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CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號：162)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018

截至二零一八年
九月三十日止六個月之
中期業績公告

FINANCIAL HIGHLIGHTS

財務摘要

	For the six months ended 30 September		Changes 變動
	2018 RMB million 二零一八年 人民幣百萬元	2017 RMB million 二零一七年 人民幣百萬元	
Gross revenue ⁽¹⁾ 總收益 ⁽¹⁾	1,328.1	1,414.7	-6%
Revenue 收益	520.3	533.2	-2%
EBITDA 稅息折舊及攤銷前盈利	104.8	111.1	-6%
EBIT (Profit from operations) 稅息前盈利(經營溢利)	32.7	41.1	-20%
Loss attributable to equity shareholders 本公司股東應佔虧損	(11.9)	(21.9)	46%
Basic loss per share 每股基本虧損	(0.5) cents 分	(0.9) cents 分	44%

FINANCIAL HIGHLIGHTS (continued)

財務摘要 (續)

	At 30 September 2018 RMB million 於二零一八年 九月三十日 人民幣百萬元	At 31 March 2018 RMB million 於二零一八年 三月三十一日 人民幣百萬元	Changes 變動
Net assets of the Group 本集團資產淨值	4,380.0	4,385.6	-
NAV per ordinary share ⁽²⁾ 每股普通股資產淨值 ⁽²⁾	3.81 yuan元	3.85 yuan元	-1%

Notes:
附註:

- (1) Gross revenue represents the gross amount arising from the sales of goods, concession sales charged to retail customers, rental income from operating leases and management and administrative service fee income charged to tenants, net of value added tax or other sales tax and discounts.
- (2) NAV per ordinary share represents the total equity attributable to equity shareholders of the Company per ordinary share.

- (1) 總收益指銷售商品、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額（扣除增值稅或其他銷售稅及折扣）。
- (2) 每股普通股資產淨值指本公司股東應佔每股普通股權益總額。

KEY PERFORMANCE INDEX

關鍵業務指標

	For the six months ended 30 September 截至九月三十日止六個月		Changes 變動
	2018 RMB 二零一八年 人民幣元	2017 RMB 二零一七年 人民幣元	
Sales per ticket ⁽¹⁾ 交易單價 ⁽¹⁾	1,152	1,129	2%
Annualised area efficiency (per m ²) ⁽²⁾ 全年化坪效(每平方米) ⁽²⁾	29,000	32,500	-11%

Notes:

- (1) Sales per ticket represents gross revenue per total number of transactions of department stores.
- (2) Annualised area efficiency represents annualised gross revenue per average operating area of department stores.

附註：

- (1) 交易單價指百貨商場總收益除以總交易單數。
- (2) 全年化坪效指百貨商場全年化總收益除以平均經營面積。

INTERIM RESULTS

The board of directors (the “Board”) of Century Ginwa Retail Holdings Limited (the “Company”) announces the unaudited results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2018, together with comparative figures for the six months ended 30 September 2017, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2018 – unaudited
(Expressed in RMB)

中期業績

世紀金花商業控股有限公司(「本公司」)董事會(「董事會」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一八年九月三十日止六個月之未經審核業績，連同截至二零一七年九月三十日止六個月之比較數字如下：

綜合損益表

截至二零一八年九月三十日止六個月-未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月		
		Note	2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 (Note) 二零一七年 人民幣千元 (附註)
Revenue	收益	4	520,271	533,153
Other income	其他收入		20,889	9,847
Cost of goods sold	貨品銷售成本		(259,792)	(250,260)
Sales and other taxes and surcharges	銷售及其他稅項及附加稅		(12,695)	(15,071)
Staff costs	員工成本	5(b)	(68,421)	(66,250)
Operating lease expenses	經營租賃開支		(20,688)	(28,284)
Depreciation expenses	折舊開支		(72,050)	(70,004)
Utilities expenses	公共事業開支		(23,923)	(28,243)
Advertisement expenses	廣告開支		(13,259)	(11,068)
Other operating expenses	其他經營開支		(37,598)	(32,750)
Profit from operations	經營溢利		32,734	41,070
Valuation gain on an investment property	投資物業估值收益		-	100
Net finance costs	財務費用淨額	5(a)	(38,475)	(49,646)
Loss before taxation	除稅前虧損	5	(5,741)	(8,476)
Income tax	所得稅	6	(5,868)	(11,956)
Loss for the period	期內虧損		(11,609)	(20,432)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

For the six months ended 30 September 2018 – unaudited
(Expressed in RMB)

綜合損益表 (續)

截至二零一八年九月三十日止六個月-未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000	2017 RMB'000 (Note)
		二零一八年 人民幣千元	二零一七年 人民幣千元 (附註)
Attributable to:	由以下人士應佔：		
Equity shareholders of the Company	本公司股東	(11,932)	(21,852)
Non-controlling interests	非控股權益	323	1,420
Loss for the period	期內虧損	(11,609)	(20,432)
Basic and diluted loss per share (RMB)	每股基本及攤薄虧損 (人民幣元)	(0.005)	(0.009)
		7	

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 3.

附註：本集團已於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡法，比較資料並無重列。見附註3。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2018 – unaudited
(Expressed in RMB)

綜合損益及其他全面收益表

截至二零一八年九月三十日止六個月–未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 (Note (i)) 二零一七年 人民幣千元 (附註(i))
Loss for the period	期內虧損	(11,609)	(20,432)
Other comprehensive income for the period (after tax and reclassification adjustments):	期內其他全面收益 (經扣除稅項及重新分類調整):		
Item that will not be reclassified to profit or loss:	將不會重新分類至損益之項目:		
– Surplus on revaluation of land and buildings held for own use	– 重估持作自用之土地及樓宇盈餘	35,620	34,073
– Equity investments at fair value through other comprehensive income – net movement in fair value reserve (non-recycling)	– 按公允值計量且其變動計入其他全面收益的權益投資– 公允值儲備(不可劃轉)變動淨額	(5,353)	–
		30,267	34,073
Items that may be reclassified subsequently to profit or loss:	期後可重新分類至損益之項目:		
– Available-for-sale financial assets: net movement in fair value reserve (Note (ii))	– 可供出售金融資產: 公允值儲備變動淨額 (附註(ii))	–	3,188
– Exchange differences on translation into presentation currency	– 兌換為呈列貨幣之匯兌差額	(23,142)	9,281
		(23,142)	12,469
Other comprehensive income for the period	期內其他全面收益	7,125	46,542
Total comprehensive income for the period	期內全面收益總額	(4,484)	26,110

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the six months ended 30 September 2018 – unaudited
(Expressed in RMB)

綜合損益及其他全面收益表 (續)

截至二零一八年九月三十日止六個月–未經審核
(以人民幣列示)

		Six months ended 30 September	
		截至九月三十日止六個月	
		2018	2017
		RMB'000	RMB'000
			(Note (i))
		二零一八年	二零一七年
		人民幣千元	人民幣千元
			(附註(i))
Attributable to:	由以下人士應佔：		
Equity shareholders of the Company	本公司股東	(3,945)	23,745
Non-controlling interests	非控股權益	(539)	2,365
Total comprehensive income for the period	期內全面收益總額	(4,484)	26,110

Notes:

- (i) The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 3.
- (ii) This amount arose under the accounting policies applicable prior to 1 April 2018. As part of the opening balance adjustments as at 1 April 2018 the balance of this reserve has been reclassified to fair value reserve (non-recycling) and will not be reclassified to profit or loss in any future periods. See Note 3(a).

附註：

- (i) 本集團已於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡法，比較資料並無重列。見附註3。
- (ii) 該金額乃根據於二零一八年四月一日前適用之會計政策產生。作為二零一八年四月一日之期初結餘調整之一部分，該儲備結餘已重新分類至公允值儲備（不可劃轉），且將不會於未來期間重新分類至損益。見附註3(a)。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2018 – unaudited
(Expressed in RMB)

綜合財務狀況表

於二零一八年九月三十日 – 未經審核
(以人民幣列示)

			At 30 September 2018 RMB'000	At 31 March 2018 RMB'000 (Note)
		Note	於 二零一八年 九月三十日	於 二零一八年 三月三十一日 (附註)
		附註	人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		3,169,323	3,186,870
Investment property	投資物業		1,332,600	1,332,600
Intangible assets	無形資產		424,812	424,812
Goodwill	商譽		888,151	888,151
Prepayments for acquisitions of properties	收購物業之預付款項		1,348,887	1,139,060
Available-for-sale financial assets	可供出售金融資產	3 (a)	–	296,400
Other financial assets	其他金融資產	3 (a)	310,264	–
Interests in joint ventures	於合營企業之權益		1	1
Deferred tax assets	遞延稅項資產		9,885	11,393
			7,483,923	7,279,287
Current assets	流動資產			
Short-term investments	短期投資		–	160,761
Inventories	存貨		70,356	73,499
Trade and other receivables	應收賬款及其他應收款	9	378,096	351,970
Cash at bank and on hand	銀行結存及手頭現金		528,666	614,681
			977,118	1,200,911
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	10	1,075,608	1,095,317
Bank and other loans	銀行及其他貸款		867,720	792,149
Income tax payable	應付所得稅		34,181	44,618
			1,977,509	1,932,084
Net current liabilities	流動負債淨額		(1,000,391)	(731,173)
Total assets less current liabilities	總資產減流動負債		6,483,532	6,548,114

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At 30 September 2018 – unaudited
(Expressed in RMB)

綜合財務狀況表 (續)

於二零一八年九月三十日 – 未經審核
(以人民幣列示)

		At 30 September 2018 RMB'000	At 31 March 2018 RMB'000 (Note)
		於 二零一八年 九月三十日 人民幣千元	於 二零一八年 三月三十一日 (附註) 人民幣千元
Non-current liabilities	非流動負債		
Bank loans	銀行貸款	1,467,500	1,541,000
Deferred tax liabilities	遞延稅項負債	636,080	621,515
		2,103,580	2,162,515
NET ASSETS	資產淨額	4,379,952	4,385,599
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	199,369	199,369
Reserves	儲備	4,042,918	4,047,991
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額	4,242,287	4,247,360
Non-controlling interests	非控股權益	137,665	138,239
TOTAL EQUITY	權益總額	4,379,952	4,385,599

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. See Note 3.

附註：本集團已於二零一八年四月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選擇之過渡法，比較資料並無重列。見附註3。

NOTES

(Expressed in RMB unless otherwise indicated)

1 CORPORATE INFORMATION

Century Ginwa Retail Holdings Limited (the “Company”) was incorporated in Bermuda on 8 August 2000 as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 23 October 2000. This interim financial information of the Company for the six months ended 30 September 2018 comprise the Company and its subsidiaries (collectively referred to as the “Group”). The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the People’s Republic of China (the “PRC”).

2 BASIS OF PREPARATION

This interim financial information has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). It was authorised for issue on 28 November 2018.

This interim financial information has been prepared in accordance with the same accounting policies adopted in the annual financial statements for the year ended 31 March 2018, except for the accounting policy changes that are expected to become effective for accounting periods beginning on 1 April 2018. Details of any changes in accounting policies are set out in Note 3.

As at 30 September 2018, the Group had net current liabilities of RMB1,000,391,000 and incurred a net loss of RMB11,609,000 for the six months ended 30 September 2018. This interim financial information have been prepared on a going concern basis because the directors of the Company are of the opinion that based on a cash flow forecast of the Group for the twelve months ending 30 September 2019 prepared by the management, which takes into account of unutilised banking facilities of RMB287,854,000 as at 30 September 2018 and the Group’s ability of financing new bank loans as needed, the Group would have adequate funds to meet its liabilities as and when they fall due at least twelve months from the end of the reporting period. Accordingly, the directors of the Company consider it is appropriate to prepare this interim financial information on a going concern basis.

附註

(除非另有指明，否則以人民幣呈列)

1 公司資料

世紀金花商業控股有限公司(「本公司」)於二零零零年八月八日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免有限公司。本公司之股份於二零零零年十月二十三日起已在香港聯合交易所有限公司(「聯交所」)上市。本公司截至二零一八年九月三十日止六個月之本中期財務資料包括本公司及其附屬公司(統稱「本集團」)。本集團之主要業務為於中華人民共和國(「中國」)經營百貨商場、購物中心及超級市場。

2 編製基準

本中期財務資料乃根據聯交所證券上市規則之適用披露規定，包括遵照香港會計師公會(「香港會計師公會」)頒佈之《香港會計準則》(「香港會計準則」)第34號「中期財務報告」編製，並於二零一八年十一月二十八日獲准刊發。

本中期財務資料乃根據與截至二零一八年三月三十一日止年度全年財務報表所採納之相同會計政策編製，惟預期將於二零一八年四月一日開始之會計期間生效之會計政策變動則作別論。任何會計政策變動之詳情載於附註3。

於二零一八年九月三十日，本集團的流動負債淨額為人民幣1,000,391,000元，及截至二零一八年九月三十日止六個月產生虧損淨額人民幣11,609,000元。本中期財務資料按持續經營基準編製，因本公司董事認為，根據管理層編製的本集團截至二零一九年九月三十日止十二個月現金流量預測(其計及於二零一八年九月三十日尚未動用銀行信貸人民幣287,854,000元及本集團根據需要新增銀行貸款之能力)，本集團將產生足夠資金以應付自報告期末起至少十二個月內到期之負債。因此本公司董事認為，按持續經營基準編製本中期財務資料乃屬適當。

3 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of new Hong Kong Financial Reporting Standards (“HKFRSs”) and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s financial statements:

- HKFRS 9, Financial instruments
- HKFRS 15, Revenue from contracts with customers

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to HKFRS 9, Prepayment features with negative compensation which have been adopted at the same time as HKFRS 9.

The Group has been impacted by HKFRS 9 in relation to classification of financial assets and measurement of credit losses, and impacted by HKFRS 15 in relation to significant financing benefit obtained from customers and presentation of contract liabilities.

Details of the changes in accounting policies are discussed in Note 3(a) for HKFRS 9 and Note 3(b) for HKFRS 15.

Under the transition methods chosen, the Group recognises cumulative effect of the initial application of HKFRS 9 and HKFRS 15 as an adjustment to the opening balance of equity at 1 April 2018. Comparative information is not restated. The following table gives a summary of the opening balance adjustments recognised for each line item in the consolidated statement of financial position that has been impacted by HKFRS 9 and/or HKFRS 15:

3 會計政策變動

香港會計師公會已頒佈多項新香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂，於本集團之本會計期間首次生效。其中，與本集團財務報表相關的準則發展如下：

- 香港財務報告準則第9號「金融工具」
- 香港財務報告準則第15號「來自客戶合約的收益」

除香港財務報告準則第9號之修訂，具有負補償之提前還款特性已與香港財務報告準則第9號同時採納外，本集團於本會計期間並無應用任何尚未生效之新準則或詮釋。

本集團在金融資產分類及信貸虧損計量方面受香港財務報告準則第9號影響，並在從客戶處獲得的重大融資利益及呈列合約負債方面受香港財務報告準則第15號影響。

會計政策的變動詳情於附註3(a)（就香港財務報告準則第9號而言）及附註3(b)（就香港財務報告準則第15號而言）論述。

根據所選擇的過渡方法，本集團將首次應用香港財務報告準則第9號及香港財務報告準則第15號的累計影響確認為於二零一八年四月一日的期初權益結餘調整。並無重列比較資料。下表概列就綜合財務狀況表中受香港財務報告準則第9號及／或香港財務報告準則第15號影響的各項目確認的期初結餘調整：

3 CHANGES IN ACCOUNTING POLICIES

(continued)

3 會計政策變動 (續)

		At 31 March 2018	Impact on initial application of HKFRS 9 (Note 3(a))	At 1 April 2018
		RMB'000	RMB'000	RMB'000
		於二零一八年 三月三十一日	首次應用 香港財務 報告準則 第9號的影響 (附註3(a))	於二零一八年 四月一日
		人民幣千元	人民幣千元	人民幣千元
Other financial assets	其他金融資產	-	306,732	306,732
Available-for-sale financial assets	可供出售之金融資產	296,400	(296,400)	-
Deferred tax assets	遞延稅項資產	11,393	272	11,665
Total non-current assets	非流動資產總值	7,279,287	10,604	7,289,891
Short-term investments	短期投資	160,761	(10,332)	150,429
Trade and other receivables	應收賬款及其他應收款	351,970	(2,026)	349,944
Total current assets	流動資產總值	1,200,911	(12,358)	1,188,553
Net current liabilities	流動負債淨值	(731,173)	(12,358)	(743,531)
Total assets less current liabilities	總資產減流動負債	6,548,114	(1,754)	6,546,360
Net assets	資產淨值	4,385,599	(1,754)	4,383,845
Reserves	儲備	(4,047,991)	1,719	(4,046,272)
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	(4,247,360)	1,719	(4,245,641)
Non-controlling interests	非控股權益	(138,239)	35	(138,204)
Total equity	權益總值	(4,385,599)	(1,754)	(4,383,845)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has been impacted by HKFRS 9 in relation to classification and measurement of financial assets. The Group has applied HKFRS 9 retrospectively to items that existed at 1 April 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2018. Therefore, comparative information continues to be reported under HKAS 39.

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。其就有關確認及計量金融資產、金融負債及買賣非金融項目的部分合同作出規定。

本集團在金融資產分類及計量方面受香港財務報告準則第9號影響。本集團已根據過渡規定對於二零一八年四月一日存在的項目追溯應用香港財務報告準則第9號。本集團已將首次應用的累計影響確認為於二零一八年四月一日的期初權益結餘調整。因此，繼續根據香港會計準則第39號呈報比較資料。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

(continued)

The following table summarises the impact of transition to HKFRS 9 on retained earnings and reserves and the related tax impact at 1 April 2018.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

下表概述過渡至香港財務報告準則第9號於二零一八年四月一日對保留盈利及儲備之影響及相關稅務影響。

		RMB'000 人民幣千元
Retained earnings	保留盈利	
Transferred from fair value reserve relating to financial assets now measured at FVPL	轉自與現時按公允值計入損益之金融資產相關的公允值儲備	7,251
Recognition of additional expected credit losses on financial assets measured at amortised cost	確認按攤銷成本計量之金融資產之額外預期信貸虧損	1,991
Related tax	相關稅項	(272)
Net decrease in retained earnings at 1 April 2018	於二零一八年四月一日的保留盈利減少淨額	8,970
Fair value reserve (recycling)	公允值儲備（可劃轉）	
Transferred to retained earnings relating to financial assets now measured at FVPL	轉至與現時按公允值計入損益之金融資產相關的保留盈利	(7,251)
Transferred to fair value reserve (non-recycling) relating to equity securities now measured at FVOCI	轉撥至與目前按公允值計量且其變動計入其他全面收益的權益證券有關的公允值儲備（不可劃轉）	(29,340)
Net increase in fair value reserve (recycling) at 1 April 2018	於二零一八年四月一日的公允值儲備（可劃轉）增加淨額	(36,591)
Fair value reserve (non-recycling)	公允值儲備（不可劃轉）	
Transferred from fair value reserve (recycling) relating to equity securities now measured at FVOCI at 1 April 2018	於二零一八年四月一日轉撥自與目前按公允值計量且其變動計入其他全面收益的權益證券有關的公允值儲備（可劃轉）	29,340
Non-controlling interests	非控股權益	
Recognition of additional expected credit losses on financial assets measured at amortised cost and decrease in non-controlling interests at 1 April 2018	確認按攤銷成本計量之金融資產之額外預期信貸虧損及於二零一八年四月一日之非控股權益減少	35

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, *Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

(continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

(i) *Classification of financial assets and financial liabilities*

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method;

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

過往會計政策及過渡法的性質及變動之影響之進一步詳情載列如下：

(i) 金融資產及金融負債之分類

香港財務報告準則第9號將金融資產分為三個主要類別：按攤銷成本計量、按公允值計量且其變動計入其他全面收益及按公允值計量且其變動計入損益。該等分類取代了香港會計準則第39號就持有至到期投資、貸款及應收款項、可供出售金融資產及按公允值計量且其變動計入損益的金融資產的分類。香港財務報告準則第9號中金融資產的分類乃基於管理金融資產的業務模式及該資產的訂約現金流量特徵而釐定。

本集團持有的非權益投資分類為以下計量類別之一：

- 倘持有該項投資以收取訂約現金流量（僅指本金及利息的支付），則按照攤銷成本計量，並採用實際利率法計算該項投資的利息收入；

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, *Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

(continued)

(i) *Classification of financial assets and financial liabilities* (continued)

- FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss;

- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(i) 金融資產及金融負債之分類（續）

- 倘該項投資的訂約現金流量僅包含本金及利息的支付，且以收取訂約現金流量及出售的業務模式為目標，則按公允值計量且其變動計入其他全面收益（可劃轉）計量。除預期信貸虧損、利息收入（以實際利率法計算）及外匯損益於損益中確認外，公允值變動於其他全面收益中確認。終止確認該等投資時，其他全面收益中的累計金額自權益轉入損益；或

- 倘該等投資不符合按攤銷成本或按公允值計量且其變動計入其他全面收益（可劃轉）計量的標準，則按公允值計量且其變動計入損益計量。該等投資的公允值變動（包括利息）於損益中確認。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

(continued)

(i) Classification of financial assets and financial liabilities (continued)

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI (non-recycling), are recognised in profit or loss as other income.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(i) 金融資產及金融負債之分類（續）

除非該權益證券投資並非以買賣目的持有，且在初步確認該等投資時，本集團選擇指定該項投資按公允值計量且其變動計入其他全面收益（不可劃轉）計量，以使隨後的公允值變動於其他全面收益中確認，否則權益證券投資分類為按公允值計量且其變動計入損益。本集團對每個金融工具單獨進行選擇分類，但該選擇分類僅在該項投資符合發行人角度下的權益定義方能進行。倘若進行上述選擇，其他全面收益中的累計金額將保留於公允值儲備（不可劃轉）中，直至出售該項投資。在出售該項投資時，公允值儲備（不可劃轉）中的累計金額將轉入保留盈利，不會劃轉至損益。權益證券投資的股息無論是否按公允值計量且其變動計入損益或按公允值計量且其變動計入其他全面收益（不可劃轉）計量進行分類，均於損益中確認為其他收入。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

(continued)

(i) Classification of financial assets and financial liabilities (continued)

The measurement categories for all financial liabilities remain the same. The following table shows the original measurement categories for each class of the group's financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

		HKAS 39 carrying amount at 31 March 2018 RMB'000 於二零一八年 三月三十一日的 按香港會計 準則第39號 賬面值 人民幣千元	Reclassification RMB'000 重新分類 人民幣千元	Remeasurement RMB'000 重新計量 人民幣千元	HKFRS 9 carrying amount at 1 April 2018 RMB'000 於二零一八年 四月一日的 按香港財務報告 準則第9號 賬面值 人民幣千元
Financial assets carried at amortised cost	按攤銷成本列賬之 金融資產				
Trade and other receivables	應收賬款及其他應收款	351,970	-	(2,026)	349,944
Financial assets measured at FVOCI (non-recyclable)	按公允值計量且其變動計 入其他全面收益之金 融資產(不可劃轉)				
Listed equity securities (Note (i))	上市權益證券(附註(i))	-	296,400	-	296,400
Financial assets carried at FVPL	按公允值計量且其變動計 入損益之金融資產				
Investment in subordinate trust units (Note (ii))	後償信託單位之投資 (附註(ii))	-	10,332	-	10,332
Financial assets classified as available-for-sale under HKAS 39 (Notes (i) and (iii))	根據香港會計準則第39號 分類為可供出售之金融 資產(附註(i)及(iii))	306,732	(306,732)	-	-

3 會計政策變動(續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(i) 金融資產及金融負債之分類（續）

所有金融負債之計量類別保持不變。下表列示根據香港會計準則第39號本集團各類金融資產的原始計量類別，以及該等金融資產根據香港會計準則第39號釐定的賬面值與根據香港財務報告準則第9號釐定的賬面值之對賬。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

(continued)

(i) Classification of financial assets and financial liabilities (continued)

Notes:

- (i) Under HKAS 39, equity securities not held for trading were classified as available-for-sale financial assets. The Group elected to present in OCI for the fair value changes of its investments in Ginwa A-shares previously classified as available-for-sale financial assets. These investments are not held for trading. At the date of initial application of HKFRS 9, RMB296,400,000 were reclassified from available-for-sale financial assets to financial assets at FVOCI.
- (ii) Under HKAS 39, investment in subordinate trust units were classified as available-for-sale financial assets. They are classified as at FVPL under HKFRS 9.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(i) 金融資產及金融負債之分類（續）

附註：

- (i) 根據香港會計準則第39號，並非持作買賣之權益證券分類為可供出售金融資產。本集團已選擇於其他全面收益呈列過往分類為可供出售金融資產之其於金花A股之投資之公允值變動。該等投資並非持作買賣。於首次應用香港財務報告準則第9號之日期，人民幣296,400,000元由可供出售金融資產重新分類至按公允值計量且其變動計入其他全面收益之金融資產。
- (ii) 根據香港會計準則第39號，後償信託單位之投資分類為可供出售金融資產。根據香港財務報告準則第9號，該等投資分類為按公允值計量且其變動計入損益。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, *Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

(continued)

(ii) Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the expected credit loss (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables and loans).

Financial assets measured at fair value, including investment in subordinate trust units measured at FVPL and equity securities designated at FVOCI (non-recycling), are not subject to the ECL assessment.

Measurement of ECLs

ECLs are probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(ii) 信貸虧損

香港財務報告準則第9號以預期信貸虧損（「預期信貸虧損」）模式取代香港會計準則第39號之「已產生虧損」模式。預期信貸虧損模式要求持續計量金融資產相關之信貸風險，因而確認預期信貸虧損之時間較根據香港會計準則第39號之「已產生虧損」會計模式確認之時間為早。

本集團將新預期信貸虧損模式應用於按攤銷成本計量之金融資產（包括現金及現金等值項目及應收賬款及其他應收款以及貸款）。

指定按公允值計量且其變動計入其他全面收益（不可劃轉）之權益證券無須進行預期信貸虧損評估。

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值（即根據合同應付予本集團的現金流量與本集團預計收取的現金流量之間的差額）計量。

倘貼現之影響重大，預期現金差額將使用以下貼現率貼現：

- 應收賬款及其他應收款：於初步確認時釐定之實際利率或其近似值；

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, *Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

(continued)

(ii) **Credit losses** (continued)

Measurement of ECLs (continued)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade and other receivables are measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(ii) 信貸虧損（續）

計量預期信貸虧損（續）

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合同期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 整個存續期的預期信貸虧損：指預期信貸虧損模式適用項目的預期年期內所有可能違約事件而導致的預期虧損。

應收賬款及其他應收款之虧損撥備一般按等同於整個存續期的預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用撥備矩陣進行評估，根據債務人的特定因素及對當前及預計整體經濟狀況的評估進行調整。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

(continued)

(ii) Credit losses (continued)

Measurement of ECLs (continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

Basis of calculation of interest income on credit-impaired financial assets

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(ii) 信貸虧損（續）

計量預期信貸虧損（續）

預期信貸虧損於各報告日期重新計量，以反映自首次確認起金融工具信貸風險的變動。預期信貸虧損金額的任何變動均在損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損時，會通過虧損撥備賬對其賬面值作出相應調整，惟按公允值計量且其變動計入其他全面收益（可劃轉）計量之債務證券之投資除外，其虧損撥備於其他全面收益確認及於公允值儲備（可劃轉）累計。

信貸減值金融資產的利息收入計算基礎

利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本（即賬面總值減虧損撥備）計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當一項或多項對金融資產未來估計現金流量有負面影響的事件發生時，金融資產會被視為出現信貸減值。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, *Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

(continued)

(ii) *Credit losses* (continued)

Basis of calculation of interest income on credit-impaired financial assets (continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(ii) 信貸虧損（續）

信貸減值金融資產的利息收入計算基礎（續）

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合同，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，該證券之活躍市場消失。

撇銷政策

如沒有實際可回收前景，金融資產或合同資產的賬面總值（部分或全數）會予撇銷。一般而言，本集團認為債務人並無資產或收入來源可產生足夠現金流量以償還應撇銷的金額。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation

(continued)

(ii) Credit losses (continued)

Write-off policy (continued)

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Opening balance adjustment

As a result of this change in accounting policy, the Group has recognised additional ECLs amounting to RMB2,026,000, which decreased retained earnings by RMB1,719,000 and non-controlling interests by RMB35,000 and increased gross deferred tax assets by RMB272,000 at 1 April 2018.

The following table reconciles the closing loss allowance determined in accordance with HKAS 39 as at 31 March 2018 with the opening loss allowance determined in accordance with HKFRS 9 as at 1 April 2018.

		RMB'000 人民幣千元
Loss allowance at 31 March 2018 under HKAS 39	於二零一八年三月三十一日根據香港會計準則第39號釐定的虧損撥備	-
Additional credit loss recognised at 1 April 2018 on adoption of HKFRS 9	於採納香港財務報告準則第9號於二零一八年四月一日確認的額外信貸虧損	2,026
Loss allowance at 1 April 2018 under HKFRS 9	於二零一八年四月一日根據香港財務報告準則第9號釐定的虧損撥備	2,026

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(ii) 信貸虧損（續）

撇銷政策（續）

過往撇銷資產的後續收回在收回期間確認為減值撥回並計入損益。

期初結餘調整

基於此項會計政策變動，本集團已確認額外的預期信貸虧損人民幣2,026,000元，使二零一八年四月一日的保留盈利及非控股權益分別減少人民幣1,719,000元及人民幣35,000元，並使遞延稅項資產總額增加人民幣272,000元。

下表就於二零一八年三月三十一日根據香港會計準則第39號釐定的期末虧損撥備與二零一八年四月一日根據香港財務報告準則第9號釐定的期初虧損撥備進行對賬。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(a) HKFRS 9, *Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

(continued)

(iii) *Transition*

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 April 2018. Accordingly, the information presented for the financial year ended 31 March 2018 continues to be reported under HKAS 39 and thus may not be comparable with the current period.
- The following assessments have been made on the basis of the facts and circumstances that existed at 1 April 2018 (the date of initial application of HKFRS 9 by the Group):
 - the determination of the business model within which a financial asset is held; and
 - the designation of certain investments in equity instruments not held for trading to be classified as at FVOCI (non-recycling).

3 會計政策變動 (續)

(a) 香港財務報告準則第9號，金融工具（包括香港財務報告準則第9號的修訂，具有負補償之提前還款特性）（續）

(iii) *過渡*

除下文所述外，因採納香港財務報告準則第9號而引致的會計政策變動已追溯應用：

- 比較期間有關之比較資料並無重列。採納香港財務報告準則第9號所導致金融資產賬面值之差異於二零一八年四月一日的保留盈利及儲備中確認。因此，截至二零一八年三月三十一日止財政年度呈列的資料繼續根據香港會計準則第39號呈報，故未必可與本期間作比較。
- 以下評估乃根據於二零一八年四月一日（本集團首次應用香港財務報告準則第9號之日期）存在的事實及情況而作出：
 - 釐定持有金融資產的業務模式；及
 - 並非持作買賣的權益工具的投資指定分類為按公允值計量且其變動計入其他全面收益（不可劃轉）。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

(b) HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, which specified the accounting for construction contracts.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2018. Therefore, comparative information has not been restated and continues to be reported under HKAS 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 April 2018.

The adoption of HKFRS 15 does not have a significant impact on when the Group recognised revenue. However, the accounting policy of customer loyalty points programme is affected as follows:

Customer loyalty points programme

Prior to adoption of HKFRS 15, customer loyalty points programme offered by the Group in the allocation of a portion of the transaction price to the loyalty points programme using the fair value of points issued and recognition of the deferred income in relation to points issued but not yet redeemed or expired. The Group concluded that under HKFRS 15 the customer loyalty points programme gives rise to a separate performance obligation because it generally provides a material right to the customer. Under HKFRS 15, the Group allocated a portion of the transaction price to the customer loyalty points programme based on relative standalone selling price. The Group determined that, considering the relative stand-alone selling prices, the amount allocated to the customer loyalty points programme should not be significant by different compared to the previous accounting policy.

3 會計政策變動 (續)

(b) 香港財務報告準則第15號「來自客戶合約的收益」

香港財務報告準則第15號建立確認來自客戶合約的收益及若干成本的全面框架。香港財務報告準則第15號取代香港會計準則第18號「收益」(涵蓋銷售貨物及提供服務所產生的收益，訂明建造合約的會計處理)。

本集團已選擇使用累積效應過渡法，並確認首次應用的累積效應作為對二零一八年四月一日權益期初結餘的調整。因此，比較資料並無重列及繼續根據香港會計準則第18號予以呈報。在香港財務報告準則第15號許可範圍內，本集團僅對在二零一八年四月一日之前未完成的合約採用新規定。

採納香港財務報告準則第15號對本集團何時確認收益並無重大影響。然而，客戶忠誠點數計劃的會計政策受到如下影響：

顧客忠誠點數計劃

採納香港財務報告準則第15號之前，本集團推出的顧客忠誠點數計劃將部分交易價格分配予忠誠點數計劃，使用已發行點數的公允值以及就已發行但尚未贖回或尚未到期的點數確認遞延收入。本集團認為，根據香港財務報告準則第15號，顧客忠誠點數計劃產生單獨履約責任，因為該計劃通常為客戶提供重大權利。根據香港財務報告準則第15號，本集團根據相對獨立銷售價格將部分交易價格分配至顧客忠誠點數計劃。本集團確定，經考慮相對獨立銷售價格，分配至顧客忠誠點數計劃的金額與之前會計政策比較，應該不會有重大不同之處。

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the PRC.

Revenue represents the sales value of goods sold to customers, net income from concession sales, rental income from operating leases and management and administrative service fee income. The amount of each significant category of revenue and net income recognised during the period is analysed as follows:

4 收益和分部報告

(a) 收益

本集團之主要業務為於中國經營百貨商場、購物中心及超級市場。

收益指向客戶售出之商品銷售價值、特許專櫃銷售淨收入、經營租賃之租金收入，以及管理及行政服務費收入。於期內，已確認之各主要收益及淨收入類別之金額之分析如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2018	2017 (Note)
		RMB'000	RMB'000
		二零一八年	二零一七年 (附註)
		人民幣千元	人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之來自客戶合約之收益		
Sales of goods	商品銷售	297,857	291,551
Net income from concession sales	特許專櫃銷售淨收入	156,069	177,179
Rental income from operating leases	來自經營租賃之租金收入	37,902	35,464
Management and administrative service fee income	管理及行政服務費收入	28,443	28,959
		520,271	533,153

Note: The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 (see Note 3(b)).

附註：本集團已採用累計影響法初步應用香港財務報告準則第15號。根據該方法，比較資料並無重列，且根據香港會計準則第18號編製（見附註3(b)）。

4 REVENUE AND SEGMENT REPORTING

(continued)

(a) Revenue (continued)

Information on gross revenue

Gross revenue represents the gross amount arising from the sales of goods and concession sales charged to retail customers, and rental income from operating leases and management and administrative service fee income charged to tenants, net of value added tax or other sales tax and discounts.

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Sales of goods	商品銷售	297,857	291,551
Gross revenue from concession sales	特許專櫃銷售總收益	963,929	1,058,696
Rental income from operating leases	來自經營租賃之租金收入	37,902	35,464
Management and administrative service fee income	管理及行政服務費收入	28,443	28,959
		1,328,131	1,414,670

Further details regarding the Group's principal activities are disclosed below.

(b) Segment reporting

The Group manages its businesses by lines of business. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Department stores and shopping mall: this segment operates 6 department stores and a shopping mall.
- Supermarkets: this segment operates 7 supermarkets.

4 收益和分部報告 (續)

(a) 收益 (續)

與總收益有關之資料

總收益指銷售商品、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額(扣除增值稅或其他銷售稅及折扣)。

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Sales of goods	商品銷售	297,857	291,551
Gross revenue from concession sales	特許專櫃銷售總收益	963,929	1,058,696
Rental income from operating leases	來自經營租賃之租金收入	37,902	35,464
Management and administrative service fee income	管理及行政服務費收入	28,443	28,959
		1,328,131	1,414,670

與本集團之主要業務有關進一步詳情於下文披露。

(b) 分部報告

本集團透過業務類型管理其業務。就資源分配及表現評估而言，為符合向本集團之最高級管理層作內部報告資料方式，本集團已按以下兩個可報告分部進行呈報。概無經營分部合併以構成以下可報告分部。

- 百貨商場及購物中心：此分部包括六家百貨商場及一家購物中心業務。
- 超級市場：此分部包括七家超級市場業務。

4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(i) Segment information

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and net income and expenses are allocated to the reportable segments with reference to revenue and net income generated by those segments and the expenses incurred by those segments. However, assistance provided by one segment to another is not measured.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including interest income and other financial charges and income, and "depreciation and amortisation" is regarded as including impairment losses on tangible and intangible assets and valuation gain or loss on investment property. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs. No inter-segment sales have occurred for the six months ended 30 September 2018 and 2017.

Assets and liabilities are not monitored by the Group's senior executive management based on segments. Accordingly, no information on segment assets and liabilities is presented.

4 收益和分部報告 (續)

(b) 分部報告 (續)

(i) 分部資料

就於分部間評估分部表現及分配資源而言，本集團之高級管理層監察各個可報告分部之應佔業績，其基準如下：

收益及淨收入以及開支分配至可報告分部，乃參照該等分部所產生收益及淨收入以及該等分部所產生開支。然而，分部之間所提供支援並不予計量。

用於報告分部溢利之方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前之盈利」，其中「利息」包括利息收入以及其他財務支出及收入，而「折舊及攤銷」包括有形資產及無形資產之減值虧損與投資物業之估值收益或虧損。為計算經調整EBITDA，本集團之盈利乃對並未被專門指定屬於個別分部之項目作出進一步調整，如總辦事處或公司行政成本。於截至二零一八年及二零一七年九月三十日止六個月，分部間並無銷售。

資產及負債並無經由本集團之高級管理層按分部監察。因此，概無與分部資產及負債有關之資料呈報。

4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(i) Segment information (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the six months ended 30 September 2018 and 2017 is set out below.

4 收益和分部報告 (續)

(b) 分部報告 (續)

(i) 分部資料 (續)

以下所載有關本集團之可報告分部資料乃提供予本集團之最高級管理層，以供彼等就截至二零一八年及二零一七年九月三十日止六個月分配資源及評估分部表現。

		Six months ended 30 September 2018 截至二零一八年九月三十日止六個月		
		Department stores and shopping mall RMB'000 百貨商場及購物中心 人民幣千元	Supermarkets RMB'000 超級市場 人民幣千元	Total RMB'000 總計 人民幣千元
Disaggregated by timing of revenue recognition	按確認收益時間分類			
Point in time	時間點	356,656	125,713	482,369
Over time	隨時間	33,010	4,892	37,902
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	389,666	130,605	520,271
Reportable segment profit (adjusted EBITDA)	可報告分部溢利 (經調整EBITDA)	91,424	5,138	96,562
		Six months ended 30 September 2017 (Note) 截至二零一七年九月三十日止六個月		
		Department stores and shopping mall RMB'000 百貨商場及購物中心 人民幣千元	Supermarkets RMB'000 超級市場 人民幣千元	Total RMB'000 總計 人民幣千元
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	401,896	131,257	533,153
Reportable segment profit (adjusted EBITDA)	可報告分部溢利 (經調整EBITDA)	107,682	6,529	114,211

Note: The Group has initially applied HKFRS 15 using cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 (see Note 3(b)).

附註：本集團已採用累計影響法初步應用香港財務報告準則第15號。根據該方法，比較資料並無重列，且根據香港會計準則第18號編製（見附註3(b)）。

4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(ii) Reconciliation of reportable segment profit

4 收益和分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部溢利對賬

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Reportable segment profit	可報告分部溢利	96,562	114,211
Other income	其他收入	20,889	9,847
Depreciation expenses	折舊開支	(72,050)	(70,004)
Valuation gain on an investment property	投資物業估值收益	–	100
Net finance costs	財務費用淨額	(38,475)	(49,646)
Unallocated head office and corporate administration expenses	未分配總部及公司行政開支	(12,667)	(12,984)
Loss before taxation	除稅前虧損	(5,741)	(8,476)

5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

(a) Net finance costs

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Interest expenses on bank and other loans	銀行貸款及其他貸款之利息支出	74,519	74,664
Bank charges and other finance costs	銀行費用及其他財務費用	1,628	1,955
Total borrowing costs	總借貸成本	76,147	76,619
Less: interest expense capitalised into prepayments for acquisitions of properties	減：已資本化入收購物業預付款項之利息開支	(36,827)	(26,269)
Finance income on loan receivables from third parties	第三方應收貸款之財務收入	(845)	(704)
		38,475	49,646

The borrowing costs have been capitalised at rate of 6% per annum.

(b) Staff costs

Salaries, wages and other benefits	薪金、工資及其他福利	60,148	59,453
Contributions to defined contribution retirement plans	向定額供款退休計劃供款	8,273	6,797
		68,421	66,250

5 除稅前虧損

除稅前虧損已扣除／(計入)：

(a) 財務費用淨額

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Interest expenses on bank and other loans	銀行貸款及其他貸款之利息支出	74,519	74,664
Bank charges and other finance costs	銀行費用及其他財務費用	1,628	1,955
Total borrowing costs	總借貸成本	76,147	76,619
Less: interest expense capitalised into prepayments for acquisitions of properties	減：已資本化入收購物業預付款項之利息開支	(36,827)	(26,269)
Finance income on loan receivables from third parties	第三方應收貸款之財務收入	(845)	(704)
		38,475	49,646

借貸成本已按每年6%之比率資本化。

(b) 員工成本

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	60,148	59,453
Contributions to defined contribution retirement plans	向定額供款退休計劃供款	8,273	6,797
		68,421	66,250

5 LOSS BEFORE TAXATION (continued)

(c) Other items

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備 之虧損淨額	917	346
Interest income	利息收入	(7,327)	(4,310)
Net income on financial guarantee issued	已發行金融擔保之收入 淨額	(2,830)	(2,830)
Government grant	政府補助	-	(1,410)

6 INCOME TAX

Provision for PRC Corporate Income Tax	期內中國企業所得稅 撥備	303	11,155
Deferred taxation	遞延稅項	5,565	801

No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the six months ended 30 September 2018 (six months ended 30 September 2017: RMB Nil).

The Company and its subsidiaries incorporated in countries other than the PRC (including Hong Kong) are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

5 除稅前虧損 (續)

(c) 其他項目

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備 之虧損淨額	917	346
Interest income	利息收入	(7,327)	(4,310)
Net income on financial guarantee issued	已發行金融擔保之收入 淨額	(2,830)	(2,830)
Government grant	政府補助	-	(1,410)

6 所得稅

		Six months ended 30 September 截至九月三十日止六個月	
		2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元
Provision for PRC Corporate Income Tax	期內中國企業所得稅 撥備	303	11,155
Deferred taxation	遞延稅項	5,565	801
		5,868	11,956

由於本公司及本集團於香港註冊成立之附屬公司截至二零一八年九月三十日止六個月並無須繳納香港利得稅之應課稅溢利(截至二零一七年九月三十日止六個月:人民幣零元),故並未就香港利得稅作出撥備。

於中國(包括香港)以外國家註冊成立之本公司及其附屬公司根據其各自所在註冊成立國家之法律及法規毋須繳納任何所得稅。

6 INCOME TAX (continued)

The subsidiaries of the Group established in the PRC are subject to PRC Corporate Income Tax rate of 25% for the six months ended 30 September 2018 (six months ended 30 September 2017: 25%).

Certain subsidiaries of the Group established in the PRC obtained approval from the respective tax bureau that they are entitled to tax benefits applicable to entities under the Second Phase of the Western Region Development Plan of the PRC, and enjoy a preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2011 to 2020.

7 BASIC AND DILUTED LOSS PER SHARE

The calculation of basic loss per share for the six months ended 30 September 2018 is based on the loss attributable to equity shareholders of the Company of RMB11,932,000 (six months ended 30 September 2017: RMB21,852,000) and the weighted average of 2,313,025,000 ordinary and convertible preference shares (six months ended 30 September 2017: 2,312,693,000 ordinary and convertible preference shares) in issue during the interim period.

The holder of the convertible preference shares is entitled to receive the same rate of dividends/distributions as the holders of ordinary shares. Accordingly, for the purpose of the calculation of basic loss per share, the convertible preference shares issued have been included in the calculation of the weighted average number of shares in issue.

During the six months ended 30 September 2018 and 2017, diluted loss per share is calculated on the same basis as basic loss per share.

6 所得稅 (續)

截至二零一八年九月三十日止六個月，本集團於中國成立之附屬公司須繳納中國企業所得稅，稅率為25%（截至二零一七年九月三十日止六個月：25%）。

本集團若干在中國成立之附屬公司取得相關稅務局批文，有權享受適用於中國西部大開發計劃第二期下之實體之相關稅務減免，並於二零一一年至二零二零年曆年享受15%之優惠中國企業所得稅稅率。

7 每股基本及攤薄虧損

截至二零一八年九月三十日止六個月每股基本虧損乃基於本公司股東應佔虧損人民幣11,932,000元（截至二零一七年九月三十日止六個月：人民幣21,852,000元）及於中期期間內已發行加權平均數2,313,025,000股普通股及可換股優先股（截至二零一七年九月三十日止六個月：2,312,693,000股普通股及可換股優先股）計算。

可換股優先股持有人有權按與普通股持有人相同之比率獲得股息／分派。因此，就計算每股基本虧損而言，計算已發行股份加權平均數時已計入可換股優先股。

截至二零一八年及二零一七年九月三十日止六個月，每股攤薄虧損乃按與每股基本虧損相同基準計算。

8 GOODWILL

8 商譽

RMB'000
人民幣千元

Cost:	成本：	
At 31 March 2018 and 30 September 2018	於二零一八年三月三十一日及 二零一八年九月三十日	1,451,814
Accumulated impairment losses:	累計減值虧損：	
At 31 March 2018 and 30 September 2018	於二零一八年三月三十一日及 二零一八年九月三十日	563,663
Carrying amount:	賬面值：	
At 31 March 2018 and 30 September 2018	於二零一八年三月三十一日及 二零一八年九月三十日	888,151

Goodwill is allocated to the Group's cash-generating units identified according to the department store and supermarket operations acquired as follows:

商譽根據如下所收購之百貨商場及超級市場業務分配至本集團之已識別現金產生單位：

	Date of acquisition	At 30 September 2018	At 31 March 2018
	收購日期	RMB'000	RMB'000
		於二零一八年九月三十日	於二零一八年三月三十一日
		人民幣千元	人民幣千元
Century Ginwa Company Ltd. ("Ginwa Bell Tower")	August 2008		
世紀金花股份有限公司(「金花鐘樓」)	二零零八年八月	515,069	515,069
Golden Chance (Xian) Limited ("GCX")	December 2010		
	二零一零年十二月	150,264	150,264
Ideal Mix Limited	May 2011		
	二零一一年五月	222,818	222,818
		888,151	888,151

9 TRADE AND OTHER RECEIVABLES

9 應收賬款及其他應收款

		At 30 September 2018 RMB'000 於二零一八年 九月三十日 人民幣千元	At 31 March 2018 RMB'000 於二零一八年 三月三十一日 人民幣千元
Trade receivable from third parties (see Note 9(a))	應收第三方賬款 (見附註9(a))	49,502	43,575
Less: allowance for doubtful debts	減：呆賬撥備	(218)	-
		49,284	43,575
Amounts due from related parties (see Note 9(b))	應收關連人士款項 (見附註9(b))	1,431	1,615
Prepayments, deposits and other receivables:	預付款項、按金及其他應 收款：		
- Value added tax refundable	- 可退還增值稅	31,353	36,497
- Receivables from third parties (see Note 9(c))	- 應收第三方款項 (見附註9(c))	235,041	235,614
- Prepayments and deposits for operating leases	- 經營租賃之預付款項 及按金	4,407	4,390
- Others	- 其他	56,580	30,279
		327,381	306,780
		378,096	351,970

Except for deposits of RMB1,788,000 (31 March 2018: RMB1,758,000), all of the trade and other receivables are expected to be recovered or recognised as expenses within one year. Trade receivables are generally due within three months from the date of billing.

除按金人民幣1,788,000元(二零一八年三月三十一日：人民幣1,758,000元)外，所有應收賬款及其他應收款預期將於一年內收回或確認為支出。應收賬款一般自發票日起三個月內到期。

9 TRADE AND OTHER RECEIVABLES

(continued)

(a) Ageing analysis

Included in trade and other receivables are trade receivables (net of allowance for doubtful debts) with the following ageing analysis (based on the invoice date) as of the end of the reporting period:

Less than 1 month	少於一個月
More than 1 month but less than 3 months	一個月以上 但少於三個月
More than 3 months	三個月以上

(b) Amounts due from related parties

The amounts due from related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

(c) Receivables from third parties

Included in the balance are receivables of RMB210,205,000 at 30 September 2018 (31 March 2018: RMB224,514,000) due from a third party which provides services in managing the Group's customer loyalty programme, and the sale and usage of customers' prepaid cards within the Group's department stores, shopping mall and supermarkets (hereinafter referred to as the "Prepaid Card Management Company").

9 應收賬款及其他應收款 (續)

(a) 賬齡分析

計入應收賬款及其他應收款之應收賬款(已扣除呆賬備抵)於報告期末之賬齡分析(按發票日期)如下:

At 30 September 2018 RMB'000 於二零一八年 九月三十日 人民幣千元	At 31 March 2018 RMB'000 於二零一八年 三月三十一日 人民幣千元
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21,349	20,399
6,513	6,607
21,640	16,569
49,502	43,575

(b) 應收關連人士款項

應收關連人士款項為無抵押、免息及並無固定還款期。

(c) 應收第三方款項

於二零一八年九月三十日，應收第三方款項人民幣210,205,000元(二零一八年三月三十一日：人民幣224,514,000元)已計入結餘，該第三方(以下簡稱為「預付卡管理公司」)為本集團的客戶忠誠度計劃、於百貨商場、購物中心及超級市場內銷售及使用客戶預付卡提供管理服務。

10 TRADE AND OTHER PAYABLES

10 應付賬款及其他應付款

		At 30 September 2018 RMB'000 於二零一八年 九月三十日 人民幣千元	At 31 March 2018 RMB'000 於二零一八年 三月三十一日 人民幣千元
Trade payable arising from:	應付賬款因以下各項產生：		
– Concession sales	– 特許專櫃銷售	734,727	704,058
– Purchase of inventories	– 購買存貨	88,040	84,140
		822,767	788,198
Amounts due to related parties (see Note (i))	應付關連人士款項 (見附註(i))	5,611	35,941
Other payables and accrued expenses	其他應付款及應計費用		
– Payables for staff related costs	– 應付之員工相關費用	25,793	26,222
– Payables for miscellaneous taxes	– 應付雜稅	8,675	5,780
– Payables for interest expenses and transaction costs on borrowings	– 應付利息支出及借貸之 交易成本	22,772	20,648
– Payables for handling charges to the Prepaid Card Management Company	– 應付預付卡管理公司之 管理費用	–	6,557
– Payables for operating leases	– 應付經營租賃	35,975	61,959
– Deposits from concessionaries and customers	– 特許經營商及客戶按金	34,933	33,418
– Dividends payables	– 應付股息	5,734	5,548
– Others	– 其他	62,875	56,359
		196,757	216,491
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	1,025,135	1,040,630
Deferred income	遞延收入	6,205	8,264
Receipts in advance	預收款項	44,268	46,423
		1,075,608	1,095,317

All of the trade and other payables are expected to be settled or recognised as revenue or net income within one year or are repayable on demand.

所有應付賬款及其他應付款預期將於一年內償還或確認為收益或淨收入或按要求償還。

10 TRADE AND OTHER PAYABLES (continued)

Note:

- (i) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Ageing analysis

Included in trade and other payables are trade payables with the following ageing analysis (based on the maturity date) as of the end of the reporting period:

Due within one month or on demand

於一個月內到期或按要求時支付

11 DIVIDENDS

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: RMB Nil).

10 應付賬款及其他應付款 (續)

附註：

- (i) 該等款項為無抵押、免息及並無固定還款期。

賬齡分析

計入應付賬款及其他應付款之應付賬款於報告期末之賬齡分析（按到期日）如下：

At 30 September 2018 RMB'000 於二零一八年 九月三十日 人民幣千元	At 31 March 2018 RMB'000 於二零一八年 三月三十一日 人民幣千元
822,767	788,198

11 股息

本公司董事並不建議派付截至二零一八年九月三十日止六個月之中期股息（截至二零一七年九月三十日止六個月：人民幣零元）。

BUSINESS REVIEW

According to the National Bureau of Statistics of China, the overall situation of China's economic operation in the first three quarters of 2018 is steady, representing a positive economic situation of growing steadily, increasing employment rate, stabilizing commodity prices and stabilizing international balance of payment.

In the first three quarters of 2018, China's economy increased by 6.7%; total retail sales increased by 9.3% year-on-year; personal per capita disposable income amounted to RMB21,035, representing a nominal increase of 8.8% year-on-year, and increased by 6.6% in real terms after deducting price factors. It is worth noting that the economic structure continues to be optimized and the consumption plays a more important role. In the first three quarters, the added value of tertiary industry recorded a bigger number in growth rate of 1.9 percentage points than that of the secondary industry. The contribution of final consumption expenditure to economic growth was 78%, which was higher than the gross capital formation by 46.2 percentage points. In addition, the supply-side structural reforms deliver further results, and new drivers of growth gain pace. In terms of consumption, commodity consumption is improving to quality consumption, and material consumption is shifting to service consumption, which are new changes in the consumption field. According to the China National Business Information Center, from January to August 2018, the retail sales of 100 key large-scale retail enterprises in the PRC increased by 1.5% year-on-year, representing a decrease in the growth rate of 1.7 percentage points as compared to the same period of the previous year.

The Xi'an department store market represented signs of recovery. In the first three quarters of 2018, there was a noticeable increase in the number of stores with positive growth, and the stores which were still in decline narrowed their degree in reduction significantly.

業務回顧

據國家統計局數據，二零一八年首三季度中國經濟運行的整體態勢平穩，呈現增長平穩、就業擴大、物價穩定、國際收支基本平衡的良好運行格局。

二零一八年首三季度中國經濟增長6.7%；社會消費品零售總額同比增長9.3%；全國居民人均可支配收入人民幣21,035元，同比名義增長8.8%，扣除價格因素實際增長6.6%。值得關注的是，經濟結構持續優化，消費基礎作用進一步增強。首三季度第三產業增加值增速比第二產業快1.9個百分點。最終消費支出對經濟增長的貢獻率為78%，高於資本形成總額46.2個百分點。此外，供給側結構性改革成效繼續顯現，新動能加快成長。在消費中，商品消費正在向品質消費提升，物質消費向服務消費轉變，這都是消費領域出現的新變化。根據中華全國商業信息中心統計，二零一八年一至八月份全國百家重點大型零售企業零售額同比增長1.5%，增速較上年同期放緩1.7個百分點。

西安百貨市場呈現復蘇跡象，二零一八年首三季度出現正增長門店明顯增多，而仍處於下降狀況的門店，降幅收窄明顯。

BUSINESS REVIEW (continued)

In 2018, the Company persisted in fine-quality positioning, insisted on exclusive service and adhered to distinctive operations, achieving initial results. First, the business performance has stabilized and shows a trend of bottoming out. Secondly, in order to achieve sustainable development, the Company has implemented the “One Store, One Positioning” strategy. The Company’s senior-level team has determined the positioning of the stores of the Century Ginwa Xi’an Department Stores Business Sector, correspondingly making the positioning of the stores more comprehensible and clearer, thereby reducing the internal competition situation. Thirdly, in terms of management work, the Company adjusted its new organizational structure, established a flat management plan, simplified the work process and improved the timeliness of work by 30% compared with the past. Human resources have been made more dynamic through the work of “fixed position and fixed salary”, activating the motivation of employees. Fourthly, a solid step was taken in the expansion work. On 6 December 2017, the Company successfully rooted in Shaanxi Chenggu County in the form of goodwill output, after which projects in Ankang, Qian County and Baoji have been in the stage of in-depth negotiation. In the fifth place, the ability to innovate has been continuously improved; new technologies have been applied to expand business areas, increasing office efficiency. The Company adopted “Tangerine” paid control platform, corporate “WeChat” management platform and the “Ding Talk” online system. The rigors of these managements are all laying a solid foundation for the retail transformation of the present and the future of Century Ginwa.

業務回顧 (續)

二零一八年，本公司堅持精品定位、堅持尊享服務、堅持特色經營、取得了階段性成果。首先，經營業績企穩，呈現觸底反彈趨勢。其次，為了實現可持續發展，真正落實“一店一定位”，本公司高層團隊確定世紀金花西安百貨事業部各店定位的規劃，致使各門店定位更加明確、清晰，從而降低內部競爭狀況。第三，在管理工作方面，本公司持續調整新的組織機構，確立扁平化管理方案，簡化工作流程，工作時效性較以往提升30%，人力資源通過“定崗定薪”工作使員工能動性有較大激發。第四，拓展工作邁出堅實一步，繼二零一七年十二月六日本公司以商譽輸出形式，成功落地陝西城固縣以後，安康、乾縣、寶雞等地項目洽談已進入深入談判階段。第五，創新能力不斷提升，應用新型技術擴展業務領域，提升辦公效率。紅橘費控平台的搭建，企業微信管理平台搭建，以及釘釘考勤系統上線等。這些管理的夯實，都是在為現在以及今後世紀金花的零售轉型夯實基礎。

G98 OMNI-CHANNEL INTELLIGENCE SERVICE PLATFORM PROJECT

G98 Omni-channel Intelligence Service Platform of Century Ginwa has already finished the development of “Blue Ocean Project” during the period, establishing the global shopping channel. Currently, the platform has 12 overseas supply chains covering 5 major categories and involving 390 brands. This has supplemented the number of brands and categories under the offline store, broadened the cooperation channels, and enhanced the competitive advantages of the same business model in the Century Ginwa and the region.

FUTURE PLAN AND OUTLOOK

In 2018, the Company will focus on the concept of new retail, to achieve “technology upgrades, service upgrades, management upgrades”. In the specific business operations, brand adjustment, membership recruitment, service techniques, teams of talents and other aspects, the Company will abandon the original inertial thinking, and constantly adopt new technologies and new methods to achieve new breakthroughs in all aspects; at the same time, the Company will implement planning and design in precise marketing, management effectiveness, safety operations, and other aspects one by one, and achieve the matching of responsibilities and rights. Specific strategies include the following five aspects:

Strategy I: Implement the plan. Thoroughly complete the various business indicators of the year 2018. In the aspect of brand adjustment, we must complete the brand adjustment plan of 2018 according to the time node. It also clarifies the overall operational planning work of 2019 and 2020.

Strategy II: Actively expand. Fully launch the design and planning work of Xi'an's global center project. At the same time, on the basis of comprehensive investigations, we will continue to explore projects in second-tier cities in the Shaanxi province through cooperation featuring goodwill output to expand the scale and influence of Century Ginwa.

Strategy III: Capital protection. Strengthen receivables, use new types of financing channels and tools, and optimize the receivable turnover period.

G98全渠道智慧服務平臺專案

世紀金花G98全渠道智慧服務平臺於本期內已完成藍海專案開發，建立了世紀金花全球購渠道。目前平臺已擁有海外供應鏈12條，覆蓋5大品類，涉及品牌390個，補充線下開店品牌數量與品類受限，拓寬合作渠道，更增強世紀金花與區域相同業態的競爭優勢。

未來及業務展望

二零一八年，本公司將圍繞新零售的理念，實現“技術升級、服務升級、管理升級”。在具體的經營工作、品牌調整、會員招募、服務手段、人才梯隊等方面摒棄原有的慣性思維，不斷採用新技術、新方法，實現各方面的新突破，同時，本公司將在精準營銷、管理效能、安全運營等方面一一落實規劃設計，實現責權利相匹配。具體的策略包括以下五個方面：

策略一：落實規劃。全面完成二零一八年各項年度經營指標，在品牌調整方面，要按時間節點完成二零一八年的品牌調整計劃。並明確二零一九年、二零二零年整體運營規劃工作。

策略二：積極拓展。全面啟動西安全球中心項目設計規劃工作。同時，基於全面調研基礎上，以商譽輸出形式合作，繼續挖掘省內二線城市項目，擴大世紀金花規模和影響力。

策略三：資金保障。加大應收力度，運用新型融資渠道與工具，優化貸款賬期。

FUTURE PLAN AND OUTLOOK (continued)

Strategy IV: Driven innovation. Initiate the iteration and development of the second phase of Blue Ocean Project; integrate consumer finance and internet financial products; meanwhile analyze the consumption behavior data of members, and develop the mobile application of shopping guides.

Strategy V: Management effectiveness. Fully embody the corporate culture effectiveness, performance management effectiveness and communication mechanism efficiency, and integrate the application of new management technologies.

The G98 project began various attempts in the online finance sector at the end of 2017. It has cooperated with online financial management companies and online banks, and launched promotion and sales attempts in the Century Ginwa WeChat public service account and APP in early 2018. The online “gift card” function was jointly developed with Internet Banking, and the Century Ginwa WeChat public service account was deployed and operated. The online “phased consumption” function was developed to enrich a variety of ways and experiences of consumption scenarios. In 2018, the G98 project has also successively contacted several well-known enterprises in the domestic data service and data marketing field to analyze the customers’ consumption and behavior data, obtain analysis of the product category and brand sales data, and formulate and promote promotional campaigns, channel selection and effect evaluation. Analyze data from other aspects, discuss in three major areas, and plan design. In the future, we will provide digital tools for Century Ginwa sales, brand adjustment and sales promotion activities, so that Century Ginwa will truly understand consumers and satisfy consumers.

未來及業務展望 (續)

策略四：創新驅動。著手開展藍海二期的迭代開發工作，整合消費金融及互聯網金融產品；同時分析會員消費行為數據，以及導購端移動應用的開發。

策略五：管理效能。充分體現企業文化效能、績效管理效能、溝通機制效能工作，整合發揮管理新技術的應用。

G98 項目於二零一七年底開始在互聯網金融領域進行了多種嘗試，先後與互聯網金融理財企業及互聯網銀行進行合作，二零一八年初在世紀金花微信公眾服務號及APP進行了“互聯網金融投資理財產品”推廣及銷售嘗試。與互聯網銀行共同開發出線上“心禮卡”功能並在世紀金花微信服務號進行部署運營，開發線上“分期消費”功能豐富消費場景的多種方式與體驗。二零一八年G98 項目還先後與多家國內數據服務及數據營銷領域知名企業進行接洽，就顧客消費及行為數據采集分析；品類、品牌銷售數據采集分析；營促銷活動制定、宣傳推廣渠道選擇、效果評估等方面數據采集分析三大方面進行討論及方案設計，未來為世紀金花經營銷售、品牌調整、促銷活動提供數字化工具，使世紀金花真正了解消費者、滿足消費者。

FUTURE PLAN AND OUTLOOK (continued)

Looking ahead, despite the adverse effects brought by various domestic and foreign unfavorable economic factors, the situation may not have significant difference in the short run. However, regarding the acceleration of the pace of reform and further adjustment of economic structure, China's economy is in progress while maintaining stability. In particular, the Central Committee for Comprehensive Deepening Reform organized to expand domestic demand and increase household consumption. It reviewed and approved a series of deepening reform documents, two of which involved promoting consumption: "Opinions on Improving the Mechanism of Promoting Consumption and Further Stimulating the Consumption Potential of Residents" (《關於完善促進消費體制機制進一步激發居民消費潛力的若干意見》) and "Implementation Plan for Improving the Mechanism for Promoting Consumption (2018-2020)" (《完善促進消費體制機制實施方案(2018—2020年)》), which will be of great benefit to the retail industry. It is foreseen that the rapid urbanization will lead to the gradual change of consumption ratios and structure, which further stimulates the potential demand under consumption upgrade. Subsequent to the vertical deepening of the national system transformation and reform, the national policies will create a macro-environment conducive to enterprise development. We will also timely adjust its strategies and develop future-proof policies for the updated situation.

In the aspect of existing business expansion, based on the successful practice and experience of the trendy department store and the supermarket business of the Company, the existing business will be integrated and optimized, while considering the coverage of second-tier cities in Shaanxi to achieve healthy growth of scale.

In the aspect of business diversification which increases profit sources, we will further develop brand agency business and introduce well-known domestic and foreign brands to enter the northwest market, so as to provide consumers with more quality choices and provide operational management services to the franchise stores. By reducing channels to directly provide goods to consumers, the pattern of profit distribution will be changed. With our strong brand strength, outstanding operating efficiency, good financial performance and loyal customer base, we believe the Company will maintain its leading position in the industry and generate better returns for our shareholders.

未來及業務展望 (續)

展望未來，儘管受國內外經濟諸多不確定因素的影響，短期內現狀可能不會有大的改觀，但隨著國內改革步伐加快和經濟結構調整的深入推進，中國經濟將呈現穩中有進的態勢，特別是中央全面深化改革委員會部署擴大內需，增加居民消費，審議通過了一系列深化改革文件，其中有兩份涉及促進消費：《關於完善促進消費體制機制進一步激發居民消費潛力的若干意見》和《完善促進消費體制機制實施方案(2018—2020年)》。這對於零售行業是重大利好。城鎮化的加速推進將逐漸改變消費的比例和結構，進一步釋放消費升級的潛在需求。隨著國家體制轉型和改革的縱向深入，國家政策層面一定會創造更有利於企業發展的宏觀環境。我們也將在與時俱進的情況下，及時調整戰略和制定相應政策。

在現有業務拓展方面，基於本公司流行百貨和超市業務上的成功實踐和經驗積累，將對現有業務進行整合優化，考量對陝西二線城市的覆蓋，實現規模的良性增長。

在拓展多元化業務增加盈利來源方面，我們將進一步發展品牌代理業務，引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。通過壓縮渠道把商品更直接地供應給消費者，從而改變利潤分配的格局。我們相信公司憑藉雄厚的品牌實力、傑出的營運效率、良好的財務表現和忠實的顧客基礎，將繼續在行業中保持領先地位，致力為股東帶來更好的回報。

FINANCIAL RESULTS

During the period under review, the performance of the Group was illustrated as follows.

- (i) Gross revenue of the Group for the six months ended 30 September 2018 decreased by 6% to RMB1,328.1 million as compared to RMB1,414.7 million for the six months ended 30 September 2017. The decline was primarily attributable to drop in concession sales.
- (ii) Annualised area efficiency (annualised gross revenue per average operating area of department stores) for the six months ended 30 September 2018 was RMB29,000 per square meter, as compared to RMB32,500 for the six months ended 30 September 2017.
- (iii) Revenue of the Group for the six months ended 30 September 2018 decreased by 2% to RMB520.3 million as compared to RMB533.2 million for the six months ended 30 September 2017. The decrease was due to drop in concession sales.
- (iv) The rental income and management and administrative service fees of the Group for the six months ended 30 September 2018 increased to RMB66.3 million, as compared to RMB64.4 million for the six months ended 30 September 2017.

財務業績

於回顧期內，本集團的表現如下所示。

- (i) 本集團截至二零一八年九月三十日止六個月期間之總收益減少6%至人民幣1,328,100,000元，而截至二零一七年九月三十日止六個月為人民幣1,414,700,000元。下滑主要由於特許專櫃銷售下降。
- (ii) 截至二零一八年九月三十日止六個月期間之全年化坪效（百貨商場全年化總收益除以平均經營面積）為每平方米人民幣29,000元，而截至二零一七年九月三十日止六個月為人民幣32,500元。
- (iii) 本集團截至二零一八年九月三十日止六個月期間之收益減少2%至人民幣520,300,000元，而截至二零一七年九月三十日止六個月為人民幣533,200,000元。該減少主要由於特許專櫃銷售下降。
- (iv) 截至二零一八年九月三十日止六個月期間，本集團之租金收入及管理及行政服務費收入增加至人民幣66,300,000元，而截至二零一七年九月三十日止六個月為人民幣64,400,000元。

FINANCIAL RESULTS (continued)

- (v) The Group's profit from operations (EBIT) for the six months ended 30 September 2018 was RMB32.7 million, as compared to RMB41.1 million for the six months ended 30 September 2017. The operating profit margin (profit from operations over gross revenue) decreased from 2.9% to 2.5%.
- (vi) Net finance costs of the Group for the six months ended 30 September 2018 were RMB38.5 million (six months ended 30 September 2017: RMB49.6 million). The change in net finance cost was mainly due to increase in capitalisation of certain interest expenses.
- (vii) The Group's loss for the six months ended 30 September 2018 and loss attributable to shareholders of the Company were RMB11.6 million (six months ended 30 September 2017: RMB20.4 million) and RMB11.9 million (six months ended 30 September 2017: RMB21.9 million) respectively.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2018, the Group's consolidated net asset value was RMB4,380.0 million (31 March 2018: RMB4,385.6 million). As at 30 September 2018, the Group had cash at bank and on hand amounting to RMB528.7 million (31 March 2018: RMB614.7 million). The current ratio of the Group as at 30 September 2018 was 0.49 (31 March 2018: 0.62). The gearing ratio, being bank loans less cash at bank and on hand and short-term investments divided by the total equity, as at 30 September 2018, was 0.41 (31 March 2018: 0.36).

財務業績 (續)

- (v) 截至二零一八年九月三十日止六個月期間，本集團之經營溢利(稅息前盈利)為人民幣32,700,000元，而截至二零一七年九月三十日止六個月經營溢利(稅息前盈利)為人民幣41,100,000元。經營溢利率(經營溢利除以總收益)由2.9%降至2.5%。
- (vi) 本集團截至二零一八年九月三十日止六個月期間，財務費用淨額為人民幣38,500,000元(截至二零一七年九月三十日止六個月：人民幣49,600,000元)。財務費用淨額變動乃主要由於若干作資本化利息支出有所增加。
- (vii) 截至二零一八年九月三十日止六個月期間，本集團虧損及本公司股東應佔虧損分別為人民幣11,600,000元(截至二零一七年九月三十日止六個月：人民幣20,400,000元)及人民幣11,900,000元(截至二零一七年六月三十日止六個月：人民幣21,900,000元)。

流動資金及財政資源

於二零一八年九月三十日，本集團之綜合資產淨值為人民幣4,380,000,000元(二零一八年三月三十一日：人民幣4,385,600,000元)。於二零一八年九月三十日，本集團之銀行結存及手頭現金為人民幣528,700,000元(二零一八年三月三十一日：人民幣614,700,000元)。於二零一八年九月三十日，本集團之流動比率為0.49(二零一八年三月三十一日：0.62)。於二零一八年九月三十日之資本負債比率(即銀行貸款減銀行結存及手頭現金及短期投資後除以權益總額)為0.41(二零一八年三月三十一日：0.36)。

CONTINGENT LIABILITIES

As at the end of the reporting period, the Group has issued the following guarantees:

- (a) A guarantee provided by Ginwa Bell Tower in respect of an interest-bearing bank loan drawn by an independent third party in 2005. The loan will mature in July 2020. In September 2010, Ginwa Investments Holding Group Limited (“Ginwa Investments”) provided a counter-guarantee to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 30 September 2018, the outstanding loan balance is RMB60,680,000 (31 March 2018: RMB68,200,000).
- (b) A guarantee provided by Ginwa Bell Tower in respect of a payable for acquisition of a property by Ginwa Investments in August 2005. Ginwa Investments has defaulted repayment on the loan. As of 30 September 2018, the outstanding loan balance is RMB9,500,000 (31 March 2018: RMB9,500,000).
- (c) A guarantee provided by the Group in respect of an entrusted loan drawn by Shanghai Huade Investment Company Limited (“Huade Investment”) in February 2015, where the guarantee is in addition to the payments made by the Group for its intended acquisition of commercial properties. The loan will mature in July 2019. Land and buildings held by one of the Group’s subsidiaries with book value of RMB1,096,616,000 at 30 September 2018 were pledged for the above entrusted loan in the amount of RMB600,000,000. In February 2015 and July 2016, the Group has obtained counter-guarantees from (i) the project company developing the above commercial properties; and (ii) the intermediate holding company of Huade Investment on the pledge of its 70% equity interests in the immediate holding company of Huade Investment.

As at the end of the reporting period, the directors of the Company do not consider it is probable that a claim will be made against the Group under any of the above guarantees. The maximum liability of the Group at the end of the reporting period under the guarantees issued is the outstanding amount of the bank loans and payable of RMB670,180,000 (31 March 2018: RMB677,700,000) plus accrued interest.

或然負債

於報告期末，本集團已發出以下擔保：

- (a) 金花鐘樓就一名獨立第三方於二零零五年提取之計息銀行貸款而提供之擔保。該筆貸款將於二零二零年七月到期。於二零一零年九月，金花投資控股集團有限公司（「金花投資」）已向金花鐘樓提供一項反擔保以彌償就上述擔保所產生之任何損失。截至二零一八年九月三十日，尚未償還之貸款餘額為人民幣60,680,000元（二零一八年三月三十一日：人民幣68,200,000元）。
- (b) 金花鐘樓就金花投資於二零零五年八月收購一項物業之應付款項而提供之擔保。金花投資已拖欠償還貸款。截至二零一八年九月三十日，尚未償還之貸款餘額為人民幣9,500,000元（二零一八年三月三十一日：人民幣9,500,000元）。
- (c) 本集團就上海花德投資有限公司（「花德投資」）於二零一五年二月提取之委託貸款提供擔保，該擔保乃除本集團擬收購商業物業之付款外之擔保。該筆貸款將於二零一九年七月到期。由本集團一間附屬公司持有於二零一八年九月三十日的賬面淨額為人民幣1,096,616,000元的土地及樓宇乃就上述金額為人民幣600,000,000元的委託貸款抵押。於二零一五年二月及二零一六年七月，本集團已由(i)發展上述商業物業之項目公司；及(ii)花德投資之間接控股公司就花德投資之直接控股公司之70%股權作出質押取得反擔保。

於報告期末，本公司董事認為將不大可能會根據任何上述擔保而對本集團提出索償。本集團於報告期末之已發出擔保項下之最高負債為尚未償還之銀行貸款及應付款項人民幣670,180,000元（二零一八年三月三十一日：人民幣677,700,000元）加應計利息。

DIVIDENDS

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: RMB Nil).

HUMAN RESOURCES

As at 30 September 2018, the number of the Group's staffs was approximately 6,800 (31 March 2018: 6,900), including approximately 1,800 (31 March 2018: 1,800) directly employed full time employees. The remaining were concession sales staffs managed on behalf of the suppliers. Most of the employees are employed in Mainland China. The directly employed employees' remuneration, promotion and salary increments are assessed based on both individuals' and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. Apart from the general remuneration package, the Group also granted share options and discretionary bonus to the eligible staffs based on their performance and contribution to the Group. The Group regards high-calibre staffs as one of the key factors to corporate success.

MATERIAL LITIGATION

None of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the directors of the Company to be pending or threatened by or against any member of the Group during the six months ended 30 September 2018 and as at the date of this announcement.

FOREIGN EXCHANGE EXPOSURE

During the six months ended 30 September 2018, the Group's operation of department stores, shopping mall and supermarkets earned revenue and incurred costs in Renminbi. The Group was not subject to any significant exposure to foreign exchange risk as most of the transactions, assets and liabilities were denominated in Renminbi. Hence, no financial instrument hedging was employed.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2018.

股息

本公司董事並不建議派付截至二零一八年九月三十日止六個月之中期股息(截至二零一七年九月三十日止六個月:人民幣零元)。

人力資源

於二零一八年九月三十日,本集團合計員工約6,800名(二零一八年三月三十一日:6,900名),其中,直接聘用約1,800名(二零一八年三月三十一日:1,800名)全職僱員,其餘為代供應商管理的特許專櫃員工。大部份僱員均受僱於中國內地。直接聘用僱員之薪酬、晉升及加薪幅度乃根據個人及本集團之表現、僱員之專業及工作經驗、並參考當時市場慣例及標準來評估釐定。除了一般薪酬計劃外,本集團亦根據合資格僱員之表現及其對本集團之貢獻,向其授出購股權及酌情花紅。本集團認為優秀僱員是企業能成功發展之關鍵因素。

重大訴訟

截至二零一八年九月三十日止六個月及於本公告日期,本集團成員公司並無牽涉任何重大訴訟、仲裁或索償,且據本公司董事所知本集團任何成員公司概無任何尚未了結或面臨的重大訴訟、仲裁或索償。

外匯風險

於截至二零一八年九月三十日止六個月內,本集團經營的百貨商場、購物中心及超級市場業務,其所賺取之收入及產生之費用均以人民幣計算。本集團並無蒙受任何重大外匯風險,乃由於多數交易、資產及負債乃以人民幣列值。因此,並無採納金融對沖工具。

購買、出售或贖回本公司之上市股份

於截至二零一八年九月三十日止六個月內,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

AUDIT COMMITTEE

The audit committee was established by the Company with written terms of reference in compliance with the requirements set out in Appendix 14 of the Listing Rules.

The audit committee shall consist of not less than 3 members. Currently, the audit committee comprises two independent non-executive Directors, Mr. Tsang Kwok Wai and Mr. Ruan Xiaofeng, and two non-executive Directors, Mr. Chen Shuai and Mr. Cao Yonggang. Following the resignation of Ms. Sun Zhili in October 2018, the position of chairman of the audit committee is currently left vacant. The Company is currently searching for a suitable candidate to be appointed as an independent non-executive Director and the chairman of the audit committee.

The primary objective of the audit committee is to review the financial reporting process of the Group and its risk management and internal control system, oversee the audit process and perform other duties assigned by the Board and make recommendations for the Company to improve the quality of financial information to be disclosed. It also reviews the annual and interim reports of the Company prior to their approval by the Board.

The audit committee together with management and independent auditors have reviewed the accounting principles and practices adopted by the Group, and discussed financial reporting matters including the review of the unaudited interim results for the six months ended 30 September 2018 prior to their approval by the Board.

CORPORATE GOVERNANCE

The Company has adopted most of the code provisions as stated in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Board is committed to complying with the CG Code to the extent that the Directors consider it to be practical and applicable to the Company.

The corporate governance principles of the Company emphasize an effective Board, sound internal control, appropriate independence policy, transparency and accountability to the shareholders of the Company. The Board will continue to monitor and revise the Company's corporate governance policies in order to ensure that such policies may meet the general rules and standards required by the Listing Rules. The Company had complied with the CG Code throughout the six months ended 30 September 2018 with the following deviations:

審核委員會

本公司已根據上市規則附錄十四所載之規定成立具有明確職權範圍之審核委員會。

審核委員會由最少三名成員組成，其現任成員由兩名獨立非執行董事曾國偉先生及阮曉峰先生，以及兩名非執行董事陳帥先生及曹永剛先生組成。孫枝麗女士於二零一八年十月辭任後，審核委員會主席的職位目前空缺，本公司目前正在物色合適人選以獲委任為獨立非執行董事及審核委員會主席。

審核委員會之主要目標是檢討本集團之財務申報程序及其風險管理及內部監控系統，監督審核過程及履行董事會指派之其他職務，以及向本公司提供建議，以改善將予披露財務資料之質素。此外，審核委員會亦會在董事會作出批准前，預先審閱本公司之年度及中期報告。

審核委員會，連同管理層及獨立核數師已審閱本集團所採納之會計原則及慣例，並討論財務報告事宜，包括在董事會作出批准前，審閱截至二零一八年九月三十日止六個月之未經審核中期業績。

企業管治

本公司已採納聯交所證券上市規則（「上市規則」）附錄十四所載列企業管治守則及企業管治報告（「企業管治守則」）之大部分守則條文。董事會承諾，在董事認為切實可行及適用於本公司之前提下，遵從企業管治守則行事。

本公司企業管治原則着重有效之董事會、良好的內部監控及恰當的獨立政策，並為本公司股東提供透明度及問責制度。董事會將繼續監察及修訂本公司之企業管治政策，以確保此等政策符合上市規則規定之一般規則及標準。於截至二零一八年九月三十日止六個月內，本公司一直遵守企業管治守則，惟有下列偏離：

CORPORATE GOVERNANCE (continued)

CG Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. However, all the directors (Executive, Non-executive and Independent Non-executive) are subject to retirement at least once every three years under Bye-Law 87(1) of the Bye-Laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

CG Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration and nomination committees to attend. The chairman of the Board and the chairmen of the audit committee and the remuneration committee were not able to attend the annual general meeting of the Company held on 18 September 2018 due to other important business engagement. They had delegated the Chief Executive Officer to chair and be available to answer questions at the annual general meeting.

CG Code Provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings. During the six months ended 30 September 2018, not all Independent Non-executive Directors and Non-executive Directors were able to attend the general meeting of the Company due to their other business commitments.

In compliance with Rule 3.10A of the Listing Rules, independent non-executive directors represent at least one third of the board. However, following the resignation of Ms. Sun Zhili as an independent non-executive director of the Company on 19 October 2018, the number of independent non-executive directors fell below the requirement of Rule 3.10A of the Listing Rules. Subsequent to the resignation of Mr. Kam Hou Yin, John as an executive director and chief executive officer of the Company on 31 October 2018, the composition of the Board comprises three executive directors, three non-executive directors and three independent non-executive directors. In this regard, the number of independent non-executive directors represents one third of the members of the Board and the Company meets the requirement set out in Rule 3.10A of the Listing Rules.

Following the resignation of Ms. Sun Zhili as an independent non-executive director of the Company, the chairman of the audit committee, a member of each of the nomination committee and the remuneration committee of the Company on 19 October 2018, the audit committee of the Company does not comprise a majority of independent non-executive directors and the chairman of the audit committee is vacated. Accordingly, the Company is not in compliance with Rule 3.21 of the Listing Rules. In order to comply with Rule 3.21 of the Listing Rules, the Company will endeavor to identify and appoint a suitable candidate to fill the vacancy, so that the requirements of Rule 3.21 will be met as soon as possible and in any event within three months from 19 October 2018 pursuant to Rule 3.11 of the Listing Rules.

企業管治 (續)

企業管治守則條文第A.4.1條訂明，非執行董事須以指定任期委任並膺選連任。本公司現任獨立非執行董事並非以指定任期委任。然而，根據本公司之細則第87(1)條，全體董事（包括執行、非執行及獨立非執行董事）須最少每三年輪值告退一次。因此，本公司認為已採取足夠措施確保本公司之企業管治常規不比企業管治守則所載之規定寬鬆。

企業管治守則條文第E.1.2條訂明，董事會主席應出席股東週年大會，並邀請審核委員會、薪酬委員會及提名委員會的主席出席。董事會主席及審核委員會和薪酬委員會的主席因其他重要業務關係，未克出席本公司於二零一八年九月十八日舉行之股東週年大會，而他們已委派行政總裁擔任股東週年大會主席及回答提問。

企業管治守則條文第A.6.7條訂明，獨立非執行董事及其他非執行董事應出席股東大會。截至二零一八年九月三十日止六個月內，因有其他業務承擔，並非所有獨立非執行董事及非執行董事均有參加本公司股東大會。

遵照上市規則第3.10A條，獨立非執行董事必須佔董事會成員人數至少三分之一。然而，孫枝麗女士於二零一八年十月十九日辭任本公司之獨立非執行董事，獨立非執行董事人數低於上市規則第3.10A條之規定。金孝賢先生於二零一八年十月三十一日辭任本公司之執行董事及行政總裁後，董事會成員由三名執行董事、三名非執行董事及三名獨立非執行董事組成。就此而言，獨立非執行董事人數為董事會成員人數的三分之一，且本公司符合上市規則第3.10A條所載之規定。

孫枝麗女士於二零一八年十月十九日辭任本公司之獨立非執行董事，本公司審核委員會主席、提名委員會及薪酬委員會各自成員後，本公司審核委員會並非由大多數獨立非執行董事組成，並且審核委員會主席已空缺。因此，本公司並不符合上市規則第3.21條的規定。為遵照上市規則第3.21條之規定，本公司將盡力物色及委任合適人選以填補空缺，因此，根據上市規則第3.11條，本公司將盡快及在任何情況下自二零一八年十月十九日起的三個月內符合上市規則第3.21條的規定。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 September 2018.

REVIEW OF INTERIM RESULTS

The Group’s unaudited interim results for the six months ended 30 September 2018 have been reviewed by the audit committee, and by the auditors of the Company in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA.

PUBLICATION OF INTERIM RESULTS ON THE WEBSITES OF THE STOCK EXCHANGE AND OF THE COMPANY

This announcement will be published on the websites of the Stock Exchange and of the Company. The interim report for the six months ended 30 September 2018 containing all the information required by Appendix 16 to the Listing Rules will be dispatched to shareholders and published on the websites of the Stock Exchange and of the Company in due course.

APPRECIATION

I would like to express my deep thanks to my fellow directors and all employees for their valuable contribution. I and on behalf of the Board would also like to extend my sincere thanks to our shareholders, customers, suppliers, bankers and business associates for their continued strong support.

On behalf of the Board

Wu Yijian
Chairman

Hong Kong, 28 November 2018

As at the date of this announcement, the Board comprises three executive directors, being Mr. Wu Yijian, Mr. Chan Wai Kwong, Peter and Mr. Sha Yingjie; three non-executive directors, Mr. Chen Shuai, Mr. Cao Yonggang and Mr. Qu Jiaqi; and three independent non-executive directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Dr. Cao Guoqi.

董事進行證券交易之標準守則

本公司採納了上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）。經向所有董事作出特定查詢後，全部董事確實彼等於截至二零一八年九月三十日止六個月內，一直遵守標準守則所載之規定準則。

中期業績之審閱

本集團截至二零一八年九月三十日止六個月之未經審核中期業績已由本公司之審核委員會審閱及經本公司核數師按照香港會計師公會頒布之香港審閱準則第 2410 號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。

於聯交所及本公司網站刊發中期業績

本公告將於聯交所及本公司網站刊發。本公司將於適當時候向股東寄發及於聯交所及本公司網站刊發截至二零一八年九月三十日止六個月之中期報告，當中載有上市規則附錄16規定之所有資料。

致謝

本人謹此就董事會同寅及全體員工作出之寶貴貢獻深表謝意。本人謹此代表董事會向各股東、客戶、供應商、往來銀行及業務夥伴致以摯誠謝意，感激彼等一直以來之鼎力支持。

代表董事會

吳一堅
主席

香港，二零一八年十一月二十八日

於本公告日期，董事會由三名執行董事吳一堅先生、陳為光先生及沙英杰先生，三名非執行董事陳帥先生、曹永剛先生及曲家琪先生，以及三名獨立非執行董事曾國偉先生、阮曉峰先生及曹國琪博士組成。