理層報酬

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	13,760	15,194
Bonus	花紅	8,426	21,775
Pension costs — defined contribution schemes	退休金成本 — 界定供款計劃	367	367
Share-based payment	以股份為基礎之支付	358	795
		<b>22,911</b>	<b>38,131</b>

#### (c) 公司擔保

本公司向TVSC提供公司擔保2,806,000港元(二零一七年: 4,891,000港元)用作5,611,000港元銀行融資(二零一七年: 9,197,000港元), 並由合營公司悉數使用。董事認為, 上述擔保不大可能會被要求履行。

### 40 Statement of financial position and reserve movement of the Company

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	670,466	638,611
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	68	63
Cash and cash equivalents	現金及現金等值	621	2,044
		<b>689</b>	<b>2,107</b>
<b>Total assets</b>	<b>總資產</b>	<b>671,155</b>	<b>640,718</b>
<b>Equity</b>	<b>權益</b>		
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔股本及儲備</b>		
Share capital	股本	64,055	64,188
Reserves	儲備	606,359	575,166
<b>Total equity</b>	<b>權益總額</b>	<b>670,414</b>	<b>639,354</b>
<b>Liabilities</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Accrued liabilities and other payables	應計負債及其他應付賬款	741	1,364
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>671,155</b>	<b>640,718</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 40 Statement of financial position and reserve movement of the Company (Continued)

### 40 本公司財務狀況表及儲備變動(續)

#### (a) Reserve movement of the Company

#### (a) 本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元 Note (i) 附註(i)	Contributed surplus 繳入盈餘 HK\$'000 千港元 Note (ii) 附註(ii)	Retained earnings 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1st April 2016	於二零一六年 四月一日	425,697	6,979	79,684	53,986	29,930	596,276
Loss for the year	年度虧損	—	—	—	—	(1,776)	(1,776)
Exercise of share options	行使購股權	979	(323)	—	—	—	656
Lapse of share options	失效之購股權	—	(345)	—	—	345	—
Share-based payment	以股份為基礎之支付	—	936	—	—	—	936
Dividends paid	已付股息	—	—	—	—	(20,926)	(20,926)
At 31st March 2017	於二零一七年 三月三十一日	426,676	7,247	79,684	53,986	7,573	575,166
Profit for the year	年度溢利	—	—	—	—	47,539	47,539
Share-based payment	以股份為基礎之支付	—	444	—	—	—	444
Shares repurchased and cancelled	股份回購及註銷	(807)	—	940	—	(940)	(807)
Dividends paid	已付股息	—	—	—	—	(15,983)	(15,983)
At 31st March 2018	於二零一八年三月 三十一日	425,869	7,691	80,624	53,986	38,189	606,359

Notes:

附註：

- (i) The capital redemption reserve has been established upon repurchase of shares.
- (ii) The contributed surplus of the Company represents the difference between the aggregate of the nominal values of the shares of the subsidiaries acquired at the date of acquisition, over the nominal value of the shares of the Company issued in exchange thereof.

- (i) 資本贖回儲備已於購回股份時設立。

- (ii) 本公司繳入盈餘指於收購日期收購附屬公司之股份面值總額與本公司因此發行以作交換之股份面值兩者間之差額。

In addition to the retained profits, under the Companies Act 1981 of Bermuda (as amended), contributed surplus is also available for distribution to shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

除保留溢利外，根據百慕達一九八一年公司法(經修訂)，繳入盈餘亦可分派予股東。然而，倘(i)本公司不能或於繳款後將不能支付到期之負債；或(ii)本公司之可變現資產價值低於其負債及已發行股本及股份溢價賬之總額，則本公司不得自繳入盈餘中宣派或派發股息或作出分派。



## 41 Subsequent events

### (a) Formation of co-investment venture

On 18th April 2018, the Company, Plentiful Praise Limited (“Plentiful”, a 62% indirect subsidiary of the Company), RECO Wisteria Private Limited (“RECO”, an independent third party), Hongkong and Shanghai Land Capital Ltd. (“Venture Manager”, a 60% indirect subsidiary of the Company) and HSL Shanghai Office Partners I Limited (the “Venture”) entered into the Subscription and Shareholders’ Agreement, pursuant to which Plentiful will subscribe for 0.45 shares of the Venture at US\$4,500 and RECO will subscribe for 2.55 shares of the Venture at US\$25,500 (the “Transaction”). The Transaction was completed on 1st June 2018, the Venture is owned as to 15% by Plentiful and 85% by RECO.

The Venture will focus on acquiring under-utilised office buildings in prime locations in Shanghai with value-add potential, and implementing value enhancement with efficient capital expenditure and other asset management initiatives. Following completion and upon request by the Venture Manager, RECO and Plentiful have agreed to contribute further capital of up to an aggregate amount of US\$350,000,000 on a pro rata basis for operation of the Venture. The maximum commitment from Plentiful shall be US\$52,500,000, while the maximum commitment from RECO shall be US\$297,500,000.

The Venture will be accounted for in the consolidated financial statements of the Company as an investment in a joint venture and the amount of capital contribution provided by the Group will be recognised in its consolidated financial statements.

On 1st June 2018, the Venture’s indirect wholly-owned subsidiaries entered into certain agreements with independent third parties for the acquisition of an office building and commercial plaza located at Shanghai, the PRC at a consideration of RMB3,226,000,000 in which RMB1,550,000,000 will be funded by the equity of the Venture and the remaining will be funded by debt financing. As such, Plentiful Praise shall contribute RMB232,500,000 which is 15% of RMB1,550,000,000.

On 13th June 2018, the Group entered into a 5-year loan facility agreement for a loan amounting to HK\$380,000,000 for the purpose of funding the commitment.

## 41 結算日後事項

### (a) 成立共同投資企業

於二零一八年四月十八日，本公司、頌裕有限公司（「頌裕」，本公司之62%間接附屬公司）、RECO Wisteria Private Limited（「RECO」，獨立第三方）、滬港地產資本有限公司（「企業管理人」，本公司之60%間接附屬公司）及HSL Shanghai Office Partners I Limited（「企業」）訂立認購及股東協議，據此，頌裕將以4,500美元認購企業的0.45股股份，而RECO將以25,500美元認購企業的2.55股股份（「該交易」）。該交易於二零一八年六月一日完成，頌裕擁有企業15%及RECO擁有企業85%。

企業將專注於收購位於上海黃金地段使用率低但具增值潛力的辦公樓，並有效使用資本及實施其他資產管理舉措，以提升價值。完成後及據企業管理人要求，RECO及頌裕將按比例進一步出資最多合共350,000,000美元以供企業營運。頌裕最高承擔為52,500,000美元，而RECO最高承擔為297,500,000美元。

企業將以合營企業的投資於本公司綜合財務報表入賬，本集團出資金額將於其綜合財務報表中確認。

於二零一八年六月一日，企業之間接全資附屬公司與獨立第三方訂立若干協議以收購位於中國上海之一幢辦公樓及商業廣場，代價為人民幣3,226,000,000元，其中人民幣1,550,000,000元將由企業之權益籌集，而剩餘代價透過債務融資籌集。因此，頌裕將出資人民幣232,500,000元，為人民幣1,550,000,000元的15%。

於二零一八年六月十三日，本集團就該項承諾的撥款達成一項為期五年的貸款融資協議，貸款額為380,000,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 41 Subsequent events (Continued)

#### (b) Acquisition of 50% equity interest of TVSC

On 30th April 2018, NatSteel Holdings Pte. Ltd. (“NatSteel”), VSC Steel Processing Limited (“VSC Processing”, an indirect wholly-owned subsidiary of the Company), VSC Steel Processing Holdings Limited (an indirect wholly-owned subsidiary of the Company), the Company and TVSC entered into an agreement for certain arrangement in relation to TVSC, among others, (i) each of NatSteel and VSC Processing has agreed to subscribe for 45,000,000 shares, respectively, in the share capital of TVSC (the “Share Subscriptions”); and (ii) following the completion of the Share Subscriptions, NatSteel shall transfer to VSC Processing the legal and beneficial interests of all its shares of TVSC held or owned by NatSteel at a nominal consideration of HK\$1 payable by VSC Processing.

The transfer of shares from NatSteel to VSC Processing was completed on 9th May 2018, since then TVSC has become an indirect wholly-owned subsidiary of the Company.

### 41 結算日後事項(續)

#### (b) 收購TVSC 50%股權

於二零一八年四月三十日，NatSteel Holdings Pte. Ltd. (「NatSteel」)、萬順昌鋼材加工有限公司(「萬順昌加工」，本公司的間接全資附屬公司)、萬順昌鋼材加工控股有限公司(本公司的間接全資附屬公司)、本公司與TVSC訂立協議(其中包括)(i) NatSteel及萬順昌加工各自同意分別於TVSC股本中認購45,000,000股股份(「股份認購」)；及(ii) 於股份認購完成後，NatSteel將以萬順昌加工應付的名義代價1港元轉讓予萬順昌加工所有其由NatSteel持有或擁有的TVSC股份的法定及實際權益。

TVSC之股份從NatSteel轉讓給萬順昌加工已於二零一八年五月九日完成，此後TVSC成為本公司的間接全資附屬公司。





商界展關懷  
caringcompany<sup>2014-18</sup>  
Awarded by The Hong Kong Council of Social Service  
香港社會服務聯會頒發



[www.hkshalliance.com](http://www.hkshalliance.com)

