



Interim Report 中期業績報告
2018



EMINENCE
ENTERPRISE LIMITED
高山企業有限公司

(Stock Code 股份代號 : 616)

- 2** Corporate Information
公司資料
- 5** Management Discussion and Analysis
管理層討論及分析
- 23** Disclosure of Interests
權益披露
- 32** Corporate Governance and Other Information
企業管治及其他資料
- 35** Condensed Consolidated Statement of Profit or Loss and
Other Comprehensive Income
簡明綜合損益及其他全面收益表
- 37** Condensed Consolidated Statement of Financial Position
簡明綜合財務狀況表
- 39** Condensed Consolidated Statement of Changes in Equity
簡明綜合權益變動表
- 43** Condensed Consolidated Statement of Cash Flows
簡明綜合現金流量表
- 45** Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

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

Ms. Lui Yuk Chu
(Deputy Chairman)

Independent Non-Executive Directors

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

EXECUTIVE COMMITTEE

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

董事會

執行董事

鄭長添先生
(主席兼首席行政總裁)

雷玉珠女士
(副主席)

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德禎先生
吳冠賢先生

審核委員會

簡嘉翰先生(主席)
劉善明先生
傅德禎先生
吳冠賢先生

薪酬委員會

劉善明先生(主席)
簡嘉翰先生
傅德禎先生
吳冠賢先生
鄭長添先生

提名委員會

傅德禎先生(主席)
簡嘉翰先生
劉善明先生
吳冠賢先生
鄭長添先生

行政委員會

鄭長添先生(主席)
雷玉珠女士

COMPANY SECRETARY

Mr. Lee Po Wing

公司秘書

李寶榮先生

AUDITOR

Deloitte Touche Tohmatsu

核數師

德勤•關黃陳方會計師行

LEGAL ADVISERS

As to Hong Kong law:
David Norman & Co.

法律顧問

香港法律：
David Norman & Co.

As to Bermuda law:
Conyers Dill & Pearman

百慕達法律：
Conyers Dill & Pearman

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited
United Overseas Bank

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司
大華銀行

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Block A, 7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

主要營業地點

香港
九龍長沙灣
青山道 481-483 號
香港紗廠大廈第 6 期
7 樓 A 座

Corporate Information

公司資料

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

616

WEBSITE ADDRESS

www.eminence-enterprise.com

百慕達主要股份過戶登記處

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

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東 183 號
合和中心 22 樓

股份代號

616

網址

www.eminence-enterprise.com

The board of directors (the “**Board**”) of Eminence Enterprise Limited (the “**Company**”) announces the results of the Company and its subsidiaries (collectively the “**Group**”) for the six months ended 30 September 2018 (the “**Period**”). These interim results have been reviewed by the Company’s audit committee.

INTERIM RESULTS

The Group’s unaudited consolidated loss attributable to shareholders of the Company for the Period was HK\$39,592,000 as compared to a loss of HK\$2,455,000 for the corresponding period in 2017 (“**2017 Period**”). The increase in loss was mainly attributable to fair value change of financial assets amounting to the loss of HK\$25,483,000 as compared to 2017 Period of HK\$1,229,000. The rental income of the Group increased by 24.9% to HK\$20,183,000.

Basic and diluted loss per share for the Period amount to HK\$0.013 as compared with basic and diluted loss per share HK\$0.001 for 2017 Period.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period (2017 Period: nil).

高山企業有限公司(「本公司」)董事會(「董事會」)公佈本公司及其附屬公司(統稱「本集團」)截至2018年9月30日止六個月(「本期間」)之業績。本中期業績已由本公司之審核委員會審閱。

中期業績

於本期間，本公司股東應佔本集團之未經審核綜合虧損為39,592,000港元，相比2017年同期(「**2017期間**」)之虧損為2,455,000港元。虧損增加主要由於金融資產之公平值變動產生虧損25,483,000港元，相比2017期間則為1,229,000港元。本集團之租金收入增加24.9%至20,183,000港元。

於本期間之每股基本及攤薄虧損為0.013港元，2017期間每股基本及攤薄虧損為0.001港元。

中期股息

董事會不建議就本期間派發中期股息(2017期間：無)。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

During the Period, the Group was principally engaged in the property investment, comprising the ownership and rental of investment properties, property development, investment in securities and loan financing business.

(i) Property Investment

During the Period, the total rental income of the Group increased by 24.9% to HK\$20,183,000 (2017 Period: HK\$16,154,000). The increase was primarily due to the contributions from newly acquired properties, as well as continued management of tenant mix and rental reversion of major investment properties during the Period.

Hong Kong

In Hong Kong, the Group owns residential units, commercial units and industrial units with a total carrying amount of HK\$615,801,000 as at 30 September 2018 (31 March 2018: HK\$1,156,000,000). During the Period, the Group recorded property rental income of HK\$10,464,000 (2017 Period: HK\$8,160,000).

Singapore

In Singapore, the Group owns 3 residential units with a total carrying amount of HK\$156,944,000 as at 30 September 2018 (31 March 2018: HK\$162,456,000). For the Period, the Group received property rental income of HK\$1,422,000 (2017 Period: HK\$1,332,000).

業務回顧

於本期間，本集團主要從事物業投資（包括擁有及租賃投資物業）、物業發展、證券投資及貸款融資業務。

(i) 物業投資

於期內，本集團之租金收入總額增長 24.9% 至 20,183,000 港元（2017 期間：16,154,000 港元）。該增長主要由於本期間新購置物業、持續管理租戶組合及主要投資物業租金回流所推動。

香港

於 2018 年 9 月 30 日，本集團於香港擁有住宅單位、商業單位及工業單位，總賬面值為 615,801,000 港元（2018 年 3 月 31 日：1,156,000,000 港元）。於本期間，本集團錄得物業租金收入 10,464,000 港元（2017 期間：8,160,000 港元）。

新加坡

於 2018 年 9 月 30 日，本集團於新加坡擁有 3 個住宅單位，總賬面值為 156,944,000 港元（2018 年 3 月 31 日：162,456,000 港元）。於本期間，本集團收取物業租金收入 1,422,000 港元（2017 期間：1,332,000 港元）。

BUSINESS REVIEW (CONTINUED)

業務回顧(續)

(i) Property Investment (continued)

(i) 物業投資(續)

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

中華人民共和國(「中國」)

In Huzhou City, Zhejiang Province of the PRC, the Group has 16 blocks with the 4 blocks under development of factory premises and 4 blocks of dormitories with a total carrying amount of HK\$334,575,000 as at 30 September 2018 (31 March 2018: HK\$338,177,000). For the Period, the Group received property rental income of HK\$8,297,000 (2017 Period: HK\$6,662,000).

於2018年9月30日，本集團於中國浙江省湖州市擁有16座廠房(其中4座為在建中廠房)及4座宿舍，總賬面值為334,575,000港元(2018年3月31日：338,177,000港元)。於本期間，本集團收取物業租金收入8,297,000港元(2017期間：6,662,000港元)。

(ii) Property Development

(ii) 物業發展

(i) Project Inverness

(i) 延文禮士道項目

This project is the development of a site at Nos. 14-20 Inverness Road, Kowloon Tong, Hong Kong which provides a total gross floor area of approximately 4,320 square metres. As at 30 September 2018, the development project has commenced and is in progress. The site will be developed into a luxurious residential property with car parks, and is expected to be completed before the end of 2019.

該項目為開發位於香港九龍塘延文禮士道第14-20號的地盤，總建築面積約為4,320平方米。於2018年9月30日，項目開發已啟動並正在進行中。該地盤將開發為配備停車場的豪華住宅物業，並預期於2019年年末前完成。

Management Discussion and Analysis 管理層討論與分析

BUSINESS REVIEW (CONTINUED)

(ii) Property Development (continued)

(ii) *Project Matheson*

As at 30 September 2018, the Group, through its subsidiary, is the registered owner of No. 11, 13 and 15 Matheson Street, Causeway, Hong Kong (the “**Matheson Building**”). The Matheson Building is a composite 6-storey building with 14 units, with a site area of approximately 265.42 square metres. After redevelopment, the site will provide a gross floor area of approximately 3,982.08 square metres of commercial/office mixed-use building. Currently, the redevelopment is in full swing and is expected to be completed in the fourth quarter of 2021.

業務回顧(續)

(ii) 物業發展(續)

(ii) *勿地臣街項目*

於2018年9月30日，本集團(透過其附屬公司)為香港銅鑼灣勿地臣街11號、13號及15號樓宇(「勿地臣街樓宇」)的註冊擁有人。勿地臣街樓宇為六層樓的複合樓宇，共有14個單位，地盤面積約265.42平方米。於重建後，該地盤將成為總建築面積約為3,982.08平方米之商業／辦公綜合樓宇。目前，重建工作正全面展開，預計將於2021年第四季度完成。

BUSINESS REVIEW (CONTINUED)

業務回顧(續)

(ii) Property Development (continued)

(ii) 物業發展(續)

(iii) Project Fung Wah

(iii) 豐華項目

As at 30 September 2018, the Group owns approximately 90.83% of Fung Wah Factorial Building which is situated at Nos. 646, 648 & 648A Castle Peak Road, Kowloon, Hong Kong (the “**Fung Wah Building**”). The Group intends to make an application to the Lands Tribunal for a compulsory sale order under the Land (Compulsory Sale for Redevelopment) Ordinance in the very near future in order to acquire the remaining units of the building and, if successful, redevelop the building into a commercial/mixed development building with car parking spaces. The acquisition of Fung Wah Building and redevelopment is favorable to the Company, as the Company is planning to acquire Easy Tower which is situated at No. 609 of Tai Nan West Street and is adjacent to Fung Wah which will significantly enhance the development of the combined sites. Details of the acquisition of Easy Tower, please refer to the section “Events after the end of the reporting period”.

As at 30 September 2018, the 16 units of the Fung Wah Building are leased out and the total rental income for the Period was approximately HK\$2,902,000.

於2018年9月30日，本集團擁有豐華工業大廈(「**豐華大廈**」)約90.83%，該大廈位於香港九龍青山道646號、648號及648A號。本集團擬根據《土地(為重新發展而強制售賣)條例》於近日向土地審裁處申請強制售賣，以收購該樓宇餘下單位，且倘申請成功，本集團將該樓宇重建為配備停車場的商業／綜合發展樓宇。收購及重建豐華大廈符合本公司之利益，乃由於本公司正計劃收購位於大南西街第609號的永義廣場，而該物業毗鄰豐華大廈，此舉將顯著帶動該等地盤的發展。有關收購永義廣場的詳情，請參閱「報告期末後事項」一節。

於2018年9月30日，豐華大廈有16個單位已出租，本期間租金收入總額約為2,902,000港元。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (CONTINUED)

(ii) Property Development (continued)

(iv) Project Wing Cheong

As at 30 September 2018, the Group, through its wholly-owned subsidiary, owns approximately 86.36% of Wing Cheong Factory Building which is situated at No. 121 King Lam Street, Kowloon, Hong Kong (the “**Wing Cheong Building**”) with a site area of approximately 5,483 sq.ft. The Company has filed an application under the Land (Compulsory Sale for Redevelopment) Ordinance to the Lands Tribunal for an order to auction all the undivided shares of the Wing Cheong Building for the purposes of redevelopment (the “**Compulsory Sale**”), details of which are set out in the Company’s announcement dated 12 September 2018. If the Group successfully acquires the entire lot, the Group plans to develop the site into an industrial mixed-use building with car parking spaces.

As at 30 September 2018, the 15 industrial units of the Wing Cheong Building are leased out and the total rental income for the Period was approximately HK\$2,140,000.

業務回顧(續)

(ii) 物業發展(續)

(iv) 永昌項目

於2018年9月30日，本集團(透過其全資附屬公司)擁有永昌工業大廈(「永昌大廈」)約86.36%，該大廈位於香港九龍瓊林街121號，地盤面積為5,483平方呎。本公司已根據《土地(為重新發展而強制售賣)條例》向土地審裁處提交申請，申請作出一項為重新發展而強制售賣永昌大廈之所有不可分割份數的命令(「強制售賣」)，有關詳情載於本公司日期為2018年9月12日之公佈。倘本集團成功收購全部地段，本集團計劃將其開發成為配備停車場的工業綜合樓宇。

於2018年9月30日，永昌大廈15個工業單位已租出，本期間租金收入總額約為2,140,000港元。

BUSINESS REVIEW (CONTINUED)

業務回顧(續)

(ii) **Property Development (continued)**

(ii) 物業發展(續)

(v) **Project Capital Centre**

(v) 資本中心項目

The Group, through its wholly-owned subsidiary, owns office units 01, 02, 03, 05, 06, 07, 08 and 09 on the 12th Floor (with a total saleable area of approximately 11,316 square feet) of Capital Centre, No. 151 Gloucester Road, Hong Kong (“**Capital Centre**”) and carparking spaces numbers 329, 330 and 331 on the 3rd Floor of Capital Centre. These properties were acquired for investment purposes on 30 April 2018.

However, due to the trade war, the equity and financial markets have materially changed. To give the Company maximum flexibility, the Company plans to auction these properties (as a whole) through open tender subject to a minimum price of no less than HK\$310 million. For further details, please refer to the Company’s announcement dated 4 October 2018.

本集團(透過其全資附屬公司)擁有香港告士打道151號資本中心(「資本中心」)第12層01、02、03、05、06、07、08及09單位(可售總面積約為11,316平方呎)及資本中心第3層停車場第329、330及331號停車位。於2018年4月30日,該等物業乃購入作投資用途。

然而,由於貿易戰,股票及金融市場劇烈變動。為最大化本公司靈活性,本公司計劃透過公開招標方式拍賣該等物業(作為一個整體),惟最低價不低於310,000,000港元。有關進一步詳情,請參閱本公司日期為2018年10月4日的公佈。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (CONTINUED)

(iii) Securities Investment

During the period under review, the Group adopted a prudent attitude in its securities investments. The Group had acquired listed securities investments and disposed of some shares in the investment portfolio. The Group recorded fair value loss securities investments of HK\$25,483,000 (2017 Period: HK\$1,229,000). As a result, the Group reported segment loss of HK\$25,567,000 (2017 Period: segment loss of HK\$1,828,000) during the period under review. The Group received dividend income from the listed securities investments of HK\$2,971,000 during the period under review. The Group considers the prospects in respect of the investments are healthy. The Board understands that the performance of the investments may be affected by volatility in the Hong Kong stock market and subject to other external factors. Accordingly, the Group will continue to maintain a diversified portfolio of investment of different segments of markets to minimise the possible financial risks. The Group will closely monitor the performance progress of the investment portfolio from time to time.

業務回顧(續)

(iii) 證券投資

於回顧期間內，本集團對其證券投資採取謹慎態度。本集團購入上市證券投資，並售出投資組合中的部分股份。本集團錄得證券投資之公平值虧損25,483,000港元(2017期間：1,229,000港元)。因此，於回顧期間內，本集團錄得分部虧損25,567,000港元(2017期間：分部虧損為1,828,000港元)。於回顧期間內，本集團從上市證券投資中獲得股息收入為2,971,000港元。本集團認為，證券投資的前景穩健。董事會明白，投資表現或受香港股市波動影響，並受到其他外部因素限制。因此，本集團將繼續維持不同市場的多元化投資組合，以盡量降低潛在的金融風險。本集團將不時密切監察投資組合的表現發展狀況。

BUSINESS REVIEW (CONTINUED)

業務回顧(續)

(iii) Securities Investment (continued)

At 30 September 2018, the Group held securities investments amounting to HK\$39,129,000 (31 March 2018: HK\$210,649,000). It was derived from (i) the purchase of securities investments of HK\$14,368,000 during the period under review; (ii) the disposal of securities investments which had a cost or fair value as at 31 March 2018 of HK\$160,405,000; and (iii) net decrease in market value in the amount of HK\$25,483,000 of securities investments. This value represented an investment portfolio comprising 5 (31 March 2018: 5) equity securities which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(iii) 證券投資(續)

於2018年9月30日，本集團之證券投資達39,129,000港元(2018年3月31日：210,649,000港元)。此乃由於(i)於回顧期間內購入證券投資14,368,000港元；(ii)出售證券投資於2018年3月31日的成本或公平值為160,405,000港元；及(iii)證券投資市值金額淨減少25,483,000港元。該投資價值對應的投資組合包括5隻(2018年3月31日：5隻)於香港聯合交易所有限公司(「聯交所」)主板上市的股本證券。

(iv) Loan Financing

For the Period, this segment recorded a revenue of HK\$9,035,000 (2017 Period: HK\$8,718,000) representing 3.6% increase comparing with 2017 Period.

(iv) 貸款融資

於本期間，分部錄得營業額9,035,000港元(2017期間：8,718,000港元)，較2017期間增加3.6%。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 30 September 2018, total assets of the Group amounted to HK\$4,375,322,000 (31 March 2018: HK\$4,011,917,000). In terms of financial resources as at 30 September 2018, the Group's total bank balances and cash was HK\$123,066,000 (31 March 2018: HK\$125,422,000).

As at 30 September 2018, the Group has total bank borrowings of HK\$1,347,515,000 (31 March 2018: HK\$1,092,660,000). The Group's gearing ratio, which is calculated as a ratio of total bank borrowings to shareholders' equity was approximately 0.51 (31 March 2018: 0.40). As at 30 September 2018, the Group's current ratio was 4.8 (31 March 2018: 3.5).

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

財務回顧

流動資金及財務資源

於2018年9月30日，本集團之資產總額為4,375,322,000港元(2018年3月31日：4,011,917,000港元)。財務資源方面，於2018年9月30日，本集團之銀行結餘及現金總額為123,066,000港元(2018年3月31日：125,422,000港元)。

於2018年9月30日，本集團之銀行借貸總額為1,347,515,000港元(2018年3月31日：1,092,660,000港元)。本集團之資本負債比率(即銀行借貸總額佔股東資產之百分比)約為0.51(2018年3月31日：0.40)。於2018年9月30日，本集團流動比率為4.8(2018年3月31日：3.5)。

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

FINANCIAL REVIEW (CONTINUED)

財務回顧(續)

Outstanding Convertible Notes

未兌換之可換股票據

(1) 2014 Convertible Note (“2014CN”)

(1) 2014年可換股票據(「2014年可換股票據」)

Particulars of the 2014 Convertible Note are summarized as follows:

2014年可換股票據詳情概述如下：

Holder of the 2014CN : Goodco Development Limited
2014年可換股票據持有人 佳豪發展有限公司

Outstanding principal amount as at the : HK\$20,000,000
date of this report 20,000,000 港元
於本報告日期之未償還本金額

Issue date : 27 March 2014
發行日期 2014年3月27日

Maturity date : 27 March 2019
到期日 2019年3月27日

Conversion price : HK\$22.72
兌換價 22.72 港元

As at the date of this report, the outstanding principal amount of 2014CN is HK\$20,000,000.

於本報告日期，2014年可換股票據之未償還本金額為20,000,000港元。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (CONTINUED)

財務回顧(續)

Outstanding Convertible Notes (continued)

未兌換之可換股票據(續)

(2) 2015 Convertible Note (“2015CN”)

(2) 2015年可換股票據(「2015年可換股票據」)

Pursuant to the amendments of the 2015CN terms under the Second Deed of Amendment dated 1 March 2017 and the shareholders' approval on 26 April 2017, the exercise period and the conversion price of 2015CN was revised to 7 years and HK\$0.16 per conversion share respectively; and the interest rate was revised to 3% per annum payable semi-annually.

根據2017年3月1日的第二份修訂契據有關2015年可換股票據之條款作出之修訂及根據股東於2017年4月26日之批准，2015年可換股票據之行使期及兌換價分別修訂為7年及每股兌換股份0.16港元；及利率修訂為每年3厘及按每半年期支付一次。

Particulars of the 2015CN are summarized as follows:

2015年可換股票據詳情概述如下：

Holder of the 2015CN 2015年可換股票據持有人	:	Madian Star Limited
Principal amount 本金金額	:	HK\$86,000,000 86,000,000港元
Issue date 發行日期	:	12 June 2015 2015年6月12日
Maturity date 到期日	:	12 June 2022 2022年6月12日
Conversion price 兌換價	:	HK\$0.16 0.16港元

As at the date of this report, no exercise of the conversion rights of 2015CN was made since the issue date, the outstanding principal amount is HK\$86,000,000.

於本報告日期，自發行日期起沒有行使任何2015年可換股票據兌換權，未償還本金額為86,000,000港元。

FINANCIAL REVIEW (CONTINUED)

財務回顧(續)

Outstanding Convertible Notes (continued)

未兌換之可換股票據(續)

(3) 2017 Convertible Note 1 (“2017CN1”)

(3) 2017年可換股票據-1(「2017年可換股票據-1」)

Particulars of the 2017CN1 are summarized as follows:

2017年可換股票據-1詳情概述如下：

Holder of the 2017CN1 2017年可換股票據-1持有人	:	Goodco Development Limited 佳豪發展有限公司
Principal amount 本金金額	:	HK\$16,000,000 16,000,000港元
Issue date 發行日期	:	11 May 2017 2017年5月11日
Maturity date 到期日	:	11 May 2022 2022年5月11日
Conversion price 兌換價	:	HK\$0.16 0.16港元

As at the date of this report, no exercise of the conversion rights of 2017CN1 was made since the issue date, the outstanding principal amount is HK\$16,000,000.

於本報告日期，自發行日期起沒有行使任何2017年可換股票據-1兌換權，未償還本金額為16,000,000港元。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (CONTINUED)

財務回顧(續)

Outstanding Convertible Notes (continued)

未兌換之可換股票據(續)

(4) 2017 Convertible Note 2 (“2017CN2”)

(4) 2017年可換股票據-2(「2017年可換股票據-2」)

Particulars of the 2017CN2 are summarized as follows:

2017年可換股票據-2詳情概述如下：

Holder of the 2017CN2 2017年可換股票據-2持有人	:	Goodco Development Limited 佳豪發展有限公司
Principal amount 本金金額	:	HK\$28,200,000 28,200,000港元
Issue date 發行日期	:	26 September 2017 2017年9月26日
Maturity date 到期日	:	26 September 2020 2020年9月26日
Conversion price 兌換價	:	HK\$0.06 0.06港元

On 18 October 2017, Goodco Development Limited exercised the rights attached to the 2017CN2 for the amount of HK\$16,920,000 to subscribe 282,000,000 shares of the Company and these shares were issued and allotted on 18 October 2017.

於2017年10月18日，佳豪發展有限公司行使2017年可換股票據-2附帶之權利，以16,920,000港元認購282,000,000股本公司股份，且該等股份已於2017年10月18日獲發行及配發。

As at the date of this report, the outstanding principal amount of 2017CN2 is HK\$11,280,000.

於本報告日期，2017年可換股票據-2之未償還本金額為11,280,000港元。

FINANCIAL REVIEW (CONTINUED)

Charges of Assets

As at 30 September 2018, the Group had bank loans amounting to HK\$1,347,515,000 (31 March 2018: HK\$1,092,660,000) which were secured by the Group's properties with an aggregate net book value of HK\$615,800,000 (investment properties) and HK\$2,711,284,000 (properties held for development for sale) respectively (31 March 2018: HK\$986,740,000 and HK\$1,634,964,000).

Exposure of Foreign Exchange Fluctuations

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

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 30 September 2018 (31 March 2018: nil).

財務回顧(續)

資產抵押

於2018年9月30日，本集團之銀行貸款為1,347,515,000港元(2018年3月31日：1,092,660,000港元)乃以本集團之物業作為抵押，賬面總淨值分別為615,800,000港元(投資物業)及2,711,284,000港元(持作出售發展物業)(2018年3月31日：986,740,000港元及1,634,964,000港元)。

外匯波動之風險

本集團之營業額與支出以港元、美元、新加坡元及人民幣為主。於本期間，本集團並無因匯率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。

或然負債

於2018年9月30日，本集團並無任何重大或然負債(2018年3月31日：無)。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (CONTINUED)

Capital Expenditures and Capital Commitments

During the Period, the Group invested HK\$638,000 (2017 Period: HK\$1,120,000) in the purchase of property, plant and equipment, and spent HK\$282,996,000 (2017 Period: HK\$10,519,000) on addition of investment properties. These capital expenditures were financed from internal resources and funds from previous fund raising activities of the Company.

As at 30 September 2018, the Group had capital commitments in respect of capital expenditure contracted for but not provided of approximately HK\$23,863,000 (31 March 2018: HK\$265,975,000).

Changes in Fair Value of Investment Properties

During the Period, there was a loss of HK\$2,288,000 on changes in fair value of investment properties (2017 Period: gain of HK\$2,013,000).

Finance Costs

Finance costs was HK\$19,420,000, increased by HK\$3,162,000 or 19.4% for the Period from HK\$16,258,000 in the 2017 Period, of which HK\$8,193,000 (2017 Period HK\$9,567,000) was the effective interest expense on convertible notes.

財務回顧(續)

資本開支及資本承擔

於本期間，本集團投資 638,000 港元 (2017 期間：1,120,000 港元) 購置物業、廠房及設備，並動用 282,996,000 港元 (2017 期間：10,519,000 港元) 於增置投資物業。該等資本開支的資金均來自內部資源及先前本公司之集資活動。

於 2018 年 9 月 30 日，本集團已訂約但未撥備之資本性開支的資本承擔約為 23,863,000 港元 (2018 年 3 月 31 日：265,975,000 港元)。

投資物業之公平值變動

於本期間，投資物業之公平值變動產生虧損為 2,288,000 港元 (2017 期間：收益為 2,013,000 港元)。

融資成本

融資成本由 2017 期間 16,258,000 港元增加 3,162,000 港元或 19.4% 至本期間 19,420,000 港元，其中 8,193,000 港元 (2017 期間：9,567,000 港元) 為可換股票據之實際利息支出。

PROSPECTS

The financial market in Hong Kong performed well in the first half 2018 while the economy is expected to continue to grow steadily. However given the trade war between US and China, Hong Kong's equity and financial environment will continue to be affected. Interest rates will also affect the property market inevitably. Although the trade war is not expected to be resolved in the near future, the Group is prudently optimistic about the prospects of the property and securities market in Hong Kong and believes these markets will continue to grow over the longer term.

In line with its investment strategy and policy, the Company will continue to identify appropriate investment and divestment opportunities that fit the objective and investment criteria of the Company, and will continue to seek opportunities to replenish its property portfolio as an ongoing business exercise. The Board would exercise utmost caution, so as to bring positive impact on the operating and financial results to the Company in the foreseeable future.

前景

香港金融市場於2018年上半年表現良好，經濟預期繼續平穩增長。然而，由於中美貿易戰，香港的股票投資及金融環境將繼續受到影響。利率亦必定影響物業市場。儘管預期貿易戰不會於短期內解決，本集團對香港物業及證券市場的前景持審慎樂觀的態度，並認為市場能夠繼續維持長期增長。

根據其投資策略及政策，本公司將繼續物色符合本公司目標及投資準則的合適投資及套現機會，並將繼續尋求機會以補充其物業組合，作為一項持續業務活動。董事會將盡量審慎行事，以於可預見未來為本公司經營及財務業績帶來正面影響。

Management Discussion and Analysis 管理層討論與分析

AUDIT COMMITTEE

The Audit Committee currently comprises four independent non-executive directors, namely Mr. Kan Ka Hon (Committee Chairman), Mr. Lau Sin Ming, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly. The Audit Committee has reviewed with the management and the Company's auditor on the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including a review of the unaudited interim condensed consolidated financial statements for the six months ended 30 September 2018.

REVIEW OF INTERIM RESULTS

The interim results of the Group for the Period have not been audited, but have been reviewed by the audit committee of the Company.

By Order of the Board
Eminence Enterprise Limited
Kwong Jimmy Cheung Tim
Chairman and Chief Executive Officer

審核委員會

審核委員會現時由4位獨立非執行董事組成，分別為簡嘉翰先生(委員會主席)、劉善明先生、傅德楨先生及吳冠賢先生。審核委員會已與管理層及本公司之核數師審閱本集團採納之會計準則及常規，並討論審核、內部監控和財務報告等事項，包括審閱截至2018年9月30日止六個月之未經審核中期簡明綜合財務報表。

審閱中期業績

本集團之本期間中期業績未經審核，但已由本公司之審核委員會審閱。

承董事會命
高山企業有限公司
主席兼首席行政總裁
鄭長添

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

As at 30 September 2018, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules, were as follows:

董事及主要行政人員於股份、相關股份及債權證之權益

於2018年9月30日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部條文須知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例之該等條文被視為擁有之權益及淡倉），或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益及淡倉，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Disclosure of Interests

權益披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

董事及主要行政人員於股份、相關股份及債權證之權益(續)

Long positions in ordinary shares and underlying shares of the Company

於本公司普通股股份及相關股份之好倉

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

DIRECTORS' AND CHIEF EXECUTIVES'
INTERESTS IN SHARES, UNDERLYING
SHARES AND DEBENTURES
(CONTINUED)

董事及主要行政人員於股份、相關股份及
債權證之權益(續)

Notes:

附註:

- (i) In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits Limited ("Landmark Profits") and Goodco Development Limited ("Goodco") respectively, both are the wholly-owned subsidiaries of Easyknit International Holdings Limited ("Easyknit"). Sea Rejoice Limited is interested in approximately 19.09% of the total number of issued shares of Easyknit and it is wholly-owned by Ms. Lui Yuk Chu. Magical Profits Limited ("Magical Profits") is interested in approximately 31.95% of the total number of issued shares of Easyknit. Magical Profits is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by The Winterbotham Trust Company Limited ("Winterbotham Trust") as the trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse). For the 288,880,281 underlying shares comprise (a) 880,281 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2014 convertible note ("2014CN"), (b) 100,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 1 ("2017CN1"), and (c) 188,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 2 ("2017CN2"), which are held by Goodco.
- (ii) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu. By virtue of SFO, Ms. Lui Yuk Chu is deemed to be interested in these 11,300,000 underlying shares held by Mr. Koon Wing Yee.

- (i) 於739,330,692股股份中，93,549,498股股份及645,781,194股股份分別以Landmark Profits Limited (「Landmark Profits」)及佳豪發展有限公司(「佳豪」)之名義登記及由其實益擁有，該等公司為永義國際集團有限公司(「永義」)之全資附屬公司。樂洋有限公司於永義已發行股份總數中擁有約19.09%之權益而其由雷玉珠女士全資擁有。Magical Profits Limited (「Magical Profits」)於永義已發行股份總數中擁有約31.95%之權益。Magical Profits由Accumulate More Profits Limited全資擁有，而該公司由The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人溫特博森信託有限公司(「溫特博森信託」)全資擁有。於288,880,281股相關股份中包括(a)於2014年可換股票據(「2014年可換股票據」)獲悉數兌換後可予發行之880,281股可轉換股份(可予調整)、(b)於2017年可換股票據-1(「2017年可換股票據-1」)獲悉數兌換後可予發行之100,000,000股可轉換股份(可予調整)及(c)於2017年可換股票據-2(「2017年可換股票據-2」)獲悉數兌換後可予發行之188,000,000股可轉換股份(可予調整)，均由佳豪持有。
- (ii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予官永義先生(雷玉珠女士之配偶)之購股權。根據證券及期貨條例，雷玉珠女士被視為於該11,300,000股官永義先生持有的相關股份中擁有權益。

Disclosure of Interests

權益披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

Notes: (continued)

- (iii) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Ms. Lui Yuk Chu.
- (iv) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Mr. Kwong Jimmy Cheung Tim.

Save as disclosed above, as at 30 September 2018, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於股份、相關股份及債權證之權益(續)

附註：(續)

- (iii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予雷玉珠女士之購股權。
- (iv) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予鄭長添先生之購股權。

除上文所披露者外，於2018年9月30日，本公司董事或主要行政人員概無於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部條文須知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例之該等條文被視為擁有的權益或淡倉)，或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30 September 2018 was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

董事認購股份或債權證之權利

本公司或其任何附屬公司於截至2018年9月30日止六個月內任何時間概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益，以及並無董事或其配偶或18歲以下之子女獲授予任何權利以認購本公司或其他法人團體之股本或債務證券，或已行使任何該等權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

主要股東於股份及相關股份之權益

Long positions in ordinary shares and underlying shares of the Company

於本公司普通股股份及相關股份之好倉

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of the total issued shares of the Company 佔本公司已發行股份總數之概約百分比
主要股東名稱	附註	身份	持有普通股股份數目	持有相關股份數目	總計	
Koon Wing Yee 官永義	i & ii	Interest of spouse 配偶權益	739,330,692	300,180,281	1,039,510,973	
	iii	Beneficial owner 實益擁有人	-	11,300,000	11,300,000	
					1,050,810,973	35.43%
Goodco 佳豪	i & ii	Beneficial owner 實益擁有人	645,781,194	288,880,281	934,661,475	31.51%
Easyknit 永義	i & ii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Magical Profits	i & ii	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%

Disclosure of Interests

權益披露

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東於股份及相關股份之權益(續)

Long positions in ordinary shares and underlying shares of the Company (continued)

於本公司普通股股份及相關股份之好倉(續)

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held	Number of underlying shares held	Total	Approximate percentage of the total issued shares of the Company
						佔本公司已發行股份總數之概約百分比
主要股東名稱	附註	身份	持有普通股股份數目	持有相關股份數目	總計	
Accumulate More Profits Limited	i	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Winterbotham Trust 溫特博森信託	i & iv	Trustee 信託人	739,330,692	288,880,281	1,028,210,973	34.67%
Winterbotham Holdings Limited	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Markson International Holdings Limited	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Christopher Geoffrey Douglas Hooper	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Ivan Geoffrey Douglas Hooper	iv	Interest of controlled corporation 受控制法團之權益	739,330,692	288,880,281	1,028,210,973	34.67%
Madian Star Limited	v	Beneficial owner 實益擁有人	-	537,500,000	537,500,000	18.12%
Hu Rong 胡榮		Beneficial owner 實益擁有人	446,950,000	-	446,950,000	15.07%

**SUBSTANTIAL SHAREHOLDERS'
INTERESTS IN SHARES AND
UNDERLYING SHARES (CONTINUED)**

主要股東於股份及相關股份之權益(續)

Notes:

附註：

- (i) In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits and Goodco respectively, both are the wholly-owned subsidiaries of Easyknit. Sea Rejoice Limited is interested in approximately 21.95% of the total number of issued shares of Easyknit and it is wholly-owned by Ms. Lui Yuk Chu. Magical Profits is interested in approximately 31.95% of the total number of issued shares of Easyknit. Magical Profits is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Winterbotham Trust as the trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse). For the 288,880,281 underlying shares comprise (a) 880,281 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2014CN, (b) 100,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017CN1, and (c) 188,000,000 convertible shares (subject to adjustment) to be issued upon the full conversion of the 2017CN2, which are held by Goodco.
- (ii) Ms. Lui Yuk Chu, an executive Director, is also a director of Landmark Profits, Goodco, Easyknit, Sea Rejoice Limited and Magical Profits.
- (iii) These underlying shares are share options granted by the Company under the Share Option Scheme on 14 October 2016 to Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu.
- (i) 於739,330,692股股份中，93,549,498股股份及645,781,194股股份分別以Landmark Profits及佳豪之名義登記並由其實益擁有，該等公司為永義之全資附屬公司。樂洋有限公司於永義已發行股份總數中擁有約21.95%之權益而其由雷玉珠女士全資擁有。Magical Profits於永義已發行股份總數中擁有約31.95%之權益。Magical Profits由Accumulate More Profits Limited全資擁有，該公司由The Magical 2000 Trust（其受益人包括雷玉珠女士及除其配偶以外之家族成員）之信託人溫特博森信託全資擁有。於288,880,281股相關股份中包括(a)於2014年可換股票據獲悉數兌換後可予發行之880,281股可轉換股份（可予調整）、(b)於2017年可換股票據-1獲悉數兌換後可予發行之100,000,000股可轉換股份（可予調整）及(c)於2017年可換股票據-2獲悉數兌換後可予發行之188,000,000股可轉換股份（可予調整），均由佳豪持有。
- (ii) 執行董事雷玉珠女士，亦為Landmark Profits、佳豪、永義、樂洋有限公司及Magical Profits之董事。
- (iii) 此等相關股份均為本公司於2016年10月14日根據購股權計劃授予官永義先生（雷玉珠女士之配偶）之購股權。

Disclosure of Interests

權益披露

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Notes: (continued)

- (iv) Winterbotham Trust is trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse). Winterbotham Trust is owned as to 75% by Winterbotham Holdings Limited ("**Winterbotham Holdings**") and 25% by Markson International Holdings Limited ("**Markson**") respectively. Winterbotham Holdings is owned as to approximately 99.99% by Mr. Christopher Geoffrey Douglas Hooper. Markson is owned as to 60% by Mr. Christopher Geoffrey Douglas Hooper and 40% by Mr. Ivan Geoffrey Douglas Hooper respectively.
- (v) The noteholder of a convertible note issued by the Company to Madian Star Limited on 12 June 2015 in the aggregate principal amount of HK\$86,000,000 for a term of 2 years and conferring rights to convert shares on the basis of the then conversion price of HK\$0.33 per share. The terms of this convertible note are revised for a term of 7 years at a conversion price of HK\$0.16 per share with effect from 11 May 2017.

Save as disclosed above, as at 30 September 2018, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register kept by the Company under Section 336 of the SFO.

主要股東於股份及相關股份之權益 (續)

附註：(續)

- (iv) 溫特博森信託為The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人。Winterbotham Holdings Limited(「**Winterbotham Holdings**」)及Markson International Holdings Limited(「**Markson**」)於溫特博森信託分別擁有75%及25%之權益。Christopher Geoffrey Douglas Hooper先生於Winterbotham Holdings擁有約99.99%之權益。Christopher Geoffrey Douglas Hooper先生及Ivan Geoffrey Douglas Hooper先生於Markson分別擁有60%及40%之權益。
- (v) 於2015年6月12日，本公司發行2年期本金總額86,000,000港元可換股票據予票據持有人Madian Star Limited，其附帶股份兌換權利，可按當時每股0.33港元之兌換價兌換。自2017年5月11日起，該可換股票據已修訂其年期至7年及每股兌換價0.16港元。

除上文所披露者外，於2018年9月30日，概無任何人士(本公司董事或主要行政人員除外)曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司按證券及期貨條例第336條須存置之登記冊內的本公司股份或相關股份之權益或淡倉。

SHARE OPTION SCHEME

On 29 June 2012, a new share option scheme (“Scheme”) was adopted and approved by the shareholders of the Company for a period of 10 years commencing on the adoption date. Since the adoption date, the Board, may at its discretion, grant share options to any eligible person to subscribe for the shares in the Company subject to the terms and conditions as stipulated in the Scheme. During the Period, no share option was outstanding, granted, exercised, cancelled or lapsed under the Scheme. Further details of the Scheme are set out in note 23(e) to the condensed consolidated financial statements.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s issued shares were held by the public as at the date of this interim report.

購股權計劃

於2012年6月29日，本公司股東已採納及批准一項新購股權計劃（「該計劃」），年期由採納日期起計10年。自採納日期起，董事會可酌情向任何合資格認購本公司股份人士授出購股權，惟須受該計劃的條款及細則所限。於本期間，該計劃下概無未行使、已授出、已行使、已註銷或已失效的購股權。該計劃的進一步詳情載於簡明綜合財務報表附註23(e)。

公眾持股量

根據本公司可公開獲得的資料及董事所知，於本中期報告日期，本公司已發行股份的至少25%由公眾持有。

Corporate Governance and Other Information

企業管治及其他資料

CORPORATE GOVERNANCE

The Company has applied the principles and complied with all the code provisions as set out in the Corporate Governance Code (“**CG Code Provision**”) contained in Appendix 14 of the Listing Rules during the Period, with the exception of the following deviation:

Code Provision A.2.1

The roles of chairman and chief executive should be separate and should not be performed by the same individual

Mr. Kwong Jimmy Cheung Tim (“**Mr. Kwong**”) serve as the chairman as well as chief executive officer of the Company. The Board considers this arrangement to be appropriate for the Company as it can preserve the consistent leadership culture of the Company and allow more effective planning and better execution of long-term strategies. The Board believes that a balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high caliber individuals, with half of them being independent non-executive Directors of the Company. The Company will review the current structure when and as it becomes appropriate. Meanwhile, the day-today management and operation of the Group are delegated to divisional management under the leadership and supervision of Mr. Kwong in the role of chairman and chief executive officer who is supported by the executive Directors and senior management.

企業管治

於本期間，本公司一直遵守上市規則附錄14所載《企業管治守則》之原則及所有守則條文，惟下文所述的守則條文除外：

守則條文第A.2.1條

主席與行政總裁之角色應有區分，並不應由一人同時兼任

鄭長添先生（「鄭先生」）同時擔任本公司主席及首席行政總裁。董事會認為此安排對本公司而言是恰當的，既能繼續貫徹本公司之領導文化亦能提高長遠策略的有效規劃及執行表現。董事會認為董事會成員不乏經驗豐富及具才幹之人士（其中半數為本公司獨立非執行董事），足以確保權力及職能平衡。本公司將於適當時檢討現行架構，在主席及首席行政總裁鄭先生的領導及監督，與一眾執行董事及高層管理人員之輔助下，本集團日常管理及營運事宜均由各部門管理人員負責。

**COMPLIANCE WITH THE MODEL CODE
FOR SECURITIES TRANSACTIONS OF
THE LISTING RULES**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by directors, who are likely to be in possession of inside information in relation to the securities of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the Period.

AUDIT COMMITTEE

The Audit Committee currently comprises four independent non-executive directors, namely Mr. Kan Ka Hon (Committee Chairman), Mr. Lau Sin Ming, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly. The Audit Committee has reviewed with the management and the Company's auditor on the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including a review of the unaudited interim condensed consolidated financial statements for the six months ended 30 September 2018.

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

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

遵守上市規則進行證券交易的標準守則

本公司已採納上市規則附錄10所載之標準守則，作為其本身有關董事(可能擁有與本公司證券有關的內幕消息)進行證券交易之行為守則。經本公司作出具體查詢後，本公司所有董事確認，彼等於本期間內一直遵守標準守則所規定之準則。

審核委員會

審核委員會現時由4位獨立非執行董事組成，分別為簡嘉翰先生(委員會主席)、劉善明先生、傅德楨先生及吳冠賢先生。審核委員會已與管理層及本公司之核數師審閱本集團採納之會計準則及常規，並討論審核、內部監控和財務報告等事項，包括審閱截至2018年9月30日止六個月之未經審核中期簡明綜合財務報表。

購買、出售及贖回本公司之上市證券

於本期間，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。

Corporate Governance and Other Information

企業管治及其他資料

EVENTS AFTER THE END OF THE REPORTING PERIOD

- (a) Subsequent to the end of the reporting Period, on 19 November 2018, the Company's subsidiaries have conditionally entered into sale and purchase agreements to acquire Easy Tower and dispose of the Inverness Road Property. Further details of the transactions could be found in the Company's announcement dated 21 November 2018.

The disposal of the Inverness Road Property is in line with the Group's business strategy of focusing its business in non-residential property.

The acquisition of Easy Tower is in line with the Group's development plans as the Group owns Fung Wah Factorial Building which is adjacent to Easy Tower.

- (b) Subsequent to the end of the reporting Period, the resolutions regarding the disposal of Capital Centre by way of tender was passed at the special general meeting on 6 December 2018. For further details, please refer to the Company's announcements dated 4 October 2018 and 6 December 2018 and the circular dated 20 November 2018.

The disposal of Capital Centre is in line with the investment management strategies of the Group and will provide funding for the Group to expand and diversify its property investment portfolio.

報告期末後事項

- (a) 於報告期末後，於2018年11月19日，本公司附屬公司已有條件訂立買賣協議，以收購永義廣場及出售延文禮士道物業。有關交易之進一步詳情，請參閱本公司日期為2018年11月21日之公佈。

出售延文禮士道物業符合本集團專注於非住宅物業業務之業務策略。

收購永義廣場符合本集團之開發計劃，乃由於本集團擁有豐華工業大廈，而此大廈毗鄰永義廣場。

- (b) 於報告期末後，有關以投標方式出售資本中心的決議案於2018年12月6日舉行的股東特別大會上獲通過。有關進一步詳情，請參閱本公司日期為2018年10月4日及2018年12月6日之公佈以及日期為2018年11月20日之通函。

出售資本中心符合本集團之投資管理策略，並將為本集團擴張及多元化其物業投資組合提供資金。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
	NOTES 附註		
Revenue	營業額		
Rental income	租金收入	20,183	16,154
Interest income from loan financing	來自貸款融資之利息收入	9,035	8,718
		29,218	24,872
Cost of services rendered	提供服務成本	(1,547)	(1,159)
		27,671	23,713
Other income	其他收入	4,858	5,668
Other gains and losses	其他收益及虧損	(551)	637
Other expenses	其他開支	(28)	(21)
Distribution and selling expenses	經銷成本	(76)	-
Administrative expenses	行政開支	(22,876)	(16,161)
Net loss on modification of terms of convertible note	更改可換股票據條款之虧損淨額	-	(1,023)
(Loss) gain on changes in fair value of investment properties	投資物業之公平值變動(虧損)收益	(2,288)	2,013
Impairment loss on loans receivable	應收貸款之減值虧損	(2,321)	-
Impairment loss on available-for-sale investments	可供出售投資減值虧損	-	(1,520)
Loss on fair value change of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動虧損	(25,483)	(1,229)
Finance costs	融資成本	(19,420)	(16,258)
Loss before taxation	除稅前虧損	(40,514)	(4,181)
Taxation	稅項	922	1,726

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
	NOTE 附註		
Loss for the period attributable to owners of the Company	本公司股東應佔本期間虧損	(39,592)	(2,455)
Other comprehensive (expense) income:	其他全面(開支)收入:		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>隨後可能重新分類至損益之項目:</i>		
Exchange differences arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異	(37,825)	9,249
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	13,939
Reclassification adjustment upon impairment of available-for-sale investments	可供出售投資減值時之重新分類調整	-	1,520
Release upon disposal of available-for-sale investments	出售可換股票據時解除	-	(25)
Other comprehensive (expense) income for the period	本期間其他全面(開支)收入	(37,825)	24,683
Total comprehensive (expense) income for the period attributable to owners of the Company	本公司股東應佔本期間全面(開支)收入總額	(77,417)	22,228
Basic and diluted loss per share	每股基本及攤薄虧損	HK\$(0.013)	HK\$(0.001)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2018 於2018年9月30日

			30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
	NOTES 附註			
Non-current assets		非流動資產		
Property, plant and equipment	8	物業、廠房及設備	3,936	3,958
Investment properties	9	投資物業	1,107,320	1,656,633
Loans receivable	10	應收貸款	23,119	46,924
Available-for-sale investments	11	可供出售投資	-	207,213
Deposits paid for acquisition of investment properties		收購投資物業上 已付按金	-	29,500
			1,134,375	1,944,228
Current assets		流動資產		
Properties held for development for sale	12	持作出售發展物業	2,711,284	1,634,964
Trade and other receivables	13	貿易及其他應收款項	36,299	49,876
Loans receivable	10	應收貸款	297,859	218,373
Financial assets at fair value through profit or loss	14	按公平值計入損益 之金融資產	72,439	39,054
Bank balances and cash	15	銀行結餘及現金	123,066	125,422
			3,240,947	2,067,689
Current liabilities		流動負債		
Trade and other payables	17	貿易及其他應付款項	279,551	89,718
Tax payable		應付稅項	8,987	9,530
Convertible notes	18	可換股票據	75,945	69,656
Secured bank borrowings	19	有抵押銀行借貸	314,150	420,410
			678,633	589,314
Net current assets		流動資產淨額	2,562,314	1,478,375
Total assets less current liabilities		資產總額減流動負債	3,696,689	3,422,603

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2018 於2018年9月30日

			30 September	31 March
			9月30日	3月31日
			2018	2018
	NOTES		HK\$'000	HK\$'000
	附註		千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Non-current liabilities		非流動負債		
Deferred tax liabilities	20	遞延稅項負債	31,837	35,065
Secured bank borrowings	19	有抵押銀行借貸	1,033,365	672,250
			1,065,202	707,315
			2,631,487	2,715,288
Capital and reserves		資本及儲備		
Share capital	21	股本	29,658	29,658
Reserves		儲備	2,601,829	2,685,630
			2,631,487	2,715,288

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

	Share capital	Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Share options	Accumulated profits	Total
	股本	股份溢價	可換股票據權益儲備	股本儲備	繳入盈餘	匯兌儲備	投資重估儲備	物業重估儲備	購股權儲備	累計溢利	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元
At 1 April 2017 (audited)	19,118	2,019,688	21,181	53,194	261,126	3,984	10,908	40,624	2,083	20,247	2,452,153
Exchange differences arising on translation of foreign operations	-	-	-	-	-	9,249	-	-	-	-	9,249
Change in fair value of available-for-sale investments	-	-	-	-	-	-	13,939	-	-	-	13,939
Reclassification adjustment upon impairment loss of available-for-sale investments	-	-	-	-	-	-	1,520	-	-	-	1,520
Release upon disposal of available-for-sale investments	-	-	-	-	-	-	(25)	-	-	-	(25)
Loss for the period	-	-	-	-	-	-	-	-	-	(2,455)	(2,455)

At 1 April 2017 (audited) 於2017年4月1日
(經審核)

Exchange differences arising on translation of foreign operations 換算海外營運之匯兌差異
Change in fair value of available-for-sale investments 可供出售投資之公平值變動
Reclassification adjustment upon impairment loss of available-for-sale investments 可供出售投資減值虧損之重新分類調整
Release upon disposal of available-for-sale investments 出售可供出售投資時解除
Loss for the period 本期間虧損

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

	Share capital	Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Share options reserve	Accumulated profits	Total
	附本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	附本儲備 HK\$'000 千港元	撥入盈餘 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	投資重估 儲備 HK\$'000 千港元	物業重估 儲備 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	累計溢利 HK\$'000 千港元	總額 HK\$'000 千港元
Total comprehensive income (expense) for the period	-	-	-	-	-	9,249	15,434	-	-	(2,455)	22,228
Issue of new shares	3,250	22,750	-	-	-	-	-	-	-	-	26,000
Transaction costs attributable to issue of new shares	-	(260)	-	-	-	-	-	-	-	-	(260)
Recognition of equity component of convertible notes	-	-	27,994	-	-	-	-	-	-	-	27,994
Deferred tax liability on recognition of equity component of convertible notes	-	-	(4,619)	-	-	-	-	-	-	-	(4,619)
Transfer upon modification of terms of convertible note	-	-	(14,304)	-	-	-	-	-	-	14,304	-
Deferred tax liability released upon modification of terms of convertible note	-	-	465	-	-	-	-	-	-	-	465
Recognition upon modification of terms of convertible note	-	-	50,992	-	-	-	-	-	-	-	50,992
Deferred tax liability on recognition of equity component upon modification of terms of convertible note	-	-	(8,414)	-	-	-	-	-	-	-	(8,414)
Transfer upon cancellation of share options	-	-	-	-	(431)	-	-	-	(431)	431	-
	22,368	2,042,178	73,295	53,194	261,126	13,233	26,342	40,624	1,652	32,527	2,566,539

At 30 September 2017 (unaudited) 於2017年9月30日
(未經審核)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

	Share capital	Share premium	Convertible note equity reserve	Capital reserve	Contributed surplus	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Share options reserve	Accumulated profits	Total
	股本	股份溢價	可換股票據權益儲備	資本儲備	撥入盈餘	匯兌儲備	投資重估儲備	物業重估儲備	購股權儲備	累計溢利	總額
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2018 (audited)	29,658	2,076,148	63,988	53,194	261,126	41,079	59,298	40,624	1,652	88,621	2,715,288
Adjustments (note 2)	-	-	-	-	-	-	(59,298)	-	-	52,914	(6,384)
At 1 April 2018 (restated)	29,658	2,076,148	63,988	53,194	261,126	41,079	-	40,624	1,652	141,435	2,708,904
Exchange differences arising on translation of foreign operations	-	-	-	-	-	(37,825)	-	-	-	-	(37,825)
Loss for the period	-	-	-	-	-	-	-	-	-	(39,592)	(39,592)
Total comprehensive expense for the period	-	-	-	-	-	(37,825)	-	-	-	(39,592)	(77,417)
Transfer upon cancellation of share options	-	-	-	-	-	-	-	-	(197)	197	-
At 30 September 2018 (unaudited)	29,658	2,076,148	63,988	53,194	261,126	3,254	-	40,624	1,455	102,040	2,631,487

於2018年4月1日
(經審核)
調整(附註2)

於2018年4月1日
(經重列)
換算海外營運之匯兌
差異
本期間虧損

Total comprehensive expense
for the period
本期間全面開支
總額
取消證股權時
轉撥

於2018年9月30日
(未經審核)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

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

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

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

本集團之股本儲備代表來自2004年3月及2005年9月削減本公司股本之進賬以及可供將來分派予股東。

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

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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash from (used in) operating activities	來自(用於)經營活動之現金淨額	51,056	(300,060)
Investing activities	投資活動		
Net cash outflow on acquisition of investment properties through acquisition of a subsidiary	透過收購附屬公司收購投資物業之現金流出淨額	(265,500)	-
Additions of investment properties	添置投資物業	(17,496)	(10,519)
Purchase of financial assets at fair value through profit or loss	購入按公平值計入損益之金融資產	(68,832)	-
Purchase of property, plant and equipment	購入物業、廠房及設備	(638)	(1,120)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款項	67,874	53,980
Purchase of available-for-sale investments	購入可供出售投資	-	(3,097)
Withdrawal of bank deposits with original maturity of more than three months	提取超過三個月到期之銀行存款	-	103,606
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	-	1,367
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	7
Other investing cash flows	其他投資現金流量	611	1,422
Net cash (used in) from investing activities	(用於)來自投資活動之現金淨額	(283,981)	145,646

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2018 截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Financing activities	融資活動		
Bank borrowings raised	籌集銀行借貸	672,249	31,710
Repayment of bank borrowings	償還銀行借貸	(417,394)	(2,542)
Interest paid	已付利息	(25,497)	(11,764)
Proceeds from issue of convertible notes	發行可換股票據所得款項	-	44,200
Proceeds from issue of new shares	發行新股所得款項	-	26,000
Transaction costs attributable to issue of new shares	發行新股之交易成本	-	(260)
Net cash from financing activities	來自融資活動之現金淨額	229,358	87,344
Net decrease in cash and cash equivalents	現金及等同現金減少淨額	(3,567)	(67,070)
Cash and cash equivalents at beginning of the period	期初之現金及等同現金	125,422	409,884
Effect of foreign exchange rate changes	外匯匯率變動之影響	1,211	1,008
Cash and cash equivalents at end of the period, represented by bank balances and cash	期末之現金及等同現金，指銀行結餘及現金	123,066	343,822

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The condensed consolidated financial statements of Eminence Enterprise Limited (the “Company”; the Company and its subsidiaries are referred to as the “Group”) have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange.

The Company is an associate of Easyknit International Holdings Limited (“Easyknit International”), an exempted company incorporated in Bermuda with its shares also listed on the Stock Exchange. At 30 September 2018, Easyknit International had 24.93% (31 March 2018: 24.93%) of the issued share capital of the Company.

1. 一般資料及編製基準

高山企業有限公司(「本公司」; 本公司及其附屬公司稱為「本集團」)之簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司(「聯交所」)證券上市規則附錄16適用之披露規定而編製。

本公司於百慕達註冊成立之獲豁免有限公司，其股份於聯交所上市。

本公司為永義國際集團有限公司(「永義國際」)之聯營公司，一間於百慕達註冊成立為獲豁免之有限公司而其股份亦於聯交所上市。於2018年9月30日，永義國際持有本公司已發行股本之24.93%(2018年3月31日：24.93%)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values, as appropriate.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2018 are the same as those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2018.

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatorily effective for the annual period beginning on or after 1 April 2018 for the preparation of the Group’s condensed consolidated financial statements:

2. 主要會計政策

簡明綜合財務報表除投資物業及若干金融工具以公平值計量外(如適用)，乃根據歷史成本法編製。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)導致會計政策變動外，截至2018年9月30日止六個月之簡明綜合財務報表所採納之會計政策及計算方法與本集團編製截至2018年3月31日止年度之全年綜合財務報表所採用者相同。

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已首次應用下列由香港會計師公會所頒佈之新訂及經修訂香港財務報告準則，就編製本集團簡明綜合財務報表而言，該等準則及修訂乃於2018年4月1日或之後開始之年度期間強制生效：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策(續)

Application of new and amendments to HKFRSs (continued)

應用新訂及經修訂香港財務報告準則(續)

HKFRS 9	Financial Instruments	香港財務報告準則第9號	金融工具
HKFRS 15	Revenue from Contracts with Customers and the related Amendments	香港財務報告準則第15號	來自客戶合約之營業額及相關修訂本
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration	香港(國際財務報告詮釋委員會) – 詮釋第22號	外幣交易及預付代價
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions	香港財務報告準則第2號之修訂本	以股份為基礎的付款交易的分類及計量
Amendments to HKFRS 4	Applying HKFRS 9 “Financial Instruments” with HKFRS 4 “Insurance Contracts”	香港財務報告準則第4號之修訂本	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle	香港會計準則第28號之修訂本	作為香港財務報告準則2014年至2016年週期之年度改進之一部分
Amendments to HKAS 40	Transfers of Investment Property	香港會計準則第40號之修訂本	轉撥投資物業

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

新訂及經修訂香港財務報告準則乃按照各相關準則及修訂之過渡條文應用，導致下文所述會計政策、所呈報金額及／或披露事項有變。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 April 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 “Revenue” and HKAS 11 “Construction Contracts” and the related interpretations.

2. 主要會計政策（續）

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動

於本中期間，本集團已首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號「營業額」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，將首次應用該準則的累計影響於初始應用日期2018年4月1日確認。首次應用日期的任何差額於期初累計溢利確認，及並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團僅選擇將該準則追溯應用於2018年4月1日尚未完成之合約。因此，若干比較資料乃根據香港會計準則第18號「營業額」及香港會計準則第11號「建築合約」以及相關詮釋編製，所以若干比較資料可能無法比較。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (continued)

Key changes in accounting policies resulting from application of HKFRS 15

HKFRS 15 introduces a 5-step approach when recognising revenue:

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

2. 主要會計政策(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動

香港財務報告準則第15號引入五個確認營業額之步驟：

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

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

2. 主要會計政策(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動(續)

根據香港財務報告準則第15號，當(或當)本集團於完成履約責任時，即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時確認營業額。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件，控制權隨時間轉移，營業額則可參考完成相關履約責任的進度而按時間確認：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

2. 主要會計政策(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動(續)

- 客戶於本集團履約時同時收取及享用本集團履約所提供的利益；
- 於履約時，本集團的履約創建及增強客戶控制的資產；或
- 本集團的履約並未能創建對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約的款項。

否則，營業額將於客戶獲得明確貨品或服務控制權時確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

2. 主要會計政策(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動(續)

合約資產指本集團尚未擁有向客戶轉移貨品或服務而收取代價的無條件權利。該資產根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即支付代價到期前僅需隨時間流逝。

合約負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)的貨品或服務的責任。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

The adoption of HKFRS 15 has had no material impact on the Group’s financial performance and positions for the current interim period or at 1 April 2018.

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments”

In the current interim period, the Group has applied HKFRS 9 “Financial Instruments” and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) expected credit losses (“ECL”) for financial assets and (3) general hedge accounting.

2. 主要會計政策（續）

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動（續）

應用香港財務報告準則第15號導致會計政策之主要變動（續）

採納香港財務報告準則第15號對本集團於本中期期間或於2018年4月1日的財務表現及狀況並無任何重大影響。

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動

於本中期期間，本集團已應用香港財務報告準則第9號「金融工具」及其他香港財務報告準則相關的隨後修訂。香港財務報告準則第9號引進(1)金融資產及金融負債的分類及計量，(2)金融資產的預期信貸虧損（「預期信貸虧損」）及(3)一般對沖會計的新規定。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between the carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening accumulated profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

本集團已按香港財務報告準則第9號所載過渡條文應用香港財務報告準則第9號，即對於2018年4月1日(首次應用日期)並無終止確認的工具追溯應用分類及計量規定(包括減值)，及並無對已於2018年4月1日終止確認的工具應用有關規定。於2018年3月31日的賬面值與於2018年4月1日的賬面值之差額於期初累計溢利及權益的其他組成部份中確認，毋須重列比較資料。

由於比較資料乃按照香港會計準則第39號「金融工具：確認及計量」編製，因此，若干比較資料可能無法用作比較。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9

(i) Classification and measurement of financial assets

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value, including unquoted equity investments measured at cost less impairment under HKAS 39.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動

(i) 金融資產的分類及計量

所有符合香港財務報告準則第9號範圍內的已確認金融資產其後按攤銷成本或公平值計量(包括根據香港會計準則第39號按成本減減值計量未報價之權益投資)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

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

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(i) 金融資產的分類及計量(續)

符合以下條件其後按攤銷成本計量的債務工具：

- 以收取合約現金流量為目的而持有金融資產之業務模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

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

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(i) 金融資產的分類及計量(續)

符合下列條件之債務工具其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 同時以達致收取合約現金流量及銷售金融資產為目的而持有金融資產之業務模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

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

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”), except that at the date of initial application or initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(i) 金融資產的分類及計量(續)

所有其他金融資產其後按公平值計入損益(「按公平值計入損益」)，但於首次應用或初次確認金融資產之日，倘該權益投資並非持作買賣，亦非收購方於香港財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列權益投資的其後公平值變動。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

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

In addition, the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(i) 金融資產的分類及計量(續)

此外，本集團可不可撤銷地指定符合攤銷成本計量或按公平值計入其他全面收益列賬之債務投資為按公平值計入損益計量(倘若此舉可消除或顯著減少會計錯配)。

按公平值計入損益的金融資產

金融資產如不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量的條件，則按公平值計入損益計量。

於各報告期末，按公平值計入損益的金融資產按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

- (i) Classification and measurement of financial assets (continued)

Financial assets at FVTPL (continued)

The directors of the Company reviewed and assessed the Group’s financial assets as at 1 April 2018 based on the facts and circumstances that existed at that date. Changes in classification and measurement on the Group’s financial assets and the impacts thereof are detailed below.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

- (i) 金融資產的分類及計量(續)

按公平值計入損益的金融資產(續)

本公司董事根據於2018年4月1日存在的事實及情況審閱及評估本集團於該日的金融資產。本集團金融資產分類及計量之變動及其影響詳述如下。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including loans receivable, other receivables and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值

本集團根據香港財務報告準則第9號項下減值的金融資產確認預期信貸虧損的虧損撥備(包括應收貸款、其他應收款項及銀行結餘)。於各報告日期對預期信貸虧損金額進行更新，以反映自初步確認以來的信貸風險變動。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are made based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The ECL on these assets are assessed individually for each borrower and debtor.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值(續)

整個週期的預期信貸虧損指相關工具於預計可使用年期內發生所有可能違約事件而導致的預期信貸虧損。相反，12個月的預期信貸虧損(「12個月預期信貸虧損」)則指預期可能於報告日期後12個月內發生違約事件而導致部分整個週期的預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、一般經濟狀況及就目前報告日期的狀況以及未來狀況預測的評估進行調整。

就借款人及債務人而言，此等資產的預期信貸虧損單獨進行評估。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

For loans receivable, other receivables and bank balances, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

2. 主要會計政策 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值(續)

就應收貸款、其他應收款項及銀行結餘而言，本集團按12個月預期信貸虧損的相同金額計量虧損撥備，除非當自初始確認以來信貸風險顯著上升，則本集團確認整個週期的預期信貸虧損。評估整個週期的預期信貸虧損是否應確認乃基於自初始確認以來發生違約的可能性或風險顯著上升。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

- (ii) Impairment under ECL model (continued)

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2. 主要會計政策 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

- (ii) 預期信貸虧損模式下的減值(續)

信貸風險顯著上升

評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及無須花費不必要成本或努力獲取的前瞻性資料。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the borrower or debtor;

2. 主要會計政策 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值(續)

信貸風險顯著上升(續)

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如借款人或債務人的信貸息差、信用違約掉期價格顯著上升；

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

Significant increase in credit risk (continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the borrower's or debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the borrower or debtor;

2. 主要會計政策 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值(續)

信貸風險顯著上升(續)

- 商業、金融或經濟情況目前或預期有不利變動，預計將導致借款人或債務人償還債項的能力顯著下降；
- 借款人或債務人經營業績實際或預期顯著惡化；

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

Significant increase in credit risk (continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the borrower or debtor that results in a significant decrease in the borrower’s or debtor’s ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值(續)

信貸風險顯著上升(續)

- 借款人或債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致借款人或債務人償還債項的能力顯著下降。

不論上述評估的結果如何，本集團推斷當合約付款逾期超過30日，信貸風險已自初始確認起大幅增加，除非本集團另有合理及支持性資料顯示情況並非如此。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

- (ii) Impairment under ECL model (continued)

Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument determined to have low credit risk if (1) it has a low risk of default, (2) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (3) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

- (ii) 預期信貸虧損模式下的減值(續)

信貸風險顯著上升(續)

儘管上文所述，本集團假設倘債務工具釐定為於報告日期具有低信貸風險，則債務工具之信貸風險自初始確認以來並無顯著增加。倘屬以下情況，債務工具釐定為具有低信貸風險(1)違約風險低，(2)借款人於短期內具備雄厚實力履行其合約現金流量責任及(3)較長期經濟及業務狀況之不利變動可能但不一定削減借款人履行其合約現金流量責任之能力。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

Significant increase in credit risk (continued)

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) 預期信貸虧損模式下的減值(續)

信貸風險顯著上升(續)

本集團認為，除非本集團有合理及支持性資料以證明較滯後的違約標準更適用，否則該工具逾期超過90日即屬違約。

預期信貸虧損之計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率是依過往數據，並按前瞻性資料調整。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

- (ii) Impairment under ECL model (continued)

Measurement and recognition of ECL (continued)

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

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 amortised cost of the financial asset.

2. 主要會計政策 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

- (ii) 預期信貸虧損模式下的減值(續)

預期信貸虧損之計量及確認(續)

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按初始確認時釐定的實際利率折現)之間的差額估算。

利息收入根據金融資產之總賬面值計算，除非金融資產出現信貸減值，在該情況下利息收入根據金融資產之攤銷成本計算。

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

2. 主要會計政策 (續)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(ii) Impairment under ECL model (continued)

(ii) 預期信貸虧損模式下的減值(續)

Measurement and recognition of ECL (continued)

預期信貸虧損之計量及確認(續)

The Group recognises an impairment gain or loss in profit or loss for all instruments by adjusting their carrying amount, with the exception of loans receivable where the corresponding adjustment is recognised through a loss allowance account.

本集團於損益中確認所有工具之減值收益或虧損，方式為調整相關賬面值，惟應收貸款除外，其相應調整透過虧損撥備賬確認。

As at 1 April 2018, the directors of the Company reviewed and assessed the Group’s existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed below.

於2018年4月1日，本公司董事根據香港財務報告準則第9號的規定使用無需過度的成本或努力獲取的合理及支持性資料審閱及評估本集團的現有金融資產之減值。評估結果及其影響於下文詳述。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

(iii) Classification and measurement of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

(iii) 金融負債之分類及計量

有關不造成取消確認的金融負債之非重大修改，相關金融負債之賬面值以修訂合約現金流量之現值計算，按該金融負債之原始實際利率折現。產生的交易成本或費用按經修改金融負債之賬面值調整於餘下期間攤銷。金融負債賬面值之任何調整於修改日期於損益中確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 April 2018.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號產生的影響概述

下表闡述須遵守香港財務報告準則第9號及香港會計準則第39號項下預期信貸虧損之金融資產及金融負債及其他項目於首次應用日期(即2018年4月1日)之分類及計量(包括減值)。

			Available-for-sale investments	Financial assets at FVTPL 按公平值計入損益之金融資產	Loans receivable 應收貸款	Investment revaluation reserve 投資重估儲備	Accumulated profits 累計溢利
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
			(note ii) (附註ii)				
Closing balance at 31 March 2018 – HKAS 39	於2018年3月31日之期末結餘 — 香港會計準則第39號	207,213	39,054	265,297	59,298	88,521	
Effect arising from initial application of HKFRS 9:	首次應用香港財務報告準則第9號產生之影響:						
Reclassification	重新分類						
From available-for-sale investments	來自可供出售投資	(i)	(207,213)	207,213	-	(59,298)	59,298
Remeasurement	重新計量						
Impairment under ECL model	預期信貸虧損模式之減值	(iii)	-	-	(6,384)	-	(6,384)
Opening balance at 1 April 2018	於2018年4月1日之期初結餘	-	246,267	258,913	-	141,435	

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

- (i) Available-for-sale investments

Reclassification from available-for-sale investments to financial assets at FVTPL

At the date of initial application of HKFRS 9, the Group's equity investments of HK\$207,213,000 were reclassified from available-for-sale investments to financial assets at FVTPL. The fair value gains of HK\$59,298,000 relating to the equity investments previously accumulated up to 31 March 2018 were transferred from investment revaluation reserve to accumulated profits as at 1 April 2018.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號產生的影響概述(續)

- (i) 可供出售投資

由可供出售投資重新分類至按公平值計入損益之金融資產

於香港財務報告準則第9號之首次應用日期，本集團207,213,000港元之權益投資由可供出售投資重新分類至按公平值計入損益之金融資產。先前累計直至2018年3月31日與權益投資有關之公平值收益59,298,000港元，於2018年4月1日由投資重估儲備轉入累計溢利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(ii) Financial assets at FVTPL

At the date of initial application, the Group continued to measure the equity securities listed in Hong Kong amounting to HK\$3,436,000 and principal protected deposits amounting to HK\$35,618,000 at FVTPL as these financial assets are required to be measured at FVTPL under HKFRS 9.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號產生的影響概述(續)

(ii) 按公平值計入損益之金融資產

於首次應用日期，本集團繼續計量於香港上市之權益證券為3,436,000港元，按公平值計入損益之保本存款為35,618,000港元，因為該等金融資產根據香港財務報告準則第9號須按公平值計入損益計量。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(iii) Impairment under ECL model

In relation to the impairment of financial assets, HKFRS 9 requires an ECL model, as opposed to an incurred credit loss model under HKAS 39. The ECL model requires an entity to account for ECL and changes in those ECL at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a certain event to have occurred before credit losses are recognised.

Loss allowances for other financial assets at amortised cost mainly comprise of other receivables and bank balances, which are measured on 12m ECL basis as there had been no significant increase in credit risk since initial recognition.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號產生的影響概述(續)

(iii) 預期信貸虧損模式之減值

就金融資產減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映自首次確認以來之信貸風險變動。換言之，毋須再待發生若干事件方確認信貸虧損。

按攤銷成本計量之其他金融資產(主要包括其他應收款項及銀行結餘)之虧損撥備，以12個月預期信貸虧損為基準計量，且其信貸風險自初始確認後並無大幅增加。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(iii) Impairment under ECL model (continued)

As at 1 April 2018, the additional credit loss allowance of HK\$6,384,000 for loans receivable has been recognised against accumulated profits. The additional loss allowance is charged against the loans receivable.

The directors of the Company considered that the additional ECL allowance for other receivables and bank balances as at 1 April 2018 measured under the ECL model is insignificant.

Except as described above, the application of other amendments to HKFRSs and interpretations in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

2. 主要會計政策(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號產生的影響概述(續)

(iii) 預期信貸虧損模式之減值(續)

於2018年4月1日，已就累計溢利確認應收貸款之額外信貸虧損撥備6,384,000港元。額外虧損撥備自應收貸款中扣除。

本公司董事認為，於2018年4月1日根據預期信貸虧損模式計量之其他應收款項及銀行結餘之額外預期信貸虧損撥備不屬重大。

除上文所述者外，於本中期期間應用香港財務報告準則其他修訂本及詮釋對該等簡明綜合財務報表所申報金額及／或所載披露資料並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

3. SEGMENT INFORMATION

Information reported to the Group's chief executive officer, being the chief operating decision maker (the "CODM"), for the purposes of resources allocation and assessment of segment performance focuses on types of services provided. This is also the basis of organisation, whereby the management has chosen to organise the Group around differences in services.

The Group's operating and reportable segments under HKFRS 8 "Operating Segments" are: (a) property investment, (b) property development, (c) investment in securities and (d) loan financing.

The following is an analysis of the Group's revenue and results by operating and reportable segment for the period under review:

3. 分部資料

就資源分配及分部表現評估而言，呈報給本集團之主要經營決策者（「主要經營決策者」），為首席行政總裁之資料，乃集中於貨品交付或服務提供之種類。此亦為組織之基準，管理層選擇以此來組織本集團產品及服務之差異。

根據香港財務報告準則第8號「經營分部」，本集團之經營及呈報分部為：(a) 物業投資、(b) 物業發展、(c) 證券投資及(d) 貸款融資。

回顧本期間按經營及呈報分部劃分本集團之營業額及業績之分析如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

3. SEGMENT INFORMATION (CONTINUED)

3. 分部資料(續)

For the six months ended 30
September 2018

截至2018年9月30日止六個月

		Property investment	Property development	Investment in securities	Loan financing	Consolidated
		物業投資	物業發展	證券投資	貸款融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(note)	(note)			
		(附註)	(附註)			
Segment revenue	分部營業額					
External	外來	20,183	-	-	9,035	29,218
Segment profit (loss)	分部溢利(虧損)	11,272	(3,564)	(25,567)	6,491	(11,368)
Other gains and losses	其他收益及虧損					(551)
Other expenses	其他開支					(28)
Finance costs	融資成本					(19,420)
Unallocated corporate income	無分配之公司收入					4,860
Unallocated corporate expenses	無分配之公司開支					(14,007)
Loss before taxation	除稅前虧損					(40,514)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

3. SEGMENT INFORMATION (CONTINUED)

3. 分部資料(續)

For the six months ended 30
September 2017

截至2017年9月30日止六個月

		Property investment	Property development	Investment in securities	Loan financing	Consolidated
		物業投資	物業發展	證券投資	貸款融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(note)	(note)			
		(附註)	(附註)			
Segment revenue	分部營業額					
External	外來	16,154	-	-	8,718	24,872
Segment profit (loss)	分部溢利(虧損)	14,231	(4,877)	(1,828)	8,565	16,091
Other gains and losses	其他收益及虧損					637
Other expenses	其他開支					(21)
Finance costs	融資成本					(16,258)
Unallocated corporate income	無分配之公司收入					1,507
Unallocated corporate expenses	無分配之公司開支					(6,137)
Loss before taxation	除稅前虧損					(4,181)

Note: Rental income generated from properties held for development for sale was included in property investment segment.

附註：來自持作出售發展物業之租金收入已包括在物業投資之分部內。

Segment profit (loss) represents the result of each segment without allocation of other gains and losses, other expenses, finance costs, and unallocated corporate income and expenses. This is the measure reported to the Group's CODM for the purposes of resource allocation and performance assessment.

分類溢利(虧損)乃指各分部之業績，當中沒有分配其他收益及虧損、其他開支、融資成本及無分配之公司收入及開支。用以向本集團之主要經營決策者，作為資源分配及表現評估之參考。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

3. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

3. 分部資料(續)

分部資產及負債

按經營及呈報分部分分析本集團之資產及負債如下：

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Segment assets	分部資產		
Property investment	物業投資	1,138,622	1,687,359
Property development	物業發展	2,714,458	1,654,046
Investment in securities	證券投資	39,176	210,658
Loan financing	貸款融資	323,352	266,015
Total segment assets	分部資產總額	4,215,608	3,818,078
Unallocated financial assets at FVTPL	無分配之按公平值計入損益之金融資產	33,310	35,618
Bank balances and cash	銀行結餘及現金	123,066	125,422
Others	其他	3,338	32,799
Consolidated assets	綜合資產	4,375,322	4,011,917

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

3. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (continued)

3. 分部資料(續)

分部資產及負債(續)

		30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Segment liabilities	分部負債		
Property investment	物業投資	62,491	46,614
Property development	物業發展	205,257	29,897
Investment in securities	證券投資	135	90
Loan financing	貸款融資	10,180	10,127
Total segment liabilities	分部負債總額	278,063	86,728
Secured bank borrowings	有抵押銀行借貸	1,347,515	1,092,660
Convertible notes	可換股票據	75,945	69,656
Unallocated	無分配	42,312	47,585
Consolidated liabilities	綜合負債	1,743,835	1,296,629

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

3. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments other than unallocated financial assets at FVTPL, bank balances and cash and assets used jointly by operating and reportable segments.
- all liabilities are allocated to operating and reportable segments other than secured bank borrowings, liability portion of convertible notes and liabilities for which operating and reportable segments are jointly liable.

3. 分部資料(續)

分部資產及負債(續)

就分部表現監控及分部間之資源分配而言：

- 除無分配之按公平值計入損益之金融資產、銀行結餘及現金及經營及呈報分部共同使用之資產外，所有資產已分配至經營及呈報分部。
- 除有抵押銀行借貸、可換股票據負債成分及經營及呈報分部共同承擔之負債外，所有負債已分配至經營及呈報分部。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

4. LOSS BEFORE TAXATION

4. 除稅前虧損

		Six months ended 30 September 截至9月30日止六個月	
		2018	2017
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss before taxation has been arrived at after charging (crediting):	除稅前虧損已扣除(計入):		
Interest on bank borrowings	銀行借貸利息	23,592	10,176
Less: Amount capitalised in the cost of qualifying assets	減: 於合資格資產之成本資本化之金額	(12,365)	(3,485)
		11,227	6,691
Effective interest expense on convertible notes	可換股票據之實際利息開支	8,193	9,567
		19,420	16,258
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	615	492
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損(收益)	2	(7)
Net exchange loss (gain) (included in other gains and losses)	匯兌虧損(收益)淨額(包括在其他收益及虧損內)	551	(419)
Total staff costs (including directors' emoluments)	職工成本總額(包含董事酬金)	10,087	7,405
and after crediting to other income:	已計入其他收入:		
Bank and other interest income	銀行及其他利息收入	(1,728)	(1,422)
Dividend income from listed investments	來自上市投資之股息收入	(2,971)	(4,129)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	-	(25)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

5. TAXATION

5. 稅項

		Six months ended 30 September 截至9月30日止六個月	
		2018	2017
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
The tax (charge) credit comprises:	稅項(開支)計入包含：		
Current tax:	本期稅項：		
Hong Kong	香港	(63)	(661)
Other jurisdiction	其他司法	(74)	(47)
		(137)	(708)
Overprovision in prior years:	過往年度超額撥備：		
Hong Kong	香港	-	133
Other jurisdiction	其他司法	49	-
		49	133
Deferred tax (note 20)	遞延稅項(附註20)	1,010	2,301
		922	1,726

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. The two-tiered profits tax rate applies to years of assessment commencing on or after 1 April 2018.

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「該條例草案」)，引入利得稅兩級制。該條例草案於2018年3月28日經簽署生效，並於翌日在憲報刊登。利得稅兩級制應用於2018年4月1日或之後開始之應課稅年度。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

5. TAXATION (CONTINUED)

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporation will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. For the relevant period in the six months ended 30 September 2018, Hong Kong profits tax of the qualifying corporation of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other corporations in the Group which are not qualified for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

Hong Kong profits tax for the six months ended 30 September 2017 was calculated at 16.5% of the estimated assessable profit for that period.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries in the People's Republic of China (the "PRC") is 25%.

No provision for PRC Enterprise Income Tax has been made as the assessable profit is wholly absorbed by tax losses brought forward for both periods.

Taxation arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

5. 稅項(續)

根據利得稅兩級制，合資格法團就首港幣2,000,000元的應課稅溢利將按8.25%之稅率繳納稅項，並就超過港幣2,000,000元的應課稅溢利將按16.5%之稅率繳納稅項。截至2018年9月30日止六個月之相關期間，本集團符合資格法團將按利得稅兩級制計算香港利得稅。本集團不符合利得稅兩級制資格的其他法團的溢利將繼續按16.5%之稅率繳納稅項。

截至2017年9月30日止六個月香港利得稅乃根據該期間之估計應課稅溢利之16.5%計算。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，於中華人民共和國(「中國」)之附屬公司之稅率為25%。

因應課稅溢利於兩個期間內均被承前稅項虧損全數抵銷，故不計提中國企業所得稅撥備。

其他司法引伸之稅項乃按相關司法之現行稅率計算。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

6. DIVIDEND

No dividends were paid, declared and proposed in respect of both interim periods.

6. 股息

於兩中期內並無派付、宣派及建議任何股息。

7. BASIC AND DILUTED LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

7. 每股基本及攤薄虧損

本公司股東應佔之每股基本及攤薄虧損乃根據以下資料計算：

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之虧損	(39,592)	(2,455)
		Number of shares	
		股份數目	
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之加權平均普通股股份數目	2,965,832,059	2,043,252,824

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

7. BASIC AND DILUTED LOSS PER SHARE (CONTINUED)

The computation of diluted loss per share for the six months ended 30 September 2018 and 30 September 2017 does not assume the exercise of the Company's outstanding convertible notes and share options as the exercise would result in a decrease in loss per share.

8. PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group spent HK\$638,000 (six months ended 30 September 2017: HK\$1,120,000) on acquisition of property, plant and equipment.

7. 每股基本及攤薄虧損(續)

於計算截至2018年9月30日及2017年9月30日止六個月之每股攤薄虧損時並沒有假設行使本公司尚未行使之購股權會因其行使導致每股虧損減少。

8. 物業、廠房及設備

於本中期間，本集團用於購入物業、廠房及設備之款項638,000港元(截至2017年9月30日止六個月：1,120,000港元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

9. INVESTMENT PROPERTIES

9. 投資物業

		2018			2017		
		Completed investment properties	Investment properties under development	Total	Completed investment properties	Investment properties under development	Total
		已完成投資物業	發展中投資物業	總額	已完成投資物業	發展中投資物業	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
At 1 April (audited)	於4月1日(經審核)	1,656,633	-	1,656,633	1,292,354	28,015	1,320,369
Exchange adjustments	匯兌調整	(37,966)	(921)	(38,887)	7,827	824	8,651
Additions	添置	296,964	27,298	324,262	-	10,519	10,519
Reclassification	重新分類	-	-	-	28,611	(28,611)	-
Transfer to properties held for development for sale	轉撥至持作出售發展物業	(832,400)	-	(832,400)	-	-	-
(Decrease) increase in fair value recognised in profit or loss	於損益確認之公平值(減少)增加	(2,288)	-	(2,288)	83	1,930	2,013
At 30 September (unaudited)	於9月30日(未經審核)	1,080,943	26,377	1,107,320	1,328,875	12,677	1,341,552

All of the Group's leasehold interests in land held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

本集團所有於經營租約項下賺取租金之土地租約權益乃使用公平值模式計量及分類為投資物業列賬。

During the six months ended 30 September 2018, the Group transferred investment properties with an aggregate carrying amount of HK\$832,400,000 to properties held for development for sale upon commencement of redevelopment with a view to sale.

截至2018年9月30日止六個月，於重建作為出售用途開始時，本集團轉撥合共賬面值832,400,000港元之投資物業至持作出售發展物業。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

9. INVESTMENT PROPERTIES (CONTINUED)

The fair values of the Group's investment properties at the end of the reporting periods were arrived at on the basis of valuation carried out as at these dates by the following independent firms of qualified professional property valuers not connected with the Group:

9. 投資物業(續)

本集團投資物業於報告期末之公平值乃按以下與本集團沒有關連之獨立合資格專業物業估值師行於該等日期進行估值之基準釐定：

Name of valuer 估值師行名稱	Location of investment properties 投資物業之所在地	Carrying amount 賬面值	
		30 September 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 HK\$'000 千港元 (Audited) (經審核)
Vigers Appraisal and Consulting Limited 威格斯資產評估顧問有限公司	Hong Kong 香港	615,801	1,156,000
Vigers Appraisal and Consulting Limited 威格斯資產評估顧問有限公司	PRC 中國	334,575	338,177
Edmund Tie & Company (SEA) Pte Ltd	Singapore 新加坡	156,944	162,456
		1,107,320	1,656,633

9. INVESTMENT PROPERTIES (CONTINUED)

The fair value of completed investment properties in Hong Kong amounting to HK\$615,801,000 (31 March 2018: HK\$1,156,000,000) was arrived at by reference to market evidence of recent transaction prices for similar properties and price per net saleable area, adjusted to reflect the locations and conditions of the subject properties.

The fair values of completed investment properties and investment properties under development in the PRC amounting to HK\$308,198,000 and HK\$26,377,000 (31 March 2018: HK\$338,177,000 and nil), respectively, were arrived at by reference to net rental income allowing for reversionary income potential using the applicable market yields for respective locations and types of properties. The valuation of investment properties under development in the PRC also takes into account of the stage of completion of these properties and estimated construction and professional cost to compete at the end of the reporting periods.

The fair value of completed investment properties in Singapore amounting to HK\$156,944,000 (31 March 2018: HK\$162,456,000) was arrived at by reference to market evidence of recent transaction prices for similar properties, adjusted to reflect the locations and conditions of the subject properties.

9 投資物業(續)

於香港之已完成投資物業之公平值為615,801,000港元(2018年3月31日: 1,156,000,000港元)乃參考同類型物業之近期成交價格之市場情況、每平方尺價格,調整至反映相關物業之位置及狀況。

於中國之已完成投資物業及發展中投資物業之公平值分別為308,198,000港元及26,377,000港元(2018年3月31日: 338,177,000港元及無)乃參考採用適用市場收益之相關地區及物業類型之歸屬潛在收入得出之租金收入淨額。於中國之發展中投資物業之估值亦已考慮此等物業於報告期末之完成階段及估計至完成之建築及專業成本。

於新加坡之已完成投資物業之公平值為156,944,000港元(2018年3月31日: 162,456,000港元)乃參考同類型物業之近期成交價格之市場情況釐定,調整至反映相關物業之位置及狀況。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

9. INVESTMENT PROPERTIES (CONTINUED)

Included in the amount of additions during the current interim period is an amount of HK\$295,000,000 arising from an acquisition of subsidiaries in April 2018. This transaction is for the purpose of acquiring the investment properties to earn rentals and/or for capital appreciation, and had been accounted for as a purchase of assets rather than business combination. On the date of acquisition, the assets and liabilities of the subsidiaries included trade and other receivables of HK\$164,000, and trade and other payables of HK\$36,000 and tax payable of HK\$800,000. Net asset value on acquisition of the subsidiaries amounted to HK\$294,328,000.

9 投資物業(續)

於本中期添置之金額包括來自於2018年4月收購附屬公司之金額295,000,000港元。該交易之目的為收購投資物業以賺取租金及／或資本增值，及以購入資產而不是以業務合併方式記賬。於收購日期，該附屬公司之資產及負債包括貿易及其他應收款項164,000港元、及貿易及其他應付款項36,000港元及應付稅項800,000港元。該附屬公司於收購時之資產淨值為294,328,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

10. LOANS RECEIVABLE

10. 應收貸款

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Fixed rate loans receivable	定息應收貸款	329,683	265,297
Less: Impairment allowance	減：減值撥備	(8,705)	-
		320,978	265,297
Analysed as:	分析為：		
Current portion	流動部分	297,859	218,373
Non-current portion	非流動部分	23,119	46,924
		320,978	265,297

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

10. LOANS RECEIVABLE (CONTINUED) 10. 應收貸款(續)

The movement of impairment allowance for loans receivable for the period is as follows:

期內應收貸款之減值撥備之變動如下：

		Impairment allowance for loans receivable 應收貸款之 減值撥備 HK\$'000 千港元
At 31 March 2018 (audited)	於2018年3月31日(經審核)	–
Impairment allowance recognised (note 2)	已確認之減值撥備(附註2)	6,384
At 1 April 2018 (restated)	於2018年4月1日(經重列)	6,384
Impairment allowance recognised	已確認之減值撥備	2,321
At 30 September 2018 (unaudited)	於2018年9月30日 (未經審核)	8,705

The management closely monitors the credit quality of loans receivable and considers loans receivable amounting to HK\$265,297,000 at 31 March 2018 that are neither past due nor impaired to be of good credit quality and the impairment loss was negligible. At 31 March 2018, no loans receivable are past due at the end of the reporting period for which the Group has not provided for impairment loss.

管理層緊密監控應收貸款之信貸質素，認為於2018年3月31日沒有過期及減值之應收貸款265,297,000港元為有良好信貸質素及減值虧損為微不足道。於2018年3月31日，本集團於報告期末並無應收貸款過期，故無計提減值虧損。

10. LOANS RECEIVABLE (CONTINUED)

The management closely monitors the credit quality of loans receivable amounting to HK\$320,978,000 at 30 September 2018. During the six months ended 30 September 2018, allowance for loans receivable of HK\$2,321,000 was recognised in profit or loss.

At 30 September 2018, the range of interest rate on the Group's loans receivable is 4% to 8.32% (31 March 2018: 4% to 8.32%) per annum.

Before granting loans to outsiders, the Group assesses the potential borrower's credit quality and defines credit limits granted to each borrower. The credit limits attributed to the borrowers are reviewed by the management regularly.

The Group has a policy for assessing the impairment on loans receivable on an individual basis. The assessment also includes evaluation of collectability of accounts and management's judgment, including the financial background, current creditworthiness, collateral and past collection history of each borrower.

10. 應收貸款(續)

管理層緊密監控於2018年9月30日之應收貸款320,978,000港元之信貸質素。截至2018年9月30日止六個月，應收貸款之撥備2,321,000港元已於損益確認。

於2018年9月30日，本集團之應收貸款每年利率介乎4%至8.32% (2018年3月31日：每年4%至8.32%)。

在授出貸款予外來者前，本集團評估潛在借款人之信貸質素及釐定授予每位借款人之信貸額。管理層定期檢討借款人之信貸額。

本集團按個別基準之政策評估應收貸款之減值。該評估亦包括賬戶可收回狀況之評估及就包括每名借款人之財務背景、現時信譽、抵押及過往收回歷史之管理層之判斷。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

10. LOANS RECEIVABLE (CONTINUED)

In determining the recoverability of loans receivable, the Group considers any change in the credit quality of the loans receivable from the date credit was initially granted up to the reporting date. This includes assessing the credit history of the borrowers, such as financial difficulties or default in payments, and current market conditions. Since the adoption of HKFRS 9 on 1 April 2018, assessments were further made based on forward-looking information and after considering the factors that are specific to the borrowers, general economic conditions and assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

No ageing analysis is disclosed, as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of business of loan financing.

10. 應收貸款(續)

於釐定應收貸款之可收回狀況，本集團考慮應收貸款自最初授出信貸直至報告日期之信貸質素之任何改變。當中包括評估借款人之信貸歷史，如財務困難或違約還款，及現時市場狀況。於2018年4月1日採納香港財務報告準則第9號起，作出進一步評估乃根據前瞻性資料及考慮個別借款人之獨特因素、整體經濟狀況及評估於報告日期之現時狀況及預測之將來狀況。

不披露賬齡分析，因本公司董事認為，就貸款融資業務性質而言，賬齡分析並沒有額外價值。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

11. AVAILABLE-FOR-SALE INVESTMENTS

11. 可供出售投資

	30 September	31 March
	9月30日	3月31日
	2018	2018
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Equity securities listed in Hong Kong, at market value	-	207,213

於香港上市之股本證券，按市值

At 31 March 2018, available-for-sale investments were stated at fair values. The fair values of the listed equity securities were determined based on the quoted market closing prices available on the Stock Exchange.

於2018年3月31日，可供出售投資以公平值列賬。上市股本證券之公平值乃根據聯交所報之市場收市價釐定。

Upon initial application of HKFRS 9 during the current interim period, available-for-sale investments were reclassified to financial assets at FVTPL which are detailed in note 14(a).

於本中期首次應用香港財務報告準則第9號時，可供出售投資重新分類至公平值計入損益之金融資產，有關詳情已載列於附註14(a)。

12. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

12. 持作出售發展物業

At 30 September 2018, the amount of properties held for development for sale which are expected to be completed within twelve months after the end of the reporting period is HK\$992,306,000 (31 March 2018: HK\$774,478,000), and the remaining amount which are expected to be completed more than twelve months after the end of the reporting period is HK\$1,718,978,000 (31 March 2018: HK\$860,486,000).

於2018年9月30日，本集團之持作出售發展物業之金額預期於報告期末後十二個月內完成為992,306,000港元(2018年3月31日：774,478,000港元)，餘額預期於報告期末後超過十二個月內完成為1,718,978,000港元(2018年3月31日：860,486,000港元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

13. TRADE AND OTHER RECEIVABLES

The Group did not grant any credit period to its tenants in property investment segment. The aged analysis of trade receivables, based on the invoice date, at the end of the reporting period is as follows:

13. 貿易及其他應收款項

本集團沒有給予於物業投資分部之租戶除賬期。於報告期末，根據發票日期，貿易應收款項之賬齡分析如下：

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables:	貿易應收款項：		
0-60 days	0-60日	1,614	1,757
61-90 days	61-90日	-	32
		1,614	1,789
Prepayments (note (a))	預付款(附註(a))	2,184	16,008
Interest receivable	應收利息	1,093	814
Refundable stamp duty (note (b))	可退回印花稅 (附註(b))	28,463	28,463
Other receivables	其他應收款項	2,945	2,802
		36,299	49,876

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

13. TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (a) At 31 March 2018, the amount included consultant fee of a property redevelopment project, amounting to HK\$13,466,000, which was reclassified to "properties held for development for sale" in the current interim period.
- (b) In accordance with the provisions of the Hong Kong Stamp Duty Ordinance, the stamp duty paid is refundable when the Group's property redevelopment project commences. At 30 September 2018, the amount is included in the Group's current assets in the condensed consolidated statement of financial position as the Group is applying for refund and it is expected that the refund of stamp duty will be received within twelve months.
- (c) Information about the property redevelopment project referred to in (a) and (b) above is set out in the circular of the Company dated 12 September 2017 and announcement dated 29 September 2017.

13. 貿易及其他應收款項(續)

附註：

- (a) 於2018年3月31日，該金額包括物業重建項目之顧問費13,466,000港元，於本中期重新分類為「持作出售發展物業」。
- (b) 根據香港印花稅法例之條款，當本集團之物業重建項目展開時，已支付印花稅為可退回。於2018年9月30日，此金額包括在本集團簡明綜合財務狀況表之流動資產內因本集團已申請退款及預期印花稅退款將於十二個月內收回。
- (c) 有關以上(a)及(b)所述物業重建項目之詳情已載列於本公司日期為2017年9月12日之通函及本公司日期為2017年9月29日之公佈。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

14. 按公平值於損益計入之金融資產

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Listed investments, at fair value:	上市投資，按公平值：		
– Equity securities listed in Hong Kong (note (a))	– 於香港上市之股本證券(附註(a))	39,129	3,436
Unlisted investments, at fair value	非上市投資，按公平值		
– Principal protected deposits denominated in RMB (note (b))	– 以人民幣列值之保本存款(附註(b))	33,310	35,618
		72,439	39,054

Notes:

- (a) The fair values of the listed equity securities were determined based on the quoted market closing prices available on the Stock Exchange.
- (b) The principal protected deposits denominated in RMB issued by banks in the PRC contain embedded derivative, the interest rate of which is determined with reference to the exchange rate of United States dollars ("US\$") against Hong Kong dollars ("HK\$") and ranges from 1.40% to 3.35% per annum with original maturity of three months.

附註：

- (a) 上市股本證券之公平值乃根據聯交所所報之市場收市價釐定。
- (b) 以人民幣列值之保本存款包含內含衍生項目，息率之釐定乃參考美元(「美元」)兌港元(「港元」)之兌換率及年利率由介乎1.40%至3.35%及三個月到期。

15. BANK BALANCES AND CASH

Cash and cash equivalents represent cash and bank balances with an original maturity of three months or less.

16. IMPAIRMENT ASSESSMENT ON OTHER FINANCIAL ASSETS SUBJECT TO ECL MODEL

Other financial assets subject to ECL model include bank balances and other receivables.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The estimated loss rates are estimated based on historical observed default rates over the expected life of the borrowers and debtors and are adjusted for forward-looking information that is available without undue cost or effort. The internal credit rating is regularly reviewed by management to ensure relevant information about specific borrowers and debtors is updated.

For the bank balances, no allowance for impairment was made since the directors of the Company consider that the probability of default is negligible as such amounts are receivable from or placed in banks that have reputation.

For other receivables, no allowance for impairment was made since the directors of the Company consider that the probability of default is minimal after assessing the counter-parties' financial background and creditability.

15. 銀行結餘及現金

現金及等同現金代表現金及不超過三個月到期之銀行結餘。

16. 於預期信貸虧損模式下之其他金融資產減值評估

於預期信貸虧損模式下之其他金融資產包括銀行結餘及其他應收款項。

作為本集團之信貸風險管理之其中一部份，本集團會就其客戶應用內部信貸評級。其估計虧損級別乃根據借款人及債務人預計年期之過往可觀察違約級別及按無需過度之成本或努力之現有前瞻性資料調整而估算。管理層定期審閱內部信貸評級以確保特定借款人及債務人之相關資料為最新的。

就銀行結餘，並沒有作出減值撥備因本公司董事認為違約可能性微不足道由於該等金額乃來自或存放於有信譽之銀行之應收款項。

就其他應收款項，並沒有作出減值撥備因本公司董事在評估對方之財務背景及信譽後認為違約可能性極少。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

17. TRADE AND OTHER PAYABLES

17. 貿易及其他應付款項

The aged analysis of trade payables, based on the invoice date, at the end of the reporting period is as follows:

於報告期末，根據發票日期，貿易應付款項之賬齡分析如下：

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables:	貿易應付款項：		
0-60 days	0-60日	183,689	3,770
Over 90 days	超過90日	420	–
		184,109	3,770
Retention payables (note (a))	應付保修金(附註(a))	14,998	16,075
Rental deposits received and rental received in advance	已收租金按金及預收租金	15,328	15,508
Guarantee money received (note(b))	已收保證金額(附註(b))	10,000	10,000
Accruals	預提費用	49,114	37,721
Other taxes payable	其他應付稅項	4,927	4,846
Other payables	其他應付款項	1,075	1,798
		279,551	89,718

Notes:

附註：

- (a) Retention payable is withheld from subcontractors for construction works and will be released within twelve months upon completion of their works.
- (b) The amount represents money received from a borrower of the loan financing business as security for loan granted.

- (a) 應付保修金乃就建築工程未付予承建商及將於工程完結時十二個月內支付。
- (b) 該金額代表來自貸款融資業務之一位借款人就授出貸款作為抵押之已收金額。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS

- (a) On 27 March 2014, the Company issued 2% convertible note due 2019 at an aggregate principal amount of HK\$100,000,000 to Easyknit International (the “2014 Convertible Note”).

18. 可換股票據包含負債及權益成分

- (a) 於2014年3月27日，本公司以本金總額100,000,000港元發行於2019年到期之2%可換股票據予永義國際（「2014年可換股票據」）。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (CONTINUED)

(a) (continued)

The 2014 Convertible Note is denominated in HK\$ and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2014 Convertible Note on 27 March 2014 and its settlement date on 27 March 2019 at a conversion price of HK\$0.68 per conversion share (subject to anti-dilutive adjustments). On 3 April 2014 and 29 August 2014, the conversion rights attaching to the 2014 Convertible Note were partially exercised for HK\$20,000,000 and HK\$60,000,000, respectively, and a total of 122,869,707 conversion shares were issued upon conversion. Pursuant to the adjustment provisions in the terms and conditions of the 2014 Convertible Note, adjustments have since been made to the conversion price of the 2014 Convertible Note in a number of instances. The last adjusted conversion price is HK\$22.72 per conversion share with effect from 9 October 2015. On 30 September 2018, the 2014 Convertible Note with principal amount of HK\$20,000,000 remained outstanding. Assuming full conversion of the 2014 convertible note at an adjusted conversion price of HK\$22.72 at 30 September 2018, the 2014 Convertible Note will be convertible into 880,281 new ordinary shares of HK\$0.01 each in the share capital of the Company.

18. 可換股票據包含負債及權益成分(續)

(a) (續)

2014年可換股票據以港元列值及持有人享有以每股兌換股份0.68港元之兌換價(需按反稀釋調整改變)，於2014年3月27日之2014年可換股票據發行日及其於2019年3月27日之結算日期間之任何時間，兌換票據為本公司之普通股股份。於2014年4月3日及2014年8月29日，分別為20,000,000港元及60,000,000港元附帶於2014年可換股票據之換股權已獲部分行使，於兌換時發行總數122,869,707股兌換股份。根據2014年可換股票據之規則與條例內之調整條款，2014年可換股票據之兌換價已就若干情況予以調整。最後經調整之兌換價為每股兌換股份22.72港元於2015年10月9日生效。於2018年9月30日，2014年可換股票據仍未償還本金額為20,000,000港元。假設以每股22.72港元之經調整兌換價，於2018年9月30日全面兌換2014年可換股票據，2014年可換股票據可兌換為本公司之股本內每股票面值0.01港元之880,281股新普通股股份。

**18. CONVERTIBLE NOTES
CONTAINING LIABILITY
AND EQUITY COMPONENTS
(CONTINUED)**

(a) (continued)

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the 2014 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 2% per annum will be paid semi-annually in arrears up until the settlement date.

The 2014 Convertible Note contains two components, liability and equity elements. The equity component is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component of the 2014 Convertible Note is 16.98% per annum at the date of initial recognition.

(b) On 12 June 2015, the Company issued 2% convertible note due 2017 at an aggregate principal amount of HK\$86,000,000 to Madian Star Limited (“Madian”), an independent third party (the “2015 Convertible Note”).

18. 可換股票據包含負債及權益成分(續)

(a) (續)

於行使兌換權時將會配發及發行兌換股份。倘2014年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率2%之利息則每半年期末支付利息，直至結算日為止。

2014年可換股票據包含兩個成分，負債及權益成分。權益成分列於「可換股票據權益儲備」之權益。2014年可換股票據負債成分於初始確認日期時之實際利率為年息率為16.98%。

(b) 於2015年6月12日，本公司以本金總額86,000,000港元發行於2017年到期之2%可換股票據予Madian Star Limited (「Madian」)，一名獨立第三方 (「2015年可換股票據」)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (CONTINUED)

(b) (continued)

The 2015 Convertible Note is denominated in HK\$ and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the 2015 Convertible Note on 12 June 2015 and its settlement date on 12 June 2017 at a conversion price of HK\$0.85 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the 2015 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the 2015 Convertible Note at its own discretion on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. Pursuant to the adjustment provisions in the terms and conditions of the 2015 Convertible Note, adjustments have been made to the conversion price of the 2015 Convertible Note from HK\$0.85 per share to HK\$1.81 per share with effect from 9 October 2015 as a result of a capital reorganisation and the completion of the issue of rights share, and further to HK\$0.33 per share with effect from 7 January 2016 as a result of the entering into a deed of amendment to revise the conversion price which was approved by the shareholders at a special general meeting of the Company held on 7 January 2016.

18. 可換股票據包含負債及權益成分(續)

(b) (續)

2015年可換股票據以港元列值及持有人享有以每股兌換股份0.85港元之兌換價(需按反稀釋調整改變)，於2015年6月12日之2015年可換股票據發行日及其於2017年6月12日之結算日期間之任何時間，兌換股票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同直至及包括贖回日期之所有應付未付利息予以贖回2015年可換股票據。本公司亦可按其意願在到期日前任何營業日期內，以100%未償還本金金額連同直至及包括贖回日期之所有應付未付利息予以贖回2015年可換股票據。根據2015年可換股票據之規則與條例內之調整條款，股本重組及完成供股導致2015年可換股票據之兌換價由2015年10月9日起由每股0.85港元調整至每股1.81港元，於2016年1月7日本公司舉行之股東特別大會上獲股東批准簽訂更改兌換價之契約導致兌換價由2016年1月7日起進一步調整至每股0.33港元。

**18. CONVERTIBLE NOTES
CONTAINING LIABILITY
AND EQUITY COMPONENTS
(CONTINUED)**

(b) (continued)

On 1 March 2017, the Company entered into the second deed of amendment with Madian to further revise the terms of the 2015 Convertible Note. According to the second deed of amendment, (i) the exercise period of the 2015 Convertible Note is revised from 2 years to 7 years (i.e. the settlement date is extended to 12 June 2022); (ii) the conversion price is revised from HK\$0.33 per conversion share to HK\$0.16 per conversion share; and (iii) the annual interest rate is revised from 2% to 3% and the interest will be payable semi-annually in arrears instead of in one lump sum on the settlement date. The second deed of amendment was approved by the shareholders at a special general meeting of the Company held on 26 April 2017. The modification of the terms was determined to be substantial and hence resulted in the extinguishment of the original liability component of the 2015 Convertible Note and the recognition of new liability and equity components (the “New 2015 Convertible Note”), resulting in a net loss on modification of terms of convertible note amounting to HK\$1,023,000 recognised in profit or loss during the six months ended 30 September 2017.

18. 可換股票據包含負債及權益成分(續)

(b) (續)

於2017年3月1日，本公司及Madian訂立第二份修訂契據以進一步修訂2015年可換股票據條款。根據第二份修訂契據，(i) 2015年可換股票據行使期由2年改為7年(即結算日延長至2022年6月12日)；(ii) 兌換價將由每股兌換股份0.33港元修訂為每股兌換股份0.16港元；及(iii) 利息年利率由2厘修訂為3厘及將按每半年期末支付一次而不是在結算日一次過支付。第二份修訂契據已於2017年4月26日召開之本公司股東特別大會上獲股東批准。該等條款之修訂已確定為重大並因此導致2015年可換股票據之原來負債部份失效及確認新負債及權益部份(「新2015可換股票據」)，更改可換股票據條款導致淨虧損金額1,023,000港元於截至2017年9月30日止六個月之損益確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (CONTINUED)

(b) (continued)

On 30 September 2018, the New 2015 Convertible Note with principal amount of HK\$86,000,000 remained outstanding. Assuming full conversion of the New 2015 Convertible Note at a revised conversion price of HK\$0.16 at 30 September 2018, the New 2015 Convertible Note will be convertible into 537,500,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the New 2015 Convertible Note is not converted during the revised conversion period up to the revised maturity date, it will be redeemed on the revised maturity date at par with outstanding accrued interest. Interest of 3% per annum as revised under the second deed of amendment will be paid semi-annually in arrears up until the revised settlement date.

18. 可換股票據包含負債及權益成分(續)

(b) (續)

於2018年9月30日，新2015年可換股票據仍未償還本金額為86,000,000港元。假設以每股0.16港元之經修訂兌換價，於2018年9月30日全面兌換新2015年可換股票據，新2015年可換股票據可兌換為本公司每股票面值0.01港元之537,500,000股新普通股股份。

於行使兌換權時將會配發及發行兌換股份。倘新2015年可換股票據於兌換期間直至經修訂到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。根據第二份修訂契約經修訂年息率3%之利息將在每半年期末支付一次直至經修訂結算日為止。

**18. CONVERTIBLE NOTES
CONTAINING LIABILITY
AND EQUITY COMPONENTS
(CONTINUED)**

(b) (continued)

Each of the 2015 Convertible Note and New 2015 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component of the New 2015 Convertible Note is 23.66% per annum at the date of initial recognition.

(c) On 11 May 2017, the Company issued 3% convertible note due 2022 at an aggregate principal amount of HK\$16,000,000 to Easyknit International (the “First 2017 Convertible Note”).

18. 可換股票據包含負債及權益成分(續)

(b) (續)

2015年可換股票據及新2015年可換股票據包含負債成分、權益成分、與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。新2015年可換股票據之負債成分於初始確認日期之實際利率為年息率為23.66%。

(c) 於2017年5月11日，本公司以本金總額16,000,000港元發行於2022年到期之3%可換股票據予永義國際。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (CONTINUED)

(c) (continued)

The First 2017 Convertible Note is denominated in HK\$ and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the First 2017 Convertible Note on 11 May 2017 and its settlement date on 11 May 2022 at a conversion price of HK\$0.16 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the First 2017 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the First 2017 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 30 September 2018, the First 2017 Convertible Note with principal amount of HK\$16,000,000 remained outstanding. Assuming full conversion of the First 2017 Convertible Note at a conversion price of HK\$0.16 at 30 September 2018, the First 2017 Convertible Note will be convertible into 100,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

18. 可換股票據包含負債及權益成分(續)

(c) (續)

第一份2017年可換股票據以港元列值及持有人享有以每股兌換股份0.16港元之兌換價(需按反稀釋調整改變)，於2017年5月11日之第一份2017年可換股票據發行日及其於2022年5月11日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第一份2017年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第一份2017年可換股票據。於2018年9月30日，第一份2017年可換股票據仍未償還本金額為16,000,000港元。假設以每股0.16港元之兌換價，於2018年9月30日全面兌換第一份2017年可換股票據，第一份2017年可換股票據可兌換為本公司之股本內每股票面值0.01港元之100,000,000股新普通股股份。

**18. CONVERTIBLE NOTES
CONTAINING LIABILITY
AND EQUITY COMPONENTS
(CONTINUED)**

(c) (continued)

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the First 2017 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 3% per annum will be paid semi-annually in arrears up until the settlement date.

The First 2017 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the First 2017 Convertible Note is 24.57% per annum at the date of initial recognition.

(d) On 26 September 2017, the Company issued 3% convertible note due 2020 at an aggregate principal amount of HK\$28,200,000 to Easyknit International (the "Second 2017 Convertible Note").

18. 可換股票據包含負債及權益成分(續)

(c) (續)

於行使兌換權時將會配發及發行兌換股份。倘第一份2017年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率3%之利息則每半年期末支付利息，直至結算日為止。

第一份2017年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。第一份2017年可換股票據之負債成分於初始確認時之實際利率為年息率為24.57%。

(d) 於2017年9月26日，本公司以本金總額28,200,000港元發行於2020年到期之3%可換股票據予永義國際（「第二份2017年可換股票據」）。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (CONTINUED)

(d) (continued)

The Second 2017 Convertible Note is denominated in HK\$ and entitles the holder to convert it into ordinary shares of the Company at any time between the date of issue of the Second 2017 Convertible Note on 26 September 2017 and its settlement date on 26 September 2020 at a conversion price of HK\$0.06 per conversion share (subject to anti-dilutive adjustments). The holder may redeem the Second 2017 Convertible Note, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. The Company may redeem the Second 2017 Convertible Note on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. On 18 October 2017, the conversion rights attached to the Second 2017 Convertible Note were partially exercised for HK\$16,920,000, and a total of 282,000,000 conversion shares were issued upon conversion. On 30 September 2018, the Second 2017 Convertible Note with principal amount of HK\$11,280,000 remained outstanding. Assuming full conversion of the Second 2017 Convertible Note at a conversion price of HK\$0.06 at 30 September 2018, the Second 2017 Convertible Note will be convertible into 188,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company.

18. 可換股票據包含負債及權益成分(續)

(d) (續)

第二份2017年可換股票據以港元列值及持有人享有以每股兌換股份0.06港元之兌換價(需按反稀釋調整改變)，於2017年9月26日之第二份2017年可換股票據發行日及其於2020年9月26日之結算日期間之任何時間，兌換票據為本公司之普通股股份。持有人可在授予日期後三個月之任何時間，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第二份2017年可換股票據。本公司可在到期日前任何營業日期內，以100%未償還本金金額連同所有直至及包括贖回日期之應付未付利息予以贖回第二份2017年可換股票據。於2017年10月18日，第二份2017年可換股票據之兌換權部份行使16,920,000港元，並於兌換時發行合共282,000,000股兌換股份。於2018年9月30日，第二份2017年可換股票據仍未償還本金額為11,280,000港元。假設以每股0.06港元之兌換價，於2018年9月30日全面兌換第二份2017年可換股票據，第二份2017年可換股票據可兌換為本公司之股本內每股票面價值0.01港元之188,000,000股新普通股股份。

**18. CONVERTIBLE NOTES
CONTAINING LIABILITY
AND EQUITY COMPONENTS
(CONTINUED)**

(d) (continued)

Conversion shares will be allotted and issued upon exercise of the conversion rights. If the Second 2017 Convertible Note is not converted during the conversion period up to the maturity date, it will be redeemed on the maturity date at par with outstanding accrued interest. Interest of 3% per annum will be paid semi-annually in arrears up until the settlement date.

The Second 2017 Convertible Note contains liability component, equity component, and holder and issuer early redemption options. As the early redemption options are closely related to the host contract, they are not treated as separate derivatives. The equity component is presented in equity heading "convertible note equity reserve". The effective interest rate of the liability component of the Second 2017 Convertible Note is 44.06% per annum at the date of initial recognition.

18. 可換股票據包含負債及權益成分(續)

(d) (續)

於行使兌換權時將會配發及發行兌換股份。倘第二份2017年可換股票據於兌換期間直至到期日並沒有兌換，則將於到期日以票面值連同尚未支付之已計提利息贖回。年息率3%之利息則每半年期末支付利息，直至結算日為止。

第二份2017年可換股票據包含負債成分、權益成分與持有人及發行人提早贖回權。由於提早贖回權跟主體合約緊密關連，故不作獨立衍生工具處理。權益成分列於「可換股票據權益儲備」之權益。第二份2017年可換股票據之負債成分於初始確認時之實際利率為年息率為44.06%。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

18. CONVERTIBLE NOTES CONTAINING LIABILITY AND EQUITY COMPONENTS (CONTINUED)

The movement of the liability component of the above convertible notes during the six months ended 30 September 2018 is set out below:

18. 可換股票據包含負債及權益成分(續)

截至2018年9月30日止六個月上述可換股票據負債成分之變動載列如下：

		HK\$'000 千港元
Carrying amount at 1 April 2018 (audited)	於2018年4月1日 賬面值(經審核)	69,656
Accretion of interest	利息之自然增值	8,193
Interest paid	已付利息	(1,904)
Carrying amount at 30 September 2018 (unaudited)	於2018年9月30日 賬面值 (未經審核)	75,945

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

19. SECURED BANK BORROWINGS

19. 有抵押銀行借貸

		30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Carrying amount repayable as follows (based on the scheduled repayment dates set out in the loan agreements):	應償還款項之賬面值如下(根據貸款協議所列之預定還款日期):		
– within one year	– 一年內	314,150	420,410
– within a period of more than one year but not exceeding two years	– 多於一年但不超過兩年期間內	380,694	593,494
– within a period of more than two years but not exceeding five years	– 多於兩年但不超過五年期間內	593,018	17,408
– within a period of more than five years	– 超過五年期間內	59,653	61,348
		1,347,515	1,092,660
Less: Amount due within one year shown under current liabilities	減: 於流動負債項下之一年內到期之金額	(314,150)	(420,410)
Amount due after one year shown under non-current liabilities	於非流動負債項下之一年後到期之金額	1,033,365	672,250

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

19. SECURED BANK BORROWINGS (CONTINUED)

During the current interim period, the Group obtained new bank loans amounting to HK\$672,249,000 (six months ended 30 September 2017: HK\$31,710,000) and repaid bank loans amounting to HK\$417,394,000 (six months ended 30 September 2017: HK\$2,542,000).

The new loans carry interest at Hong Kong Interbank Offered Rate plus 1.5% to 1.8% per annum, with effective interest at 3.3% to 3.9% per annum. They are repayable in full in one lump sum in July 2022, in quarterly instalments the last of which falls in April 2023 or in semi-annual instalments the last of which falls in April 2021. The new loans are secured by certain properties held for development for sale and investment properties of the Group with aggregate carrying amounts of HK\$853,675,000 and HK\$431,600,000, respectively, at 30 September 2018.

19. 有抵押銀行借貸(續)

於本中期間，本集團取得金額為672,249,000港元(截至2017年9月30日止六個月：31,710,000港元)之新銀行貸款及償還銀行貸款金額為417,394,000港元(截至2017年9月30日止六個月：2,542,000港元)。

新貸款息率為香港銀行同業拆息加1.5%至1.8%之年利率，實際年利率為3.3%至3.9%。於2022年7月將一次過全數償還，最後一期於2023年4月到期之季度付款或最後一期於2021年4月到期之半年度付款。新貸款以本集團之若干持作出售發展物業及投資物業於2018年9月30日之賬面值分別合共853,675,000港元及431,600,000作為抵押。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

20. DEFERRED TAX LIABILITIES

20. 遞延稅項負債

		Revaluation of properties 物業重估 HK\$'000 千港元	Convertible notes 可換股票據 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2017 (audited)	於2017年4月1日 (經審核)	(19,995)	(1,859)	(21,854)
Recognition upon issue of convertible notes	於發行可換股 票據時確認	–	(4,619)	(4,619)
Released upon modification of terms of convertible note	更改可換股票據 條款時解除	–	465	465
Recognition upon modification of terms of convertible note	更改可換股票據 條款時確認	–	(8,414)	(8,414)
Credit to profit or loss for the period	於本期間 損益中計入	1,283	1,018	2,301
Currency realignment	匯兌調整	(417)	–	(417)
At 30 September 2017 (unaudited)	於2017年9月30日 (未經審核)	(19,129)	(13,409)	(32,538)
Release upon conversion of convertible note	兌換可換股票據時 解除	–	1,838	1,838
(Charge) credit to profit or loss for the period	於本期間損益中 (扣除)計入	(3,774)	931	(2,843)
Currency realignment	匯兌調整	(1,522)	–	(1,522)
At 31 March 2018 (audited)	於2018年3月31日 (經審核)	(24,425)	(10,640)	(35,065)
(Charge) credit to profit or loss for the period	於本期間損益中 (扣除)計入	(28)	1,038	1,010
Currency realignment	匯兌調整	2,218	–	2,218
At 30 September 2018 (unaudited)	於2018年9月30日 (未經審核)	(22,235)	(9,602)	(31,837)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

20. DEFERRED TAX LIABILITIES (CONTINUED)

At 30 September 2018, the Group has unused tax losses of HK\$193,424,000 (31 March 2018: HK\$160,207,000) available for offset against future profits. The Hong Kong tax losses of HK\$193,424,000 (31 March 2018: HK\$159,534,000) can be carried forward indefinitely. No deferred tax asset has been recognised in respect of such tax losses due to unpredictability of future profit streams.

20. 遞延稅項負債(續)

於2018年9月30日，本集團有未動用稅項虧損193,424,000港元(2018年3月31日：160,207,000港元)可供抵銷未來溢利。香港稅項虧損193,424,000港元(2018年3月31日：159,534,000港元)可無限期結轉。由於未能預計未來溢利收入，故並沒有確認此等稅項虧損之遞延稅項資產。

21. SHARE CAPITAL

21. 股本

	Notes 附註	Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 金額 HK\$'000 港元
Authorised:				
At 1 April 2017,				
30 September 2017,				
31 March 2018 and				
30 September 2018		0.01	20,000,000,000	200,000
Issued and fully paid:				
At 1 April 2017		0.01	1,911,832,059	19,118
Issue of new shares	(a)	0.01	325,000,000	3,250
At 30 September 2017		0.01	2,236,832,059	22,368
Conversion of				
convertible note	(b)	0.01	282,000,000	2,820
Issue of new shares	(c)	0.01	447,000,000	4,470
At 31 March 2018 and				
30 September 2018		0.01	2,965,832,059	29,658

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

21. SHARE CAPITAL (CONTINUED)

21. 股本(續)

Notes:

附註：

- (a) On 19 July 2017, the Company allotted 325,000,000 ordinary shares of HK\$0.01 each by placing to not less than six placees at a placing price of HK\$0.08 per share. The Company raised HK\$25,740,000 (net of expenses) with the intention at the time of placing to be used to satisfy part of the consideration for the acquisition of a unit in a non-industrial building for redevelopment. The new placing shares were issued pursuant to the refreshed general mandate granted to the directors by a resolution of the independent shareholders of the Company passed at the special general meeting held on 26 April 2017.
- (b) On 18 October 2017, the Second 2017 Convertible Note with a principal amount of HK\$16,920,000 were converted into shares of HK\$0.01 each in the Company at the conversion price of HK\$0.06 per share. Accordingly, a total of 282,000,000 ordinary share of HK\$0.01 each were allotted and issued by conversion of the convertible note.
- (c) On 21 February 2018, the Company allotted 447,000,000 ordinary shares of HK\$0.01 each by placing to not less than six placees at a placing price of HK\$0.055 per share. The Company raised HK\$24,340,000 (net of expenses) with the intention at the time of placing to be used to purchase units in an industrial building for redevelopment. The new placing shares were issued pursuant to the general mandate granted to the directors by a resolution of the shareholders of the Company passed at the annual general meeting held on 24 July 2017.

- (a) 於2017年7月19日，本公司以每股配售價0.08港元配售325,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得25,740,000港元(扣除開支後)，當時打算用作收購一個非工業樓宇單位作重建用途之部份代價。新配售股份乃按2017年4月26日股東週年大會上通過之股東決議給予董事之一般授權發行。
- (b) 於2017年10月18日，本金金額16,920,000港元之第二份2017年可換股票據以每股0.06港元之兌換價兌換為本公司每股0.01港元之股份。因此，透過兌換可換股票據合共配售及發行282,000,000股每股0.01港元之普通股股份。
- (c) 於2018年2月21日，本公司以每股配售價0.055港元配售447,000,000股每股0.01港元之普通股股份予不少於六名承配人。本公司籌得24,340,000港元(扣除開支後)，當時打算用作收購一工業樓宇作重建。新配售股份乃按2017年7月24日股東週年大會上通過之股東決議給予董事之一般授權發行。

All shares issued during the prior period ranked pari passu with the then existing shares in issue in all respects.

所有於兩個年度內發行之股份於各方面與當時已發行股份享有同等權利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

22. FAIR VALUE MEASUREMENTS OF FINANCIAL ASSETS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and key inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

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

22. 金融資產之公平值計量

本集團按經常性基準以公平值計量之金融資產之公平值

部分本集團之金融資產於報告期末按公平值計量。下表提供有關如何釐定該等金融資產之公平值(特別是,所使用的估值技術及輸入數據),及根據公平值計量的輸入數據的可觀察程度以劃分公平值級別水平(第1至3級)之資料。

- 第1級輸入數據指實體於計量日可識別之相同資產或負債於活躍市場之報價(未經調整);
- 第2級輸入數據指除第1級計入之報價外,可直接(即作為價格)或間接(即按價格衍生)觀察的資產或負債數據;及
- 第3級輸入數據指資產或負債的不可觀察數據。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

22. FAIR VALUE MEASUREMENTS OF FINANCIAL ASSETS (CONTINUED)

22. 金融資產之公平值計量(續)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

本集團按經常性基準以公平值計量之金融資產之公平值(續)

Financial assets 金融資產		Fair value at 公平值		Fair value hierarchy 公平值階	Valuation techniques and key inputs 估值技術及主要輸入數據
		30 September 2018 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 3月31日 HK\$'000 千港元 (Audited) (經審核)		
Financial assets at FVTPL	按公平值計入損益 之金融資產				
- Listed equity securities	- 上市股本證券	39,129	3,436	Level 1 第1級	Quoted bid prices in an active market 於活躍市場所報之出價
- Principal protected deposits	- 保本存款	33,310	35,618	Level 3 第3級	Discounted cash flows - future cash flows are estimated based on exchange rate of US\$ against HK\$ and expected yields of the instruments 折現現金流量 - 未來 現金流量乃按美元兌港 元之兌換率及工具之預 計回報，以反映信貸風 險之比率折現作出估計
Available-for-sale investments	可供出售投資	-	207,213	Level 1 第1級	Quoted bid prices in an active market 於活躍市場所報之出價

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

22. FAIR VALUE MEASUREMENTS OF FINANCIAL ASSETS (CONTINUED)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

There were no transfers between Levels 1, 2 and 3 in both periods.

Upon initial application of HKFRS 9 during the current interim period, available-for-sale investments was reclassified to financial assets at FVTPL, details of which are set out in note 2.

22. 金融資產之公平值計量(續)

本集團按經常性基準以公平值計量之金融資產之公平值(續)

第1級、第2級及第3級之間並沒有於兩個期間轉移。

於本中期首次應用香港財務報告準則第9號，可供出售投資重新分類至按公平值計入損益之金融資產，有關詳情已載列於附註2。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

23. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS

- (a) During the period, the Group had the following transactions with a wholly-owned subsidiary of Easyknit International:

Rental expense 租金開支

Ms. Lui Yuk Chu, a director of the Company, is also one of the beneficiaries under a family trust holding 31.95% (31 March 2018: 36.74%) equity interest of Easyknit International at 30 September 2018. Ms. Lui Yuk Chu also holds 19.09% (31 March 2018: 21.95%) equity interest of Easyknit International through an entity wholly-owned by her.

- (b) Details of the convertible notes issued to Easyknit International are set out in note 18(a), (c) and (d).

23. 關連人士交易／關連交易

- (a) 於期內，本集團與永義國際之全資附屬公司之交易如下：

Six months ended 30 September 截至9月30日止六個月	
2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
1,248	1,248

雷玉珠女士，本公司一名董事，亦為於2018年9月30日擁有永義國際31.95%（2018年3月31日：36.74%）權益家族信託受益人之一。彼亦透過一間其全資擁有之實體持有永義國際19.09%（2018年3月31日：21.95%）權益。

- (b) 發行予永義國際之可換股票據之詳情載列於附註18(a)、(c)及(d)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

23. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS (CONTINUED)

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the period was as follows:

Short-term employee benefits	短期僱員福利
Salaries and other benefits	薪金及其他福利
Contributions to retirement benefit schemes	退休福利計劃供款

The remuneration of directors and key executives are determined by the remuneration committee and executive directors, respectively, having regard to the performance of individuals and market trends.

23. 關連人士交易／關連交易（續）

(c) 主要管理人員之薪酬

董事及其他主要管理人員於期內之酬金如下：

Six months ended 30 September 截至9月30日止六個月	
2018	2017
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
5,372	3,642
45	33
5,417	3,675

董事及主要行政人員之酬金分別由薪酬委員會及執行董事按照個別人士之表現及市場趨勢而釐定。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

23. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS (CONTINUED)

(d) In January 2011, the Company entered into an employment agreement with Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu, to act as general manager of the Company. The employment agreement, which constitutes a connected transaction, commenced on 21 February 2011 but may be terminated by either party at any time by three months' notice. The monthly salary has been adjusted twice to HK\$180,000 with effect from 1 April 2017 and further to HK\$300,000 with effect from 1 April 2018. The remuneration of Mr. Koon Wing Yee as general manager of the Company during the six months ended 30 September 2018 was HK\$1,809,000 (six months ended 30 September 2017: HK\$1,089,000) and was included in the "compensation of key management personnel" in (c) above. Details of share options of the Company granted to Mr. Koon Wing Yee are set out in (e) below.

23. 關連人士交易／關連交易（續）

(d) 於2011年1月，本公司與官永義先生，雷玉珠女士之配偶，訂立僱用協議，僱用彼為本公司總經理。該僱用協議，構成一項關連交易，由2011年2月21日開始，但可由其中任何一方給予三個月通知而終止。每月薪金被調整兩次至180,000港元於2017年4月1日生效及進一步調整至300,000港元於2018年4月1日生效。截至2018年9月30日止六個月內，官永義先生僱用為本公司總經理之薪酬為1,809,000港元（截至2017年9月30日止六個月：1,089,000港元）並已包括在以下(c)項之「主要管理人員之薪酬」內。有關本公司授予官永義先生購股權之詳情載於以下(e)項。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

23. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS (CONTINUED)

- (e) On 14 October 2016, 113,000,000 share options were granted to directors of the Company and employees of the Group under the share options scheme which was approved by the shareholders of the Company on 29 June 2012. Share options granted to directors of the Company and their close relatives are as follows:

23. 關連人士交易／關連交易（續）

- (e) 於2016年10月14日，根據於2012年6月29日由本公司股東批准之購股權計劃，113,000,000股購股權授予本公司之董事及本集團之僱員。購股權授予本公司之董事及其近親如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

23. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS (CONTINUED) 23. 關連人士交易／關連交易（續）

(e) (continued)

(e) (續)

		Number of share options 購股權數目		
		Outstanding at 1 April 2017	Lapsed during the period	Outstanding at 30 September 2017, and 31 March 2018 30 September 2018 於2017年 9月30日、 於2018年 3月31日及 2018年 9月30日尚餘
Directors	董事			
Mr. Kwong Jimmy Cheung Tim	鄺長添先生	11,300,000	-	11,300,000
Ms. Lui Yuk Chu	雷玉珠女士	11,300,000	-	11,300,000
Ms. Koon Ho Yan (note)	官可欣女士(附註)	11,300,000	(11,300,000)	-
		33,900,000	(11,300,000)	22,600,000
Employees	僱員			
Mr. Koon Wing Yee, the spouse of Ms. Lui Yuk Chu	官永義先生，雷玉珠女士 之配偶	11,300,000	-	11,300,000
Mr. Koon Chun Ting, a son of Ms. Lui Yuk Chu	官俊廷先生，雷玉珠女士 之兒子	11,300,000	(11,300,000)	-
Mr. Ku Wai Ming, a cousin of Ms. Lui Yuk Chu	古偉明先生，雷玉珠女士 之表親	11,300,000	-	11,300,000
		33,900,000	(11,300,000)	22,600,000
		67,800,000	(22,600,000)	45,200,000

Note: Ms. Koon Ho Yan resigned as an executive director of the Company with effect from 18 April 2017.

附註：官可欣女士於生效日期2017年4月18日辭任為本公司執行董事。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

23. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS (CONTINUED)

(e) (continued)

No equity-settled share-based payment expense was recognised in both periods.

(f) During the six months ended 30 September 2018, the Group received rental income totalling HK\$144,000 (six months ended 30 September 2017: HK\$324,000) from certain close relatives of Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy.

23. 關連人士交易／關連交易（續）

(e) （續）

於兩個期間並沒有於損益確認之以權益結算之股份支付開支。

(f) 截至2018年9月30日止六個月，本集團收取雷玉珠女士及官可欣女士之若干近親之租金收入共144,000港元（截至2017年9月30日止六個月：324,000港元）。

24. CAPITAL COMMITMENTS

24. 資本承擔

	30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of investment properties	23,863	265,975

有關投資物業之
已訂約但尚未
於簡明綜合財務
報表撥備之
資本開支

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

25. EVENTS AFTER THE END OF THE REPORTING PERIOD

The following events took place subsequent to 30 September 2018:

- (a) The Company proposed to dispose of investment properties it acquired in April 2018 at a purchase cost of HK\$295 million (see note 9) by tender at a minimum price of HK\$310 million. Details of this are set out in the Company's announcement dated 4 October 2018 and circular dated 20 November 2018.
- (b) On 19 November 2018, the Group and the Easyknit Group (comprising Easyknit International and its subsidiaries) entered into conditional agreements to effect the following:

25. 報告期末後重要事項

於2018年9月30日後發生之重大事項如下：

- (a) 本公司建議透過招標以底價310,000,000港元出售於2018年4月以295,000,000港元(見附註9)購入之投資物業。有關詳情已載列於本公司日期為2018年10月4日之公佈及日期為2018年11月20日之通函。
- (b) 於2018年11月19日，本集團及永義集團(包括永義國際及其附屬公司)簽訂有條件協議以實現下列事項：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

25. EVENTS AFTER THE END OF THE REPORTING PERIOD (CONTINUED)

(b) (continued)

- (i) The Group (as buyer) will acquire the entire issued share capital of an indirect wholly-owned subsidiary of Easyknit International (the “Easyknit Sale Company”) and shareholder loan for an aggregate consideration of HK\$470 million subject to adjustment by way of deduction of a sum equal to the amount of bank loan outstanding as at the completion date on a dollar-for-dollar basis (the “Easyknit Sale Agreement”). The principal asset of the Easyknit Sale Company is a building with a fair value of HK\$460 million at 14 November 2018 (the “Easyknit Sale Building”). A deposit of HK\$23,500,000 was paid by the Group on the signing of the agreement.

25. 報告期末後重要事項(續)

(b) (續)

- (i) 本集團(作為買方)將收購永義國際一間間接全資擁有附屬公司之全部已發行股本(「永議待售公司」)及股東貸款合共代價470,000,000港元，惟可透過扣除相等於完成日期未償還銀行貸款全額的款項按等值基準方式作出調整。(「永議待售協議」)。永義待售公司之主要資產乃為一座於2018年11月14日之公平值460,000,000港元之樓宇(「永議待售樓宇」)。本集團已於簽訂協議時支付按金23,500,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

25. EVENTS AFTER THE END OF THE REPORTING PERIOD (CONTINUED)

(b) (continued)

- (ii) The Group (as seller) will sell the entire issued share capital of an indirect wholly-owned subsidiary (the “Eminence Sale Company”) and shareholder loan for an aggregate consideration of HK\$1,035 million subject to adjustment by way of deduction of a sum equal to the amount of bank loan outstanding as at the completion date on a dollar-for-dollar basis (the “Eminence Sale Agreement”). The principal asset of the Eminence Sale Company is a building with a fair value of HK\$1,170 million at 14 November 2018. A deposit of HK\$51,750,000 was received by the Group on the signing of the agreement.

Completion of the Easyknit Sale Agreement and the Eminence Sale Agreement shall take place simultaneously. The aggregate sum payable by the Group under the Easyknit Sale Agreement will be set off against the sum receivable by the Group under the Eminence Sale Agreement.

25. 報告期末後重要事項(續)

(b) (續)

- (ii) 本集團(作為賣方)將出售一間間接全資擁有附屬公司之全部已發行股本(「高山待售公司」)及股東貸款合共代價1,035,000,000港元,惟可透過扣相等於完成日期未償還銀行貸款金額的款項按等值基準方式作出調整。(「高山待售協議」)。高山待售公司之主要資產乃為一座於2018年11月14日之公平值1,170,000,000港元之樓宇(「高山待售樓宇」)。本集團已於簽訂協議時收取按金51,750,000港元。

永義待售協議及高山待售協議將同時完成。根據永義待售協議本集團之應付總額將與根據高山待售協議本集團之應收金額扣除。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至2018年9月30日止六個月

25. EVENTS AFTER THE END OF THE REPORTING PERIOD (CONTINUED)

(b) (continued)

Details of the above are set out in the joint announcement of the Company and Easyknit International dated 21 November 2018. A joint circular will be despatched when available.

(c) Subject to the simultaneous completion of the Easyknit Sale Agreement and the Eminence Sale Agreement and when the Easyknit Sale Company becomes a subsidiary of the Company, the Easyknit Sale Company will enter into a property management agreement with an indirect wholly-owned subsidiary of Easyknit International (the "Manager") appointing the Manager to manage the Easyknit Sale Building for an initial period of three years. The monthly management fee payable by the Easyknit Sale Company to the Manager will be determined with reference to expenditure incurred by the Manager subject to a maximum annual cap of HK\$420,000.

Details of the above are also set out in the joint announcement of the Company and Easyknit International dated 21 November 2018.

25. 報告期末後重要事項(續)

(b) (續)

有關上述詳情已載列於本公司及永義國際日期為2018年11月21日之聯合公佈內。聯合通函將於稍後寄發。

(c) 當永義待售協議及高山待售協議同時完成時及當永義待售公司成為本公司附屬公司，永義待售公司將與永義國際一間間接全資擁有附屬公司簽訂物業管理協議(「管理人」)以委任管理人管理永義待售樓宇初步為期三年。永義待售公司之每月應付管理費予管理人乃參考管理人之開支而釐定，每年最高限額為420,000港元。

上述詳情已載於本公司及永義國際日期於2018年11月21日之聯合公佈內。



EMINENCE
ENTERPRISE LIMITED
高山企業有限公司